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August 17, 2016

Mr. Ashton Joseph Ryan Jr.
Chairman, President, and CEO
First NBC Bank Holding Company (NASDAQ: FNBC)
210 Baronne Street
New Orleans, LA 70112

Dear Mr. Ryan:

We saw that you didn't file your 10-K on Monday. From your press release, we inferred that you are working through it with E&Y – your auditor – and plan on filing it within 10 days or so. When you do file it, we plan on reviewing it; digesting it; probably calling some accountants to help us understand some of the footnotes (which I'm sure will be somewhat complicated); and then releasing our thoughts in a public presentation.

For now, we wanted to follow up on our last letter dated August 12, 2016,¹ with a few more questions that we stumbled upon when we read the FR Y-9C – the regulatory report for the parent company of FNBC – that you filed last Friday (after we had written our public letter to you, a slightly amended version of which can be found at: [http://holdcoam.com/wp-content/uploads/Letter to FNBC.pdf](http://holdcoam.com/wp-content/uploads/Letter%20to%20FNBC.pdf)). We've attached that FR Y-9C report to this letter as Appendix A. This letter should be read in conjunction with our August 12th letter, which should be considered incorporated into this letter. While our August 12th letter sought to understand how much capital FNBC may need to raise in the future (our estimate was \$300 million by 2018), this letter addresses more near-term issues.

Essentially, we're having trouble reconciling some fairly important numbers in your 2nd quarter FR Y-9C report – numbers that relate to your capital levels and cash position – and since these numbers are important and may even be referenced in your upcoming 10-Qs, we wanted to bring this to your attention and request that you address these questions when you do ultimately respond to us. There's definitely some chance we are missing something, but we've put a lot of effort into this exercise and are frustrated that we can't get the numbers to add up. I know that your

¹ Our interest in FNBC has not changed since our August 12, 2016, letter. We still hold \$8 million in face value of your publicly registered 5.75% subordinated debt instruments due 2025; are still short the common stock of FNBC; and taken as a whole, have a directionally short position in FNBC that will profit if the price of FNBC's common stock declines.

SEC filings and prior call reports are subject to restatement, but the Y-9C was filed 5 days ago and the FFIEC 041 call report was filed 12 days ago, so shouldn't they be correct in calculating important metrics such as capital ratios? If we're making a calculation error, we'd greatly appreciate a clarification. Unless specified otherwise, all numbers are in thousands.

(1) In your Tier 1 Capital calculations, you're deducting the same amount of DTA from capital in calculating your holding company capital ratios as your bank capital ratios. We view it as almost impossible that these numbers could be the same. Can you clarify?

In the FR Y-9C (parent company regulatory filing), First NBC Bank Holding Company deducted the *exact* same amount of DTAs from its regulatory capital – approximately \$123 million – as First NBC Bank did in its FFIEC 041 call report. We get here based on the following:

Bank-Level Deductions

<u>DTA Deductions (as we understand them)</u>	<u>Amount (\$000)</u>	<u>Source</u>
DTA's from NOLs and Tax Credits	\$61,747	FFIEC 041, Call Report, Sched RC-R, Line 8
DTA's from NOLs and Tax Credits that can be applied to additional Tier 1 capital and Tier 2 capital (due to phase-in period)	\$41,164	FFIEC 041, Call Report, Sched RC-R, Line 24
DTA's from Temporary Differences in excess of 10% threshold	\$19,954	FFIEC 041, Call Report, Sched RC-R, Line 15
TOTAL DTA DEDUCTIONS:	\$123,347	

Holding Company Deductions

<u>DTA Deductions (as we understand them)</u>	<u>Amount (\$000)</u>	<u>Source</u>
DTA's from NOLs and Tax Credits deducted from CET1	\$61,747	Y-9C, Sched HC-R, Line 8
DTA's from Net Operating Losses and Tax Credits that can be applied to additional Tier 1 capital and Tier 2 capital (due to phase-in period)	\$41,164	Y-9C, Sched HC-R, Line 24
DTA's from Temporary Differences in excess of 10% threshold	\$19,954	Y-9C, Sched HC-R, Line 15
TOTAL DTA DEDUCTIONS:	\$123,347	

As you can see above, the deduction from the bank and holding company Tier 1 Capital are *exactly* the same.

Our first question is simply: how is it mathematically possible that the DTA deductions from your Tier 1 capital are *exactly* the same at the bank and holding company levels? Logic seems to dictate that this would be impossible.

First, the net DTA at the holding company level is \$241,567 (FR Y-9C, Sched HC-F, Line 2), which is approximately \$6 million more than the net DTA at the bank level. This simple fact seems to imply that the deductions at the holding company level should be greater since you're starting with a higher number.

Second, the disclosed CET1 (before adjustment) at the holding company is \$378,287 (FR Y-9C, Sched HC-R, Line 5), which is approximately \$91 million *less* than the CET1 (before adjustment) at the bank level (see FFIEC 041, Sched RC-R, Line 5), which makes sense because there is subordinated debt and SBLF preferred at the holding company (both of which are not counted towards CET1). Because the deduction related to DTA's from temporary differences is equal to the amount by which the temporary DTAs exceed 10% of this CET1 figure, the deduction should be higher at the parent (since the CET1 figure is lower at the parent).

So both of these factors – the *higher* DTA at the consolidated parent as well as the *lower* CET1 at the consolidated parent – both lead to the conclusion that the DTA deduction should be higher at the parent than at the bank. (At a minimum, shouldn't they at least be different?) But the numbers being used are literally the exact same. How is this possible?

(2) More importantly, we think that your DTA deductions to capital appear to be wrong at both the bank and the holding company and you are therefore overstating capital levels at both the bank and the holding company – either that, or we're calculating it wrong. Can you clarify?

The goal was to try to start with your consolidated net DTA; bridge it to the amount that we think you should be deducting from Tier 1 Capital at the consolidated parent; and then compare that number to what you actually did deduct to see if we could get it to match (or at least be pretty close).

Here's what we did. We started with the consolidated net DTA that you reflect on your FR Y-9C – \$241,567 (FR Y-9C, Sched HC-F, Line 2). We then made two adjustments: (1) we subtracted out our estimate of DTA associated with accumulated other comprehensive income (“AOCI”) and (2) we added back our estimate of DTL associated with goodwill and intangibles (intangibles are subject to a phase-in under Basel III, which we tried to capture as well). We did this because AOCI and goodwill and intangibles are not included in regulatory capital, and so the net DTA or DTL – for purposes of making deductions from capital – should not include these figures:

<u>Item</u>	<u>Amount (\$000)</u>	<u>Source</u>
Consolidated Net DTA	\$241,567	Y-9C, Sched HC-F, Line 2
Less: DTA associated with AOCI	(\$13,553)	We took the AOCI of (\$25,170) from FR Y-9C, (Sched HC-R, Line 3), and divided that figure by 65% to arrive at a “pre-tax AOCI” figure and then multiplied that by 35% to arrive at a “DTA associated with AOCI” figure
Plus: DTL associated with goodwill	\$684	We took Goodwill (Y-9C, Sched HC, Line 10a) and deducted the regulatory capital deduction related to goodwill (Sched HC-R, Line 6)
Plus: DTL associated with intangible assets	\$727	We took total intangible assets (Sched HC, Line 10b) and deducted intangible assets related to MSAs (Y-9C, Sched HC, Line 12a). We then grossed up the regulatory deduction for intangible assets (Y-9C, Sched HC-R, Line 7) and deducted that

		amount from intangible assets less goodwill and MSAs.
Net DTA for purposes of calculating capital deductions	\$229,425	

Having arrived at a starting DTA figure for purposes of calculating capital deductions, we then tried to break that figure out between (1) DTA from NOL and Tax Credits and (2) Temporary DTAs. As we show in the second chart in question #1, you disclosed in your FR Y-9C (Sched HC-R, Line 8) that \$61,747 was being deducted from CET1 – which, based on the Basel III phase-in rules, should have been 60% of your total NOL/Tax Credit DTAs. Doing the simple math, we divided \$61,747 by 60% and got \$102,911, which we believe should be the total net DTA associated with NOLs and tax credit carryforwards. Per the Basel III phase-in rules, the additional 40% is supposed to be deducted in FR Y-9C (Sched HC-R, Line 24) from Tier 1 Capital – and indeed it is in your FR Y-9C (in the amount of \$41,164). The fact that the sum of \$61,747 and \$41,146 exactly equals the \$102,911 figure we derived above makes us feel fairly confident that this is correct.

So let's step back for a second. We've derived our estimate of total net DTA's for purposes of calculating deductions of approximately \$229,000. We've then used your FR Y-9C to back into the amount attributable to NOLs and Tax Credits – which is approximately \$102,900. The difference - \$126,514 – should roughly approximate consolidated net temporary DTAs.

If we assume this is true, we have one more step to take. As we read Basel III, a financial institution is supposed to deduct any net temporary DTAs that can't be realized from carrybacks from its Tier 1 Capital to the extent the net temporary DTAs exceed 10% of the adjusted CET1 (subject to phase-in through 2018 under Basel III). Any amounts below the 10% level are allowed in CET1 and not deducted. For ease of use, we pulled the adjusted CET1 that you disclosed in your FR Y-9C of \$327,598 (Sched HC-R, Line 12). Using this figure, and assuming that temporary DTA's above 10% of it should be deducted, we can back into the deductions we would expect to come out of Tier 1 Capital related to the DTA:

<u>Item</u>	<u>Amount (\$000)</u>	<u>Source</u>
Net Temporary DTAs	\$126,514	Described in above three paragraphs. <i>Please note that this figure was updated at approximately 1:20 PM EST as the prior letter had a typo.</i>
Less: 10% of adjusted CET1 as disclosed by FNBC	\$32,760	10% of Y-9C, Sched HC-R, Line 12
Total of Net Temporary DTA less 10% adjusted CET1	\$93,754	\$126,514 less \$32,760
60% of Total Per Basel III Phase-In	\$56,252	\$94,754 times 60%
What we think the temporary DTA deduction should be in 2016	\$56,252	

Now we can put all the pieces together:

<u>Item</u>	<u>Amount (\$000)</u>	<u>Source</u>
Our estimated total deduction from Tier 1 Capital related to NOLs and tax credits	\$102,911	Sum of the first two numbers on the page 2 chart.
Our estimated total deduction from Tier 1 Capital related to Temporary DTAs	\$56,252	Chart on prior page
Total estimated deduction from Tier 1 Capital	\$159,163	\$102,911 plus \$56,252

The problem that we're grappling with is that you're deducting a lot less than our estimate, and we can't figure out why:

<u>Item</u>	<u>Amount (\$000)</u>	<u>Source</u>
Our estimated deduction from Tier 1 Capital	\$159,163	Above Chart
Your Actual deduction from Tier 1 Capital	\$122,865	Sum of Y-9C, Sched HC-R, Lines 8, 15 and 24
Difference (\$000)	\$36,298	\$159,163 minus \$122,865
Difference (%)	30%	\$36,298 divided by \$122,865

This difference is obviously fairly meaningful because it hits capital. As a result, our estimate of your capital ratios are lower than those disclosed in your FR Y-9C (even when using your total risk-weighted assets):

<u>Item</u>	<u>Our Calculation / Estimate</u>	<u>Company's Calculation</u>
Tier 1 Capital (Y-9C, Sched HC-R, Line 26)	\$304,415	\$304,415
Discrepancy in DTA Deductions from above table	(\$36,298)	\$0
Adjusted Tier 1 Capital	\$268,117	\$304,415
divided by: Total RWA (Y-9C, Sched HC-R, Line 40a)	\$4,394,929	\$4,394,929
Tier 1 Capital Ratio (%)	6.10%	6.93%

Importantly, by 2018, Basel III will be fully phased-in and will result in stepped up deductions, and so if there is a discrepancy in 2016, we worry that the discrepancy will only grow as we roll into 2017 (when the phase-in becomes 80%) and 2018 (when the phase-in becomes 100%).

(3) We think that we're calculating the DTA deductions at least roughly right because when we apply the methodology we used in #2 to a number of other U.S. banks that have large DTA's, we're finding that we're coming up with numbers that are very close to their reported numbers. For all of the bank holding companies in our sample set, we were able to estimate their DTA deductions within striking distance of their reported 2Q16 figure, but for FNBC, the reported deductions are substantially less than our estimate. Why is FNBC such an outlier?

This is esoteric stuff, so we could be doing something wrong, and obviously tying numbers from the outside looking in is never going to foot exactly – but I assume you'd agree that the discrepancy highlighted below is very significant. We ask you to clarify if we are doing something wrong. Obviously, before we sent you this public letter, we wanted to make sure that when we incorporated the above methodology with other banks, we were generally able to make the numbers work. So we looked at all bank holding companies in the U.S. (excluding Puerto Rico since we aren't sure what the tax rates/laws are there) that have extremely substantial DTAs – where the temporary DTA deduction above the 10% threshold as shown in your FR Y-9C (Sched

HC-R, Line 15), is a positive number, and the deduction for DTAs associated with NOL/Tax Credits shown in your FR Y-9C (Sched HC-R, Line 8) is also a positive number – and we tried to use the methodology we outlined above for those bank holding companies. The below is what we found:

<u>Financial Institution</u>	<u>Difference Between</u>	<u>Difference Between</u>	<u>Our Estimated</u>	<u>Company's</u>	<u>Company's</u>	<u>Company's</u>
	<u>Our Estimated DTA</u>	<u>Our Estimated DTA</u>				
	<u>Deductions and</u>	<u>Deductions and</u>	<u>DTA Deductions</u>	<u>Reported DTA</u>	<u>Deferred Tax</u>	<u>Reported Total</u>
	<u>Company's Reported</u>	<u>Company's Reported</u>	<u>DTA Deductions</u>	<u>Reported DTA</u>	<u>Asset ("DTA")</u>	<u>Reported Total</u>
	<u>DTA Deductions (%)</u>	<u>DTA Deductions (\$)</u>	<u>(A)</u>	<u>Deductions (B)</u>		<u>Assets</u>
	<u>(A-B)/B</u>	<u>(A-B)</u>				
First NBC Bank Holding Company	30%	36,298	159,163	122,865	241,567	4,860,032
BCI Financial Group, Inc. (1)	6%	3,870	70,737	66,867	170,265	7,280,971
Talmer Bancorp, Inc.	3%	2,121	67,123	65,002	145,608	6,912,383
Park Sterling Corporation	3%	165	5,376	5,211	28,985	3,176,755
Hampton Roads (now known as Xenith Bankshares, Inc.)	2%	940	59,520	58,580	88,760	2,092,448
HSBC North America Holdings Inc.	0%	6,899	1,949,923	1,943,024	4,982,491	295,534,689
First Banks, Inc.	0%	765	245,417	244,652	255,335	6,128,566
Citigroup Inc.	-1%	(331,800)	27,515,200	27,847,000	46,161,000	1,818,771,000
Old Second Bancorp, Inc.	-2%	(571)	33,926	34,497	57,738	2,159,774
HomeTrust Bancshares, Inc.	-2%	(510)	23,569	24,079	54,153	2,717,677
Brand Group Holdings, Inc.	-2%	(345)	13,633	13,978	32,223	2,386,292
C&F Financial Corporation	-5%	(374)	7,932	8,306	19,749	1,411,073
Alerus Financial Corporation	-6%	(139)	2,137	2,276	12,625	1,933,984

(1) In determining its CET1 deductions, BCI Financial Group Inc. does not appear to deduct the DTAs/DTLs associated with its AOCI and intangibles. This appears to be the case because excluding the \$6,449 DTL (as estimated by us using an assumed 35% effective tax rate, as shown in the appendix attached to this letter) associated with its AOCI and \$1 DTL (as estimated by us and displayed in the appendix attached to this letter) associated with its intangibles results in no difference between "Our Estimated DTA Deductions (A)" and "Company's Reported DTA Deductions (B)." Source: SNL Financial. Data as of 2016Q2. Units other than percentages are in 000s.

As you can see above, while this is an inexact art (we rarely matched exactly), we actually got close on every single bank holding company except FNBC. We've attached a more robust chart showing our calculations to this letter as Appendix B and would encourage you to review it as well.

We'd encourage you to study the chart above in detail. Let's start by pretending that FNBC was not on the list. Of the 12 bank holding companies on the list (other than FNBC), our estimated DTA deductions were within 6% of the reported DTA deductions – and were generally even closer. For 8 of these 12 banks, our estimated deductions were actually right on the money – 0% difference for HSBC and First Banks – or our estimated deductions were less than the deductions that the company actually reported (i.e. the company's numbers were more conservative than ours, and capital ratios were reported lower than our estimates). For the remaining 4 banks, we were within 2% and 6% of the reported deductions. The one that we were most off by, BCI Financial Group – where our estimate was 6% greater than their reported deductions – can actually be explained, and we did so in the footnote to the chart above. Specifically, BCI Financial does not appear to deduct the DTA and DTLs associated with its AOCI and intangibles – we think this is the case because when we reversed this deduction, our estimated figure almost exactly matched their reported figure. All of this gives us some confidence that our methodology is roughly right.

But FNBC is obviously an outlier in the wrong direction. Our estimated DTA deductions were 30% *higher* (not lower, unfortunately) than what FNBC actually reported in their 2Q consolidated

regulatory filings. We'd like you to explain to us whether our methodology is wrong (which we presently don't believe given that the above table seems generally to validate the methodology) or if FNBC is calculating and reporting its deductions (and thus capital ratios) incorrectly.

(4) In your last parent company filing, FNBC had approximately \$2 million of cash at the parent company. Cash has now increased to approximately \$5 million. This development seems to mean that there is enough liquidity to make the next interest payment on the subordinated debt, but we are confused about where this cash came from. Where did this cash come from?

We'd like to switch gears for a second away from the much-discussed DTA. We'd like to focus on the cash that you seem to have generated at the parent company as reflected in the Y-9LP. The generation of this, quite honestly, mystifies us. As holders of subordinated debt that contemplate semi-annual contractual interest payments, it is good that a substantial amount of cash was generated at the parent. But we have no idea how, and that's what concerns us. This is a great focus for us because to the extent that dividends from the bank to the parent are less or none going forward, we are interested in levers that the parent may have to generate cash.

The PCO balance sheet shows that cash went from \$2,047 as of March 2016 to \$5,054 as of June 2016. This is a roughly \$3 million increase in cash. One thing that we find useful about the Y-9LP reports is that a cash flow statement is included for the parent company (Sched PI-A). On this report, it is clear that the parent company had a negative \$625 usage of cash in operating activities. This makes sense because the parent does have expenses, and the bank call report (see FFIEC 041, Sched RI-A, Line 9) makes clear that the bank did not dividend any money up to the parent during the second quarter. The Y-9LP PI-A statement also makes clear that the holding company used \$325 of cash in respect of financing activities. A fair amount of this – \$575 – was due to what appears to be dividends that you paid on the SBLF preferred stock

But the big swing factor was approximately \$3,900 of cash generated in the line item "Sale or Repayments of Investments in and Advances to Subsidiaries." Let's focus on this for a second. This seems to indicate that approximately \$4 million of cash was generated from investments and/or advances to subsidiaries. But it's clear from the bank call report (FFIEC 041, Sched RI-A, Line 9) that the bank did not dividend any money to the parent. It's also clear from Schedule PC-A to FR Y-9LP (Lines 1(a) and 2(a)), that as of June 2016, the only equity investment in subsidiaries is the \$469,193 investment in the bank subsidiary. There appear to be no equity investments in any other banks or any other non-banks since your Y-9LP Schedule PC-A for both the June 2016 and March 2016 quarters doesn't show any such investments. There also appear – as shown in your FR Y-9LP, Schedule PC-A, Lines 1.b(1) and 2.b(1) – to be no advances outstanding to the bank subsidiary (or any other subsidiaries, of which we cannot find evidence) either now or in prior quarters.

So where did this \$3 million in cash come from? The cash flow statement says that it's more than attributable to the approximately \$4 million of cash generated from the "Sale or Repayments of Investments in and Advances to Subsidiaries" line. But we can't find any evidence of any subsidiaries other than the bank – or any advances to any subsidiary (including the bank) – and it's

also clear that no dividends were made from the bank to the parent. As a result, we're highly confused, and would greatly appreciate an explanation.

This is helpful not only to clarify the confusion but also to help an investor understand how your holding company plans on generating cash going forward to the extent the bank is unwilling or unable to pay dividends to the parent.

On a somewhat different, far less important, but related, note: the cash flow statement reflects that no debt has been repaid (FR Y-9LP, Sched PI-A, Part III), but the subordinated debt on the parent balance sheet went from \$60,000 in 1Q16 to \$58,974 in 2Q16. Did you pay down approximately \$1 million of debt, and if so, why is it not reflected on the cash flow statement (and for that matter – and selfishly – why haven't we seen any principal show up in our fund's bank account on account of a prepayment of the subordinated debt that we own)? Did you buy debt in the open market? If so, why isn't that on the cash flow statement? Alternatively, are you marking the debt down ("fair-valuing" the debt)? If so, why don't I see that "gain" on the income statement? Also, if you're "fair-valuing" it, does that benefit your capital ratios?

(5) We were recently informed of a regulation that we were not aware of, and it forms the basis of this question: Will falling below "well capitalized" result in an adverse impact on your deposit base going forward?

In your call report (FFIEC 041, Sched RC-R – Part 1, Line 43), you disclosed that your bank's Total Capital Ratio was 9.43% - although we suspect that it may actually be lower based on the DTA deduction analysis – which means that your bank is no longer considered "well capitalized" under the current prompt corrective action thresholds. The regulators require banks to have a Total Capital Ratio of not less than 10% to be considered "well-capitalized."

We raise this issue because we noticed that the FDIC appears to restrict banks that are not well-capitalized from (1) raising brokered deposits and (2) paying interest on deposits above certain levels (see <https://www.fdic.gov/regulations/resources/rates/> for an updated version). We also found a good Q&A that the FDIC put out on the issue, which is available at the following link <https://www.fdic.gov/news/news/financial/2009/fil09069a1.pdf>. Since your bank is not "well capitalized" under the prompt corrective action thresholds and your capital ratios will deteriorate as Basel III phases-in – and to the extent that you have to revise your capital ratios to reflect a greater deduction from your DTAs – this appears to be an issue that could impact your bank and that any investor should think about.

Although we are not regulatory experts, a cursory read of the FDIC's document appears to indicate that an "adequately capitalized" institution (such as FNBC's bank) can't offer high yield deposits without first obtaining a waiver from the FDIC and, if it gets the waiver, may only offer rates on deposits equal to roughly 75 basis points in excess of the greater of the "national rate" (as shown in the link above) or a rate equal to the average rate in an area.

We found the following excerpt from the FDIC Q&A link above to be relevant:

Q: If a bank falls below well-capitalized, should existing non-brokered certificates of deposit that are more than 75 basis points above the average rate or effective yield in the

bank's local market area or the national rate be reported on the Call Report as brokered deposits?

A: High-cost certificates of deposit, generated before a bank falls below well-capitalized, should not be reported as brokered deposits and may continue to be held until their maturity dates. Upon renewal, the certificate of deposit cannot exceed the applicable market average by more than 75 basis points.

We took a rough stab at a calculation of the average rate of 1-year CDs in your area (whether this is the “applicable market average” as described in the above answer we don’t know, but it sounds reasonable). We went to www.depositaccounts.com and then searched for 1-year, \$25k CD rates for bank and credit union branches in New Orleans. There were 39 results. FNBC was tied for the fourth highest deposit rate at 1.01%. The average deposit rate of all branches – including FNBC – was also 0.59%. Is this basically the “applicable market average” for a 1-year CD? If so, and we tack on 0.75% to this figure, it would seem that an appropriate cap would be 1.34% if the FDIC for in-market 1-year CDs. We see, however, that you are offering on the front of your website a “1 year CD special for 1.51% APY.” (<https://www.firstnbcbank.com/current-specials.htm>) This isn’t surprising given the table we referenced on page 17 of our August 12th letter which shows your interest-bearing deposit cost. But given that 1.51% is a lot higher than 1.34%, we want to understand how this rule operates; whether we are right to be concerned about your deposit base – particularly with respect to your CDs as they renew – in light of your falling capital ratios; what the risks are; and what it could all mean. Since approximately \$1.4 billion, or 36% of your approximately \$3.9 billion of deposits, are time deposits (see FR-Y9C, Sched HC-E, Line 1), I hope you can understand why we’d like your commentary on this potential risk. Moreover, we noticed that approximately \$1 billion of your \$1.4 billion in time deposits have balances in excess of \$100. Our knowledge here is weak and until recently we weren’t even aware that the FDIC capped deposit rates for banks that are not “well capitalized.”

In Conclusion

We are not accountants. But you are a master of the craft: according to an outdated biography of yours that we found on the Internet, you previously built the largest financial institution auditing practice in the South at the former “Big 5” accounting firm Arthur Andersen. We’ve also heard that you’ve taught accounting for years at Tulane University. You obviously know your stuff. That’s why it has always mystified us that you are one of only 38 banks that (as of December 31, 2015) had a market cap greater than \$500 million and traded on a major U.S. exchange – out of 261 total banks – that has not held an earnings call in the last 12 months. After all, everyone would benefit from the opportunity to hear you speak about your business and its numbers, and we would as well.

But ultimately, although we have much respect for you, we have to raise these questions about the numbers. We wouldn’t be good investors if we paid more attention to a CEO’s credentials than the numbers on the page or threw our analysis into the trashcan simply because we aren’t accounting experts. And we can’t get these numbers to tie – we’ve tried and failed numerous, numerous times. We look forward to hearing you tell us why.

Best,

HoldCo Asset Management, L.P.

Disclaimer

As of the publication date of this report, HoldCo Asset Management, LP and its affiliates (collectively “HoldCo”), have a long position in the subordinated debt and a short position in the stock of the company referenced herein. Taken as a whole, HoldCo holds a directionally short position in FNBC that will profit if the price of FNBC’s common stock declines. HoldCo may change its views about its investment positions in FNBC at any time, for any reason or no reason, and at any time may change the form or substance of any of its FNBC investment positions. If it does so, it will not be under obligation to inform anyone.

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APPENDIX A

Board of Governors of the Federal Reserve System

**Consolidated Financial Statements for
Holding Companies—FR Y-9C****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 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 holding companies with total consolidated assets of \$1 billion or more. In addition, holding companies meeting certain criteria must file this report (FR Y-9C)

regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. 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: Each holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Holding Companies. The Consolidated Financial Statements for Holding Companies is to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for 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 (BHCK 9999)

I, the undersigned CFO (or equivalent) of the named holding company, attest that the Consolidated Financial Statements for Holding Companies (including the supporting schedules) 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.

Mary Beth Verdigets

FIRST NBC BANK HOLDING COMPANY

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

Legal Title of Holding Company (TEXT 9010)

210 BARONNES STREET

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

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

08/10/2016

NEW ORLEANS

LA

70112

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

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

For Federal Reserve Bank Use Only

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

Person to whom questions about this report should be directed:

Pamela O. Giarrusso, Controller

Name / Title (BHTX 8901)

504-671-3866

Area Code / Phone Number (BHTX 8902)

504-671-3490

Area Code / FAX Number (BHTX 9116)

pgiarrusso@firstnbcbank.com

E-mail Address of Contact (BHTX 4086)

Holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 50.84 hours per response for non-Advanced Approaches HCs and 52.09 hours for Advanced Approaches HCs, 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.

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

Report of Income for Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

Schedule HI—Consolidated Income Statement

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Interest income			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by 1–4 family residential properties	4435	10,219	1.a.(1)(a)
(b) All other loans secured by real estate	4436	50,353	1.a.(1)
(c) All other loans	F821	32,109	(b) 1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	0	1.a.(2)
b. Income from lease financing receivables	4065	0	1.b.
c. Interest income on balances due from depository institutions ¹	4115	525	1.c.
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488	1,673	1.d.(1)
(2) Mortgage-backed securities	B489	1,441	1.d.(2)
(3) All other securities	4060	789	1.d.(3)
e. Interest income from trading assets	4069	0	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	55	1.f.
g. Other interest income	4518	0	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	97,164	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$100,000 or more	A517	7,499	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518	5,387	2.a.(1)
(c) Other deposits	6761	12,185	(b) 2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	0	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	1,719	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	817	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	1,774	2.d.
e. Other interest expense	4398	0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	29,381	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074	67,783	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	5,932	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	50	5.a.
b. Service charges on deposit accounts in domestic offices	4483	1,074	5.b.
c. Trading revenue ²	A220	0	5.c.
d. (1) Fees and commissions from securities brokerage	C886	0	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888	0	5.d.(2)
(3) Fees and commissions from annuity sales	C887	0	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.(4)
(5) Income from other insurance activities	C387	0	5.d.(5)
e. Venture capital revenue	B491	0	5.e.
f. Net servicing fees	B492	0	5.f.
g. Net securitization income	B493	0	5.g.

1. Includes interest income on time certificates of deposit not held for trading.

2. For holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

Schedule HI—Continued

	Dollar Amounts in Thousands		
	BHCK	Amount	
5. h. Not applicable.			
i. Net gains (losses) on sales of loans and lease.....	8560	34	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	-178	5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....	B496	1,079	5.k.
l. Other noninterest income ³	B497	5,471	5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	4079	7,530	5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities	3196	-117	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	19,005	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217	7,332	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	211	7.c.(2)
d. Other noninterest expense ⁴	4092	53,686	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d).....	4093	80,234	7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e).....	4301	-10,970	8.
9. Applicable income taxes (foreign and domestic)	4302	-37,495	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)....	4300	26,525	10.
11. Extraordinary items and other adjustments, net of income taxes ⁵	4320	0	11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104	26,525	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	G103	0	13.
14. Net income (loss) attributable to holding company (item 12 minus item 13).....	4340	26,525	14.

3. See Schedule HI, memoranda item 6.
4. See Schedule HI, memoranda item 7.
5. Describe on Schedule HI, memoranda item 8.

Memoranda

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519	69,931	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above).....	4592	-8,760	M.2.
3. Income on tax-exempt securities issued by states and political subdivisions in the U.S.... (included in Schedule HI, items 1.a and 1.b, above)	4313	25	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above).....	4507	494	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number	
	4150	616	M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 and fees from Report of Schedule HI item 5.l):.....	BHCK	Amount	
a. Earnings on/increase in value of cash surrender value of life insurance	C013	58	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014	680	M.6.b.
c. Income and fees from automated teller machines (ATMs).....	C016	1,174	M.6.c.
d. Rent and other income from other real estate owned.....	4042	64	M.6.d.
e. Safe deposit box rent.....	C015	60	M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229	0	M.6.f.

NOTE: The concept of extraordinary items has been eliminated from U.S. generally accepted accounting principles for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. References to extraordinary items in the captions for Schedule HI, items 8, 10, and 11 and HI memo item 2 will be removed at a later date.

Schedule HI—Continued

Memoranda—Continued

		Dollar Amounts in Thousands		BHCK	Amount	
6. g.	Bank card and credit card interchange fees			F555	16	M.6.g.
h.	Gains on bargain purchases.....			J447	0	M.6.h.
i.	TEXT 8562 State Tax Credits			8562	76	M.6.i.
j.	TEXT 8563 CDE Management Fee			8563	184	M.6.j.
k.	TEXT 8564			8564		M.6.k.
7.	Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3 percent of the sum of Schedule HI, item 7.d):					
a.	Data processing expenses			C017	2,848	M.7.a.
b.	Advertising and marketing expenses.....			0497	1,941	M.7.b.
c.	Directors' fees			4136	805	M.7.c.
d.	Printing, stationery, and supplies			C018	408	M.7.d.
e.	Postage			8403	238	M.7.e.
f.	Legal fees and expenses.....			4141	1,312	M.7.f.
g.	FDIC deposit insurance assessments.....			4146		M.7.g.
h.	Accounting and auditing expenses			F556	3,644	M.7.h.
i.	Consulting and advisory expenses			F557	2,447	M.7. i.
j.	Automated teller machine (ATM) and interchange expenses.....			F558	93	M.7. j.
k.	Telecommunications expenses.....			F559	769	M.7.k.
l.	TEXT 8565 Taxes and Licenses			8565	1,837	M.7. l.
m.	TEXT 8566 Employee Related			8566	785	M.7.m.
n.	TEXT 8567 Tax Credit Expense			8567	24,554	M.7.n.
8.	Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):					
a. (1)	TEXT 3571			3571		M.8.a.(1)
	(2) Applicable income tax effect	BHCK	3572		0	M.8.a.(2)
b. (1)	TEXT 3573			3573		M.8.b.(1)
	(2) Applicable income tax effect	BHCK	3574		0	M.8.b.(2)
c. (1)	TEXT 3575			3575		M.8.c.(1)
	(2) Applicable income tax effect	BHCK	3576		0	M.8.c.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)					
<p><i>Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:</i></p>						
a.	Interest rate exposures			8757		M.9.a.
b.	Foreign exchange exposures			8758		M.9.b.
c.	Equity security and index exposures			8759		M.9.c.
d.	Commodity and other exposures			8760		M.9.d.
e.	Credit exposures.....			F186		M.9.e.

NOTE: The concept of extraordinary items has been eliminated from U.S. generally accepted accounting principles for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. References to extraordinary items in the captions for Schedule HI, memo item 8 will be removed at a later date.

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands		BHCK	Amount		
<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.¹</i>					
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above)	K090			M.9.f.	
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)	K094			M.9.g.	
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading	C889		0	M.10.a.	
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890		0	M.10.b.	
11. Credit losses on derivatives (see instructions)	A251		0	M.11.	
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431		0	M.12.a.	
b. (1) Premiums on insurance related to the extension of credit	C242		0	M.12.b.(1)	
(2) All other insurance premiums	C243		0	M.12.b.(2)	
c. Benefits, losses, and expenses from insurance-related activities	B983		0	M.12.c.	
13. 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	BHCK A530	0	M.13.

Dollar Amounts in Thousands		BHCK	Amount	
<i>Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.</i>				
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:				
a. Net gains (losses) on assets	F551		0	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552		0	M.14.a.(1)
b. Net gains (losses) on liabilities	F553		0	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554		0	M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409		284	M.15.

Year-to-date		BHCK	Amount	
<i>Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>				
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a))	F228			M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:				
a. Total other-than-temporary impairment losses	J319		0	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	J320		0	M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b)	J321		0	M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2015.

Schedule HI-A—Changes in Holding Company Equity Capital

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Total holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income).....	3217	491,240	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507	-99,163	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....	B508	392,077	3.
	BHCT		
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	4340	26,525	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK		
a. Sale of perpetual preferred stock, gross	3577	0	5.a.
b. Conversion or retirement of perpetual preferred stock	3578	0	5.b.
6. Sale of common stock:			
a. Sale of common stock, gross	3579	1,175	6.a.
b. Conversion or retirement of common stock	3580	900	6.b.
7. Sale of treasury stock	4782	0	7.
8. LESS: Purchase of treasury stock	4783	0	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	670	10.
11. LESS: Cash dividends declared on common stock	4460	0	11.
12. Other comprehensive income ¹	B511	-3,785	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	0	14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT		
	3210	416,222	15.

1. Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

	(Column A) Charge-offs ¹		(Column B) Recoveries		
	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands					
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1–4 family residential construction loans	C891	0	C892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	25	C894	0	1.a.(2)
b. Secured by farmland in domestic offices	3584	0	3585	0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411	45	5412	0	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	250	C217	10	1.c.(2)(a)
(b) Secured by junior liens	C235	22	C218	4	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	147	3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	0	C896	0	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	797	C898	2	1.e.(2)
f. In foreign offices	B512	0	B513	0	1.f.
2. Loans to depository institutions and acceptances of other banks:					
a. To U.S. banks and other U.S. depository institutions	4653	0	4663	0	2.a.
b. To foreign banks	4654	0	4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers					
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	4645	5,475	4617	15	4.a.
b. To non-U.S. addressees (domicile)	4646	0	4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	3	B515	5	5.a.
b. Automobile loans	K129	4	K133	4	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205	0	K206	0	5.c.
6. Loans to foreign governments and official institutions					
7. All other loans					
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	F185	0	F187	0	8.a.
b. All other leases	C880	0	F188	0	8.b.
9. Total (sum of items 1 through 8)					
	4635	6,768	4605	40	9.

1. Include write-downs arising from transfers to a held-for-sale account.

Schedule HI-B—Continued

Memoranda

Dollar Amounts in Thousands	(Column A) Charge-offs ¹		(Column B) Recoveries		
	Date				
	BHCK	Amount	BHCK	Amount	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule	5409	0	5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)	4652	0	4662	0	M.2.

Memorandum item 3 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Dollar Amounts in Thousands	Year-to-date		
	BHCK	Amount	
	C388		
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)			M.3.

Dollar Amounts in Thousands	BHCK	Amount	
	II. Changes in allowance for loan and lease losses		
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522	76,262	1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	BHCT		
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	4605	40	2.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	BHCK		
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	C079	6,768	3.
6. Adjustments (see instructions for this schedule)	5523	0	4.
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	BHCT		
	4230	5,932	5.
	BHCK		
	C233	0	6.
	BHCT		
	3123	75,466	7.

1. Include write-downs arising from transfers to a held-for-sale account.

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
	1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435	
<i>Memoranda items 2 and 3 are to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389		M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390		M.3.
<i>Memorandum item 4 is to be completed by all holding companies.</i>			
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781	0	M.4.

Schedule HI-C—Disaggregated Data on the Allowance for Loan and Lease Losses

Schedule HI-C is to be completed by holding companies with \$1 billion or more in total assets.¹

Dollar Amounts in Thousands	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)		(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)		(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)		(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)		(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)		(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)	
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount
1. Real estate loans:												
a. Construction loans...	M708	12,004	M709	437	M710	437,105	M711	4,231	M712	1,676	M713	0
b. Commercial real estate loans	M714	2,620	M715	1,029	M716	1,236,124	M717	13,053	M719	100	M720	0
c. Residential real estate loans	M721	15,583	M722	4,170	M723	714,660	M724	7,321	M725	2,327	M726	0
2. Commercial loans ²	M727	127,139	M728	35,960	M729	1,189,089	M730	9,062	M731	0	M732	0
3. Credit cards	M733	0	M734	0	M735	2,152	M736	106	M737	0	M738	0
4. Other consumer loans ..	M739	237	M740	27	M741	25,428	M742	70	M743	0	M744	0
5. Unallocated, if any							M745	0				
6. Total (sum of items 1.a. through 5.)	M746	157,583	M747	41,623	M748	3,604,558	M749	33,843	M750	4,103	M751	0

1. The asset size test is generally based on the total assets reported as of June 30, 2015.

2. Include all loans and leases not reported as real estate loans, credit cards, or other

Notes to the Income Statement—Predecessor Financial Items

For holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

	Dollar Amounts in Thousands	BHBC	Amount	
1. Total interest income.....		4107		1.
a. Interest income on loans and leases.....		4094		1.a.
b. Interest income on investment securities.....		4218		1.b.
2. Total interest expense.....		4073		2.
a. Interest expense on deposits.....		4421		2.a.
3. Net interest income.....		4074		3.
4. Provision for loan and lease losses.....		4230		4.
5. Total noninterest income.....		4079		5.
a. Income from fiduciary activities.....		4070		5.a.
b. Trading revenue.....		A220		5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions.....		B490		5.c.
d. Venture capital revenue.....		B491		5.d.
e. Net securitization income.....		B493		5.e.
f. Insurance commissions and fees.....		B494		5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities.....		4091		6.
7. Total noninterest expense.....		4093		7.
a. Salaries and employee benefits.....		4135		7.a.
b. Goodwill impairment losses.....		C216		7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments.....		4301		8.
9. Applicable income taxes.....		4302		9.
10. Noncontrolling (minority) interest.....		4484		10.
11. Extraordinary items, net of applicable income taxes, and noncontrolling (minority) interest ..		4320		11.
12. Net income (loss).....		4340		12.
13. Cash dividends declared.....		4475		13.
14. Net charge-offs.....		6061		14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis.....		4519		15.

NOTE: The concept of extraordinary items has been eliminated from U.S. generally accepted accounting principles for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. References to extraordinary items in the captions for the Notes to the Income Statement—Predecessor Financial Items line item 8 and 11 will be removed at a later date.

Notes to the Income Statement (Other)

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules 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). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-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 holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK	Amount
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country		
	0000	1350

Notes to the Income Statement (Other)

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
1.	5351				
			5351		1.
2.	5352				
			5352		2.
3.	5353				
			5353		3.
4.	5354				
			5354		4.
5.	5355				
			5355		5.
6.	B042				
			B042		6.
7.	B043				
			B043		7.
8.	B044				
			B044		8.
9.	B045				
			B045		9.
10.	B046				
			B046		10.

Notes to the Income Statement (Other)—Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
11.	B047				
			B047		11.
12.	B048				
			B048		12.
13.	B049				
			B049		13.
14.	B050				
			B050		14.
15.	B051				
			B051		15.
16.	B052				
			B052		16.
17.	B053				
			B053		17.
18.	B054				
			B054		18.
19.	B055				
			B055		19.
20.	B056				
			B056		20.

FIRST NBC BANK HOLDING COMPANY

Name of Holding Company

For Federal Reserve Bank Use Only

C.I. _____

FR Y-9C
Page 13 of 65**Consolidated Financial Statements for Holding Companies**Report at the close of business June 30, 2016

Date

Schedule HC—Consolidated Balance Sheet

	Dollar Amounts in Thousands		BHCK	Amount	
Assets					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin ¹			0081	34,573	1.a.
b. Interest-bearing balances: ²					
(1) In U.S. offices			0395	108,023	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397	0	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)			1754	79,598	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)			1773	301,279	2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices	BHDM		B987	3,415	3.a.
b. Securities purchased under agreements to resell ³	BHCK		B989	0	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale			5369	3,198	4.a.
b. Loans and leases, net of unearned income	B528	3,766,244			4.b.
c. LESS: Allowance for loan and lease losses	3123	75,466			4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529	3,690,778			4.d.
5. Trading assets (from Schedule HC-D)			3545	0	5.
6. Premises and fixed assets (including capitalized leases)			2145	60,054	6.
7. Other real estate owned (from Schedule HC-M)			2150	7,791	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	0	8.
9. Direct and indirect investments in real estate ventures			3656	180,122	9.
10. Intangible assets:					
a. Goodwill			3163	13,201	10.a.
b. Other intangible assets (from Schedule HC-M)			0426	3,385	10.b.
11. Other assets (from Schedule HC-F)			2160	374,615	11.
12. Total assets (sum of items 1 through 11)			2170	4,860,032	12.

1. Includes cash items in process of collection and unposted debits.

2. Includes time certificates of deposit not held for trading.

3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

	Dollar Amounts in Thousands		BHDM	Amount	
Liabilities					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631	381,708			13.a.(1)
(2) Interest-bearing	6636	3,550,471			13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
(1) Noninterest-bearing	6631	0			13.b.
(2) Interest-bearing	6636	0			(13).b.
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices ²					
	BHDM				(2)
	B993	0			14.a.
	BHCK				
b. Securities sold under agreements to repurchase ³	B995	125,757			14.b.
15. Trading liabilities (from Schedule HC-D)	3548	0			15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)					
	3190	262,152			16.
17. Not applicable.					
18. Not applicable.					
19. a. Subordinated notes and debentures ⁴					
	4062	58,974			19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trusts preferred securities issued by consolidated special purpose entities					
	C699	0			19.b.
20. Other liabilities (from Schedule HC-D)	2750	64,746			20.
21. Total liabilities (sum of items 13 through 20)	2948	4,443,808			21.
22. Not applicable.					
Equity Capital					
Holding Company Equity Capital					
23. Perpetual preferred stock and related surplus					
	3283	37,935			23.
24. Common stock (par value)	3230	19,231			24.
25. Surplus (exclude all surplus related to preferred stock)	3240	244,900			25.
26. a. Retained earnings					
	3247	139,326			26.a.
b. Accumulated other comprehensive income ⁵	B530	-25,170			26.b.
c. Other equity capital components ⁶	A130	0			26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)					
	3210	416,222			27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000	2			27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105	416,224			28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	4,860,032			29.

1. Includes noninterest-bearing demand, time, and savings deposits.

2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.

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

5. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow

hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.

6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC—Continued

Memoranda (to be completed annually by 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 | BHCK | |
| 1=Yes | C884 | |
- M.1.
2. If response to Memoranda 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

a. _____
(1) Name of External Auditing Firm (TEXT C703)

b. _____
(1) Name of Engagement Partner (TEXT C704)

(2) City (TEXT C708)

(2) E-mail Address (TEXT C705)

(3) State Abbreviation (TEXT C714)

(4) Zip Code (TEXT C715)

⁷ The Federal Reserve regards information submitted in response to Memorandum item 2.b as confidential.

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. U.S. Treasury securities	0211	0	0213	0	1286	13,014	1287	13,128	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. government agencies ¹	1289	0	1290	0	1291	171	1293	169	2.a.
b. Issued by U.S. government-sponsored agencies ²	1294	0	1295	0	1297	146,703	1298	149,449	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496	38,162	8497	40,750	8498	11,969	8499	12,127	3.
4. Mortgage-backed securities (MBS)									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	0	G301	0	G302	24,302	G303	24,415	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	0	G305	0	G306	10,014	G307	10,213	4.a.(2)
(3) Other pass-through securities	G308	0	G309	0	G310	0	G311	0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G312	41,436	G313	44,692	G314	82,987	G315	83,710	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G316	0	G317	0	G318	0	G319	0	4.b.(2)
(3) All other residential mortgage-backed securities	G320	0	G321	0	G322	0	G323	0	4.b.(3)
c. Commercial MBS:									
(1) Commercial pass-through securities:									
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142	0	K143	0	K144	0	K145	0	4.c.(1)(a)
(b) Other pass-through securities	K146	0	K147	0	K148	0	K149	0	4.c.(1)(b)
(2) Other commercial MBS:									
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	K150	0	K151	0	K152	0	K153	0	4.c.(2)(a)
(b) All other commercial MBS	K154	0	K155	0	K156	0	K157	0	4.c.(2)(b)

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

3. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
5. Asset-backed securities and structured financial products:									
a. Asset-backed Securities (ABS)	C026	0	C988	0	C989	0	C027	0	5.a.
b. Structured financial products:									
(1) Cash	G336	0	G337	0	G338	0	G339	0	5.b.(1)
(2) Synthetic	G340	0	G341	0	G342	0	G343	0	5.b.(2)
(3) Hybrid	G344	0	G345	0	G346	0	G347	0	5.b.(3)
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	8,021	1741	8,048	6.a.
b. Other foreign debt securities	1742	0	1743	0	1744	0	1746	0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	20	A511	20	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	BHCT		BHCT				BHCT		8.
	1754	79,598	1771	85,442	1772	297,201	1773	301,279	

Memoranda

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Pledged securities ¹	0416	222,447	M.1.
2. Remaining maturity or next repricing date of debt securities ^{2,3} (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less	0383	30,508	M.2.a.
b. Over 1 year to 5 years	0384	220,459	M.2.b.
c. Over 5 years	0387	129,890	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date	1778	0	M.3.
4. Report the amortized cost at date of sale or transfer and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	249	M.4.a.
b. Fair value	8783	251	M.4.b.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
 2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
 3. Report fixed-rate debt securities by remaining maturity and floating debt securities by next repricing date.

Schedule HC-B—Continued

Memoranda—Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
<i>Memorandum item 5 is to be completed by holding companies with total assets over \$1 billion or with foreign offices.¹</i>									
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):									
a. Credit card receivables	B838	0	B839	0	B840	0	B841	0	M.5.a.
b. Home equity lines	B842	0	B843	0	B844	0	B845	0	M.5.b
c. Automobile loans	B846	0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans	B850	0	B851	0	B852	0	B853	0	M.5.d
e. Commercial and industrial loans	B854	0	B855	0	B856	0	B857	0	M.5.e.
f. Other	B858	0	B859	0	B860	0	B861	0	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g)									
a. Trust preferred securities issued by financial institutions	G348	0	G349	0	G350	0	G351	0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352	0	G353	0	G354	0	G355	0	M.6.b
c. Corporate and similar loans	G356	0	G357	0	G358	0	G359	0	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G360	0	G361	0	G362	0	G363	0	M.6.d
e. 1–4 family residential MBS not issued or guaranteed by GSEs ...	G364	0	G365	0	G366	0	G367	0	M.6.e.
f. Diversified (mixed) pools of structured financial products	G368	0	G369	0	G370	0	G371	0	M.6.f.
g. Other collateral or reference assets	G372	0	G373	0	G374	0	G375	0	M.6.g

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2015.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK	Amount	BHDM	Amount	
1. Loans secured by real estate	1410	2,425,397			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1–4 family residential construction loans			F158	37,389	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	413,396	1.a.(2)
b. Secured by farmland			BHDM		
c. Secured by 1–4 family residential properties:			1420	853	1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit....					
(2) Closed-end loans secured by 1–4 family residential properties:			1797	36,822	1.c.(1)
(a) Secured by first liens			5367	401,908	1.c.(2)(a)
(b) Secured by junior liens			5368	15,451	1.c.(2)
d. Secured by multifamily (5 or more) residential properties			1460	280,734	(b)
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			BHCK		
(2) Loans secured by other nonfarm nonresidential properties .			F160	509,420	1.e.(1)
			F161	729,424	1.e.(2)
			BHDM		
2. Loans to depository institutions and acceptances of other banks			1288	0	2.
a. To U.S. banks and other U.S. depository institutions	1292	0			2.a.
b. To foreign banks	1296	0			2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	0	1590	0	3.
4. Commercial and industrial loans			1766	1,308,338	4.
a. To U.S. addressees (domicile).....	1763	1,308,338			4.a.
b. To non-U.S. addressees (domicile).....	1764	0			4.b.
5. Not applicable.					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .			1975	27,817	6.
a. Credit cards	B538	2,152			6.a.
b. Other revolving credit plans	B539	9,048			6.b.
c. Automobile loans	K137	2,453			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans) ...	K207	14,164			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	0	2081	0	7.
8. Not applicable.					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions	J454	0	J454	0	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)	1545	0	1545	0	9.b.(1)
(2) All other loans (exclude consumer loans)	J451	7,890	J451	7,890	9.b.(2)
10. Lease financing receivables (net of unearned income).....			2165	0	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	F162	0			10.a.
b. All other leases	F163	0			10.b.
11. LESS: Any unearned income on loans reflected in items 1–9	2123	0	2123	0	11.
12. Total (sum of items 1 through 10 minus item 11)					
(total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122	3,769,442	2122	3,769,442	12.

Schedule HC-C—Continued

Memoranda

		Dollar Amounts in Thousands		BHDM	Amount	
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):						
a. Construction, land development, and other land loans in domestic offices:						
(1) 1–4 family residential construction loans		K158	0			M.1.a.(1)
(2) All other construction loans and all land development and other land loans		K159	0			M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices		F576	2,403			M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices		K160	0			M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties		K161	0			M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties		K162	0			M.1.d.(2)
e. Commercial and Industrial loans:						
(1) To U.S. addressees (domicile)		K163	447			M.1.e.(1)
(2) To non-U.S. addressees (domicile)		K164	0			M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures) ¹		K165	0			M.1.f.
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>						
(1) Loans secured by farmland in domestic offices		BHDM				
		K166	0			M.1.f.(1)
		BHCK				
(2) Loans to depository institutions and acceptances of other banks		K167	0			M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers		K168	0			M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:						
(a) Credit cards		K098	0			M.1.f.(4)(a)
(b) Automobile loans		K203	0			M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)		K204	0			M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions		K212	0			M.1.f.(5)
(6) Other loans ¹		K267	0			M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, Column A, above		2746	0			M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)		B837	0			M.3.
<i>Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>						
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, Column A)		C391				M.4.
<i>Memorandum item 5 is to be completed by all holding companies.</i>						
5. Purchased credit-impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):						
a. Outstanding balance		C779	5,320			M.5.a.
b. Amount included in Schedule HC-C, items 1 through 9		C780	4,103			M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:						
a. Total amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))		F230	0			M.6.a.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands		BHCK	Amount	
<i>Memorandum items 6.b and 6.c are to be completed by holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2015, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>				
6. b. Total maximum remaining amount of negative amortization contractually permitted on		F231		M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the amount reported in Memorandum item 6.a above		F232		M.6.c.
7.-8. Not applicable.				
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).....		BHDM F577	128	M.9.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Amount	BHDM	Amount	
<i>Memorandum items 10 and 11 are to be completed by holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>					
10. Loans measured at fair value:					
a. Loans secured by real estate	F608	0			M.10.a.
(1) Construction, land development, and other land loans			F578	0	M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F579	0	M.10.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			F580	0	M.10.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F581	0	M.10.a.(3)(b)(i)
(ii) Secured by junior liens			F582	0	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F583	0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties			F584	0	M.10.a.(5)
b. Commercial and industrial loans	F585	0	F585	0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper credit cards)	F586	0	F586	0	M.10.c.(1)
(2) Other revolving credit plans	F587	0	F587	0	M.10.c.(2)
(3) Automobile loans	K196	0	K196	0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K208	0	K208	0	M.10.c.(4)
d. Other loans	F589	0	F589	0	M.10.d.

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Amount	BHDM	Amount	
	11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):				
a. Loans secured by real estate	F609	0			M.11.a.
(1) Construction, land development, and other land loans ..			F590	0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....			F591	0	M.11.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			F592	0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F593	0	M.11.a.(3)(b)(i)
(ii) Secured by junior liens			F594	0	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F595	0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties			F596	0	M.11.a.(5)
b. Commercial and industrial loans	F597	0	F597	0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper credit cards).....	F598	0	F598	0	M.11.c.(1)
(2) Other revolving credit plans	F599	0	F599	0	M.11.c.(2)
(3) Automobile loans	K195	0	K195	0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209	0	K209	0	M.11.c.(4)
d. Other loans	F601	0	F601	0	M.11.d.

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition		(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
	12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:						
a. Loans secured by real estate	G091	0	G092	0	G093	0	M.12.a.
b. Commercial and industrial loans.....	G094	0	G095	0	G096	0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097	0	G098	0	G099	0	M.12.c.
d. All other loans and all leases	G100	0	G101	0	G102	0	M.12.d.

Dollar Amounts in Thousands	BHCK	Amount	
13. Not applicable.			
14. Pledged loans and leases	G378	2,326,919	M.14.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more in any of the four preceding quarters.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Amount	BHCK	Amount	
Assets					
1. U.S. Treasury securities	3531		3531		1.
2. U.S. government agency obligations (exclude mortgage-backed securities) ..	3532		3532		2.
3. Securities issued by states and political subdivisions in the U.S.	3533		3533		3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCK		BHDM		
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies ¹ (include CMOs, REMICs, and stripped MBS)	G379		G379		4.a.
c. All other residential mortgage-backed securities	G380		G380		4.b.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ¹	G381		G381		4.c.
e. All other commercial MBS	K197		K197		4.d.
5. Other debt securities	K198		K198		4.e.
a. Structured financial products:					
(1) Cash	G383		G383		5.a.(1)
(2) Synthetic	G384		G384		5.a.(2)
(3) Hybrid	G385		G385		5.a.(3)
b. All other debt securities	G386		G386		5.b.
6. Loans:					
a. Loans secured by real estate	F610				6.a.
(2) Secured by farmland (including farm residential and other improvements)			F604		6.a.(1)
(3) Secured by 1–4 family residential properties:			F605		6.a.(2)
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			F606		6.a.(3)(a)
(b) Credit-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F607		6.a.(3)(b)(i)
(ii) Secured by junior liens			F611		6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F612		6.a.(4)
(5) Secured by nonfarm nonresidential properties			F613		6.a.(5)
b. Commercial and industrial loans	F614		F614		6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Other revolving credit plans	F615		F615		6.c.(1)
(2) Other revolving credit plans	F616		F616		6.c.(2)
(3) Automobile loans	K199		K199		6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K210		K210		6.c.(4)
d. Other loans	F618		F618		6.d.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Amount	BHCK	Amount	
7.–8. Not applicable.					
9. Other trading assets	3541		3541		9.
10. Not applicable.					
11. Derivatives with a positive fair value	3543		3543		11.
12. Total trading assets (sum of items 1 through 11) (total of Column A must equal Schedule HC, item 5)	BHCT		BHDM		
	3545		3545		12.
Liabilities					
13. a. Liability for short positions:	BHCK		BHDM		
(1) Equity securities	G209		G209		13.a.(1)
(2) Debt securities	G210		G210		13.a.(2)
(3) All other assets	G211		G211		13.a.(3)
b. All other trading liabilities	F624		F624		13.b.
14. Derivatives with a negative fair value	3547		3547		14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15)	BHCT				
	3548		3548		15.

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	BHDM	Amount	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)					
a. Loans secured by real estate	F790				M.1.a.
(1) Construction, land development, and other land loans			F625		M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F626		M.1.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit			F627		M.1.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F628		M.1.a.(3)(b)(i)
(ii) Secured by junior liens			F629		M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F630		M.1.a.(4)
(5) Secured by nonfarm nonresidential properties			F631		M.1.a.(5)
b. Commercial and industrial loans	F632		F632		M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased repayable credit)	F633		F633		M.1.c.(1)
(2) Other revolving credit plans	F634		F634		M.1.c.(2)
(3) Automobile loans	K200		K200		M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K211		K211		M.1.c.(4)
d. Other loans	F636		F636		M.1.d.
2. Loans measured at fair value that are past due 90 days or more:					
a. Fair value	F639		F639		M.2.a.
b. Unpaid principal balance	F640		F640		M.2.b.

Schedule HC-D—Continued

Memoranda—Continued

	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Amount	BHDM	Amount	
Dollar Amounts in Thousands					
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):					
a. Trust preferred securities issued by financial institutions	G299		G299		M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332		G332		M.3.b.
c. Corporate and similar loans	G333		G333		M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334		G334		M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs ..	G335		G335		M.3.e.
f. Diversified (mixed) pools of structured financial products	G651		G651		M.3.f.
g. Other collateral or reference assets	G652		G652		M.3.g.
4. Pledged trading assets:					
a. Pledged securities	G387		G387		M.4.a.
b. Pledged loans	G388		G388		M.4.b.

	Dollar Amounts in Thousands		
	BHCK	Amount	
<i>Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>			
5. Asset-backed securities:			
a. Credit card receivables	F643		M.5.a.
b. Home equity lines	F644		M.5.b.
c. Automobile loans	F645		M.5.c.
d. Other consumer loans	F646		M.5.d.
e. Commercial and industrial loans	F647		M.5.e.
f. Other	F648		M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651		M.6.
7. Equity securities:			
a. Readily determinable fair values	F652		M.7.a.
b. Other	F653		M.7.b.
8. Loans pending securitization	F654		M.8.
9. a. (1) Gross fair value of commodity contracts	G212		M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory	G213		M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25 percent of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):			
(1)	F655		M.9.b.(1)
(2)	F656		M.9.b.(2)
(3)	F657		M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than \$25,000 and exceed 25 percent of the item)			
a.	F658		M.10.a.
b.	F659		M.10.b.
c.	F660		M.10.c.

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB	Amount	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:				
a. Noninterest-bearing balances ²		2210	381,708	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts		3187	760,420	1.b.
c. Money market deposit accounts and other savings accounts		2389	1,380,436	1.c.
d. Time deposits of less than \$100,000		6648	380,638	1.d.
e. Time deposits of \$100,000 or more		2604	1,028,977	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:				
a. Noninterest-bearing balances ²		BHOD		2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts		3189		2.b.
c. Money market deposit accounts and other savings accounts		3187		2.c.
d. Time deposits of less than \$100,000		2389		2.d.
e. Time deposits of \$100,000 or more		6648		2.d.
		2604		2.e.

Memoranda

Dollar Amounts in Thousands		BHDM	Amount	
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less		A243	11,492	M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year		A164	1,654	M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less		A242	466,629	M.3.
		BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less		A245	0	M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).
2. Includes noninterest-bearing demand, time, and savings deposits.

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK	Amount	
1. Accrued interest receivable ¹		B556	14,404	1.
2. Net deferred tax assets ²		2148	241,567	2.
3. Interest-only strips receivable (not in the form of a security) ³ on:				
a. Mortgage loans		A519	0	3.a.
b. Other financial assets		A520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴		1752	36,517	4.
5. Life insurance assets:				
a. General account life insurance assets		K201	30,639	5.a.
b. Separate account life insurance assets		K202	1,915	5.b.
c. Hybrid account life insurance assets		K270	16,817	5.c.
6. Other		2168	32,756	6.
		BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)		2160	374,615	7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Not applicable.			
2. Net deferred tax liabilities ¹	3049	0	2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557	328	3.
4. Other	B984	64,418	4.
	BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	64,746	5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity¹

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Earning assets that are repriceable within one year or mature within one year	3197	2,540,382	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in			
Item 16 on Schedule HC Balance Sheet	3296	621,525	2.
3. Item 16 on Schedule HC Balance Sheet items 16 and 19.a on Schedule HC,			
Balance Sheet	3298	9,725	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408	37,935	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409	0	5.

1. Holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the holding company's assets in foreign countries and 10 percent of the holding company's total consolidated assets as of the report date.

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

Schedule HC-I must be completed by all top-tier holding companies. (See instructions for additional information.)

I. Property and Casualty Underwriting

		Dollar Amounts in Thousands		BHCK	Amount	
Assets						
1.	Reinsurance recoverables			B988	0	1.
2.	Total assets			C244	0	2.
Liabilities						
3.	Claims and claims adjustment expense reserves			B990	0	3.
4.	Unearned premiums			B991	0	4.
5.	Total equity			C245	0	5.
6.	Net income			C246	0	6.

II. Life and Health Underwriting

		Dollar Amounts in Thousands		BHCK	Amount	
Assets						
1.	Reinsurance recoverables			C247	0	1.
2.	Separate account assets			B992	0	2.
3.	Total assets			C248	0	3.
Liabilities						
4.	Policyholder benefits and contractholder funds			B994	0	4.
5.	Separate account liabilities			B996	0	5.
6.	Total equity			C249	0	6.
7.	Net income			C250	0	7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK	Amount	
Assets				
1. Securities:				
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities).....				
		B558	166,987	1.a.
b. Mortgage-backed securities.....				
		B559	138,970	1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)				
		B560	58,300	1.c.
2. Federal funds sold and securities purchased under agreements to resell.....				
		3365	2,910	2.
3. a. Total loans and leases in domestic offices				
		BHDM		
		3516	3,692,561	3.a.
(1) Loans secured by 1–4 family residential properties				
		3465	459,738	3.a.(1)
(2) All other loans secured by real estate				
		3466	1,889,332	3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers				
		3386	0	3.a.(3)
(4) Commercial and industrial loans				
		3387	1,298,830	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards				
		B561	2,108	3.a.(5)(a)
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards)				
		B562	21,744	3.a.(5)(b)
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs.....				
		3360	0	3.b.
4. a. Trading assets				
		BHCK		
		3401	0	4.a.
b. Other earning assets				
		B985	201,302	4.b.
5. Total consolidated assets				
		3368	4,842,888	5.
Liabilities				
6. Interest-bearing deposits (domestic) ¹				
		3517	2,786,481	6.
7. Interest-bearing deposits (foreign) ¹				
		3404	0	7.
8. Federal funds purchased and securities sold under agreements to repurchase				
		3353	136,802	8.
9. All other borrowed money				
		2635	262,519	9.
10. Not applicable.				
Equity Capital				
11. Total equity capital (excludes limited-life preferred stock).....				
		3519	409,798	11.

1. Includes interest-bearing demand deposits.

For Federal Reserve Bank Use Only
C.I. _____

Schedule HC-L—Derivatives and Off-Balance-Sheet Items

Report only transactions with nonrelated institutions

Dollar Amounts in Thousands

		BHCK	Amount			
1.	Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a.	Revolving open-end loans secured by 1–4 family residential properties, (e.g., home equity lines) ..	3814	18,202	1.a.		
b.	(1) Unused consumer credit card lines	J455	8,203	1.b.(1)		
	(2) Other unused credit card lines	J456	6,103	1.b.(2)		
c.	(1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	3816	27,684	1.c.(1)		
	(a) 1–4 family residential construction loan commitments..	F164	21,047	1.c.(1)(a)		
	(b) Commercial real estate, other construction loan, and land development loan commitments	F165	6,637	1.c.(1)(b)		
	(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550	0	1.c.(2)		
d.	Securities underwriting	3817	0	1.d.		
e.	Other unused commitments:					
	(1) Commercial and industrial loans	J457	388,801	1.e.(1)		
	(2) Loans to financial institutions	J458	0	1.e.(2)		
	(3) All other unused commitments	J459	272,547	1.e.(3)		
2.	Financial standby letters of credit and foreign office guarantees	6566	131,802	2.		
	<i>Item 2.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>					
a.	Amount of financial standby letters of credit conveyed to others	3820	0	2.a.		
3.	Performance standby letters of credit and foreign office guarantees	6570	0	3.		
	<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>					
a.	Amount of performance standby letters of credit conveyed to others	3822	0	3.a.		
4.	Commercial and similar letters of credit	3411	0	4.		
5.	Not applicable.					
6.	Securities:					
a.	Securities lent	3433	0	6.a.		
b.	Securities borrowed	3432	0	6.b.		
7.	Credit derivatives:					
a.	Notional amounts:					
	(1) Credit default swaps	C968	0	C969	0	7.a.(1)
	(2) Total return swaps	C970	0	C971	0	7.a.(2)
	(3) Credit options	C972	0	C973	0	7.a.(3)
	(4) Other credit derivatives	C974	0	C975	0	7.a.(4)
b.	Gross fair values:					
	(1) Gross positive fair value	C219	0	C221	0	7.b.(1)
	(2) Gross negative fair value	C220	0	C222	0	7.b.(2)
c.	Notional amounts by regulatory capital treatment:					
	(1) Positions covered under the Market Risk Rule:					
	(a) Sold protection	G401	0		7.c.(1)(a)	
	(b) Purchased protection	G402	0		7.c.(1)(b)	
	(2) All other positions:					
	(a) Sold protection	G403	0		7.c.(2)(a)	
	(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404	0		7.c.(2)(b)	
	(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405	0		7.c.(2)(c)	

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30,

Schedule HC-L—Continued

Report only transactions with nonrelated institutions

Dollar Amounts in Thousands		Remaining Maturity of:						
		(Column A) One year or less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years		
		BHCK	Amount	BHCK	Amount	BHCK	Amount	
7. d. Notional amounts by remaining maturity:								
(1) Sold credit protection:								
(a) Investment grade	G406	0	G407	0	G408	0	7.d.(1)(a)	
(b) Subinvestment grade	G409	0	G410	0	G411	0	7.d.(1)(b)	
(2) Purchased credit protection:								
(a) Investment grade	G412	0	G413	0	G414	0	7.d.(2)(a)	
(b) Subinvestment grade	G415	0	G416	0	G417	0	7.d.(2)(b)	
8. Spot foreign exchange contracts								
		BHCK	Amount					
		8765	0					8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total holding company equity capital") (itemize and describe in items 9.a through 9.f only amounts that exceed 25 percent of Schedule HC, item 27.a)								
		3430	0					9.
a. Commitments to purchase when-issued securities		3434	0					9.a.
b. Commitments to sell when-issued securities		3435	0					9.b.
c. TEXT 6561		6561	0					9.c.
d. TEXT 6562		6562	0					9.d.
e. TEXT 6568		6568	0					9.e.
f. TEXT 6586		6586	0					9.f.
10. Not applicable.								

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Plus Indicators	Amount	Amount	Amount	Amount	
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts	BHCK 8693 0	BHCK 8694 0	BHCK 8695 0	BHCK 8696 0	11.a.
b. Forward contracts	BHCK 8697 0	BHCK 8698 0	BHCK 8699 0	BHCK 8700 0	11.b.
c. Exchange-traded option contracts:					
(1) Written options ...	BHCK 8701 0	BHCK 8702 0	BHCK 8703 0	BHCK 8704 0	11.c.(1)
(2) Purchased options ..	BHCK 8705 0	BHCK 8706 0	BHCK 8707 0	BHCK 8708 0	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options ...	BHCK 8709 0	BHCK 8710 0	BHCK 8711 0	BHCK 8712 0	11.d.(1)
(2) Purchased options ..	BHCK 8713 0	BHCK 8714 0	BHCK 8715 0	BHCK 8716 0	11.d.(2)
e. Swaps	BHCK 3450 740,000	BHCK 3826 0	BHCK 8719 0	BHCK 8720 0	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126 0	BHCK A127 0	BHCK 8723 0	BHCK 8724 0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725 740,000	BHCK 8726 0	BHCK 8727 0	BHCK 8728 0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	BHCK 8733 0	BHCK 8734 0	BHCK 8735 0	BHCK 8736 0	14.a.(1)
(2) Gross negative fair value	BHCK 8737 0	BHCK 8738 0	BHCK 8739 0	BHCK 8740 0	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	BHCK 8741 0	BHCK 8742 0	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 33,589	BHCK 8746 0	BHCK 8747 0	BHCK 8748 0	14.b.(2)

Schedule HC-L—Continued

Item 15 is to be completed only by holding companies with total assets of \$10 billion or more.¹

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms		(Column B) Monoline Financial Guarantors		(Column C) Hedge Funds		(Column D) Sovereign Governments		(Column E) Corporations and All Other Counterparties		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
15. Over-the-counter derivatives:											
a. Net current credit exposure	G418		G419		G420		G421		G422		15.a.
b. Fair value of collateral:											
(1) Cash—U.S. dollar.....	G423		G424		G425		G426		G427		15.b.(1)
(2) Cash—Other currencies	G428		G429		G430		G431		G432		15.b.(2)
(3) U.S. Treasury securities	G433		G434		G435		G436		G437		15.b.(3)
(4) U.S. government agency and U.S. government-sponsored agency debt	G438		G439		G440		G441		G442		15.b.(4)
(5) Corporate bonds.....	G443		G444		G445		G446		G447		15.b.(5)
(6) Equity securities	G448		G449		G450		G451		G452		15.b.(6)
(7) All other collateral	G453		G454		G455		G456		G457		15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458		G459		G460		G461		G462		15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30.

Schedule HC-M—Memoranda

		Dollar Amounts in Thousands		BHCK	Amount	
1.	Total number of holding company common shares outstanding	Number (Unrounded)				1.
		3459	19,231,427			
2.	Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries			6555	7,012	2.
3.	Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries			6556	252,088	3.
4.	Other assets acquired in satisfaction of debts previously contracted			6557	0	4.
5.	Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC			A288	0	5.
6.	Assets covered by loss-sharing agreements with the FDIC:					
a.	Loans and leases (included in Schedule HC, items 4.a and 4.b):					
(1)	Loans secured by real estate in domestic offices:					
(a)	Construction, land development, and other land loans:			BHDM		
(1)	1–4 family residential construction loans			K169	0	6.a.(1)(a)(1)
(2)	Other construction loans and all land development and other land loans			K170	0	6.a.(1)(a)(2)
(b)	Secured by farmland			K171	0	6.a.(1)(b)
(c)	Secured by 1–4 family residential properties:					
(1)	Revolving, open-end loans secured by 1–4 family residential properties and			K172	0	6.a.(1)(c)(1)
(2)	extended credit lines secured by 1–4 family residential properties:					
(a)	Secured by first liens			K173	0	6.a.(1)(c)(2)
(b)	Secured by junior liens			K174	0	6.a.(1)(c)(2)
(d)	Secured by multifamily (5 or more) residential properties			K175	0	6.a.(1)(d)
(e)	Secured by nonfarm nonresidential properties:					
(1)	Loans secured by owner-occupied nonfarm nonresidential properties			K176	0	6.a.(1)(e)(1)
(2)	Loans secured by other nonfarm nonresidential properties			K177	0	6.a.(1)(e)(2)
(2)	Loans to finance agricultural production and other loans to farmers			BHCK		
(3)	Commercial and industrial loans			K178	0	6.a.(2)
(4)	Loans to individuals for household, family, and other personal expenditures			K179	0	6.a.(3)
(a)	Consumer loans (includes purchased paper):					
(b)	Automobile loans			K180	0	6.a.(4)(a)
(c)	Other consumer loans (includes single payment, installment, all student loans,			K181	0	6.a.(4)(b)
	and all revolving credit plans other than credit cards			K182	0	6.a.(4)(c)
(5)	All other loans and leases			K183	0	6.a.(5)
	<i>Itemize and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</i>					
(a)	Loans to depository institutions and acceptances of other banks			K184	0	6.a.(5)(a)
(b)	Loans to foreign governments and official institutions			K185	0	6.a.(5)(b)
(c)	Other loans ¹			K186	0	6.a.(5)(c)
(d)	Lease financing receivables			K273	0	6.a.(5)(d)
b.	Other real estate owned (included in Schedule HC, item 7):			BHDM		
(1)	Construction, land development, and other land in domestic offices			K187	0	6.b.(1)
(2)	Farmland in domestic offices			K188	0	6.b.(2)
(3)	1–4 family residential properties in domestic offices			K189	0	6.b.(3)
(4)	Multifamily (5 or more) residential properties in domestic offices			K190	0	6.b.(4)
(5)	Nonfarm nonresidential properties in domestic offices			K191	0	6.b.(5)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-M—Continued

		Dollar Amounts in Thousands		BHFN	Amount	
6.	b. (6) In foreign offices			K260	0	6.b.(6)
	(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements			BHCK		
				K192	0	6.b.(7)
	c. Debt securities (included in Schedule HC, items 2.a and 2.b).....			J461	0	6.c.
	d. Other assets (exclude FDIC loss-sharing indemnification assets).....			J462	0	6.d.
7.	Captive insurance and reinsurance subsidiaries:					
	a. Total assets of captive insurance subsidiaries ¹			K193	0	7.a.
	b. Total assets of captive reinsurance subsidiaries ¹			K194	0	7.b.
8.	Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for Yes; enter "0" for No.).....	0=No	BHCK			
		1=Yes	C251	0		8.
9.	Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No.).....	0=No	BHCK			
		1=Yes	6689	0		9.
10.	Not applicable.....					
11.	Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A." The holding company must enter "1" for yes or for no changes to report; or enter "0" for	0=No	BHCK			
		1=Yes	6416	1		11.
	TEXT					
	6428 Marsha Crowle					
	Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)			504-671-3840		
				Area Code / Phone Number (TEXT 9009)		
12.	Intangible assets other than goodwill:			BHCK	Amount	
	a. Mortgage servicing assets.....			3164	0	12.a.
	(1) Estimated fair value of mortgage servicing assets	6438	0			12.a.(1)
	b. Purchased credit card relationships and nonmortgage servicing assets.....			B026	0	12.b.
	c. All other identifiable intangible assets.....			5507	3,385	12.c.
				BHCT		
	d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b).....			0426	3,385	12.d.
13.	Other real estate owned.....			2150	7,791	13.
14.	Other borrowed money:			BHCK		
	a. Commercial paper			2309	0	14.a.
	b. Other borrowed money with a remaining maturity of one year or less.....			2332	7,351	14.b.
	c. Other borrowed money with a remaining maturity of more than one year			2333	254,801	14.c.
				BHCT		
	d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16).....			3190	262,152	14.d.
15.	Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.)	0=No	BHCK			
		1=Yes	B569	0		15.
16.	Assets under management in proprietary mutual funds and annuities			BHCK	Amount	
				B570	0	16.

1. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting holding company.

Schedule HC-M—Continued

The following two questions (items 17 and 18) 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). See the line item instructions for further details.

17. Does the holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial 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	BHCK	
1=Yes	C161	0

17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for Yes; enter "0" for No.).....

0=No	BHCK	
1=Yes	C159	

18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all holding companies that are not required to file the FR Y-12.

19. 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	BHCK	
1=Yes	C700	0

19.a.

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	C701	0

19.b.

Dollar Amounts in Thousands	BHCK	Amount	
<i>Memoranda items 20 and 21 are to be completed only by holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.</i>			
20. Balances 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:			
a. Net assets	C252		20.a.
b. Balances due from related institutions:			
(1) Due from the holding company (parent company only), gross	4832		20.b.(1)
(2) Due from subsidiary banks of the holding company, gross	4833		20.b.(2)
(3) Due from nonbank subsidiaries of the holding company, gross	4834		20.b.(3)
c. Balances due to related institutions:			
(1) Due to holding company (parent company only), gross	5041		20.c.(1)
(2) Due to subsidiary banks of the holding company, gross	5043		20.c.(2)
(3) Due to nonbank subsidiaries of the holding company, gross	5045		20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify	5047		20.d.
21. Net liabilities subordinated to claims of general creditors underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B)) ¹	C253		21.

1. A savings and loan holding company that wishes to engage in financial holding company activities must have an effective election to be treated as a financial holding company or conducts activities under section 10(c)(2)(H)(i) of the HOLA (12 U.S.C. 1467a(c)(2)(H)(i)).

Schedule HC-M—Continued

Memoranda item 22 is to be completed by holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

TEXT
C497 http:// _____ 22.

Dollar Amounts in Thousands	BHCK	Amount	
<i>Memoranda items 23 and 24 are to be completed by all holding companies.</i>			
23. Secured liabilities:			
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)	F064	0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)...	F065	262,152	23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:			
a. Senior perpetual preferred stock or similar items	G234	0	24.a.
b. Warrants to purchase common stock or similar items	G235	0	24.b.

For Federal Reserve Bank Use Only

C.I. _____

Schedule HC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
	1. Loans secured by real estate:						
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans ...	F172	0	F174	0	F176	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	10	F175	0	F177	12,030	1.a.(2)
b. Secured by farmland in domestic offices	3493	0	3494	0	3495	0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:							
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines	5398	239	5399	0	5400	889	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:							
(a) Secured by first liens	C236	4,490	C237	0	C229	11,772	1.c.(2)(a)
(b) Secured by junior liens	C238	0	C239	0	C230	329	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	0	3500	0	3501	656	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm non-residential properties...	F178	0	F180	0	F182	2,492	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	0	F181	0	F183	91	1.e.(2)
f. In foreign offices	B572	0	B573	0	B574	0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. U.S. banks and other U.S. depository institutions	5377	0	5378	0	5379	0	2.a.
b. Foreign banks	5380	0	5381	0	5382	0	2.b.
3. Loans to finance agricultural production and other loans to farmers							
1594	0	1597	0	1583	0	3.	
4. Commercial and industrial loans							
1606	2,058	1607	0	1608	14,812	4.	
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	16	B576	0	B577	0	5.a.
b. Automobile loans	K213	7	K214	0	K215	20	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ..	K216	15	K217	0	K218	258	5.c.
6. Loans to foreign governments and official institutions							
5389	0	5390	0	5391	0	6.	
7. All other loans							
5459	0	5460	0	5461	0	7.	
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal	F166	0	F167	0	F168	0	8.a.
b. All other leases	F169	0	F170	0	F171	0	8.b.

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505	0	3506	0	3507	0	9.
10. TOTAL (sum of items 1 through 9)	5524	6,835	5525	0	5526	43,349	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC).....	K036	424	K037	0	K038	137	11.
a. Guaranteed by the FDIC leases (exclude rebooked "GNMA loans") included in item 11	K039	355	K040	0	K041	119	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	K042	0	K043	0	K044	0	11.b.
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:							
a. Loans secured by real estate in domestic offices:							
(1) Construction, land development, and other land loans:							
(a) 1–4 family residential construction loans	BHDM K045	0	BHDM K046	0	BHDM K047	0	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans	K048	0	K049	0	K050	0	12.a.(1)(b)
(2) Secured by farmland.....	K051	0	K052	0	K053	0	12.a.(2)
(3) Secured by 1–4 family residential properties:							
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.	K054	0	K055	0	K056	0	12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:							
(1) Secured by first liens.....	K057	0	K058	0	K059	0	12.a.(3)(b)
(2) Secured by junior liens.....	K060	0	K061	0	K062	0	12.a.(3)(b)
(4) Secured by multifamily (5 or more) residential properties.....	K063	0	K064	0	K065	0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:							
(a) Loans secured by owner- occupied nonfarm nonresidential properties	K066	0	K067	0	K068	0	12.a.(5)(a)
(b) Loans secured by other non- farm nonresidential properties	K069	0	K070	0	K071	0	12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers	BHCK K072	0	BHCK K073	0	BHCK K074	0	12.b.
c. Commercial and industrial loans.....	K075	0	K076	0	K077	0	12.c.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
12.d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards	K078	0	K079	0	K080	0	12.d.(1)
(2) Automobile loans	K081	0	K082	0	K083	0	12.d.(2)
(3) Other consumer loans	K084	0	K085	0	K086	0	12.d.(3)
e. All other loans and leases	K087	0	K088	0	K089	0	12.e.
<i>Itemize and describe the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>							
(1) Loans to depository institutions and acceptances of other banks	K091	0	K092	0	K093	0	12.e.(1)
(2) Loans to foreign governments and official institutions	K095	0	K096	0	K097	0	12.e.(2)
(3) Other loans ¹	K099	0	K100	0	K101	0	12.e.(3)
(4) Lease financing receivables	K269	0	K271	0	K272	0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	K102	0	K103	0	K104	0	12.f.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Memoranda

Dollar Amounts in Thousands	BHDM		BHDM		BHDM		
	BHDM	Amount	BHDM	Amount	BHDM	Amount	
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans ..	K105	0	K106	0	K107	0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K108	0	K109	0	K110	0	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	BHCK		BHCK		BHCK		
	F661	0	F662	0	F663	1,376	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM		BHDM		BHDM		
	K111	0	K112	0	K113	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114	0	K115	0	K116	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117	0	K118	0	K119	0	M.1.d.(2)

Schedule HC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. e. Commercial and industrial loans:							
(1) To U.S. addressees (domicile)	K120	0	K121	0	K122	3,000	M.1.e.(1)
(2) To non-U.S. addressees (domicile)....	K123	0	K124	0	K125	0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....	K126	0	K127	0	K128	0	M.1.f.
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>							
(1) Loans secured by farmland in domestic offices	BHDM		BHDM		BHDM		M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCK		BHCK		BHCK		M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers	K138	0	K139	0	K140	0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K274	0	K275	0	K276	0	M.1.f.(4)(a)
(b) Automobile loan	K277	0	K278	0	K279	0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K280	0	K281	0	K282	0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	K283	0	K284	0	K285	0	M.1.f.(5)
(6) Other loans ¹	K286	0	K287	0	K288	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above	6558	0	6559	0	6560	0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508	0	1912	0	1913	0	M.3.
4. Not applicable.							
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)							
a. Loans and leases held for sale	C240	0	C241	0	C226	0	M.5.a.
b. Loans measured at fair value:							
(1) Fair value	F664	0	F665	0	F666	0	M.5.b.(1)
(2) Unpaid principal balance	F667	0	F668	0	F669	0	M.5.b.(2)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

Schedule HC-N—Continued

Memoranda—Continued

Item 6 is to be reported only by holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance-sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
	BHCK	Amount	BHCK	Amount	
6. Derivative contracts:					
Fair value of amounts carried as assets	3529	0	3530	0	M.6.

Dollar Amounts in Thousands	BHCK	Amount	
7. Additions to nonaccrual assets during the quarter	C410	18,686	M.7.
8. Nonaccrual assets sold during the quarter	C411	0	M.8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):							
a. Outstanding balance	L183	0	L184	0	L185	28	M.9.a.
b. Amount included in Schedule HC-N, items 1 through 7, above	L186	0	L187	0	L188	27	M.9.b.

Schedule HC-P—1–4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all holding companies with \$1 billion or more in total assets¹ and (2) holding companies with less than \$1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed \$10 million for two consecutive quarters.

		Dollar Amounts in Thousands		
		BHCK	Amount	
1.	Retail originations during the quarter of 1–4 family residential mortgage loans for sale: ²			
a.	Closed-end first liens	F066	17,554	1.a.
b.	Closed-end junior liens	F067	0	1.b.
c.	Open-end loans extended under lines of credit:	BHDM		
(1)	Total commitment under the lines of credit	F670	0	1.c.(1)
(2)	Principal amount funded under the lines of credit	F671	0	1.c.(2)
2.	Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale: ²	BHCK		
a.	Closed-end first liens	F068	0	2.a.
b.	Closed-end junior liens	F069	0	2.b.
c.	Open-end loans extended under lines of credit:	BHDM		
(1)	Total commitment under the lines of credit	F672	0	2.c.(1)
(2)	Principal amount funded under the lines of credit	F673	0	2.c.(2)
3.	1–4 family residential mortgages sold during the quarter:	BHCK		
a.	Closed-end first liens	F070	17,345	3.a.
b.	Closed-end junior liens	F071	0	3.b.
c.	Open-end loans extended under lines of credit:	BHDM		
(1)	Total commitment under the lines of credit	F674	0	3.c.(1)
(2)	Principal amount funded under the lines of credit	F675	0	3.c.(2)
4.	1–4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):	BHCK		
a.	Closed-end first liens	F072	3,198	4.a.
b.	Closed-end junior liens	F073	0	4.b.
c.	Open-end loans extended under lines of credit:	BHDM		
(1)	Total commitment under the lines of credit	F676	0	4.c.(1)
(2)	Principal amount funded under the lines of credit	F677	0	4.c.(2)
5.	Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i):	BHCK		
a.	Closed-end 1–4 family residential mortgage loans	F184	0	5.a.
b.	Open-end 1–4 family residential mortgage loans extended under lines of credit	BHDM		
		F560	0	5.b.
6.	Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:			
a.	Closed-end first liens	F678	0	6.a.
b.	Closed-end junior liens	F679	0	6.b.
c.	Open-end loans extended under lines of credit:			
(1)	Total commitment under the lines of credit	F680	0	6.c.(1)
(2)	Principal amount funded under the lines of credit	F681	0	6.c.(2)
7.	Representation and warranty reserves for 1–4 family residential mortgage loans sold:			
a.	For representations and warranties made to U.S. government agencies and government-sponsored agencies	BHCK		
		L191		7.a.
b.	For representations and warranties made to other parties	L192		7.b.
c.	Total representation and warranty reserves (sum of items 7.a and 7.b)	M288	0	7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2015.

2. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule HC-Q is to be completed by all holding companies.

Dollar Amounts in Thousands	(Column A) Total Fair Value Reported on Schedule HC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements		
	BHCY	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Assets											
1. Available-for-sale securities	1773	301,279	G474	0	G475	0	G476	301,279	G477	0	1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK										
	G478	0	G479	0	G480	0	G481	0	G482	0	2.
3. Loans and leases held for sale	G483	0	G484	0	G485	0	G486	0	G487	0	3.
4. Loans and leases held for investment	G488	0	G489	0	G490	0	G491	0	G492	0	4.
5. Trading assets:	BHCT										
a. Derivative assets	3543	0	G493	0	G494	0	G495	0	G496	0	5.a.
b. Other trading assets	BHCK										
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	G497	0	G498	0	G499	0	G500	0	G501	0	5.b.
	F240	0	F684	0	F692	0	F241	0	F242	0	5.b.(1)
6. All other assets	G391	0	G392	0	G395	0	G396	0	G804	0	6.
7. Total assets measured at fair value on a recurring basis	G502	301,279	G503	0	G504	0	G505	301,279	G506	0	7.
Liabilities											
8. Deposits	F252	0	F686	0	F694	0	F253	0	F254	0	8.
9. Federal funds purchased and securities sold under agreements to repurchase	G507	0	G508	0	G509	0	G510	0	G511	0	9.
10. Trading liabilities:	BHCT										
a. Derivative liabilities	3547	0	G512	0	G513	0	G514	0	G515	0	10.a.
b. Other trading liabilities	BHCK										
	G516	0	G517	0	G518	0	G519	0	G520	0	10.b.
11. Other borrowed money	G521	0	G522	0	G523	0	G524	0	G525	0	11.
12. Subordinated notes and debentures	G526	0	G527	0	G528	0	G529	0	G530	0	12.
13. All other liabilities	G805	33,589	G806	0	G807	0	G808	33,589	G809	0	13.
14. Total liabilities measured at fair value on a recurring basis	G531	33,589	G532	0	G533	0	G534	33,589	G535	0	14.

Schedule HC-Q—Continued

Memoranda

	(Column A) Total Fair Value Reported on Schedule HC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands											
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25 percent of item 6):											
a. Mortgage servicing assets	G536	0	G537	0	G538	0	G539	0	G540	0	M.1.a.
b. Nontrading derivative assets	G541	0	G542	0	G543	0	G544	0	G545	0	M.1.b.
c. <small>BHTX G546</small>	G546		G547	0	G548	0	G549	0	G550	0	M.1.c.
d. <small>BHTX G551</small>	G551		G552	0	G553	0	G554	0	G555	0	M.1.d.
e. <small>BHTX G556</small>	G556		G557	0	G558	0	G559	0	G560	0	M.1.e.
f. <small>BHTX G561</small>	G561		G562	0	G563	0	G564	0	G565	0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25 percent of item 13):											
a. Loan commitments (not accounted for as derivatives)	F261	0	F689	0	F697	0	F262	0	F263	0	M.2.a.
b. Nontrading derivative liabilities	G566	33,589	G567	0	G568	0	G569	33,589	G570	0	M.2.b.
c. <small>BHTX G571</small>	G571		G572	0	G573	0	G574	0	G575	0	M.2.c.
d. <small>BHTX G576</small>	G576		G577	0	G578	0	G579	0	G580	0	M.2.d.
e. <small>BHTX G581</small>	G581		G582	0	G583	0	G584	0	G585	0	M.2.e.
f. <small>BHTX G586</small>	G586		G587	0	G588	0	G589	0	G590	0	M.2.f.

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Schedule HC-R—Regulatory Capital

Part I. Regulatory Capital Components and Ratios

Dollar Amounts in Thousands		BHCA	Amount		
Common Equity Tier 1 Capital					
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	P742		264,131	1.	
	BHCT				
2. Retained earnings	3247		139,326	2.	
	BHCA				
3. Accumulated other comprehensive income (AOCI)	B530		-25,170	3.	
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.)		0=No 1=Yes	BHCA P838	1	3.a.
	BHCA		Amount		
4. Common equity tier 1 minority interest includable in common equity tier 1 capital	P839		0	4.	
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)....	P840		378,287	5.	
Common Equity Tier 1 Capital: Adjustments and Deductions					
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)	P841		12,517	6.	
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	P842		1,595	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		61,747	8.	
9. AOCI-related adjustments (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "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		2,650	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		0	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		-25,091	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		0	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		-2,729	9.e.	
f. To be completed only by holding companies that entered "0" for No in item 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		0	10.a.	
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions	P850		0	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		0	11.	
12. Subtotal (item 5 minus items 6 through 11)	P852		327,598	12.	

Schedule HC-R—Continued

Part I.—Continued

	Dollar Amounts in Thousands		
	BHCA	Amount	
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	0	13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	P854	0	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	19,954	15.
16. LESS: Amounts of significant capital 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 exceed the 10 percent common equity tier 1 capital deduction threshold.....	P856	0	16.
17. LESS: Deductions applied to common equity tier 1 capital that exceed the 10 percent amount of additional tier 1 capital.....	P857	3,229	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17).....	P858	23,183	18.
19. Common equity tier 1 capital (item 12 minus item 18).....	P859	304,415	19.
Additional Tier 1 Capital			
20. Additional tier 1 capital instruments plus related surplus.....	P860	37,935	20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital.....	P861	0	21.
22. Tier 1 minority interest not included in common equity tier 1 capital.....	P862	0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22).....	P863	37,935	23.
24. LESS: Additional tier 1 capital deductions.....	P864	41,164	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero).....	P865	0	25.
Tier 1 Capital			
26. Tier 1 capital (sum of items 19 and 25).....	8274	304,415	26.
Tier 2 Capital			
27. Tier 2 capital instruments plus related surplus.....	P866	58,974	27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital.....	P867	0	28.
29. Total capital minority interest that is not included in tier 1 capital.....	P868	0	29.
30. a. Allowance for loan and lease losses includable in tier 2 capital.....	5310	55,888	30.a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital.....	BHCW 5310		30.b.
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.....	BHCA Q257	0	31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31).....	P870	114,862	32.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31).....	BHCW P870		32.b.
33. LESS: Tier 2 capital deductions.....	BHCA P872	0	33.
34. a. Tier 2 capital (greater of item 32.a minus item 33, or zero).....	5311	114,862	34.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero).....	BHCW 5311		34.b.
Total Capital			
35. a. Total capital (sum of items 26 and 34.a).....	BHCA 3792	419,277	35.a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b).....	BHCW 3792		35.b.

Schedule HC-R—Continued

Part I.—Continued

		Dollar Amounts in Thousands		BHCX	Amount		
Total Assets for the Leverage Ratio							
36.	Average total consolidated assets			3368	4,842,888	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).....			BHCA			
				P875	136,977	37.	
38.	LESS: Other deductions from (additions to) assets for leverage ratio purposes			B596	0	38.	
39.	Total assets for the leverage ratio (item 36 minus items 37 and 38).....			A224	4,705,911	39.	
Total Risk-Weighted Assets							
40. a.	Total risk-weighted assets (from Schedule HC-R, Part II item 31).....			A223	4,394,929	40.a.	
b.	(Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60).....			BHCW			
				A223		40.b.	
				Column A		Column B	
				BHCA	Percentage	BHCW	Percentage
Risk-Based Capital Ratios*							
41.	Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19 divided by item 40.a).....			P793	6.9265	P793	
42.	Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 40.a).....			7206	6.9265	7206	
43.	Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 35.b divided by item 40.b).....			7205	9.5400	7205	
Leverage Capital Ratios*							
44.	Tier 1 leverage ratio (item 26 divided by item 39)			7204	6.4688		
45.	Advanced approaches holding companies only: Supplementary leverage ratio (from FFIEC 101 Schedule A, item 98) (effective date to be determined).....						
Capital Buffer*							
46.	Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary capital conservation buffer.....			H311	0.9265		
b.	(Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer.....			H312			
				Dollar Amounts in Thousands			
Institutions must complete items 47 and 48 if the amount in item 46.a is less than or equal to the applicable minimum capital conservation buffer:							
47.	Eligible retained income			H313			
48.	Distributions and discretionary bonus payments during the quarter			H314			

* Report each ratio and buffer as a percentage, rounded to four decimal places, e.g., 12.3456.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets

This schedule is to be submitted on a consolidated basis.

Holding companies (HC) are required to assign a 100 percent risk-weight to all assets not specifically assigned a risk-weight under Subpart D of the Federal Reserve's regulatory capital rules¹ and not deducted from tier 1 or tier 2 capital.

Dollar Amounts in Thousands	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	Allocation by Risk-Weight Category								
			(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
			0%	2%	4%	10%	20%	50%	100%	150%	
Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
Balance Sheet Asset Categories²											
1. Cash and balances due from depository institutions.....	BHCK D957 142,596	BHCK S396 0	BHCK D958 24,709				BHCK D959 117,887	BHCK S397 0	BHCK D960 0	BHCK S398 0	1.
2. Securities:											
a. Held-to-maturity securities	BHCK D961 79,598	BHCK S399 -5,844	BHCK D962 3,759				BHCK D963 56,212	BHCK D964 25,471	BHCK D965 0	BHCK S400 0	2.a.
b. Available-for-sale securities	BHCK D966 301,279	BHCK S402 4,078	BHCK D967 69,118				BHCK D968 210,570	BHCK D969 9,472	BHCK D970 8,041	BHCK S403 0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:											
a. Federal funds sold (in domestic offices)	BHCK D971 3,415		BHCK D972 0				BHCK D973 3,415	BHCK S410 0	BHCK D974 0	BHCK S411 0	3.a.
b. Securities purchased under agreements to resell.....	BHCK H171 0	BHCK H172 0									3.b.
4. Loans and leases held for sale:											
a. Residential mortgage exposures.....	BHCK S413 3,198	BHCK S414 0	BHCK H173 0				BHCK S415 0	BHCK S416 3,198	BHCK S417 0		4.a.
b. High volatility commercial real estate	BHCK S419 0	BHCK S420 0	BHCK H174 0				BHCK H175 0	BHCK H176 0	BHCK H177 0	BHCK S421 0	4.b.
c. Exposures past due 90 days or more or on nonaccrual ³	BHCK S423 0	BHCK S424 0	BHCK S425 0				BHCK S426 0	BHCK S427 0	BHCK S428 0	BHCK S429 0	4.c.

1. For bank holding companies, 12 CFR Part 217 and 225; and for covered savings and loan holding companies, 12 CFR Part 217.
 2. All securitization exposures held as on-balance sheet assets of the reporting institution are to be excluded from items 1 through 8 and are to be reported instead in item 9.
 3. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches ⁴	
	250% ⁵	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Balance Sheet Asset Categories (continued)									
1. Cash and balances due from depository institutions.....									
2. Securities:									
a. Held-to-maturity securities									
b. Available-for-sale securities		BHCK S405		BHCK S406				BHCK H271	BHCK H272
		0		0				0	0
3. Federal funds sold and securities purchased under agreements to resell:									
a. Federal funds sold (in domestic offices)									
b. Securities purchased under agreements to resell.....									
4. Loans and leases held for sale:									
a. Residential mortgage exposures								BHCK H273	BHCK H274
								0	0
b. High volatility commercial real estate exposures								BHCK H275	BHCK H276
								0	0
c. Exposures past due 90 days or more or on nonaccrual ⁶								BHCK H277	BHCK H278
								0	0

4. Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the collateral hair-cut is applied, separate account bank-owned life insurance, and default fund contributions to central counterparties.

5. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

6. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)		
			Allocation by Risk-Weight Category									
			0%	2%	4%	10%	20%	50%	100%	150%		
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount		
4. Loans and leases held for sale (continued):												
a. Commercial exposures	BHCK S431	BHCK S432	BHCK S433				BHCK S434	BHCK S435	BHCK S436	BHCK S437		4.d.
	0	0	0				0	0	0	0		
5. Loans and leases, net of unearned income:												
a. Residential mortgage exposures	BHCK S439	BHCK S440	BHCK H178				BHCK S441	BHCK S442	BHCK S443			5.a.
	705,978	0	0				80	693,440	12,458			
b. High volatility commercial real estate	BHCK S445	BHCK S446	BHCK H179				BHCK H180	BHCK H181	BHCK H182	BHCK S447		5.b.
	46,779	0	0				0	0	0	46,779		
c. Exposures past due 90 days or more on nonaccrual:												
d. All other exposures	BHCK S449	BHCK S450	BHCK S451				BHCK S452	BHCK S453	BHCK S454	BHCK S455		5.c.
	19,204	0	0				56	0	0	19,148		
	BHCK S457	BHCK S458	BHCK S459				BHCK S460	BHCK S461	BHCK S462	BHCK S463		5.d.
	2,994,283	0	49,938				4,322	0	2,940,023	0		
6. LESS: Allowance for loan and lease losses	BHCK 3123	BHCK 3123										6.
	75,466	75,466										
7. Trading Assets	BHCK D976	BHCK S466	BHCK D977				BHCK D978	BHCK D979	BHCK D980	BHCK S467		7.
	0	0	0				0	0	0	0		
8. All other assets ^a :	BHCK D981	BHCK S469	BHCK D982				BHCK D983	BHCK D984	BHCK D985	BHCK H185		8.
a. Separate account bank-owned life insurance	639,168	76,543	157				18,133	445	541,975	0		8.a.
b. Default fund contributions to central counterparties												8.b.

7. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more on nonaccrual.

8. Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches ⁹		
	250% ¹⁰	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
4. Loans and leases held for sale (continued):										
d. All other exposures								BHCK H279	BHCK H280	4.d.
								0	0	
5. Loans and leases, net of unearned income:										
a. Residential mortgage exposures								BHCK H281	BHCK H282	5.a.
								0	0	
b. High volatility commercial real estate exposures								BHCK H283	BHCK H284	5.b.
								0	0	
c. Exposures past due 90 days or more or on nonaccrual ¹¹								BHCK H285	BHCK H286	5.c.
								0	0	
d. All other exposures								BHCK H287	BHCK H288	5.d.
								0	0	
6. LESS: Allowance for loan and lease losses										6.
		BHCK H186	BHCK H290	BHCK H187				BHCK H291	BHCK H292	
7. Trading Assets		0	0	0				0	0	7.
		BHCK H188	BHCK S470	BHCK S471				BHCK H294	BHCK H295	
8. All other assets ¹²		0	0	0				0	0	8.
a. Separate account bank-owned life insurance								BHCK H296	BHCK H297	8.a.
								1,915	1,915	
b. Default fund contributions to central counterparties								BHCK H298	BHCK H299	8.b.
								0	0	

9. Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the collateral haircut approach is applied, separate account bank-owned life insurance, and default fund contributions to central counterparties.

10. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

11. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

12. Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column Q) Allocation by Risk-Weight Category	(Column T) Total Risk-Weighted Asset Amount by Calculation Methodology	(Column U)	
			1250%	SSFA ¹³	Gross-Up	
	Amount	Amount	Amount	Amount	Amount	
Dollar Amounts in Thousands						
Securitization Exposures: On-and Off-Balance Sheet						
9. On-balance sheet securitization exposures:						
a. Held-to-maturity securities	BHCK S475	BHCK S476	BHCK S477	BHCK S478	BHCK S479	9.a.
	0	0	0	0	0	
b. Available-for-sale securities	BHCK S480	BHCK S481	BHCK S482	BHCK S483	BHCK S484	9.b.
	0	0	0	0	0	
c. Trading assets	BHCK S485	BHCK S486	BHCK S487	BHCK S488	BHCK S489	9.c.
	0	0	0	0	0	
d. All other on-balance sheet securitization exposures	BHCK S490	BHCK S491	BHCK S492	BHCK S493	BHCK S494	9.d.
	0	0	0	0	0	
10. Off-balance sheet securitization exposures	BHCK S495	BHCK S496	BHCK S497	BHCK S498	BHCK S499	10.
	0	0	0	0	0	

	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
	Allocation by Risk-Weight Category										
	0%	2%	4%	10%	20%	50%	100%	150%			
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
11. Total balance sheet assets ¹⁴	BHCT 2170	BHCK S500	BHCK D987				BHCK D988	BHCK D989	BHCK D990	BHCK S503	11.
	4,860,032	-689	147,681				410,675	732,026	3,502,497	65,927	

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)		
	Allocation by Risk-Weight Category								Application of Other Risk- Weighting Approaches	
	250% ¹⁵	300%	400%	600%	625%	937.5%	1250%	Exposure Amount		
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount		
11. Total balance sheet assets ¹⁴		BHCK S505	BHCK S506	BHCK S507				BHCK S510	BHCK H300	11.
		0	0	0				0	1,915	

13. Simplified Supervisory Formula Approach.

14. For each of columns A through R of item 11, report the sum of items 1 through 9. For item 11, the sum of columns B through R must equal column A.

15. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Face, Notional, or Other Amount	CCF ¹⁶	(Column B) Credit Equivalent Amount ¹⁷	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
				Allocation by Risk-Weight Category							
				0%	2%	4%	10%	20%	50%	100%	150%
Dollar Amounts in Thousands	Amount		Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk-Weighting (Excluding Securitization Exposure)¹⁸											
12. Financial standby letters of credit	BHCK D991		BHCK D992	BHCK D993				BHCK D994	BHCK D995	BHCK D996	BHCK S511
	131,802	1.0	131,802	5,284				0	0	126,518	0
13. Performance standby letters of credit and transaction-related contingent items.....	BHCK D997		BHCK D998	BHCK D999				BHCK G603	BHCK G604	BHCK G605	BHCK S512
	0	0.5	0	0				0	0	0	0
14. Commercial and similar letters of credit with an original maturity of one year or less	BHCK G606		BHCK G607	BHCK G608				BHCK G609	BHCK G610	BHCK G611	BHCK S513
	0	0.2	0	0				0	0	0	0
15. Retained recourse on small business obligations sold with recourse	BHCK G612		BHCK G613	BHCK G614				BHCK G615	BHCK G616	BHCK G617	BHCK S514
	0	1.0	0	0				0	0	0	0

16. Credit conversion factor.

17. Column A multiplied by credit conversion factor. For each of items 12 through 21, the sum of columns C through J plus column R must equal column B.

18. All derivatives and off-balance sheet items that are securitization exposures are to be excluded from items 12 through 21 and are to be reported instead in item 10.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Face, Notional, or Other Amount	CCF ¹⁹	(Column B) Credit Equivalent Amount ²⁰	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
				Allocation by Risk-Weight Category								
				0%	2%	4%	10%	20%	50%	100%	150%	
Dollar Amounts in Thousands	Amount		Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
16. Repo-style transactions ²¹	BHCK S515	1.0	BHCK S516	BHCK S517	BHCK S518	BHCK S519		BHCK S520	BHCK S521	BHCK S522	BHCK S523	16.
	125,757		125,757	112,357	0	0		12,739	0	661	0	
17. All other off-balance sheet liabilities	BHCK G618	1.0	BHCK G619	BHCK G620				BHCK G621	BHCK G622	BHCK G623	BHCK S524	17.
	0		0	0				0	0	0	0	
18. Unused commitments:												
a. Original maturity of one year or less, excluding asset-backed commercial paper (ABCP) conduits	BHCK S525	0.2	BHCK S526	BHCK S527				BHCK S528	BHCK S529	BHCK S530	BHCK S531	18.a.
	411,880		82,376	0				2,861	2,268	77,247	0	
b. Original maturity of one year or less to ABCP conduits												18.b.
c. Original maturity exceeding one year	BHCK G624	0.5	BHCK G625	BHCK G626				BHCK G627	BHCK G628	BHCK G629	BHCK S539	18.c.
	309,210		154,605	0				50	7,223	147,332	0	
19. Unconditionally cancelable commitments	BHCK S540	0.0	BHCK S541									19.
	0		0									
20. Over-the-counter derivatives			BHCK S542	BHCK S543			BHCK S544	BHCK S545	BHCK S546	BHCK S547	BHCK S548	20.
			7,550	0			0	4,750	0	2,800	0	
21. Centrally cleared derivatives			BHCK S549	BHCK S550	BHCK S551	BHCK S552		BHCK S554	BHCK S555	BHCK S556	BHCK S557	21.
			0	0	0	0		0	0	0	0	
22. Unsettled transactions (failed trades) ²²	BHCK H191			BHCK H193				BHCK H194	BHCK H195	BHCK H196	BHCK H197	22.
	0			0				0	0	0	0	

19. Credit conversion factor.

20. For items 18.c. and 19, column A multiplied by credit conversion factor.

21. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

22. For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category			Application of Other Risk-Weighting Approaches ²³		
	625%	937.5%	1250%	Credit Equivalent Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	
16. Repo-style transactions ²⁴				BHCK H301 0	BHCK H302 0	16.
17. All other off-balance sheet liabilities						17.
18. Unused commitments:						
a. Original maturity of one year or less, excluding asset-backed commercial paper (ABCP) conduits				BHCK H303 0	BHCK H304 0	18.a.
b. Original maturity of one year or less to ABCP conduits						18.b.
c. Original maturity exceeding one year				BHCK H307 0	BHCK H308 0	18.c.
19. Unconditionally cancelable commitments						19.
20. Over-the-counter derivatives				BHCK H309 0	BHCK H310 0	20.
21. Centrally cleared derivatives						21.
22. Unsettled transactions (failed trades) ²⁵	BHCK H198 0	BHCK H199 0	BHCK H200 0			22.

23. Includes, for example, exposures collateralized by securitization exposures or mutual funds and exposures to which the collateral haircut approach is applied.

24. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

25. For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
Allocation by Risk-Weight Category									
	0%	2%	4%	10%	20%	50%	100%	150%	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)	BHCK G630	BHCK S558	BHCK S559	BHCK S560	BHCK G631	BHCK G632	BHCK G633	BHCK S561	23.
	265,322	0	0	0	431,075	741,517	3,857,055	65,927	
24. Risk weight factor	X 0%	X 2%	X 4%	X 10%	X 20%	X 50%	X 100%	X 150%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	BHCK G634	BHCK S569	BHCK S570	BHCK S571	BHCK G635	BHCK G636	BHCK G637	BHCK S572	25.
	0	0	0	0	86,215	370,759	3,857,055	98,891	

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	
	Allocation by Risk-Weight Category							
	250% ²⁶	300%	400%	600%	625%	937.5%	1250%	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)								
		BHCK S563	BHCK S564	BHCK S565	BHCK S566	BHCK S567	BHCK S568	
		0	0	0	0	0	0	23.
24. Risk weight factor	X 250%	X 300%	X 400%	X 600%	X 625%	X 937.5%	X 1250%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)								
		BHCK S574	BHCK S575	BHCK S576	BHCK S577	BHCK S578	BHCK S579	
		0	0	0	0	0	0	25.
	Dollar Amounts in Thousands							
	Totals							
	BHCK	Amount						
26. Risk-weighted assets for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold	S580	4,471,002						26.
27. Standardized market-risk weighted assets (applicable only to holding companies that are covered by the market risk capital rules)	S581	0						27.
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated risk transfer risk reserve ²⁷	B704	4,414,835						28.
29. LESS: Excess allowance for loan and lease losses	A222	19,906						29.
30. LESS: Allocated transfer risk reserve	3128	0						30.
31. Total risk-weighted assets (item 28 minus items 29 and 30)	G641	4,394,929						31.

26. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

27. Sum of items 2.b. through 20, column S; items 9.a., 9.b., 9.c., 9.d., and 10, columns T and U; item 25, columns C through Q; and item 27 (if applicable).

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Memoranda

	Dollar Amounts in Thousands		BHCK	Amount	
1. Current credit exposure across all derivative contracts covered by the regulatory capital rules	G642			0	M.1.

	With a remaining maturity of						
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over 5 years		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
2. Notional principal amounts of over-the-counter derivative contracts:							
a. Interest rate	S582	0	S583	355,000	S584	385,000	M.2.a.
b. Foreign exchange rate and gold	S585	0	S586	0	S587	0	M.2.b.
c. Credit (investment grade reference asset)	S588	0	S589	0	S590	0	M.2.c.
d. Credit (non-investment grade reference asset)	S591	0	S592	0	S593	0	M.2.d.
e. Equity	S594	0	S595	0	S596	0	M.2.e.
f. Precious metals (except gold)	S597	0	S598	0	S599	0	M.2.f.
g. Other	S600	0	S601	0	S602	0	M.2.g.
3. Notional principal amounts of centrally cleared derivative contracts:							
a. Interest rate	S603	0	S604	0	S605	0	M.3.a.
b. Foreign exchange rate and gold	S606	0	S607	0	S608	0	M.3.b.
c. Credit (investment grade reference asset)	S609	0	S610	0	S611	0	M.3.c.
d. Credit (non-investment grade reference asset)	S612	0	S613	0	S614	0	M.3.d.
e. Equity	S615	0	S616	0	S617	0	M.3.e.
f. Precious metals (except gold)	S618	0	S619	0	S620	0	M.3.f.
g. Other	S621	0	S622	0	S623	0	M.3.g.

	Dollar Amounts in Thousands		BHCK	Amount	
4. Standardized market risk-weighted assets attributable to specific risk (included in Schedule HC-R, item 27)	S624			0	M.4.

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Schedule HC-S—Servicing, Securitization, and Asset Sale Activities

							C000
	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Securitization Activities							
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements	BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711
	0	0	0	0	0	0	0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the for credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)	BHCK B712	BHCK B713	BHCK B714	BHCK B715	BHCK B716	BHCK B717	BHCK B718
	0	0	0	0	0	0	0
b. Subordinated securities and other residual interests	BHCK C393	BHCK C394	BHCK C395	BHCK C396	BHCK C397	BHCK C398	BHCK C399
	0	0	0	0	0	0	0
c. Standby letters of credit and other enhancements	BHCK C400	BHCK C401	BHCK C402	BHCK C403	BHCK C404	BHCK C405	BHCK C406
	0	0	0	0	0	0	0
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCK B726	BHCK B727	BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732
	0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:	BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739
a. 30-89 days past due	0	0	0	0	0	0	0
	BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746
b. 90 days or more past due	0	0	0	0	0	0	0
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):	BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753
a. Charge-offs	0	0	0	0	0	0	0
	BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760
b. Recoveries	0	0	0	0	0	0	0

Schedule HC-S—Continued

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets		
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount		
6. Amount of ownership (or seller's) interests carried as:									
a. Securities (included in HC-B).....		BHCK B761	BHCK B762			BHCK B763		6.a.	
		0	0			0			
b. Loans (included in HC-C).....		BHCK B500	BHCK B501			BHCK B502		6.b.	
		0	0			0			
7. Past due loan amounts included in interests reported in item 6.a:									
a. 30-89 days past due		BHCK B764	BHCK B765			BHCK B766		7.a.	
		0	0			0			
b. 90 days or more past due.....		BHCK B767	BHCK B768			BHCK B769		7.b.	
		0	0			0			
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):									
a. Charge-offs		BHCK B770	BHCK B771			BHCK B772		8.a.	
		0	0			0			
b. Recoveries		BHCK B773	BHCK B774			BHCK B775		8.b.	
		0	0			0			
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions									
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....		BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782	9.
		0	0	0	0	0	0	0	
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures.....		BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789	10.
		0	0	0	0	0	0	0	
Asset Sales									
11. Assets sold with recourse or other seller- provided credit enhancements and not securitized.....		BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796	11.
		22,508	0	0	0	0	0	0	
12. Maximum amount of credit exposure arising from recourse or other seller- provided credit enhancements provided to assets reported in item 11		BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803	12.
		22,508	0	0	0	0	0	0	

Schedule HC-S—Continued

Memoranda

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			
a. Outstanding principal balance	A249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date.....	A250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):			
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804	0	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	0	M.2.b.
c. Other financial assets ¹	A591	0	M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans).....	F699	0	M.2.d.
3. Asset-backed commercial paper conduits:			
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:			
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	B806	0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807	0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:			
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	B808	0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809	0	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407	0	M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

2. Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles		(Column B) ABCP Conduits		(Column C) Other VIEs		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:							
a. Cash and balances due from depository institutions	J981	0	J982	0	J983	0	1.a.
b. Held-to-maturity securities	J984	0	J985	0	J986	0	1.b.
c. Available-for-sale securities	J987	0	J988	0	J989	0	1.c.
d. Securities purchased under agreements to resell	J990	0	J991	0	J992	0	1.d.
e. Loans and leases held for sale	J993	0	J994	0	J995	0	1.e.
f. Loans and leases, net of unearned income	J996	0	J997	0	J998	0	1.f.
g. Less: Allowance for loan and lease losses	J999	0	K001	0	K002	0	1.g.
h. Trading assets (other than derivatives)	K003	0	K004	0	K005	0	1.h.
i. Derivative trading assets	K006	0	K007	0	K008	0	1.i.
j. Other real estate owned	K009	0	K010	0	K011	0	1.j.
k. Other assets	K012	0	K013	0	K014	7,000	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:							
a. Securities sold under agreements to repurchase	K015	0	K016	0	K017	0	2.a.
b. Derivative trading liabilities	K018	0	K019	0	K020	0	2.b.
c. Commercial paper	K021	0	K022	0	K023	0	2.c.
d. Other borrowed money (exclude commercial paper)	K024	0	K025	0	K026	7,000	2.d.
e. Other liabilities	K027	0	K028	0	K029	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above)	K030	0	K031	0	K032	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above)	K033	0	K034	0	K035	0	4.

Notes to the Balance Sheet—Predecessor Financial Items

For holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting holding company's total consolidated assets as of the previous quarter-end, whichever is less.

	Dollar Amounts in Thousands	BHBC	Amount	
1.	Average loans and leases (net of unearned income).....	3516		1.
2.	Average earning assets	3402		2.
3.	Average total consolidated assets	3368		3.
4.	Average equity capital	3519		4.

Notes to the Balance Sheet (Other)

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules 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 HC through HC-S.

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 holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the holding company's long-term unsecured debt by a material amount. The holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT		BHCK	Amount
0000	Sch. HC, item 16, New loan to holding company's ESOP guaranteed by holding company		
		0000	750

Notes to the Balance Sheet (Other)

	TEXT	Dollar Amounts in Thousands	BHCK	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 HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)		K141	0	1.
2.	5357		5357		2.
3.	5358		5358		3.
4.	5359		5359		4.
5.	5360		5360		5.
6.	B027		B027		6.

Notes to the Balance Sheet (Other)—Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
7.	B028				
			B028		7.
8.	B029				
			B029		8.
9.	B030				
			B030		9.
10.	B031				
			B031		10.
11.	B032				
			B032		11.
12.	B033				
			B033		12.
13.	B034				
			B034		13.
14.	B035				
			B035		14.
15.	B036				
			B036		15.
16.	B037				
			B037		16.
17.	B038				
			B038		17.
18.	B039				
			B039		18.
19.	B040				
			B040		19.
20.	B041				
			B041		20.

Appendix B

Label	Source	Financial Institution	Hampton Roads Bankshares, Inc. (now known as Xenith Bankshares, America First Banks, Citigroup Inc.)										Brand Group Holdings, Inc.		C&F Financial Corporation	Alerus Financial Corporation
			First NBC Bank Holding Company	BCI Financial Group, Inc.	Talmer Bancorp, Inc.	Park Sterling Corporation	as Xenith Bankshares, Inc.	HSBC North America Holdings, Inc.	First Banks, Inc.	Citigroup Inc.	Old Second Bancorp, Inc.	HomeTrust Bancshares, Inc.	Brand Group Holdings, Inc.	C&F Financial Corporation	Alerus Financial Corporation	
A	B / D	Difference Between Our Estimated DTA Deductions and Company's Reported DTA Deductions (%)	30%	6%	3%	3%	2%	0%	0%	-1%	-2%	-2%	-2%	-5%	-6%	
B	C - D	Difference Between Our Estimated DTA Deductions and Company's Reported DTA Deductions (\$)	36,298	3,870	2,121	165	940	6,899	765	(331,800)	(571)	(510)	(345)	(374)	(139)	
C	X	Our Estimated DTA Deductions	159,163	70,737	67,123	5,376	59,520	1,949,923	245,417	27,515,200	33,926	23,569	13,633	7,932	2,137	
D	H + AP	Company's Reported DTA Deductions	122,865	66,867	65,002	5,211	58,580	1,943,024	244,652	27,847,000	34,497	24,079	13,978	8,306	2,276	
E	Schedule HC-F, Item 2	Company's Reported Net Deferred Tax Asset ("DTA")	241,567	170,265	145,608	28,985	88,760	4,982,491	255,335	46,161,000	57,738	54,153	32,223	19,749	12,625	
F	Schedule HC, Item 12	Company's Reported Total Assets	4,860,032	7,280,971	6,912,383	3,176,755	2,092,448	295,534,689	6,128,566	1,818,771,000	2,159,774	2,717,677	2,386,292	1,411,073	1,933,984	
G	Schedule HC-R, Item 12	Adj Common Equity Tier 1 ("CET1")	327,598	907,030	723,842	282,835	262,511	26,750,930	(8,342)	174,910,000	158,590	328,654	179,820	123,862	116,829	
H	Schedule HC-R, Item 15	DTAs From Temporary Differences Above the 10% Threshold Deduction	19,954	19,042	22,411	114	5,895	529,313	16,024	3,316,000	5,973	2,941	2,038	7,601	1,608	
I	Assumption	Our Assumed Effective Tax Rate	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	35%	
J	Schedule HC-F, Item 2	Company's Reported Net Deferred Tax Asset ("DTA")	241,567	170,265	145,608	28,985	88,760	4,982,491	255,335	46,161,000	57,738	54,153	32,223	19,749	12,625	
K	AA	Less DTA/(DTL) Related to AOCI	(13,553)	6,449	6,140	352	1,569	-	440	-	(4,352)	1,262	520	1,252	1,655	
L	AE	Plus DTL Related to Goodwill	684	-	-	-	-	-	-	672,000	-	-	-	3,569	199	
M	AM	Plus DTL Related to Intangible Assets	727	1	4,114	4,509	-	-	-	162,667	-	2,641	0	566	321	
N	J + K + L + M	Our Estimated Net DTAs for Purposes of Calculating Deductions	229,425	176,715	155,861	33,846	90,329	4,982,491	255,775	46,995,667	53,386	58,056	32,743	25,136	14,800	
O	N	Our Estimated Total Net DTAs	229,425	176,715	155,861	33,846	90,329	4,982,491	255,775	46,995,667	53,386	58,056	32,743	25,136	14,800	
P	-AP	Less Total NOL/Tax Credit Carryforward DTAs as Reported	(102,911)	(47,825)	(42,591)	(5,097)	(52,685)	(1,413,711)	(228,628)	(24,531,000)	(28,524)	(21,138)	(11,940)	(705)	(668)	
Q	O + P	Equals Our Estimated Total Temporary DTAs	126,514	128,890	113,270	28,749	37,644	3,568,780	27,147	22,464,667	24,862	36,918	20,803	24,431	14,132	
R	Q	Our Estimated Total Temporary DTAs	126,514	128,890	113,270	28,749	37,644	3,568,780	27,147	22,464,667	24,862	36,918	20,803	24,431	14,132	
S	G * -10%	Less 10% of Adjusted CET1	(32,760)	(90,703)	(72,384)	(28,284)	(26,251)	(2,675,093)	834	(17,491,000)	(15,859)	(32,865)	(17,982)	(12,386)	(11,683)	
T	R + S	Equals Our Estimated Total Disallowed Temporary DTA Under Basel III	93,754	38,187	40,886	465	11,392	893,687	27,982	4,973,667	9,003	4,052	2,821	12,045	2,449	
U	T * 60%	Total Disallowed Temporary DTA Subject to 60% Basel III Phase-In	56,252	22,912	24,532	279	6,835	536,212	16,789	2,984,200	5,402	2,431	1,693	7,227	1,469	
V	U	Total Disallowed Temporary DTA Subject to 60% Basel III Phase-In	56,252	22,912	24,532	279	6,835	536,212	16,789	2,984,200	5,402	2,431	1,693	7,227	1,469	
W	AP	Plus Company's Reported Total Disallowed NOL/Tax Credit Carryforward DTA	102,911	47,825	42,591	5,097	52,685	1,413,711	228,628	24,531,000	28,524	21,138	11,940	705	668	
X	V + W	Equals Our Estimated Total DTA Disallowed Pursuant to Basel III	159,163	70,737	67,123	5,376	59,520	1,949,923	245,417	27,515,200	33,926	23,569	13,633	7,932	2,137	
Component Calculations																
DTA / DTL Related to AOCI																
Y	IF AB= Yes, Schedule HC-R, Item 3, IF AB= No, 0	Company's Reported AOCI	(25,170)	11,977	11,402	653	2,913	-	818	-	(8,083)	2,343	966	2,326	3,073	
Z	Y * (1-1%)	Total Pre-Tax AOCI (Assuming 35% Effective Tax Rate)	(38,723)	18,426	17,542	1,005	4,482	-	1,258	-	(12,435)	3,605	1,486	3,578	4,728	
AA	Z * (-1%)	Total (DTA) / DTL Associated with AOCI (Assuming 35% Effective Tax Rate)	(13,553)	6,449	6,140	352	1,569	-	440	-	(4,352)	1,262	520	1,252	1,655	
AB	Schedule HC-R, Item 3a	Company's Reported AOCI Opt-Out Election?	Yes	Yes	Yes	Yes	Yes	No	Yes	No	Yes	Yes	Yes	Yes	Yes	
DTL Related to Goodwill																
AC	Schedule HC, Item 10a	Company's Reported Total Goodwill	13,201	2,948	3,524	63,197	-	1,622,520	-	22,526,000	-	12,673	-	14,426	27,682	
AD	Schedule HC-R, Item 6	Less Company's Reported Goodwill Net of Associated DTLs	(12,517)	(2,948)	(3,524)	(63,197)	-	(1,622,520)	-	(21,854,000)	-	(12,673)	-	(10,857)	(27,483)	
AE	AC + AD	Total DTL Related to Goodwill	684	-	-	-	-	-	-	672,000	-	-	-	3,569	199	
Intangible Assets Less Goodwill and MSAs																
AF	Schedule HC, Item 10b	Company's Reported Total Intangible Assets Other than Goodwill	3,385	78,829	59,289	12,354	-	103,787	16,397	6,845,000	4,698	7,136	383	1,219	38,302	
AG	Schedule HC, Item 12a	Less Company's Reported Total Intangible Assets Related to MSAs	-	-	(47,422)	-	-	(103,787)	(16,397)	(1,324,000)	(4,698)	-	(301)	-	(3,724)	
AH	AF + AG	Total Intangible Assets Less Goodwill and MSAs	3,385	78,829	11,867	12,354	-	-	-	5,521,000	-	7,136	82	1,219	34,578	
DTL Related to Intangible Assets																
AI	AH	Intangible Assets Less Goodwill and MSAs	3,385	78,829	11,867	12,354	-	-	-	5,521,000	-	7,136	82	1,219	34,578	
AJ	Schedule HC-R, Item 7	Company's Reported Intangible Assets Deducted from Regulatory Capital Subject to 60% of Basel III Phase-In	1,595	47,297	4,652	4,707	-	-	-	3,215,000	-	2,697	49	392	20,554	
AK	AJ / 60%	Total Intangible Assets Net of DTL	2,658	78,828	7,753	7,845	-	-	-	5,358,333	-	4,495	82	653	34,257	
AL	-AK	Less Total Intangible Assets Net of DTL	(2,658)	(78,828)	(7,753)	(7,845)	-	-	-	(5,358,333)	-	(4,495)	(82)	(653)	(34,257)	
AM	AI + AL	DTL Associated with Intangible Assets	727	1	4,114	4,509	-	-	-	162,667	-	2,641	0	566	321	
Total Net NOL/Tax Credit Carryforward DTA																
AN	Schedule HC-R, Item 8	60% of NOL/Tax Credit Carryforward DTA	61,747	28,695	25,555	3,058	31,611	718,631	137,177	13,765,000	17,114	12,683	7,164	282	401	
AO	Schedule HC-R, Item 24	Plus 40% of NOL/Tax Credit Carryforward DTA	41,164	19,130	17,036	2,039	21,074	695,080	91,451	10,766,000	11,410	8,455	4,776	423	267	
AP	AN + AO	Total Net NOL/Tax Credit Carryforward DTA	102,911	47,825	42,591	5,097	52,685	1,413,711	228,628	24,531,000	28,524	21,138	11,940	705	668	

Note: Source: SNL Financial. Data as of 2016Q2. Units other than percentages are in 000s.