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

This report form is to be filed by holding companies with total consolidated assets of $3 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).

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.

Date of Report: **December 31, 2018**
Month / Day / Year (BHCK 9999)

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

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

02/14/2019
Date of Signature (MM/DD/YYYY) (BHTX J196)

FB FINANCIAL CORPORATION
Legal Title of Holding Company (RSSD 9017)

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

NASHVILLE | TN | 37201
City (RSSD 9130) | State (RSSD 9200) | Zip Code (RSSD 9220)

Person to whom questions about this report should be directed:

BRIAN TANNENBAUM, FINANCIAL REPORTING MANAC
Name / Title (BHTX 8901)

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

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 46.29 hours per response for non-Advanced Approaches HCs and 47.54 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.

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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	40694	1.a.(1)(a)
(b) All other loans secured by real estate	4436	111966	1.a.(1)(b)
(c) All other loans	F821	68341	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	998	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	143	1.d.(1)
(2) Mortgage-backed securities	B489	12142	1.d.(2)
(3) All other securities	4060	4159	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	412	1.f.
g. Other interest income	4518	716	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	239571	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of $250,000 or less	HK03	7439	2.a.(1)(a)
(b) Time deposits of more than $250,000	HK04	4442	2.a.(1)(b)
(c) Other deposits	6761	17655	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	150	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	4166	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	0	2.d.
e. Other interest expense	4398	1651	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	35503	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074	204068	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	5398	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	1051	5.a.
b. Service charges on deposit accounts in domestic offices	4483	8502	5.b.
c. Trading revenue[2]	A220	0	5.c.
d. (1) Fees and commissions from securities brokerage	C886	2279	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888	608	5.d.(2)
(3) Fees and commissions from annuity sales	C887	1099	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.(4)
(5) Income from other insurance activities	C387	144	5.d.(5)
e. Venture capital revenue	B491	0	5.e.
f. Net servicing fees	B492	14081	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	88743	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	-99	5.j.
k. Net gains (losses) on sales of other assets[3]	B496	328	5.k.
l. Other noninterest income[4]	B497	13729	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	130465	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	-35	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	136892	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	13683	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	3185	7.c.(2)
d. Other noninterest expense[5]	4092	69405	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	223165	7.e.
8. a. Income (loss) before unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (sum of items 3, 5.m, 6.a, 6.b, minus items 4 and 7.e)	HT69	105935	8.a.
b. Unrealized holding gains (losses) on equity securities not held for trading[6]	HT70	-81	8.b.
c. Income (loss) before applicable income taxes and discontinued operations (sum of items 8.a and 8.b)	4301	105854	8.c.
9. Applicable income taxes (foreign and domestic)	4302	25618	9.
10. Income (loss) before discontinued operations (item 8.c minus item 9)	4300	80236	10.
11. Discontinued operations, net of applicable income taxes[7]	FT28	0	11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104	80236	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	80236	14.

3. Exclude net gains(losses) on sales of trading assets and held-to-maturity and available-for-sale-securities.
4. See Schedule HI, memoranda item 6.
5. See Schedule HI, memoranda item 7.
6. Item 8.b is to be completed only by holding companies that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.
7. 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	205668	M.1.
2. Net income before applicable income taxes, and discontinued operations (item 8.c above) on a fully taxable equivalent basis	4592	107454	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313	494	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	4047	M.4.

	BHCK	Number	
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	1383	M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than $100,000 that exceed 7 percent of Schedule HI, item 5.l):	BHCK	Amount	
a. Income and fees from the printing and sale of checks	C013	0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014	0	M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016	0	M.6.c.

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Amount	
6. d. Rent and other income from other real estate owned	4042	0	M.6.d.
e. Safe deposit box rent	C015	0	M.6.e.
f. Bank card and credit card interchange fees	F555	9497	M.6.f.
g. Income and fees from wire transfers	T047	0	M.6.g.
h. TEXT 8562 Fees on Interest Rate Swaps	8562	2265	M.6.h.
i. TEXT 8563	8563	0	M.6.i.
j. TEXT 8564	8564	0	M.6.j.
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than $100,000 that exceed 7 percent of the sum of Schedule HI, item 7.d):			
a. Data processing expenses	C017	9100	M.7a.
b. Advertising and marketing expenses	0497	13139	M.7.b.
c. Directors' fees	4136	0	M.7.c.
d. Printing, stationery, and supplies	C018	0	M.7.d.
e. Postage	8403	0	M.7.e.
f. Legal fees and expenses	4141	0	M.7.f.
g. FDIC deposit insurance assessments	4146		M.7.g.
h. Accounting and auditing expenses	F556	0	M.7.h.
i. Consulting and advisory expenses	F557	0	M.7. i.
j. Automated teller machine (ATM) and interchange expenses	F558	0	M.7. j.
k. Telecommunications expenses	F559	0	M.7.k.
l. Other real estate owned expenses	Y923	0	M.7. l.
m. Insurance expenses (not included in employee expenses, premises and fixed assets expenses, and other real estate owned expenses)	Y924	0	M.7.m.
n. TEXT 8565 Mortgage Servicing expenses	8565	7675	M.7.n.
o. TEXT 8566	8566	0	M.7.o.
p. TEXT 8567	8567	0	M.7.p.
8. Discontinued operations and applicable income tax effect (from Schedule HI, item 11) (itemize and describe each discontinued operation):			
a. (1) TEXT FT29	FT29	0	M.8.a.(1)
(2) Applicable income tax effect BHCK FT30 0			M.8.a.(2)
b. (1) TEXT FT31	FT31	0	M.8.b.(1)
(2) Applicable income tax effect BHCK FT32 0			M.8.b.(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.) *Memorandum items 9.a through 9.e are to be completed by holding companies that reported total trading assets of $10 million or more for any quarter of the preceding calendar year:*			
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.

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Amount	
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]			
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	0	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	0	M.9.g.
Memorandum items 10.a and 10.b are to be completed by holding companies with $10 billion or more in total consolidated assets.[1]			
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		M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890		M.10.b.
11. Credit losses on derivatives (see instructions)	A251	0	M.11.
Memorandum item 12.a is to be completed by holding companies with $1 billion or more in total assets.[1]			
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431	425	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	
Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.			
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	-6905	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	-4142	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	4777	M.15.

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 and is to be completed semiannually in the June and December reports only.	Year-to-date BHCK	Amount	
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 recognized in earnings (included in Schedule HI, items 6.a and 6.b)	J321	0	M.17.

1. The asset-size test is based on the total assets reported as of *June 30, 2017*.

Schedule HI-A—Changes in Holding Company Equity Capital

Dollar Amounts in Thousands	BHCK	Amount	
1. Total holding company equity capital *most recently reported* for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	596729	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	596729	3.
	BHCT		
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	4340	80236	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	5739	6.a.
b. Conversion or retirement of common stock	3580	0	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	0	10.
11. LESS: Cash dividends declared on common stock	4460	6363	11.
12. Other comprehensive income[1]	B511	-4484	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	671857	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

Dollar Amounts in Thousands	(Column A) Charge-offs[1] BHCK	Amount	(Column B) Recoveries BHCK	Amount	
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	250	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	29	C894	914	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	36	5412	178	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	487	C217	161	1.c.(2)(a)
(b) Secured by junior liens	C235	0	C218	10	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	0	3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	91	C896	143	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	0	C898	51	1.e.(2)
f. In foreign offices	B512	0	B513	0	1.f.
2. Not applicable.					
3. Loans to finance agricultural production and other loans to farmers	4655	9	4665	7	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	4645	898	4617	339	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	0	B515	0	5.a.
b. Automobile loans	K129	189	K133	61	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205	1396	K206	478	5.c.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	19	4628	55	7.
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	3154	4605	2647	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] BHCK	Amount	(Column B) Recoveries BHCK	Amount	
	Date				
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	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).

	Year-to-date BHCK	Amount	
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)	C388	0	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	24041	1.
	BHCT		
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605	2647	2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	BHCK C079	2805	3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523	349	4.
	BHCT		
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230	5398	5.
	BHCK		
6. Adjustments (see instructions for this schedule)	C233	0	6.
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 3123	28932	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	0	M.1.
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).			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	0	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	0	M.3.
Memorandum item 4 is to be completed by all holding companies.			
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	881	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	1221	M709	0	M710	549075	M711	9677	M712	5755	M713	52	1.a.
b. Commercial real estate loans	M714	9343	M715	258	M716	1162147	M717	6694	M719	22282	M720	329	1.b.
c. Residential real estate loans	M721	1232	M722	7	M723	801143	M724	4582	M725	19377	M726	216	1.c.
2. Commercial loans[2]	M727	1847	M728	3	M729	907261	M730	5247	M731	1448	M732	98	2.
3. Credit cards	M733	0	M734	0	M735	0	M736	0	M737	0	M738	0	3.
4. Other consumer loans.....	M739	73	M740	0	M741	165170	M742	1583	M743	20137	M744	186	4.
5. Unallocated, if any.....							M745	0					5.
6. Total (sum of items 1.a. through 5.)	M746	13716	M747	268	M748	3584796	M749	27783	M750	68999	M751	881	6.

1. The asset-size test is based on the total assets reported as of *June 30, 2017*.
2. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

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 applicable income taxes and discontinued operations	4301		8.
9. Applicable income taxes	4302		9.
10. Noncontrolling (minority) interest	4484		10.
	BHCK		
11. Discontinued operations, net of applicable income taxes and noncontrolling (minority) interest	FT41		11.
	BHBC		
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.

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 to Schedule HI, the Consolidated Income Statement.

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	0	1.
2.	5352				
			5352	0	2.
3.	5353				
			5353	0	3.
4.	5354				
			5354	0	4.
5.	5355				
			5355	0	5.
6.	B042				
			B042	0	6.
7.	B043				
			B043	0	7.
8.	B044				
			B044	0	8.
9.	B045				
			B045	0	9.
10.	B046				
			B046	0	10.

Notes to the Income Statement (Other)—Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
11.	B047				
			B047	0	11.
12.	B048				
			B048	0	12.
13.	B049				
			B049	0	13.
14.	B050				
			B050	0	14.
15.	B051				
			B051	0	15.
16.	B052				
			B052	0	16.
17.	B053				
			B053	0	17.
18.	B054				
			B054	0	18.
19.	B055				
			B055	0	19.
20.	B056				
			B056	0	20.

FB FINANCIAL CORPORATION
Name of Holding Company

For Federal Reserve Bank Use Only
C.I. _____

Consolidated Financial Statements for Holding Companies

Report at the close of business 20181231
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	38381	1.a.
b. Interest-bearing balances:[2]					
(1) In U.S. offices			0395	55611	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	0	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)			1773	655698	2.b.
c. Equity securities with readily determinable fair values not held for trading[3]			JA22	3107	2.c.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices	BHDM		B987	31364	3.a.
b. Securities purchased under agreements to resell[4]	BHCK		B989	0	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale			5369	278815	4.a.
b. Loans and leases, held for investment	B528	3667511			4.b.
c. LESS: Allowance for loan and lease losses	3123	28932			4.c.
d. Loans and leases, held for investment, net of allowance for loan and lease losses (item 4.b minus 4.c)			B529	3638579	4.d.
5. Trading assets (from Schedule HC-D)			3545	0	5.
6. Premises and fixed assets (including capitalized leases)			2145	86882	6.
7. Other real estate owned (from Schedule HC-M)			2150	12643	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	930	8.
9. Direct and indirect investments in real estate ventures			3656	0	9.
10. Intangible assets (from Schedule HC-M)			2143	237647	10.
11. Other assets (from Schedule HC-F)			2160	97107	11.
12. Total assets (sum of items 1 through 11)			2170	5136764	12.

1. Includes cash items in process of collection and unposted debits.
2. Includes time certificates of deposit not held for trading.
3. **Item 2.c is to be completed only by holding companies that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.**
4. 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	949135	13.a.(1)
(2) Interest-bearing	6636	3222582	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN		
(1) Noninterest-bearing	6631	0	13.b.(1)
(2) Interest-bearing	6636	0	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM		
a. Federal funds purchased in domestic offices[2]	B993	0	14.a.
	BHCK		
b. Securities sold under agreements to repurchase[3]	B995	15081	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	181765	16.
17. Not applicable.			
18. Not applicable.			
19. a. Subordinated notes and debentures[4]	4062	0	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	30930	19.b.
20. Other liabilities (from Schedule HC-G)	2750	65414	20.
21. Total liabilities (sum of items 13 through 20)	2948	4464907	21.
22. Not applicable.			
Equity Capital			
Holding Company Equity Capital			
23. Perpetual preferred stock and related surplus	3283	0	23.
24. Common stock (par value)	3230	30725	24.
25. Surplus (exclude all surplus related to preferred stock)	3240	424146	25.
26. a. Retained earnings	3247	221213	26.a.
b. Accumulated other comprehensive income[5]	B530	-4227	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	671857	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000	0	27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105	671857	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	5136764	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 1=Yes	BHCK C884	 1	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. CROWE LLP
(1) Name of External Auditing Firm (TEXT C703)

FRANKLIN
(2) City (TEXT C708)

TN
(3) State Abbreviation (TEXT C714)

37067
(4) Zip Code (TEXT C715)

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

(2) E-mail Address (TEXT C705)

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 (Column A) Amortized Cost BHCK	Held-to-Maturity (Column A) Amortized Cost Amount	Held-to-Maturity (Column B) Fair Value BHCK	Held-to-Maturity (Column B) Fair Value Amount	Available-for-Sale (Column C) Amortized Cost BHCK	Available-for-Sale (Column C) Amortized Cost Amount	Available-for-Sale (Column D) Fair Value BHCK	Available-for-Sale (Column D) Fair Value Amount	
1. U.S. Treasury securities	0211	0	0213	0	1286	7385	1287	7242	1.
2. U.S. government agency and sponsored agency obligations (exclude mortgage-backed securities)[1]	HT50	0	HT51	0	HT52	1000	HT53	989	2.
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	138994	8499	138887	3.
4. Mortgage-backed securities (MBS)									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	0	G301	0	G302	639	G303	627	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	0	G305	0	G306	278213	G307	270293	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[2]	G312	0	G313	0	G314	231240	G315	227355	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies[2]	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	10562	K145	10305	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[2]	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, Export-Import Bank participation certificates, and 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.
2. 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 (Column A) Amortized Cost BHCK	Held-to-Maturity (Column A) Amortized Cost Amount	Held-to-Maturity (Column B) Fair Value BHCK	Held-to-Maturity (Column B) Fair Value Amount	Available-for-Sale (Column C) Amortized Cost BHCK	Available-for-Sale (Column C) Amortized Cost Amount	Available-for-Sale (Column D) Fair Value BHCK	Available-for-Sale (Column D) Fair Value 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	HT58	0	HT59	0	HT60	0	HT61	0	5.b.
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	0	1741	0	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[1]					A510	0	A511	0	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 1754	0	1771	0	1772	668033	BHCT 1773	655698	8.

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
1. Pledged securities[2]	0416	326215	M.1.
2. Remaining maturity or next repricing date of debt securities[3,4] (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less	0383	15283	M.2.a.
b. Over 1 year to 5 years	0384	13739	M.2.b.
c. Over 5 years	0387	626676	M.2.c.
Memorandum item 3 is to be completed semiannually in the June and December reports only.			
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	0	M.4.a.
b. Fair value	8783	0	M.4.b.

1. Item 7 is to be completed only by holding companies that have not adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.
2. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
3. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
4. 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 (Column A) Amortized Cost BHCK	Held-to-Maturity (Column A) Amortized Cost Amount	Held-to-Maturity (Column B) Fair Value BHCK	Held-to-Maturity (Column B) Fair Value Amount	Available-for-Sale (Column C) Amortized Cost BHCK	Available-for-Sale (Column C) Amortized Cost Amount	Available-for-Sale (Column D) Fair Value BHCK	Available-for-Sale (Column D) Fair Value Amount	
Memorandum items 5.a through 5.f are to be completed by holding companies with $10 billion or more in total assets.[1]									
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		B839		B840		B841		M.5.a.
b. Home equity lines	B842		B843		B844		B845		M.5.b.
c. Automobile loans	B846		B847		B848		B849		M.5.c.
d. Other consumer loans	B850		B851		B852		B853		M.5.d.
e. Commercial and industrial loans	B854		B855		B856		B857		M.5.e.
f. Other	B858		B859		B860		B861		M.5.f.
Memorandum items 6.a through 6.g are to be completed by holding companies with $10 billion or more in total assets.[1]									
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, 5.b):									
a. Trust preferred securities issued by financial institutions	G348		G349		G350		G351		M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352		G353		G354		G355		M.6.b.
c. Corporate and similar loans	G356		G357		G358		G359		M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360		G361		G362		G363		M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs	G364		G365		G366		G367		M.6.e.
f. Diversified (mixed) pools of structured financial products	G368		G369		G370		G371		M.6.f.
g. Other collateral or reference assets	G372		G373		G374		G375		M.6.g.

1. The $10 billion asset-size test is based on the total assets reported as of *June 30, 2017*.

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 BHCK	Amount	(Column B) In Domestic Offices BHDM	Amount	
1. Loans secured by real estate	1410	2850390			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1–4 family residential construction loans			F158	161846	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	394205	1.a.(2)
			BHDM		
b. Secured by farmland			1420	21690	1.b.
c. Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			1797	190480	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens			5367	821020	1.c.(2)(a)
(b) Secured by junior liens			5368	13610	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	75457	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			BHCK F160	471834	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties			F161	700248	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	18823	1590	18823	3.
4. Commercial and industrial loans			1766	847266	4.
a. To U.S. addressees (domicile)	1763	847266			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	185380	6.
a. Credit cards	B538	0			6.a.
b. Other revolving credit plans	B539	211			6.b.
c. Automobile loans	K137	30455			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	154714			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	19302	J454	19302	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)	1545	515	1545	515	9.b.(1)
(2) All other loans (exclude consumer loans)	J451	24650	J451	24650	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 above	2123	0	2123	0	11.
12. Total loans and leases held for investment and held for sale (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	3946326	2122	3946326	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	1005	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576	473	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	921	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K162	0	M.1.d.(2)
e. Commercial and Industrial loans:	BHCK		
(1) To U.S. addressees (domicile) K163 1550			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	55	M.1.f.
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):	BHDM		
(1) Loans secured by farmland in domestic offices	K166	0	M.1.f.(1)
	BHCK		
(2) Loans to finance agricultural production and other loans to farmers	K168	0	M.1.f.(2)
(3) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	K098	0	M.1.f.(3)(a)
(b) Automobile loans	K203	10	M.1.f.(3)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K204	45	M.1.f.(3)(c)
g. Total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a.(1) through 1.f)	HK25	4004	M.1.g.
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	1119	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.
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).			
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, Column A)	C391	0	M.4.
Memorandum item 5 is to be completed by all holding companies. Memorandum item 5.a and 5.b are to be completed semiannually in the June and December reports only.			
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	75790	M.5.a.
b. Amount included in Schedule HC-C, items 1 through 9	C780	68999	M.5.b.

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Amount	
Memorandum item 6.a, 6.b, and 6.c are to be completed semiannually in the June and December reports only.			
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.
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, 2017, that exceeded the lesser of $100 million or 5 percent of total loans and leases held for investment and held for sale in domestic offices (as reported in Schedule HC-C, item 12, column B).			
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	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	658	M.9.
10.–11. Not applicable.			

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	
Memorandum item 12.a, 12.b, 12.c, and 12.d are to be completed semiannually in the June and December reports only.							
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	2563803	M.14.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by holding companies that reported total trading assets of $10 million or more in any of the four preceding calendar quarters.

Dollar Amounts in Thousands	BHCM	Amount	
Assets			
1. U.S. Treasury securities	3531		1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532		2.
3. Securities issued by states and political subdivisions in the U.S.	3533		3.
4. Mortgage-backed securities (MBS):	BHCK		
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	G379		4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies[1] (include CMOs, REMICs, and stripped MBS)	G380		4.b.
c. All other residential mortgage-backed securities	G381		4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies[1]	K197		4.d.
e. All other commercial MBS	K198		4.e.
5. Other debt securities			
a. Structured financial products	HT62		5.a.
b. All other debt securities	G386		5.b.
6. Loans:			
a. Loans secured by real estate:			
(1) Loans secured by 1–4 family residential properties	HT63		6.a.(1)
(2) All other loans secured by real estate	HT64		6.a.(2)
b. Commercial and industrial loans	F614		6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	HT65		6.c.
d. Other loans	F618		6.d.
7.-8. Not applicable.	BHCM		
9. Other trading assets	3541		9.
10. Not applicable.			
11. Derivatives with a positive fair value	3543		11.
12. Total trading assets (sum of items 1 through 11) (total of Column A must equal Schedule HC, item 5)	BHCT 3545		12.
Liabilities			
13. a. Liability for short positions:	BHCK		
(1) Equity securities	G209		13.a.(1)
(2) Debt securities	G210		13.a.(2)
(3) All other assets	G211		13.a.(3)
b. All other trading liabilities	F624		13.b.
14. Derivatives with a negative fair value	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		15.

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

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a.(1) through 6.d.)			
a. Loans secured by real estate:			
(1) Loans secured by 1–4 family residential properties	HT66		M.1.a.(1)
(2) All other loans secured by real estate	HT67		M.1.a.(2)
b. Commercial and industrial loans	F632		M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	HT68		M.1.c.
d. Other loans	F636		M.1.d.
Memorandum items 2 through 10 are to be completed by holding companies with $10 billion or more in total trading assets.[1]			
2. Loans measured at fair value that are past due 90 days or more:			
a. Fair value	F639		M.2.a.
b. Unpaid principal balance	F640		M.2.b.
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:			
a. Trust preferred securities issued by financial institutions	G299		M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332		M.3.b.
c. Corporate and similar loans	G333		M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334		M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs	G335		M.3.e.
f. Diversified (mixed) pools of structured financial products	G651		M.3.f.
g. Other collateral or reference assets	G652		M.3.g.
4. Pledged trading assets:			
a. Pledged securities	G387		M.4.a.
b. Pledged loans	G388		M.4.b.
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. Not applicable			
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.

1. The $10 billion trading asset-size test is based on total trading assets reported as of *June 30, 2017*.

Schedule HC-D—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Amount	
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 $1,000,000 and exceed 25 percent of item 9 less Memoranda items 9.a.(1) and 9. a. (2)):[2]			
(1) BHTX F655	F655		M.9.b.(1)
(2) BHTX F656	F656		M.9.b.(2)
(3) BHTX F657	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 $1,000,000 and exceed 25 percent of the item)			
a. BHTX F658	F658		M.10.a.
b. BHTX F659	F659		M.10.b.
c. BHTX F660	F660		M.10.c.

2. Exclude equity securities.

Schedule HC-E—Deposit Liabilities[1]

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	949135	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	863706	1.b.
c Money market deposit accounts and other savings accounts	2389	1239131	1.c.
d. Time deposits of $250,000 or less	HK29	766611	1.d.
e. Time deposits of more than $250,000	J474	353134	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:	BHOD		
a. Noninterest-bearing balances[2]	3189	0	2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	0	2.b.
c. Money market deposit accounts and other savings accounts	2389	0	2.c.
d. Time deposits of $250,000 or less	HK29	0	2.d.
e. Time deposits of more than $250,000	J474	0	2.e.

Memoranda

Dollar Amounts in Thousands	BHDM	Amount	
1. Brokered deposits $250,000 or less with a remaining maturity of one year or less	HK06	71859	M.1.
2. Brokered deposits $250,000 or less with a remaining maturity of more than one year	HK31	12074	M.2.
3. Time deposits of more than $250,000 with a remaining maturity of one year or less	HK32	251416	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	14503	1.
2. Net deferred tax assets[2]	2148	0	2.
3. Interest-only strips receivable (not in the form of a security)[3]	HT80	0	3.
4. Equity investments without readily determinable fair values[4]	1752	13432	4.
5. Life insurance assets:			
a. General account life insurance assets	K201	5769	5.a.
b. Separate account life insurance assets	K202	2124	5.b.
c. Hybrid account life insurance assets	K270	3222	5.c.
6. Other	2168	58057	6.
	BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	97107	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	16663	2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557	0	3.
4. Other	B984	48751	4.
	BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	65414	5.

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

Schedule HC-H—Interest Sensitivity[1]

Dollar Amounts in Thousands	BHCK	Amount	
1. Earning assets that are repriceable within one year or mature within one year	3197	1194888	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet	3296	755870	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	0	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408	0	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

Item 1 is to be completed by holding companies with $10,000,000 or more in reinsurance recoverables as of the effective date each quarter.

Dollar Amounts in Thousands	BHCK	Amount	
Assets			
1. Reinsurance recoverables	B988		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

Item 1 is to be completed by holding companies with $10,000,000 or more in reinsurance recoverables as of the effective date each quarter.

Dollar Amounts in Thousands	BHCK	Amount	
Assets			
1. Reinsurance recoverables	C247		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)[1]	B558	8378	1.a.
b. Mortgage-backed securities[1]	B559	497681	1.b.
c. All other debt securities[1] and equity securities with readily determinable fair values not held for trading[2]	B560	135873	1.c.
2. Federal funds sold and securities purchased under agreements to resell	3365	27835	2.
	BHDM		
3. a. Total loans and leases in domestic offices	3516	3820350	3.a.
(1) Loans secured by 1–4 family residential properties	3465	1018141	3.a.(1)
(2) All other loans secured by real estate	3466	1767600	3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386	20298	3.a.(3)
(4) Commercial and industrial loans	3387	833822	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B561	0	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	182236	3.a.(5)(b)
	BHFN		
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs	3360	0	3.b.
Item 4(a) is to be completed by holding companies with total trading assets of $10 million or more in any of the four preceding calendar quarters.	BHCK		
4. a. Trading assets	3401		4.a.
b. Other earning assets	B985	86421	4.b.
5. Total consolidated assets[3]	3368	5028759	5.
Liabilities			
6. Interest-bearing deposits (domestic)[4]	3517	3151211	6.
7. Interest-bearing deposits (foreign)[4]	3404	0	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	18378	8.
9. All other borrowed money	2635	137398	9.
10. Not applicable.			
Equity Capital			
11. Total equity capital (excludes limited-life preferred stock)	3519	659050	11.

1. Quarterly averages for all debt securities should be based on amortized cost.

2. For holding companies that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities, quarterly averages for equity securities with readily determinable fair values should be based on fair value. For holding companies that have not adopted ASU 2016-01, quarterly averages for equity securities with readily determinable fair values should be based on historical cost.

3. The quarterly average for total assets should reflect securities not held for trading as follows:

a) Debt securities at amortized cost.

b) For holding companies that have adopted ASU 2016-01, equity securities with readily determinable fair values should be reported at fair value. For holding companies that have *not* adopted ASU 2016-01, equity securities with readily determinable fair values should be reported at the lower of cost or fair value.

c) For holding companies that have adopted ASU 2016-01, equity investments without readily determinable fair values should be reported at their balance sheet carrying values (i.e., fair value or, if elected, cost minus impairment, if any, plus or minus changes resulting from observable price changes). For holding companies that have *not* adopted ASU 2016-01, equity investments without readily determinable fair values should be reported at historical cost.

4. Includes interest-bearing demand deposits.

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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	199551	1.a.
1.b.(1) and 1.b.(2) are to be completed semiannually in the June and December reports only.			
b. (1) Unused consumer credit card lines	J455	0	1.b.(1)
(2) Other unused credit card lines	J456	0	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	333397	1.c.(1)
(a) 1–4 family residential construction loan commitments F164 83298			1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments F165 250099			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	469286	1.e.(1)
(2) Loans to financial institutions	J458	84	1.e.(2)
(3) All other unused commitments	J459	30072	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees	6566	5893	2.
Item 2.a is to be completed by holding companies with $1 billion or more in total assets.[1]			
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	13131	3.
Item 3.a is to be completed by holding companies with $1 billion or more in total assets.[1]			
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.

	(Column A) Sold Protection		(Column B) Purchased Protection		
7. Credit derivatives:					
a. Notional amounts:	BHCK	Amount	BHCK	Amount	
(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)

1. The $1 billion asset size test is based on the total assets reported as of *June 30, 2017*.

Schedule HC-L—Continued

Report only transactions with nonrelated institutions

Dollar Amounts in Thousands	BHCK	Amount	
7. 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)

	Remaining Maturity of:						
	(Column A) One year or less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years		
Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	
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)

Item 8 is to be completed by holding companies with foreign offices and by holding companies with domestic offices only and $100 billion or more in total consolidated assets.[1]

		BHCK	Amount	
8. Spot foreign exchange contracts		8765		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.

1. The $100 billion asset-size test is based on the total assets reported as of *June 30, 2017.*

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 Position 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):					
	BHCK 8693	BHCK 8694	BHCK 8695	BHCK 8696	
a. Futures contracts.....	166000	0	0	0	11.a.
	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	
b. Forward contracts.....	474208	0	0	0	11.b.
c. Exchange-traded option contracts:					
	BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704	
(1) Written options.....	0	0	0	0	11.c.(1)
	BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708	
(2) Purchased options..	3800	0	0	0	11.c.(2)
d. Over-the-counter option contracts:					
	BHCK 8709	BHCK 8710	BHCK 8711	BHCK 8712	
(1) Written options.....	547131	0	0	0	11.d.(1)
	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	
(2) Purchased options..	228426	0	0	0	11.d.(2)
	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	
e. Swaps.....	324293	0	0	0	11.e.
12. Total gross notional amount of derivative contracts held for trading.....					
	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	
	0	0	0	0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading.....					
	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	
	1743858	0	0	0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....	BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736	
	0	0	0	0	14.a.(1)
(2) Gross negative fair value.....	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	
	0	0	0	0	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	
	16640	0	0	0	14.b.(1)
(2) Gross negative fair value.....	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	
	13961	0	0	0	14.b.(2)

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms		(Column B) Not applicable	(Column C) Hedge Funds		(Column D) Sovereign Governments		(Column E) Corporations and All Other Counterparties		
	BHCK	Amount		BHCK	Amount	BHCK	Amount	BHCK	Amount	
Item 15 is to be completed only by holding companies with total assets of $10 billion or more.[1]										
15. Over-the-counter derivatives:										
a. Net current credit exposure	G418			G420		G421		G422		15.a.
b. Fair value of collateral:										
(1) Cash–U.S. dollar	G423			G425		G426		G427		15.b.(1)
(2) Cash–Other currencies	G428			G430		G431		G432		15.b.(2)
(3) U.S. Treasury securities	G433			G435		G436		G437		15.b.(3)
(4) U.S. government agency and U.S. government-sponsored agency debt securities	G438			G440		G441		G442		15.b.(4)
(5) Corporate bonds	G443			G445		G446		G447		15.b.(5)
(6) Equity securities	G448			G450		G451		G452		15.b.(6)
(7) All other collateral	G453			G455		G456		G457		15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458			G460		G461		G462		15.b.(8)

1. The $10 billion asset-size test is based on the total assets reported as of *June 30, 2017*.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK	Amount	
1. Total number of holding company common shares outstanding	Number (Unrounded) 3459 30724532			1.
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	0	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	0	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 extended under lines of credit		K172	0	6.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:				
(a) Secured by first liens		K173	0	6.a.(1)(c)(2)(a)
(b) Secured by junior liens		K174	0	6.a.(1)(c)(2)(b)
(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)-(4) Not applicable.		BHCK		
(5) All other loans and leases		K183	0	6.a.(5)
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)

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	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.

Items 7.a and 7.b are to be completed annually in the December report only.

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 1=Yes	BHCK 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 1=Yes	BHCK 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 no. If the answer to this question is no, complete the FR Y-10	0=No 1=Yes	BHCK 6416	1	11.

TEXT	
6428	LEWIS WEBB

Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)

615-907-5507

Area Code / Phone Number (TEXT 9009)

	BHCK	Amount	
12. Intangible assets:			
a. Mortgage servicing assets	3164	88829	12.a.
(1) Estimated fair value of mortgage servicing assets (6438: 88829)			12.a.(1)
b. Goodwill	3163	137190	12.b.
c. All other intangible assets	JF76	11628	12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10)	2143	237647	12.d.
13. Other real estate owned	2150	12643	13.
14. Other borrowed money:			
a. Commercial paper	2309	0	14.a.
b. Other borrowed money with a remaining maturity of one year or less	2332	180060	14.b.
c. Other borrowed money with a remaining maturity of more than one year	2333	1705	14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	3190	181765	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 1=Yes	BHCK B569	1	15.

	BHCK	Amount	
16. Assets under management in proprietary mutual funds and annuities	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	
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.			
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	0	20.a.
b. Balances due from related institutions:			
(1) Due from the holding company (parent company only), gross……	4832	0	20.b.(1)
(2) Due from subsidiary banks of the holding company, gross ……	4833	0	20.b.(2)
(3) Due from nonbank subsidiaries of the holding company, gross ……	4834	0	20.b.(3)
c. Balances due to related institutions:			
(1) Due to holding company (parent company only), gross ……	5041	0	20.c.(1)
(2) Due to subsidiary banks of the holding company, gross……	5043	0	20.c.(2)
(3) Due to nonbank subsidiaries of the holding company, gross ……	5045	0	20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors ……	5047	0	20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B))[1] ……	C253	0	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	
Memoranda items 23 and 24 are to be completed by all holding companies.			
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	181765	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 BHCK	Amount	(Column B) Past due 90 days or more and still accruing BHCK	Amount	(Column C) Nonaccrual 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	115	F175	0	F177	283	1.a.(2)
b. Secured by farmland in domestic offices	3493	100	3494	0	3495	989	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	5398	726	5399	957	5400	804	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:							
(a) Secured by first liens	C236	7243	C237	2927	C229	2930	1.c.(2)(a)
(b) Secured by junior liens	C238	28	C239	96	C230	171	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	0	3500	0	3501	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178	307	F180	197	F182	1434	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	61	F181	77	F183	1199	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	78	1597	39	1583	93	3.
4. Commercial and industrial loans	1606	1000	1607	143	1608	6124	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	0	B576	0	B577	0	5.a.
b. Automobile loans	K213	409	K214	580	K215	47	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K216	3546	K217	2101	K218	0	5.c.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	2	5460	0	5461	8	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F166	0	F167	0	F168	0	8.a.
b. All other leases	F169	0	F170	0	F171	0	8.b.
9. Total loans and leases (sum of items 1 through 8.b)	1406	13615	1407	7117	1403	14082	9.

Amounts reported by loan and lease category in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in items 11 and 12 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	
10. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	0	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	0	K037	0	K038	0	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039	0	K040	0	K041	0	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	BHDM		BHDM		BHDM		
construction loans	K045	0	K046	0	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)(1)
(2) Secured by junior liens	K060	0	K061	0	K062	0	12.a.(3)(b)(2)
(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.–d. Not applicable.

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. e. All other loans and leases	K087	0	K088	0	K089	0	12.e.
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.

Memoranda

Dollar Amounts in Thousands	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	216	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	BHCK		BHCK		BHCK		
	F661	0	F662	0	F663	73	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	599	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117	0	K118	0	K119	1049	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	298	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	18	K127	0	K128	468	M.1.f.
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):							
(1) Loans secured by farmland in domestic offices	BHDM K130	0	BHDM K131	0	BHDM K132	468	M.1.f.(1)
(2) Loans to finance agricultural production and other loans to farmers.....	BHCK K138	0	BHCK K139	0	BHCK K140	0	M.1.f.(2)
(3) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K274	0	K275	0	K276	0	M.1.f.(3)(a)
(b) Automobile loan	K277	0	K278	0	K279	0	M.1.f.(3)(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.(3)(c)
g. Total loans restructured in troubled debt restructurings included in Schedule HC-N items 1 through 7, above (sum of Memorandum items 1.a.(1) through item 1.f)[1]	HK26	18	HK27	0	HK28	2703	M.1.g.
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 (included in Schedule HC-N, items 1 through 8 above) ...	C240	802	C241	0	C226	397	M.5.

1. Exclude amounts reported in Memorandum items 1.f.(1) through 1.f.(3) when calculating the total in Memorandum item 1.g.

Schedule HC-N—Continued

Memoranda–Continued

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

Dollar Amounts in Thousands	BHCK	Amount	
Memorandum items 7, 8, 9.a, and 9.b are to be completed semiannually in the June and December reports only.			
7. Additions to nonaccrual assets during the previous six months	C410	1546	M.7.
8. Nonaccrual assets sold during the previous six months	C411	0	M.8.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing BHCK	Amount	(Column B) Past due 90 days or more and still accruing BHCK	Amount	(Column C) Nonaccrual 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	3769	L184	4753	L185	0	M.9.a.
b. Amount included in Schedule HC-N, items 1 through 7, above	L186	3605	L187	4076	L188	0	M.9.b.

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

Schedule HC-P is to be completed by holding companies at which either 1–4 family residential mortgage loan originations and purchases for resale[1] 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:[1]	HT81	611288	1.
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale:[1]	HT82	568964	2.
3. 1–4 family residential mortgages sold during the quarter	HT83	1224923	3.
4. 1–4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5)	HT84	278815	4.
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)	HT85	18997	5.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter ..	HT86	18878	6.
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	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	3272	7.c.

1. 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 that :
(1) Have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or
(2) Are required to complete Schedule HC-D, Trading Assets and Liabilities.

	(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		
Dollar Amounts in Thousands	BHCY	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Assets											
1. Available-for-sale debt and equity securities with readily determinable fair values not held for trading[1]	JA36	658805	G474	0	G475	0	G476	658805	G477	0	1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK G478	31364	G479	0	G480	0	G481	31364	G482	0	2.
3. Loans and leases held for sale	G483	278815	G484	0	G485	0	G486	278815	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 G497	0	G498	0	G499	0	G500	0	G501	0	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	F240	0	F684	0	F692	0	F241	0	F242	0	5.b.(1)
6. All other assets	G391	105469	G392	0	G395	0	G396	16640	G804	88829	6.
7. Total assets measured at fair value on a recurring basis	G502	1074453	G503	0	G504	0	G505	985624	G506	88829	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.

1. For holding companies that have adopted ASU 2016-01, which includes provisions for governing the accounting for investments in equity securities, the amount reported in item 1, column A, must equal the sum of Schedule HC, item 2.b and 2.c. For holding companies that have not adopted ASU 2106-01, the amount reported in item 1, column A, must equal Schedule HC, items 2.b.

Schedule HC-Q—Continued

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		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Liabilities (continued)											
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	13961	G806	0	G807	0	G808	13961	G809	0	13.
14. Total liabilities measured at fair value on a recurring basis	G531	13961	G532	0	G533	0	G534	13961	G535	0	14.

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than $100,000 and exceed 25 percent of item 6):											
a. Mortgage servicing assets	G536	88829	G537	0	G538	0	G539	0	G540	88829	M.1.a.
b. Nontrading derivative assets	G541	0	G542	0	G543	0	G544	0	G545	0	M.1.b.
c. BHTX G546	G546	0	G547	0	G548	0	G549	0	G550	0	M.1.c.
d. BHTX G551	G551	0	G552	0	G553	0	G554	0	G555	0	M.1.d.
e. BHTX G556	G556	0	G557	0	G558	0	G559	0	G560	0	M.1.e.
f. BHTX G561	G561	0	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 $100,000 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	13961	G567	0	G568	0	G569	13961	G570	0	M.2.b.
c. BHTX G571	G571	0	G572	0	G573	0	G574	0	G575	0	M.2.c.
d. BHTX G576	G576	0	G577	0	G578	0	G579	0	G580	0	M.2.d.
e. BHTX G581	G581	0	G582	0	G583	0	G584	0	G585	0	M.2.e.
f. BHTX G586	G586	0	G587	0	G588	0	G589	0	G590	0	M.2.f.

Schedule HC-Q—Continued

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
Memorandum items 3 and 4 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.			
3. Loans measured at fair value:			
a. Loans secured by real estate:			
(1) Secured by 1–4 family residential properties	HT87	278815	M.3.a.(1)
(2) All other loans secured by real estate	HT88	0	M.3.a.(2)
b. Commercial and industrial loans	F585	0	M.3.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	HT89	0	M.3.c.
d. Other loans	F589	0	M.3.d.
4. Unpaid principal balances of loans measured at fair value (reported in memorandum item 3):			
a. Loans secured by real estate:			
(1) Secured by 1–4 family residential properties	HT91	268304	M.4.a.(1)
(2) All other loans secured by real estate	HT92	0	M.4.a.(2)
b. Commercial and industrial loans	F597	0	M.4.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	HT93	0	M.4.c.
d. Other loans	F601	0	M.4.d.

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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	454871	1.
	BHCT		
2. Retained earnings	3247	221213	2.
	BHCA		
3. Accumulated other comprehensive income (AOCI)	B530	-4227	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	671857	5.
Common Equity Tier 1 Capital: Adjustments and Deductions			
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)	P841	130607	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	P842	11628	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	0	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)[1]	P844	-6155	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)[2]	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	1928	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	0	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	533849	12.

1. Holding companies that entered "1" for Yes in item 3.a and have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities, should report net unrealized gains (losses) on available-for-sale debt securities in item 9.a. Holding companies that entered "1" for Yes in item 3.a and have not adopted ASU 2016-01 should report net unrealized gains (losses) on available-for-sale debt and equity securities in item 9.a.

2. Item 9.b is to be completed only by holding companies that entered "1" for Yes in item 3.a and have not adopted ASU 2016-01. See instructions for further detail on ASU 2016-01.

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	9836	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	0	15.
16. LESS: Amount of significant 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 exceeds the 15 percent common equity tier 1 capital deduction threshold	P856	0	16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions	P857	0	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858	9836	18.
19. Common equity tier 1 capital (item 12 minus item 18)	P859	524013	19.
Additional Tier 1 Capital			
20. Additional tier 1 capital instruments plus related surplus	P860	30000	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	30000	23.
24. LESS: Additional tier 1 capital deductions	P864	0	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	P865	30000	25.
Tier 1 Capital			
26. Tier 1 capital (sum of items 19 and 25)	8274	554013	26.
Tier 2 Capital			
27. Tier 2 capital instruments plus related surplus	P866	0	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	28932	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[3]	BHCA Q257	0	31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31)	P870	28932	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	28932	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	BHCA		
35. a. Total capital (sum of items 26 and 34.a)	3792	582945	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.

3. Item 31 is to be completed only by holding companies that have not adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See instructions for further detail on ASU 2016-01.

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	5028759	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	152071	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	4876688	39.
Total Risk-Weighted Assets			
40. a. Total risk-weighted assets (from Schedule HC-R, Part II item 31)	A223	4480921	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.b)	P793	11.6943	P793		41.
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.b)	7206	12.3638	7206		42.
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	13.0095	7205		43.

	BHCA	Percentage	
Leverage Capital Ratios*			
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204	11.3604	44.
45. Advanced approaches holding companies only: Supplementary leverage ratio (From FFIEC 101 Schedule A, Table 2, item 2.22)	H036		45.

	BHCA	Percentage	
Capital Buffer*			
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:			
a. Capital conservation buffer	H311	5.0095	46.a.
b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer	H312		46.b.

Dollar Amounts in Thousands	BHCA	Amount	
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		47.
48. Distributions and discretionary bonus payments during the quarter	H314		48.

* 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 rules[1] and not deducted from tier 1 or tier 2 capital.

	(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	
Balance Sheet Asset Categories[2]											
1. Cash and balances due from depository institutions	BHCK D957	BHCK S396	BHCK D958				BHCK D959	BHCK S397	BHCK D960	BHCK S398	
	93992	0	78487				15505	0	0	0	1.
2. Securities:											
a. Held-to-maturity securities	BHCK D961	BHCK S399	BHCK D962	BHCK HJ74	BHCK HJ75		BHCK D963	BHCK D964	BHCK D965	BHCK S400	
	0	0	0	0	0		0	0	0	0	2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading	BHCK JA21	BHCK S402	BHCK D967	BHCK HJ76	BHCK HJ77		BHCK D968	BHCK D969	BHCK D970	BHCK S403	
	658805	-12334	14571	0	0		615035	38426	0	0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:											
a. Federal funds sold (in domestic offices)	BHCK D971		BHCK D972				BHCK D973	BHCK S410	BHCK D974	BHCK S411	
	31364		0				31364	0	0	0	3.a.
b. Securities purchased under agreements to resell	BHCK H171	BHCK H172									
	0	0									3.b.
4. Loans and leases held for sale:											
a. Residential mortgage exposures	BHCK S413	BHCK S414	BHCK H173				BHCK S415	BHCK S416	BHCK S417		
	278418	0	0				0	278418	0		4.a.
b. High volatility commercial real estate exposures	BHCK S419	BHCK S420	BHCK H174				BHCK H175	BHCK H176	BHCK H177	BHCK S421	
	0	0	0				0	0	0	0	4.b.

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.

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[3]		
	250%[4]	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										1.
2. Securities:										
a. Held-to-maturity securities										2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading	BHCK H270	BHCK S405		BHCK S406				BHCK H271	BHCK H272	
		3107		0				0	0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:										
a. Federal funds sold (in domestic offices)										3.a.
b. Securities purchased under agreements to resell										3.b.
4. Loans and leases held for sale:										
a. Residential mortgage exposures								BHCK H273	BHCK H274	
								0	0	4.a.
b. High volatility commercial real estate exposures								BHCK H275	BHCK H276	
								0	0	4.b.

3. 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.

4. Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

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):											
c. Exposures past due 90 days or more or on nonaccrual[5]	BHCK S423	BHCK S424	BHCK S425	BHCK HJ78	BHCK HJ79		BHCK S426	BHCK S427	BHCK S428	BHCK S429	
	397	0	0	0	0		0	0	0	397	4.c.
d. All other exposures	BHCK S431	BHCK S432	BHCK S433	BHCK HJ80	BHCK HJ81		BHCK S434	BHCK S435	BHCK S436	BHCK S437	
	0	0	0	0	0		0	0	0	0	4.d.
5. Loans and leases held for investment:											
a. Residential mortgage exposures	BHCK S439	BHCK S440	BHCK H178				BHCK S441	BHCK S442	BHCK S443		
	550088	0	0				0	536745	13343		5.a.
b. High volatility commercial real estate exposures	BHCK S445	BHCK S446	BHCK H179				BHCK H180	BHCK H181	BHCK H182	BHCK S447	
	56545	0	0				0	0	0	56545	5.b.
c. Exposures past due 90 days or more or on nonaccrual[6]	BHCK S449	BHCK S450	BHCK S451	BHCK HJ82	BHCK HJ83		BHCK S452	BHCK S453	BHCK S454	BHCK S455	
	20802	0	0	0	0		0	0	0	20802	5.c.
d. All other exposures	BHCK S457	BHCK S458	BHCK S459	BHCK HJ84	BHCK HJ85		BHCK S460	BHCK S461	BHCK S462	BHCK S463	
	3040077	0	0	0	0		24140	0	3015937	0	5.d.
6. LESS: Allowance for loan and lease losses	BHCX 3123	BHCY 3123									
	28932	28932									6.

5. 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.
6. For loans and leases held for investment, 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[7]		
	250%[8]	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	
4. Loans and leases held for sale (continued):										
c. Exposures past due 90 days or more or on nonaccrual[9]								BHCK H277 0	BHCK H278 0	4.c.
d. All other exposures								BHCK H279 0	BHCK H280 0	4.d.
5. Loans and leases held for investment:										
a. Residential mortgage exposures								BHCK H281 0	BHCK H282 0	5.a.
b. High volatility commercial real estate exposures								BHCK H283 0	BHCK H284 0	5.b.
c. Exposures past due 90 days or more or on nonaccrual[10]								BHCK H285 0	BHCK H286 0	5.c.
d. All other exposures								BHCK H287 0	BHCK H288 0	5.d.
6. LESS: Allowance for loan and lease losses										6.

7. 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.

8. Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

9. 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.

10. For loans and leases held for investment, 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

Dollar Amounts in Thousands	(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%	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
	BHCK D976	BHCK S466	BHCK D977	BHCK HJ86	BHCK HJ87		BHCK D978	BHCK D979	BHCK D980	BHCK S467	
7. Trading Assets	0	0	0	0	0		0	0	0	0	7.
	BHCK D981	BHCK S469	BHCK D982	BHCK HJ88	BHCK HJ89		BHCK D983	BHCK D984	BHCK D985	BHCK H185	
8. All other assets[11]	435208	142234	404	0	0		13432	0	271652	0	8.
a. Separate account bank-owned life insurance											8.a.
b. Default fund contributions to central counterparties											8.b.

11. 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 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[12]		
	250%[13]	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	
	BHCK H289	BHCK H186	BHCK H290	BHCK H187				BHCK H291	BHCK H292	
7. Trading Assets		0	0	0				0	0	7.
	BHCK H293	BHCK H188	BHCK S470	BHCK S471				BHCK H294	BHCK H295	
8. All other assets[14]		0	4264	0				0	0	8.
a. Separate account bank-owned life insurance								BHCK H296	BHCK H297	
								3222	642	8.a.
b. Default fund contributions to central counterparties								BHCK H298	BHCK H299	
								0	0	8.b.

12. 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.

13. Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

14. 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 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[15]	Gross-Up	
	Amount	Amount	Amount	Amount	Amount	
Securitization Exposures: On-and Off-Balance Sheet						
9. On-balance sheet securitization exposures:	BHCK S475	BHCK S476	BHCK S477	BHCK S478	BHCK S479	
a. Held-to-maturity securities	0	0	0	0	0	9.a.
	BHCK S480	BHCK S481	BHCK S482	BHCK S483	BHCK S484	
b. Available-for-sale securities	0	0	0	0	0	9.b.
	BHCK S485	BHCK S486	BHCK S487	BHCK S488	BHCK S489	
c. Trading assets	0	0	0	0	0	9.c.
	BHCK S490	BHCK S491	BHCK S492	BHCK S493	BHCK S494	
d. All other on-balance sheet securitization exposures	0	0	0	0	0	9.d.
	BHCK S495	BHCK S496	BHCK S497	BHCK S498	BHCK S499	
10. Off-balance sheet securitization exposures	0	0	0	0	0	10.

Dollar Amounts in Thousands	(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%	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
11. Total balance sheet assets[16]	BHCT 2170	BHCK S500	BHCK D987	BHCK HJ90	BHCK HJ91		BHCK D988	BHCK D989	BHCK D990	BHCK S503	
	5136764	100968	93462	0	0		699476	853589	3300932	77744	11.

Dollar Amounts in Thousands	(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%[17]	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
11. Total balance sheet assets[14]	BHCK S504	BHCK S505	BHCK S506	BHCK S507			BHCK S510	BHCK H300	
		3107	4264	0			0	3222	11.

15. Simplified Supervisory Formula Approach.
16. 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.
17. Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column A) Face, Notional, or Other Amount	CCF[18]	(Column B) Credit Equivalent Amount[19]	(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%	
	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)[20]												
12. Financial standby letters of credit	BHCK D991		BHCK D992	BHCK D993	BHCK HJ92	BHCK HJ93		BHCK D994	BHCK D995	BHCK D996	BHCK S511	
	5893	1.0	5893	0	0	0		0	0	5893	0	12.
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	
	13131	0.5	6566	0				0	0	6566	0	13.
14. Commercial and similar letters of credit with an original maturity of one year or less	BHCK G606		BHCK G607	BHCK G608	BHCK HJ94	BHCK HJ95		BHCK G609	BHCK G610	BHCK G611	BHCK S513	
	0	0.2	0	0	0	0		0	0	0	0	14.
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	15.

18. Credit conversion factor.
19. 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.
20. 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[21]	(Column B) Credit Equivalent Amount[22]	(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[23]	BHCK S515		BHCK S516	BHCK S517	BHCK S518	BHCK S519		BHCK S520	BHCK S521	BHCK S522	BHCK S523	
	15081	1.0	15081	0	0	0		15081	0	0	0	16.
17. All other off-balance sheet liabilities	BHCK G618		BHCK G619	BHCK G620				BHCK G621	BHCK G622	BHCK G623	BHCK S524	
	0	1.0	0	0				0	0	0	0	17.
18. Unused commitments: (exclude unused commitments to asset-backed commercial paper conduits):												
a. Original maturity of one year or less	BHCK S525		BHCK S526	BHCK S527	BHCK HJ96	BHCK HJ97		BHCK S528	BHCK S529	BHCK S530	BHCK S531	
	258268	0.2	51654	0	0	0		0	0	51654	0	18.a.
b. Original maturity exceeding one year	BHCK G624		BHCK G625	BHCK G626	BHCK HJ98	BHCK HJ99		BHCK G627	BHCK G628	BHCK G629	BHCK S539	
	774122	0.5	387061	0	0	0		0	0	387061	0	18.b.
19. Unconditionally cancelable commitments	BHCK S540		BHCK S541									
	0	0.0	0									19.
20. Over-the-counter derivatives			BHCK S542	BHCK S543	BHCK HK00	BHCK HK01	BHCK S544	BHCK S545	BHCK S546	BHCK S547	BHCK S548	
			18360	0	0	0	0	3608	0	14752	0	20.
21. Centrally cleared derivatives			BHCK S549	BHCK S550	BHCK S551	BHCK S552		BHCK S554	BHCK S555	BHCK S556	BHCK S557	
			0	0	0	0		0	0	0	0	21.
22. Unsettled transactions (failed trades)[24]	BHCK H191			BHCK H193				BHCK H194	BHCK H195	BHCK H196	BHCK H197	
	0			0				0	0	0	0	22.

21. Credit conversion factor.
22. For items 18.b. and 19, column A multiplied by credit conversion factor.
23. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.
24. For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column O) Allocation by Risk-Weight Category: 625% Amount	(Column P) 937.5% Amount	(Column Q) 1250% Amount	(Column R) Application of Other Risk-Weighting Approaches[25]: Credit Equivalent Amount	(Column S) Risk-Weighted Asset Amount	
16. Repo-style transactions[26]				BHCK H301 0	BHCK H302 0	16.
17. All other off-balance sheet liabilities						17.
18. Unused commitments: (exclude unused commitments to asset-backed commercial paper conduits):						
a. Original maturity of one year or less				BHCK H303 0	BHCK H304 0	18.a.
b. Original maturity exceeding one year				BHCK H307 0	BHCK H308 0	18.b.
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)[27]	BHCK H198 0	BHCK H199 0	BHCK H200 0			22.

25. Includes, for example, exposures collateralized by securitization exposures or mutual funds and exposures to which the collateral haircut approach is applied.
26. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.
27. 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	
	93462	0	0	0	718165	853589	3766858	77744	23.
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	
	0	0	0	0	143633	426795	3766858	116616	25.

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%[28]	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 S562	BHCK S563	BHCK S564	BHCK S565	BHCK S566	BHCK S567	BHCK S568	
		3107	4264	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 S573	BHCK S574	BHCK S575	BHCK S576	BHCK S577	BHCK S578	BHCK S579	
		9321	17056	0	0	0	0	25.

	Totals		
Dollar Amounts in Thousands	BHCK	Amount	
26. Risk-weighted assets for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold	S580	4480921	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[29]	B704	4480921	28.
29. LESS: Excess allowance for loan and lease losses	A222	0	29.
30. LESS: Allocated transfer risk reserve	3128	0	30.
31. Total risk-weighted assets (item 28 minus items 29 and 30)	G641	4480921	31.

28. Column K - 250% risk weight is applicable to advanced approaches holding companies only. The 250% risk weight currently is not applicable to non-advanced approaches holding companies.

29. 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	10394	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		
Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	
2. Notional principal amounts of over-the-counter derivative contracts:							
a. Interest rate	S582	478008	S583	281480	S584	437238	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.

For Federal Reserve Bank Use Only

C.I. _____

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

C000

Dollar Amounts in Thousands	(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	
	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	
	3728158	0	0	0	0	0	0	1.
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1	BHCK HU09	BHCK HU10	BHCK HU11	BHCK HU12	BHCK HU13	BHCK HU14	BHCK HU15	
	0	0	0	0	0	0	0	2.
Item 3 is to be completed by holding companies with $100 billion or more in total assets.[1]								
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	
								3.
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	54192	0	0	0	0	0	0	4.a.
	BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746	
b. 90 days or more past due	54837	0	0	0	0	0	0	4.b.
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	5.a.
	BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760	
b. Recoveries	0	0	0	0	0	0	0	5.b.

1. The $100 billion asset-size test is based on the total assets reported on the *June 30, 2017* report.

Schedule HC-S—Continued

Dollar Amounts in Thousands	(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	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
Items 6 and 10 are to be completed by holding companies with $10 billion or more in total assets.[2]								
6. Total amount of ownership (or seller's) interest carried as securities or loans		BHCK HU16	BHCK HU17			BHCK HU18		6.
7.-8. Not applicable.								
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 0			BHCK B779 0	BHCK B780 0	BHCK B781 0	BHCK B782 0	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures	BHCK B783			BHCK B786	BHCK B787	BHCK B788	BHCK B789	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790 6755						BHCK B796 0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11.....	BHCK B797 6755						BHCK B803 0	12.

2. The $10 billion asset-size tests are based on the total assets reported on the *June 30, 2017* report.

Schedule HC-S—Continued

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
1. Not applicable.			
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	4421	M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	6750692	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	32374	M.2.d.
Memorandum item 3 is to be completed by holding companies with $10 billion or more in total assets.[2]			
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[2]	B806		M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions[2]	B807		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		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column G)[2,3]	C407		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. The $10 billion asset-size test is based on the total assets reported on the *June 30, 2017* report.
3. Memorandum item 4 is to be completed by holding companies with $10 billion or more in total assets that (1) 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 BHCK	Amount	(Column B) Other VIEs 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	JF84	0	1.a.
b. Securities not held for trading	HU20	0	HU21	0	1.b.
c. Loans and leases held for investment, net of allowance, and held for sale	HU22	0	HU23	0	1.c.
d. Other real estate owned	K009	0	JF89	0	1.d.
e. Other assets	JF91	0	JF90	0	1.e.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:					
a. Other borrowed money	JF92	0	JF85	0	2.a.
b. Other liabilities	JF93	0	JF86	0	2.b.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.e above)	K030	0	JF87	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.b above)	K033	0	JF88	0	4.

Dollar Amounts in Thousands	BHCK	Amount	
5. Total assets of asset-backed commercial paper (ABCP) conduit VIEs	JF77	0	5.
6. Total liabilities of ABCP conduit VIEs	JF78	0	6.

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 (held for investment and held for sale)	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).

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	0	2.
3.	5358				
			5358	0	3.
4.	5359				
			5359	0	4.
5.	5360				
			5360	0	5.
6.	B027				
			B027	0	6.

Notes to the Balance Sheet (Other)—Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
7.	B028		B028	0	7.
8.	B029		B029	0	8.
9.	B030		B030	0	9.
10.	B031		B031	0	10.
11.	B032		B032	0	11.
12.	B033		B033	0	12.
13.	B034		B034	0	13.
14.	B035		B035	0	14.
15.	B036		B036	0	15.
16.	B037		B037	0	16.
17.	B038		B038	0	17.
18.	B039		B039	0	18.
19.	B040		B040	0	19.
20.	B041		B041	0	20.