Board of Governors of the Federal Reserve System

Parent Company Only Financial Statements for Large Holding Companies—FR Y-9LP

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the BHC Act (12 U.S.C. § 1844(c)), section 10 of Home Owners' Loan Act (HOLA) (12 U.S.C. § 1467a(b)), section 618 of the Dodd-Frank Act (12 U.S.C. § 1850a(c)(1)), section 165 of the Dodd-Frank Act (12 U.S.C. § 5365), and section 252.153(b)(2) of Regulation YY (12 CFR 252.153(b)(2)).

This report form is to be filed by the parent company of large holding companies. For purposes of this report, large holding companies are holding companies with total consolidated assets of $1 billion or more, or holding companies that meet certain criteria, regardless of size. When such holding companies are tiered holding companies, separate reports are also to be filed by each of the subsidiary holding companies. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: *The Parent Company Only Financial Statements for Large Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).*

Date of Report: **December 31, 2017**
Month / Day / Year (BHCP 9999)

I, the undersigned CFO (or equivalent) of the named holding company, attest that the *Parent Company Only Financial Statements for Large Holding Companies* for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Robin N. Elliott
Printed Name of Chief Financial Officer (or Equivalent) (BHCP C490)

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

02/14/2018
Date of Signature (MM/DD/YYYY) (BHPX J196)

FIRST BUSEY CORPORATION
Legal Title of Holding Company (TEXT 9010)

100 WEST UNIVERSITY AVENUE
(Mailing Address of the Holding Company) Street / P.O. Box (TEXT 9110)

CHAMPAIGN	IL	61820
City (TEXT 9130)	State (TEXT 9200)	Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

Lynette Strode
Name / Title (BHPX 8901)

217-365-4045
Area Code / Phone Number (BHPX 8902)

217-365-4445
Area Code / FAX Number (BHPX 9116)

lynette.strode@busey.com
E-mail Address of Contact (BHPX 4086)

For Federal Reserve Bank Use Only

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

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

FIRST BUSEY CORPORATION
Name of Holding Company

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

Schedule PI—Parent Company Only Income Statement

Report at the close of business 20171231
MM / DD / YYYY

Report the Income Statement on a calendar year-to-date basis.

Dollar Amounts in Thousands	BHCP	Amount	
1. Operating Income:			
a. Income from bank subsidiaries and associated banks, excluding equity in undistributed income:			
(1) Dividends	0508	0	1.a.(1)
(2) Interest	0512	0	1.a.(2)
(3) Management and service fees	0515	6558	1.a.(3)
(4) Other	0518	0	1.a.(4)
(5) Total (sum of items 1.a(1) through 1.a(4))	0520	6558	1.a.(5)
b. Income from nonbank subsidiaries and associated nonbank companies, excluding equity in undistributed income:			
(1) Dividends	1275	4000	1.b.(1)
(2) Interest	1276	0	1.b.(2)
(3) Management and service fees	1277	791	1.b.(3)
(4) Other	1278	0	1.b.(4)
(5) Total (sum of items 1.b(1) through 1.b(4))	1279	4791	1.b.(5)
c. *(This item is to be completed only by holding companies that have subsidiary holding companies or associated holding companies.)* Income from subsidiary holding companies and associated holding companies, excluding equity in undistributed income:			
(1) Dividends	0206		1.c.(1)
(2) Interest	0207		1.c.(2)
(3) Management and service fees	0208		1.c.(3)
(4) Other	0209		1.c.(4)
(5) Total (sum of items 1.c(1) through 1.c(4))	0210		1.c.(5)
d. Securities gains/(losses)	4091	0	1.d.
e. All other operating income	0447	-194	1.e.
f. Total operating income (sum of items 1.a(5), 1.b(5), 1.c(5), 1.d, and 1.e)	4000	11155	1.f.
2. Operating expense:			
a. Salaries and employee benefits	4135	11398	2.a.
b. Interest expense	4073	2938	2.b.
c. Provision for loan and lease losses	4230	0	2.c.
d. All other expenses	0522	9586	2.d.
e. Total operating expense (sum of items 2.a through 2.d)	4130	23922	2.e.
3. Income (loss) before taxes and undistributed income (item 1.f minus item 2.e)	4250	-12767	3.
4. Applicable income taxes	4302	-5553	4.
5. Extraordinary items, net of tax effect	4320	0	5.
6. Income (loss) before undistributed income of subsidiaries and associated companies (sum of items 3 and 5 minus item 4)	0496	-7214	6.
7. Equity in undistributed income (losses) of subsidiaries and associated companies:			
a. Bank	3156	68635	7.a.
b. Nonbank	3147	1305	7.b.
c. Subsidiary holding companies	3513	0	7.c.
8. Net Income (loss) (sum of items 6, 7.a, 7.b, and 7.c)	4340	62726	8.

Schedule PI—Continued

Memoranda

Dollar Amounts in Thousands	BHCP	Amount	
1. Noncash items included in operating expense	4647	2809	M.1.
2. Loan and lease financing receivables charged-off	4635	0	M.2.
3. Loan and lease financing receivables recoveries	4605	0	M.3.
4. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 2.d above)	C254	2526	M.4.
Memorandum item 5 is to be completed by holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.			
5. Net change in fair values of financial instruments accounted for under a fair value option	J980		M.5.

INSTRUCTIONS MUST BE REVIEWED AS THIS SCHEDULE REQUIRES NEGATIVE ENTRIES FOR CERTAIN REPORTED ITEMS.

Schedule PI-A—Cash Flow Statement

Dollar Amounts in Thousands	BHCP	Amount	
Part I. Cash Flows from Operating Activities:	BHPA		
1. Net income (loss) (must equal Schedule PI, item 8)	4340	62726	1.
2. Adjustments to reconcile net income to net cash provided by operating activities:	BHCP		
a. Provision for deferred income taxes	3611	1351	2.a.
b. (Gain) or loss on sales of assets	3612	0	2.b.
c. Equity in undistributed (earnings) losses of subsidiaries	3613	-69940	2.c.
d. Equity in extraordinary items of subsidiaries	3614	0	2.d.
e. Net change in other liabilities	3615	-2600	2.e.
f. Net change in other assets	3616	-2456	2.f.
g. Other, net	3617	3180	2.g.
h. Total adjustments (sum of items 2.a through 2.g)	3618	-70465	2.h.
3. Net cash provided (used) by operating activities (sum of Part I, items 1 and 2.h)	3619	-7739	3.

	BHCP	Amount	
Part II. Cash Flows from Investing Activities:			
1. Purchases of held-to-maturity and available-for-sale securities	6552	0	1.
2. Sales and maturities of held-to-maturity and available-for-sale securities	6567	0	2.
3. Payments for investments in and advances to subsidiaries	6571	0	3.
4. Sale or repayment of investments in and advances to subsidiaries	6573	0	4.
5. Outlays for business acquisitions	F737	61371	5.
6. Proceeds from business divestitures	F817	0	6.
7. Other, net	6588	0	7.
8. Net cash provided (used) by investing activities (sum of Part II, items 2, 4, 6, and 7 minus items 1, 3, and 5)	6589	-61371	8.

	BHCP	Amount	
Part III. Cash Flows from Financing Activities:			
1. Net change in purchased funds and other short-term borrowings	F818	0	1.
2. Not applicable			
3. Proceeds from advances from subsidiaries	6592	0	3.
4. Repayment of advances from subsidiaries	6596	0	4.
5. Proceeds from issuance of long-term debt	6600	98312	5.
6. Repayment of long-term debt	6604	9800	6.
7. Proceeds from issuance of common stock	6607	0	7.
8. Payment to repurchase common stock	8518	0	8.
9. Proceeds from issuance of preferred stock	6619	0	9.
10. Payment to repurchase preferred stock	6741	0	10.
11. Dividends paid	6742	30707	11.
12. Other, net	6743	38744	12.
13. Net cash provided (used) by financing activities (sum of Part III, items 1, 3, 5, 7, 9, and 12 minus items 4, 6, 8, 10, and 11)	6744	96549	13.

	BHCP	Amount	
Part IV. Cash and Cash Equivalents:			
1. Net (decrease) increase in cash and cash equivalents (sum of Part I, item 3, Part II, item 8, and Part III, item 13)	6758	27439	1.
2. Cash and cash equivalents at beginning of year	6773	27507	2.
3. Cash and cash equivalents, current year-to-date (sum of Part IV, items 1 and 2)	6775	54946	3.

Schedule PC—Parent Company Only Balance Sheet

Dollar Amounts in Thousands	BHCP	Amount	
Assets			
1. Cash and balances due from depository institutions:			
a. Balances with subsidiary or affiliated depository institutions	5993	54946	1.a.
b. Balances with unrelated depository institutions	0010	0	1.b.
2. Securities:			
a. U.S. Treasury securities	0400	0	2.a.
b. Securities of U.S. Government agencies and corporations and securities issued by states and political subdivisions	6791	0	2.b.
c. Other debt and equity securities	1299	836	2.c.
3. Securities purchased under agreements to resell	0277	0	3.
4. Loans and lease financing receivables:			
a. Loans:			
(1) To U.S. addressees (domicile)	0362	0	4.a.(1)
(2) To non-U.S. addressees (domicile)	0363	0	4.a.(2)
b. LESS: Unearned income on loans	2123	0	4.b.
c. Loans, net of unearned income (sum of items 4.a(1) and 4.a(2) minus item 4.b)	0364	0	4.c.
d. Lease financing receivables, net of unearned income	2165	0	4.d.
e. LESS: Allowance for loan and lease losses	3123	0	4.e.
f. Loans and leases, net of unearned income and allowance for loan and lease losses (sum of items 4.c and 4.d minus item 4.e)	2125	0	4.f.
5. Investments in and receivables due from subsidiaries and associated companies (from Schedule PC-A, item 4)	0365	1038715	5.
6. Premises and fixed assets (including capitalized leases)	2145	41	6.
7. Intangible assets (other than reported in item 5 above):			
a. Goodwill	3163	0	7.a.
b. Mortgage servicing assets	3164	0	7.b.
c. Other identifiable intangibles	3165	0	7.c.
8. Other assets	2160	23692	8.
9. Balances due from related institutions, other than investments:			
a. Related banks	3602	0	9.a.
b. Related nonbank companies	3603	0	9.b.
c. Related holding companies	3604	0	9.c.
10. TOTAL ASSETS (sum of items 1.a through 3, and 4.f through 9.c above)	2170	1118230	10.

Schedule PC—Continued

Dollar Amounts in Thousands	BHCP	Amount	
Liabilities and Equity Capital			
11. Deposits	2200	0	11.
12. Securities sold under agreements to repurchase	0279	0	12.
13. Borrowings with a remaining maturity of one year or less:			
a. Commercial paper	2309	0	13.a.
b. Other borrowings	2332	0	13.b.
14. Other borrowed money with a remaining maturity of more than one year	0368	39404	14.
15. Not applicable			
16. Subordinated notes and debentures[1]	4062	64715	16.
17. Other liabilities	2930	8100	17.
18. Balances due to subsidiaries and related institutions:			
a. Subsidiary banks	3605	0	18.a.
b. Nonbank subsidiaries	3606	71008	18.b.
c. Related holding companies	3607	0	18.c.
19. Not applicable			
20. Equity Capital:			
a. Perpetual preferred stock (including related surplus)	3283	0	20.a.
b. Common stock (par value)	3230	49	20.b.
c. Surplus (exclude all surplus related to preferred stock)	3240	1084889	20.c.
d. Retained earnings	3247	-132123	20.d.
e. Accumulated other comprehensive income[2]	B530	-2810	20.e.
f. Other equity capital components[3]	A130	-15002	20.f.
g. Not applicable			
h. TOTAL EQUITY CAPITAL (sum of items 20.a through 20.f)	3210	935003	20.h.
21. TOTAL LIABILITIES AND EQUITY CAPITAL (sum of items 11 through 20.f)	3300	1118230	21.
Memoranda			
Memoranda items 1.a and 1.b are to be completed by holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.			
1. Financial assets and liabilities measured at fair value:			
a. Total assets	F819		M.1.a.
b. Total liabilities	F820		M.1.b.

1. Includes limited-life preferred stock and related surplus.
2. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
3. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule PC-A—Investments in Subsidiaries and Associated Companies

Dollar Amounts in Thousands	BHCP	Amount	
1. a. Equity investments in bank subsidiaries and associated banks:			
(1) Common and preferred stock (net of amount reported in item 1.a(2))	3239	1012396	1.a.(1)
(2) Intangible assets:			
(a) Goodwill	3238	0	1.a.(2)(a)
(b) Other identifiable intangibles	4485	0	1.a.(2)(b)
b. Nonequity investments in and receivables due from bank subsidiaries and associated banks:			
(1) Loans, advances, notes, bonds, and debentures	0533	0	1.b.(1)
(2) Other receivables	0534	0	1.b.(2)
2. a. Equity investments in nonbank subsidiaries and associated nonbank companies:			
(1) Common and preferred stock (net of amount reported in items 2.a(2))	1273	26319	2.a.(1)
(2) Intangible assets:			
(a) Goodwill	0087	0	2.a.(2)(a)
(b) Other identifiable intangibles	0536	0	2.a.(2)(b)
b. Nonequity investments in and receivables due from nonbank subsidiaries and associated nonbank companies:			
(1) Loans, advances, notes, bonds, and debentures	0537	0	2.b.(1)
(2) Other receivables	0538	0	2.b.(2)
3. *(This item is to be completed only by holding companies that have subsidiary holding companies or associated holding companies.)*			
a. Equity investments in subsidiary holding companies and associated holding companies:			
(1) Common and preferred stock (net of amount reported in Item 3.a(2))	0201		3.a.(1)
(2) Intangible assets:			
(a) Goodwill	0202		3.a.(2)(a)
(b) Other identifiable intangibles	0203		3.a.(2)(b)
b. Nonequity investments in and receivables due from subsidiary holding companies and associated holding companies:			
(1) Loans, advances, notes, bonds, and debentures	0204		3.b.(1)
(2) Other receivables	0205		3.b.(2)
	BHPA		
4. TOTAL (sum of items 1 through 3) (must equal Schedule PC, item 5)	0365	1038715	4.

Schedule PC-B—Memoranda

Dollar Amounts in Thousands	BHCP	Amount	
1. Amount of assets scheduled to mature within one year (including contractual payments to be repaid within one year)	0543	0	1.
2. Amount of borrowings included in Schedule PC, items 16 and 18 that is scheduled to mature within one year (exclude short-term debt)	3409	0	2.
3. Amount of liabilities (other than borrowings) scheduled to mature within one year (including any contractual payments to be repaid within one year)	3609	0	3.
4. Amount of borrowings from unaffiliated parties guaranteed by the parent with respect to the following subsidiaries:			
a. Bank	0540	0	4.a.
b. Nonbank	0541	0	4.b.
c. Related holding companies	0542	0	4.c.
5. Borrowing by the parent from subsidiaries and associated companies (included in Schedule PC, item 18):			
a. Bank	0467	0	5.a.
b. Nonbank	1274	71008	5.b.
c. Related holding companies	0539	0	5.c.
6. Long-term debt that reprices within one year	3298	0	6.
7. Loans and lease financing receivables of the parent:			
a. Past due 90 days or more and still accruing	1407	0	7.a.
b. Nonaccrual status	1403	0	7.b.
8. Loans of the parent restructured in troubled debt restructurings that are in compliance with their modified terms	K297	0	8.
9. Not applicable			
10. Pledged securities[1]	0416	0	10.
11. a. Fair value of securities classified as available-for-sale in Schedule PC, items 2.a through 2.c	8516	836	11.a.
b. Amortized cost of securities classified as held-to-maturity in Schedule PC, items 2.a through 2.c	8517	0	11.b.
12. Balances held by subsidiary banks of the holding company due from:			
a. Other bank subsidiaries of the holding company	6792	0	12.a.
b. Nonbank subsidiaries of the holding company	6793	37	12.b.
13. Balances held by subsidiary banks of the holding company due to:			
a. Other bank subsidiaries of the holding company	6794	0	13.a.
b. Nonbank subsidiaries of the holding company	6795	2	13.b.
14. Holding company (parent company only) borrowings not held by financial institutions or by insiders (including directors) and their interests	3152	0	14.
15. *(To be completed only by the top-tier holding company for its consolidated nonbank and thrift subsidiaries.[2])*			
a. Total combined nonbank assets of nonbank subsidiaries	4778	29382	15.a.
b. Total combined loans and leases of nonbank subsidiaries	C427	0	15.b.
c. Total aggregate operating revenue of nonbank subsidiaries	C428	23187	15.c.
d. Combined thrift assets included in 15.a *(to be completed only by a bank holding company)*	2792	0	15.d.
e. Combined foreign nonbank subsidiary assets included in 15.a	2793	0	15.e.
	Number (Unrounded)		
f. Number of nonbank subsidiaries included in 15.a	2794	2	15.f.
g. Number of thrift subsidiaries included in 15.d *(to be completed only by a bank holding company)*	2796	0	15.g.
h. Number of foreign nonbank subsidiaries included in 15.e	2831	0	15.h.
16. Notes payable to special-purpose subsidiaries that issued trust preferred securities (included in Schedule PC, item 18.b and item 5.b above)	C255	71008	16.
17. **Total nonbank assets of a holding company subject to the Federal Reserve Board's capital plan rule.** (To be completed only by a top-tier holding company that is subject to the Federal Reserve Board's capital plan rule (12 CFR 225.8)	HK02		17.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
2. A savings and loan holding company should not include its consolidated savings association in items 15(a) through 15(h). See the instructions for more details.

Notes to the Parent Company Only Financial Statements

Enter in the lines provided below any additional information on specific line items on the financial statements that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC).

Also include any transactions which previously would have appeared as footnotes to Schedules PI through PC-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 parent holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for $500 thousand and that amount has increased the parent company's long-term unsecured debt by a material amount. Enter on the line item below the following information:

TEXT		BHCP	Amount
0000	Sch. PC, item 14, New loan to holding company's ESOP guaranteed		
	by holding company parent		
		0000	500

Notes to the Financial Statements

	TEXT	Dollar Amounts in Thousands	BHCP	Amount	
1.	5485				
			5485		1.
2.	5486				
			5486		2.
3.	5487				
			5487		3.
4.	5488				
			5488		4.
5.	5489				
			5489		5.