



Build: 7.3 (569.9490) (11/09/2023 08:26 AM)

User Name: Cheryl Shreckengost

This is a time-stamped copy of the report you just filed. This is the copy of your report that has been accepted by the Federal Reserve Bank and will be treated as your official submission. Print the report, examine it for accuracy, sign it and retain it in accordance with all applicable record retention requirements. If you submitted this report in error, or you find that your report is not accurate, please submit a revised report as soon as possible. You should refer to the report instructions for report-specific guidance regarding the maintenance of manually signed and attested copies in your files.

<b>Reporter:</b>	5493876 - CCCB BC	<b>Status:</b>	SUBMITTED	<a href="#">Instructions</a>
<b>Series:</b>	FRY9SP	<b>Submission Date:</b>	08/06/2024 10:27am ET	
<b>Asof Date:</b>	06/30/2024	<b>Submitter:</b>	103476	

Sections:

Board of Governors of the Federal Reserve System

Parent Company Only Financial Statements for Small Holding Companies-  
FR Y-9SP

OMB Number 7100-0128

**Person to whom questions about this report should be directed:**

**Important Notes**

Name / Title

Area Code / Phone Number

Area Code / FAX Number

E-mail Address of Contact

Report at the close of business as of the last calendar day of June and December

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

**Required Information**

Public reporting burden for this information collection is estimated to vary from 1.5 to 8 hours per response, with an average of 5.4 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.

Legal Title of Holding Company

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

City

State

Zip Code

**Confidential Treatment**

**Legal**

Is confidential treatment requested for any portion of this report submission? (0=No, 1=Yes) [BHSPC447]

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. § 1844) and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and Section 10 of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)).

In accordance with the General Instructions for this report, If a letter justifying this request is being provided along with the report, enter "1".  If a letter justifying this request has been provided separately, enter "0". [BHSPKY38]

This report form is to be filed by the parent company of small holding companies. For purposes of this report, small holding companies are holding companies that have total consolidated assets of less than \$1 billion, except holding companies that meet certain criteria to file the Consolidated Financial Statement for Holding Companies (FR Y-9C). When such holding companies are tiered holding companies, separate reports are also to be filed by each of the subsidiary holding companies. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

**Chief Executive Officer Contact Information**

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

Name   
Phone number   
E-mail Address

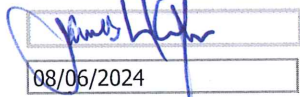
**Signature**

NOTE: The Parent Company Only Financial Statements for Small Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function). I, the undersigned CFO (or equivalent) of the named holding company, attest that the Parent Company Only Financial Statements for Small Holding Companies for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Printed Name of Chief Financial Officer (or Equivalent)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature (MM/DD/YYYY)



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Sections: Schedule SI - Income Statement Select

Modify Cancel

**Parent Company Only Financial Statements for Small Holding Companies - FR Y-9SP**  
**Schedule SI - Income Statement**

The Income Statement is to be reported on a calendar year-to-date basis in thousands of dollars.

		Dollar Amounts in Thousands
1. Income from bank subsidiary(ies):		
a. Dividends	BHSP0508	0
b. Other income	BHSP2111	0
2. Income from nonbank subsidiary(ies): <sup>1</sup>		
a. Dividends	BHSP0523	
b. Other income	BHSP0530	
3. Income from subsidiary holding company(ies): <sup>2</sup>		
a. Dividends	BHSP0206	
b. Other income	BHSP1283	
4. Other income	BHSP0447	0
5. TOTAL OPERATING INCOME (sum of items 1, 2, 3, and 4)	BHSP4000	0
6. Interest expense	BHSP4073	0
7. Other expenses <sup>3</sup>	BHSP4093	0
8. TOTAL OPERATING EXPENSE (sum of items 6 and 7)	BHSP4130	0
9.a Income (loss) before unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (item.5 minus 8)	BHSPHT69	0
b. Unrealized holding gains (losses) on equity securities not held for trading <sup>4</sup>	BHSPHT70	0
c. Income (loss) before applicable income taxes, discontinued operations and undistributed income (sum of items 9.a and 9.b)	BHSP4250	0
10. Applicable income taxes (benefits) (estimated) (see instructions)	BHSP4302	0
11. Discontinued operations, net of applicable income taxes	BHSPFT28	0
12. Income (loss) before undistributed income of subsidiary(ies) (sum of items 9(c) and 11 minus 10)	BHSP0496	0
13. Equity in undistributed income (loss) of subsidiary(ies): (see instructions)		
a. Bank subsidiary(ies)	BHSP3156	102
b. Nonbank subsidiary(ies) <sup>1</sup>	BHSP2112	
c. Subsidiary holding company(ies) <sup>2</sup>	BHSP3513	
14. Net income (loss) (sum of items 12 and 13)	BHSP4340	102

Dollar Amounts in Thousands

Memoranda

1. Cash dividends (or non-taxable distributions) declared by the BHSP3158 holding company to its shareholders

0

2. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.)

0=No 1=Yes  
0

3. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 7 above) Memorandum item 4 is to be completed by holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.

Dollar Amounts in Thousands  
0

4. Net change in fair values of financial instruments accounted for under a fair value option

Enter "1" for Yes

Memorandum item 5 is to be completed by top tier holding companies with the December 31 report date only.

5. Does your holding company have 100 or more full-time equivalent employees on a consolidated basis? (enter "1" for Yes; leave blank for No)

<sup>1</sup>Leave blank if the reporting holding company does not own a nonbank subsidiary.

<sup>2</sup>Leave blank if the reporting holding company does not own a subsidiary holding company.

<sup>3</sup>Holding companies should report provisions for credit losses on all financial assets and off-balance-sheet credit exposures.

<sup>4</sup>Item 9.b is to be completed by all holding companies. See the instructions for this item and the FR Y-9C Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.

Modify Cancel



a. Commercial paper	BHSP2309	0
b. Other short-term borrowings	BHSP2724	0
11. Long-term borrowings (includes limited-life preferred stock and related surplus)	BHSP3151	0
12. Accrued interest payable (see instructions)	BHSP3166	0
13. Other liabilities	BHSP3167	0
14. Balances due to subsidiaries and related institutions:		
a. Subsidiary bank(s)	BHSP3605	0
b. Nonbank subsidiaries and related institutions <sup>2</sup>	BHSP3621	
15. Not applicable		
16. Equity capital:		
a. Perpetual preferred stock (including related surplus)	BHSP3283	0
b. Common stock (including related surplus)	BHSP3230	1666
c. Retained earnings	BHSP3247	18577
d. Accumulated other comprehensive income <sup>6</sup>	BHSPB530	-4085
e. Other equity capital components <sup>7</sup>	BHSPA130	0
f. Total equity capital (sum of items 16.a through 16.e)	BHSP3210	16158
17. TOTAL LIABILITIES AND EQUITY CAPITAL (sum of items 10 through 14.b, and 16.f)	BHSP3300	16158

<sup>1</sup>Holding companies should report held-to-maturity securities in item 2 net of any applicable allowance for credit losses.

<sup>2</sup>Leave blank if the reporting holding company does not own a nonbank subsidiary.

<sup>3</sup>Leave blank if the reporting holding company does not own a subsidiary holding company.

<sup>4</sup>Holding companies should report in item 7 amounts net of any applicable allowance for credit losses.

<sup>5</sup>This item should be completed only by lower-tier holding companies. Lower-tier holding companies should leave this item blank if no related nonbank companies exist.

<sup>6</sup>Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

<sup>7</sup>Includes treasury stock and unearned Employee Stock Ownership Plan shares.

0=No 1=Yes

Memoranda (to be completed annually only by top-tier and single-tier holding companies for the December 31 report date)

1. Has the holding company engaged in a full-scope independent external audit at any time during the calendar year (Enter "1" for Yes; enter "0" for No.)

BHSPC884


2. If response to Memorandum item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.<sup>9</sup>

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

Text

a.(2) City (TEXT C708)

TEXTC708

a.(3) State Abbreviation (TEXT C714)

TEXTC714

a.(4) Zip Code (TEXT C715)

TEXTC715

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

TEXTC704

b.(2) E-mail Address (TEXT C705)

TEXTC705

Memoranda items 3.a and 3.b are to be completed by holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.

3. Financial assets and liabilities measured at fair value:

a. Total assets

BHSPF819

b. Total liabilities

BHSPF820

Dollar Amounts in Thousands

<sup>9</sup>The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.

[Modify](#) [Cancel](#)





f. Description

TEXT8520

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f. Amount

BHSP8520

--	--

g. Description

TEXT8521

--	--

g. Amount

BHSP8521

--	--

h. Description

TEXT8522

--	--

h. Amount

BHSP8522

--	--

Dollar Amounts in  
Thousands

12. Other liabilities (only report amounts that exceed 25 percent of  
balance sheet, line item 13):

a. Accounts payable

BHSP3066

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	0
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b. Income taxes payable

BHSPC257

	0
--	---

c. Dividends payable

BHSP2932

	0
--	---

d. Net deferred tax liabilities

BHSP3049

	0
--	---

e. Description

TEXT8523

Description	Dollar Amounts in Thousands

e. Amount

BHSP8523

--	--

f. Description

TEXT8524

f. Amount

BHSP8524

g. Description

TEXT8525

g. Amount

BHSP8525

Dollar Amounts in Thousands

13. Notes payable to special-purpose subsidiaries that issued trust preferred securities (included in balance sheet, item 14.b)<sup>3</sup> BHSPC255

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

<sup>2</sup>Leave item blank if the reporting holding company does not own a nonbank subsidiary

<sup>3</sup>Leave item blank if the holding company does not own a subsidiary that issues trust preferred securities.

14. Have all changes in investments and activities been reported to the Federal Reserve on the holding company Report of Changes in Organizational Structure (FR Y-10)? This item is to be completed by the top-tier holding company (and single-tier holding companies). The top-tier holding company must not leave this item blank. A lower-tier holding company filing this report should leave this item blank. The top-tier holding company must enter "1" for Yes or for no changes to report; or enter "0" for No.

If the answer to this question is no, complete the FR Y-10 BHSP6416

0=No 1=Yes
1

Name of holding company official verifying FR Y-10 reporting TEXT6428

Text
James L. Kifer

(Please type or print name)



<sup>4</sup>Leave item blank if the reporting holding company is the top-tier holding company.

<sup>5</sup>Leave item blank if the reporting holding company does not have a lower tier subsidiary holding company.

<sup>6</sup>A savings and loan holding company should not include its consolidated savings association in items 17(a) through 17(f).

<sup>7</sup>Leave item blank if the reporting holding company is a lower-tier holding company.

Items 20.a. and 20.b. are to be completed by all holding companies that are not required to file the FR Y-12.

20. a. Has the holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for Yes; enter "0" for No.) BHSPC700

b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for Yes; enter "0" for No.) BHSPC701

0=No 1=Yes
0
0

Memoranda items 21 and 22 are to be completed only by top-tier holding companies (and single-tier holding companies) who have made an effective election to become a financial holding company. See the line item instructions for further details.

21. Net assets of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act<sup>8</sup> BHSPC252

22. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act<sup>8</sup> BHSPC253

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

23. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:

a. Senior perpetual preferred stock or similar items BHSPG234

b. Warrants to purchase common stock or similar items BHSPG235

Dollar Amounts in Thousands

<sup>8</sup>Leave item blank if the reporting holding company is a lower-tier holding company.

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Sections: Notes to the Parent Company Only Financial Statements Select

Modify Cancel

**Parent Company Only Financial Statements for Small Holding Companies - FR Y-9SP**  
**Notes to the Parent Company Only Financial Statements**

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

Notes to the Financial Statements

1. Description

1. Amount

BHSPK141

2. Description

TEXT8527

2. Amount

BHSP8527

Description	Dollar Amounts in Thousands
Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule SC, item 16.a, Perpetual preferred stock including related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule SC, item 11, Long-term borrowings)	

3. Description

TEXT8528

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3. Amount

BHSP8528

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4. Description

TEXT8529

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4. Amount

BHSP8529

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5. Description

TEXT8530

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5. Amount

BHSP8530

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Modify

Cancel