

**Board of Governors of the Federal Reserve System**



**Quarterly Savings and Loan Holding Company Report—FR 2320**

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

This Report is required by law: Section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)), as amended by Section 369 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Pub. L. 111-203, § 369(8)).

This report form is to be filed by savings and loan holding companies. When such savings and loan holding companies are tiered

savings and loan holding companies, a lower tier savings and loan holding company may be required to file as discussed in the instructions.

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 Quarterly Savings and Loan Holding Company Report must be signed and attested by the Chief Financial Officer (CFO) of the reporting savings and loan holding company (or by the individual performing this equivalent function).

Date of Report: **September 30, 2016**  
Month / Day / Year (SLHC 9999)

I, the undersigned CFO (or equivalent) of the named savings and loan holding company, attest that the Quarterly Savings and Loan Holding Company Report 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) (SLHX C490)

\_\_\_\_\_  
 Legal Title of Savings and Loan Holding Company (TEXT 9010)

\_\_\_\_\_  
 Signature of Chief Financial Officer (or equivalent)

\_\_\_\_\_  
 (Mailing Address of the Savings and Loan Holding Company) Street / P.O. Box (TEXT 9110)

\_\_\_\_\_  
 Date of Signature (MM/DD/YYYY) (SLHX J196)

\_\_\_\_\_  
 City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

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

|  |
|--|
| _____<br>Fiscal Year End (MM) (SLHC 8678)                    |
| _____<br>Stock Exchange Ticker Symbol (SLHC 4539)            |
| _____<br>SEC File Number (SLHC C546)                         |
| _____<br>Website Address (78 characters maximum) (SLHC 4087) |

Person to whom questions about this report should be directed:

\_\_\_\_\_  
 Name / Title (SLHX 8901)

\_\_\_\_\_  
 Area Code / Phone Number (SLHX 8902)

\_\_\_\_\_  
 Area Code / FAX Number (SLHX 9116)

\_\_\_\_\_  
 E-mail Address of Contact (SLHX 4086)

|  |            |
|--|------------|
| <b>For Federal Reserve Bank Use Only</b> |            |
| RSSD ID _____                            |            |
| C.I. _____                               | S.F. _____ |

# Quarterly Savings and Loan Holding Company Report

|   | (Column A)<br>Parent Only |        | (Column B)<br>Consolidated |        |          |
|---|---------------------------|--------|----------------------------|--------|----------|
|   | SLHP                      | Amount | SLHC                       | Amount |          |
| Dollar Amounts in Thousands   |                           |        |                            |        |          |
| 1. Total Assets .....   | 2170                      |        | 2170                       |        | 1.       |
| 2. Total Liabilities .....  | 2950                      |        | 2950                       |        | 2.       |
| <b>Equity:</b>  |                           |        |                            |        |          |
| 3. Perpetual Preferred Stock:   |                           |        |                            |        |          |
| a. Cumulative .....   | 8608                      |        | 8608                       |        | 3.a.     |
| b. Noncumulative .....  | 8609                      |        | 8609                       |        | 3.b.     |
| 4. Common Stock:  |                           |        |                            |        |          |
| a. Par Value .....  | 3266                      |        | 3266                       |        | 4.a.     |
| b. Paid in Excess of Par .....  | 3240                      |        | 3240                       |        | 4.b.     |
| 5. Accumulated Other Comprehensive Income:                                      |                           |        |                            |        |          |
| a. Accumulated Gains (Losses) on Certain Securities .....                       | 8434                      |        | 8434                       |        | 5.a.     |
| b. Gains (Losses) on Cash Flow Hedges .....                                     | C506                      |        | C506                       |        | 5.b.     |
| c. Other .....  | C507                      |        | C507                       |        | 5.c.     |
| 6. Retained Earnings .....  | 3250                      |        | 3250                       |        | 6.       |
| 7. Other Components of Equity .....   | A130                      |        | A130                       |        | 7.       |
| a. Total Holding Company Equity .....   |                           |        | 3210                       |        | 7.a.     |
| b. Noncontrolling Interests in Consolidated Subsidiaries .....                  |                           |        | 3000                       |        | 7.b.     |
| 8. Total Equity .....   | 3210                      |        | G105                       |        | 8.       |
| 9. Total Liabilities and Equity .....   | 3301                      |        | 3301                       |        | 9.       |
| 10. Net Income (Loss) Attributable to:  |                           |        |                            |        |          |
| a. Holding Company and Noncontrolling Interests .....                           |                           |        | G104                       |        | 10.a.    |
| b. Holding Company .....  | 4340                      |        | 4340                       |        | 10.b.    |
| 11. Dividends Declared Attributable to Holding Company .....                    | J224                      |        | J224                       |        | 11.      |
| 12. Included in Total Assets:   |                           |        |                            |        |          |
| a. Cash, Deposits, and Investment Securities .....                              | 0658                      |        | 0658                       |        | 12.a.    |
| b. Receivable from Subsidiaries:  |                           |        |                            |        |          |
| (1) Savings Association .....   | C547                      |        |                            |        | 12.b.(1) |
| (2) Other Subsidiaries .....  | C548                      |        |                            |        | 12.b.(2) |
| c. Investment in Subsidiaries:  |                           |        |                            |        |          |
| (1) Savings Association .....   | C549                      |        |                            |        | 12.c.(1) |
| (2) Other Subsidiaries .....  | C550                      |        |                            |        | 12.c.(2) |
| 13. Intangible Assets:  |                           |        |                            |        |          |
| a. Mortgage Servicing Assets .....  | 3164                      |        | 3164                       |        | 13.a.    |
| b. Nonmortgage Servicing Assets and Other .....                                 | C551                      |        | C551                       |        | 13.b.    |
| 14. Deferred Policy Acquisition Costs .....                                     | C076                      |        | C076                       |        | 14.      |
| 15. Included in Total Liabilities (Excluding Deposits) Payable to Subsidiaries: |                           |        |                            |        |          |
| a. Savings Association Subsidiaries   |                           |        |                            |        |          |
| (1) Transactional .....   | C552                      |        |                            |        | 15.a.(1) |
| (2) Debt .....  | C553                      |        |                            |        | 15.a.(2) |
| b. Other Subsidiaries:  |                           |        |                            |        |          |
| (1) Transactional .....   | C554                      |        |                            |        | 15.b.(1) |
| (2) Debt .....  | C555                      |        |                            |        | 15.b.(2) |
| 16. Trust Preferred Instruments .....   | C556                      |        | C556                       |        | 16.      |
| 17. Other Debt Maturing in 12 Months or Less .....                              | C078                      |        | C078                       |        | 17.      |
| 18. Other Debt Maturing in More Than 12 Months .....                            | C558                      |        | C558                       |        | 18.      |

## Quarterly Savings and Loan Holding Company Report—Continued

| Dollar Amounts in Thousands   | (Column A)<br>Parent Only |        | (Column B)<br>Consolidated |        |          |
|---|---------------------------|--------|----------------------------|--------|----------|
|   | SLHP                      | Amount | SLHC                       | Amount |          |
| 19. Reflected in Net Income:  |                           |        |                            |        |          |
| a. Interest Income .....  | 0478                      |        | 0478                       |        | 19.a.    |
| b. Dividends:   |                           |        |                            |        |          |
| (1) From Savings Association Subsidiaries .....                         | C559                      |        |                            |        | 19.b.(1) |
| (2) From Other Subsidiaries .....                                       | C560                      |        |                            |        | 19.b.(2) |
| c. Total Income .....   | 4003                      |        | 4003                       |        | 19.c.    |
| d. Interest Expense:  |                           |        |                            |        |          |
| (1) Trust Preferred Instruments .....                                   | C561                      |        | C561                       |        | 19.d.(1) |
| (2) All Other Debt .....  | C562                      |        | C562                       |        | 19.d.(2) |
| e. Total Expenses .....   | 4134                      |        | 4134                       |        | 19.e.    |
| f. Total Income Taxes .....   | 3854                      |        | 3854                       |        | 19.f.    |
| 20. Net Cash Flow from Operations Attributable to Holding Company ..... | 3619                      |        | 3619                       |        | 20.      |

**Supplemental Questions (For line items 21 through 29, enter "1" for yes; enter "0" for no):**

|   |      |  |  |  |  |  |  |  |  |       |
|---|------|--|--|--|--|--|--|--|--|-------|
| 21. Have any significant subsidiaries of the holding company been formed, sold, or dissolved during the quarter? ...  | SLHC |  |  |  |  |  |  |  |  | 21.   |
| 22. Is the holding company or any of its subsidiaries:  | C564 |  |  |  |  |  |  |  |  |       |
| a. A broker or dealer registered under the Securities Exchange Act of 1934? .....   | C565 |  |  |  |  |  |  |  |  | 22.a. |
| b. An investment adviser regulated by the Securities and Exchange Commission or any State? .....  | C566 |  |  |  |  |  |  |  |  | 22.b. |
| c. An investment company registered under the Investment Company Act of 1940? .....   | C567 |  |  |  |  |  |  |  |  | 22.c. |
| d. An insurance company subject to supervision by a State insurance regulator? .....  | C568 |  |  |  |  |  |  |  |  | 22.d. |
| e. Subject to regulation by the Commodity Futures Trading Commission? .....   | C569 |  |  |  |  |  |  |  |  | 22.e. |
| f. Or affiliates conducting operations outside of the U.S. through a foreign branch or subsidiary? .....  | C570 |  |  |  |  |  |  |  |  | 22.f. |
| 23. Has the holding company appointed any new senior executive officers or directors during the quarter? .....  | C571 |  |  |  |  |  |  |  |  | 23.   |
| 24. Has the holding company or any of its subsidiaries entered into a new pledge, or changed the terms and conditions of any existing pledge, of capital stock of any subsidiary savings association that secures short-term or long-term debt or other borrowings of the holding company? <sup>1</sup> ..... | C572 |  |  |  |  |  |  |  |  | 24.   |
| 25. Has the holding company or any of its subsidiaries implemented changes to any class of securities that would negatively impact investors? <sup>1</sup> .....  | C573 |  |  |  |  |  |  |  |  | 25.   |
| 26. Has there been any default in the payment of principal, interest, a sinking or purchase fund installment, or any other default of the holding company or any of its subsidiaries during the quarter? <sup>1</sup> .....   | C574 |  |  |  |  |  |  |  |  | 26.   |
| 27. Has there been a change in the holding company's independent auditors during the quarter? .....   | C575 |  |  |  |  |  |  |  |  | 27.   |
| 28. Has there been a change in the holding company's fiscal year end during the quarter? .....  | C576 |  |  |  |  |  |  |  |  | 28.   |
| 29. Does the holding company or any of its GAAP-consolidated subsidiaries control other U.S. depository institutions? .....   | C577 |  |  |  |  |  |  |  |  | 29.   |
| 30. If located in the U.S. or its territories, provide the FDIC certificate number .....  | SLHC |  |  |  |  |  |  |  |  |       |
|   | C582 |  |  |  |  |  |  |  |  | 30.a. |
|   | C583 |  |  |  |  |  |  |  |  | 30.b. |
|   | C584 |  |  |  |  |  |  |  |  | 30.c. |
|   | C585 |  |  |  |  |  |  |  |  | 30.d. |
|   | C586 |  |  |  |  |  |  |  |  | 30.e. |

1. The Federal Reserve regards information submitted in response to line items 24, 25, and 26 as confidential.