

UNITED STATES DEPARTMENT OF THE TREASURY
1500 PENNSYLVANIA AVENUE, NW
WASHINGTON, D.C. 20220

Dear Ladies and Gentlemen:

The company set forth on the signature page hereto (the “*Company*”) intends to issue in a private placement the number of shares of a series of its preferred stock set forth on Schedule A hereto (the “*Preferred Shares*”) and a warrant to purchase the number of shares of a series of its preferred stock set forth on Schedule A hereto (the “*Warrant*” and, together with the Preferred Shares, the “*Purchased Securities*”) and the United States Department of the Treasury (the “*Investor*”) intends to purchase from the Company the Purchased Securities.

The purpose of this letter agreement is to confirm the terms and conditions of the purchase by the Investor of the Purchased Securities. Except to the extent supplemented or superseded by the terms set forth herein or in the Schedules hereto, the provisions contained in the Securities Purchase Agreement - Standard Terms attached hereto as Exhibit A (the “*Securities Purchase Agreement*”) are incorporated by reference herein. Terms that are defined in the Securities Purchase Agreement are used in this letter agreement as so defined. In the event of any inconsistency between this letter agreement and the Securities Purchase Agreement, the terms of this letter agreement shall govern.

Each of the Company and the Investor hereby confirms its agreement with the other party with respect to the issuance by the Company of the Purchased Securities and the purchase by the Investor of the Purchased Securities pursuant to this letter agreement and the Securities Purchase Agreement on the terms specified on Schedule A hereto.

This letter agreement (including the Schedules hereto), the Securities Purchase Agreement (including the Annexes thereto), the Disclosure Schedules and the Warrant constitute the entire agreement, and supersede all other prior agreements, understandings, representations and warranties, both written and oral, between the parties, with respect to the subject matter hereof. This letter agreement constitutes the “*Letter Agreement*” referred to in the Securities Purchase Agreement.

This letter agreement may be executed in any number of separate counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts will together constitute the same agreement. Executed signature pages to this letter agreement may be delivered by facsimile and such facsimiles will be deemed as sufficient as if actual signature pages had been delivered.

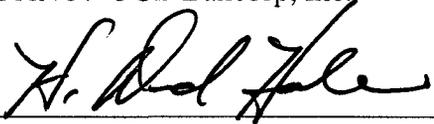
* * *

In witness whereof, this letter agreement has been duly executed and delivered by the duly authorized representatives of the parties hereto as of the date written below.

UNITED STATES DEPARTMENT OF THE
TREASURY

By: _____
Name:
Title:

COMPANY: FCB Bancorp, Inc.

By:  _____
H. David Hale
Chairman, President, and CEO

Date: _____

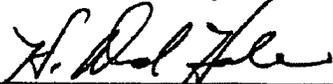
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In witness whereof, this letter agreement has been duly executed and delivered by the duly authorized representatives of the parties hereto as of the date written below.

UNITED STATES DEPARTMENT OF THE
TREASURY

By: 
Name: **Neel Kashkari**
Title: **Interim Assistant Secretary
For Financial Stability**

COMPANY: FCB Bancorp, Inc.

By: 
H. David Hale
Chairman, President, and CEO

Date: December 19, 2008

EXHIBIT A

SECURITIES PURCHASE AGREEMENT

EXHIBIT A
(Non-Exchange-Traded QFIs, excluding S Corps
and Mutual Organizations)

SECURITIES PURCHASE AGREEMENT
STANDARD TERMS

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SECURITIES PURCHASE AGREEMENT – STANDARD TERMS

Recitals:

WHEREAS, the United States Department of the Treasury (the “*Investor*”) may from time to time agree to purchase shares of preferred stock and warrants from eligible financial institutions which elect to participate in the Troubled Asset Relief Program Capital Purchase Program (“*CPP*”);

WHEREAS, an eligible financial institution electing to participate in the CPP and issue securities to the Investor (referred to herein as the “*Company*”) shall enter into a letter agreement (the “*Letter Agreement*”) with the Investor which incorporates this Securities Purchase Agreement – Standard Terms;

WHEREAS, the Company agrees to expand the flow of credit to U.S. consumers and businesses on competitive terms to promote the sustained growth and vitality of the U.S. economy;

WHEREAS, the Company agrees to work diligently, under existing programs, to modify the terms of residential mortgages as appropriate to strengthen the health of the U.S. housing market;

WHEREAS, the Company intends to issue in a private placement the number of shares of the series of its Preferred Stock (“*Preferred Stock*”) set forth on Schedule A to the Letter Agreement (the “*Preferred Shares*”) and a warrant to purchase the number of shares of the series of its Preferred Stock (“*Warrant Preferred Stock*”) set forth on Schedule A to the Letter Agreement (the “*Warrant*”) and, together with the Preferred Shares, the “*Purchased Securities*”) and the Investor intends to purchase (the “*Purchase*”) from the Company the Purchased Securities; and

WHEREAS, the Purchase will be governed by this Securities Purchase Agreement – Standard Terms and the Letter Agreement, including the schedules thereto (the “*Schedules*”), specifying additional terms of the Purchase. This Securities Purchase Agreement – Standard Terms (including the Annexes hereto) and the Letter Agreement (including the Schedules thereto) are together referred to as this “*Agreement*”. All references in this Securities Purchase Agreement – Standard Terms to “*Schedules*” are to the Schedules attached to the Letter Agreement.

NOW, THEREFORE, in consideration of the premises, and of the representations, warranties, covenants and agreements set forth herein, the parties agree as follows:

Article I Purchase; Closing

1.1 Purchase. On the terms and subject to the conditions set forth in this Agreement, the Company agrees to sell to the Investor, and the Investor agrees to purchase from the Company, at the Closing (as hereinafter defined), the Purchased Securities for the price set forth on Schedule A (the “*Purchase Price*”).

equitable considerations. The relative fault of the Company, on the one hand, and of the Indemnitee, on the other hand, shall be determined by reference to, among other factors, whether the untrue statement of a material fact or omission to state a material fact relates to information supplied by the Company or by the Indemnitee and the parties' relative intent, knowledge, access to information and opportunity to correct or prevent such statement or omission; the Company and each Holder agree that it would not be just and equitable if contribution pursuant to this Section 4.5(h)(ii) were determined by *pro rata* allocation or by any other method of allocation that does not take account of the equitable considerations referred to in Section 4.5(h)(i). No Indemnitee guilty of fraudulent misrepresentation (within the meaning of Section 11(f) of the Securities Act) shall be entitled to contribution from the Company if the Company was not guilty of such fraudulent misrepresentation.

(i) Assignment of Registration Rights. The rights of the Investor to registration of Registrable Securities pursuant to Section 4.5(b) may be assigned by the Investor to a transferee or assignee of Registrable Securities with a liquidation preference or, in the case of the Warrant, the liquidation preference of the underlying shares of Warrant Preferred Stock, no less than an amount equal to (i) 2% of the initial aggregate liquidation preference of the Preferred Shares if such initial aggregate liquidation preference is less than \$2 billion and (ii) \$200 million if the initial aggregate liquidation preference of the Preferred Shares is equal to or greater than \$2 billion; *provided, however*, the transferor shall, within ten days after such transfer, furnish to the Company written notice of the name and address of such transferee or assignee and the number and type of Registrable Securities that are being assigned.

(j) Clear Market. With respect to any underwritten offering of Registrable Securities by the Investor or other Holders pursuant to this Section 4.5, the Company agrees not to effect (other than pursuant to such registration or pursuant to a Special Registration) any public sale or distribution, or to file any Shelf Registration Statement (other than such registration or a Special Registration) covering any preferred stock of the Company or any securities convertible into or exchangeable or exercisable for preferred stock of the Company, during the period not to exceed ten days prior and 60 days following the effective date of such offering or such longer period up to 90 days as may be requested by the managing underwriter for such underwritten offering. The Company also agrees to cause such of its directors and senior executive officers to execute and deliver customary lock-up agreements in such form and for such time period up to 90 days as may be requested by the managing underwriter. "*Special Registration*" means the registration of (A) equity securities and/or options or other rights in respect thereof solely registered on Form S-4 or Form S-8 (or successor form) or (B) shares of equity securities and/or options or other rights in respect thereof to be offered to directors, members of management, employees, consultants, customers, lenders or vendors of the Company or Company Subsidiaries or in connection with dividend reinvestment plans.

(k) Rule 144; Rule 144A. With a view to making available to the Investor and Holders the benefits of certain rules and regulations of the SEC which may permit the sale of the Registrable Securities to the public without registration, the Company agrees to use its reasonable best efforts to:

(i) make and keep public information available, as those terms are understood and defined in Rule 144(c)(1) or any similar or analogous rule promulgated under the Securities Act, at all times after the Signing Date;

(ii) (A) file with the SEC, in a timely manner, all reports and other documents required of the Company under the Exchange Act, and (B) if at any time the Company is not required to file such reports, make available, upon the request of any Holder, such information necessary to permit sales pursuant to Rule 144A (including the information required by Rule 144A(d)(4) under the Securities Act);

(iii) so long as the Investor or a Holder owns any Registrable Securities, furnish to the Investor or such Holder forthwith upon request: a written statement by the Company as to its compliance with the reporting requirements of Rule 144 under the Securities Act, and of the Exchange Act; a copy of the most recent annual or quarterly report of the Company; and such other reports and documents as the Investor or Holder may reasonably request in availing itself of any rule or regulation of the SEC allowing it to sell any such securities to the public without registration; and

(iv) take such further action as any Holder may reasonably request, all to the extent required from time to time to enable such Holder to sell Registrable Securities without registration under the Securities Act.

(l) As used in this Section 4.5, the following terms shall have the following respective meanings:

(i) “*Holder*” means the Investor and any other holder of Registrable Securities to whom the registration rights conferred by this Agreement have been transferred in compliance with Section 4.5(h) hereof.

(ii) “*Holders’ Counsel*” means one counsel for the selling Holders chosen by Holders holding a majority interest in the Registrable Securities being registered.

(iii) “*Register*,” “*registered*,” and “*registration*” shall refer to a registration effected by preparing and (A) filing a registration statement or amendment thereto in compliance with the Securities Act and applicable rules and regulations thereunder, and the declaration or ordering of effectiveness of such registration statement or amendment thereto or (B) filing a prospectus and/or prospectus supplement in respect of an appropriate effective registration statement on Form S-3.

(iv) “*Registrable Securities*” means (A) all Preferred Shares, (B) the Warrant (subject to Section 4.5(q)) and (C) any equity securities issued or issuable directly or indirectly with respect to the securities referred to in the foregoing clauses (A) or (B) by way of conversion, exercise or exchange thereof, including the Warrant Shares, or share dividend or share split or in connection with a combination of shares, recapitalization, reclassification, merger, amalgamation, arrangement, consolidation or other

reorganization, *provided* that, once issued, such securities will not be Registrable Securities when (1) they are sold pursuant to an effective registration statement under the Securities Act, (2) except as provided below in Section 4.5(p), they may be sold pursuant to Rule 144 without limitation thereunder on volume or manner of sale, (3) they shall have ceased to be outstanding or (4) they have been sold in a private transaction in which the transferor's rights under this Agreement are not assigned to the transferee of the securities. No Registrable Securities may be registered under more than one registration statement at any one time.

(v) “*Registration Expenses*” mean all expenses incurred by the Company in effecting any registration pursuant to this Agreement (whether or not any registration or prospectus becomes effective or final) or otherwise complying with its obligations under this Section 4.5, including all registration, filing and listing fees, printing expenses, fees and disbursements of counsel for the Company, blue sky fees and expenses, expenses incurred in connection with any “road show”, the reasonable fees and disbursements of Holders’ Counsel, and expenses of the Company’s independent accountants in connection with any regular or special reviews or audits incident to or required by any such registration, but shall not include Selling Expenses.

(vi) “*Rule 144*”, “*Rule 144A*”, “*Rule 159A*”, “*Rule 405*” and “*Rule 415*” mean, in each case, such rule promulgated under the Securities Act (or any successor provision), as the same shall be amended from time to time.

(vii) “*Selling Expenses*” mean all discounts, selling commissions and stock transfer taxes applicable to the sale of Registrable Securities and fees and disbursements of counsel for any Holder (other than the fees and disbursements of Holders’ Counsel included in Registration Expenses).

(m) At any time, any holder of Securities (including any Holder) may elect to forfeit its rights set forth in this Section 4.5 from that date forward; *provided*, that a Holder forfeiting such rights shall nonetheless be entitled to participate under Section 4.5(b)(iv) – (vi) in any Pending Underwritten Offering to the same extent that such Holder would have been entitled to if the holder had not withdrawn; and *provided, further*, that no such forfeiture shall terminate a Holder’s rights or obligations under Section 4.5(g) with respect to any prior registration or Pending Underwritten Offering. “*Pending Underwritten Offering*” means, with respect to any Holder forfeiting its rights pursuant to this Section 4.5(m), any underwritten offering of Registrable Securities in which such Holder has advised the Company of its intent to register its Registrable Securities either pursuant to Section 4.5(b)(ii) or 4.5(b)(iv) prior to the date of such Holder’s forfeiture.

(n) Specific Performance. The parties hereto acknowledge that there would be no adequate remedy at law if the Company fails to perform any of its obligations under this Section 4.5 and that the Investor and the Holders from time to time may be irreparably harmed by any such failure, and accordingly agree that the Investor and such Holders, in addition to any other remedy to which they may be entitled at law or in equity, to the fullest extent permitted and

enforceable under applicable law shall be entitled to compel specific performance of the obligations of the Company under this Section 4.5 in accordance with the terms and conditions of this Section 4.5.

(o) No Inconsistent Agreements. The Company shall not, on or after the Signing Date, enter into any agreement with respect to its securities that may impair the rights granted to the Investor and the Holders under this Section 4.5 or that otherwise conflicts with the provisions hereof in any manner that may impair the rights granted to the Investor and the Holders under this Section 4.5. In the event the Company has, prior to the Signing Date, entered into any agreement with respect to its securities that is inconsistent with the rights granted to the Investor and the Holders under this Section 4.5 (including agreements that are inconsistent with the order of priority contemplated by Section 4.5(b)(vi)) or that may otherwise conflict with the provisions hereof, the Company shall use its reasonable best efforts to amend such agreements to ensure they are consistent with the provisions of this Section 4.5.

(p) Certain Offerings by the Investor. In the case of any securities held by the Investor that cease to be Registrable Securities solely by reason of clause (2) in the definition of "Registrable Securities," the provisions of Sections 4.5(b)(ii), clauses (iv), (ix) and (x)-(xii) of Section 4.5(d), Section 4.5(h) and Section 4.5(j) shall continue to apply until such securities otherwise cease to be Registrable Securities. In any such case, an "underwritten" offering or other disposition shall include any distribution of such securities on behalf of the Investor by one or more broker-dealers, an "underwriting agreement" shall include any purchase agreement entered into by such broker-dealers, and any "registration statement" or "prospectus" shall include any offering document approved by the Company and used in connection with such distribution.

(q) Registered Sales of the Warrant. The Holders agree to sell the Warrant or any portion thereof under the Shelf Registration Statement only beginning 30 days after notifying the Company of any such sale, during which 30-day period the Investor and all Holders of the Warrant shall take reasonable steps to agree to revisions to the Warrant to permit a public distribution of the Warrant, including entering into a warrant agreement and appointing a warrant agent.

4.6 Depository Shares. Upon request by the Investor at any time following the Closing Date, the Company shall promptly enter into a depository arrangement, pursuant to customary agreements reasonably satisfactory to the Investor and with a depository reasonably acceptable to the Investor, pursuant to which the Preferred Shares or the Warrant Shares may be deposited and depository shares, each representing a fraction of a Preferred Share or Warrant Share, as applicable, as specified by the Investor, may be issued. From and after the execution of any such depository arrangement, and the deposit of any Preferred Shares or Warrant Shares, as applicable, pursuant thereto, the depository shares issued pursuant thereto shall be deemed "Preferred Shares", "Warrant Shares" and, as applicable, "Registrable Securities" for purposes of this Agreement.

4.7 Restriction on Dividends and Repurchases.

(a) Prior to the earlier of (x) the third anniversary of the Closing Date and (y) the date on which all of the Preferred Shares and Warrant Shares have been redeemed in whole or the Investor has transferred all of the Preferred Shares and Warrant Shares to third parties which are not Affiliates of the Investor, neither the Company nor any Company Subsidiary shall, without the consent of the Investor, declare or pay any dividend or make any distribution on capital stock or other equity securities of any kind of the Company or any Company Subsidiary (other than (i) regular quarterly cash dividends of not more than the amount of the last quarterly cash dividend per share declared or, if lower, announced to its holders of Common Stock an intention to declare, on the Common Stock prior to November 17, 2008, as adjusted for any stock split, stock dividend, reverse stock split, reclassification or similar transaction, (ii) dividends payable solely in shares of Common Stock, (iii) regular dividends on shares of preferred stock in accordance with the terms thereof and which are permitted under the terms of the Preferred Shares and the Warrant Shares, (iv) dividends or distributions by any wholly-owned Company Subsidiary or (v) dividends or distributions by any Company Subsidiary required pursuant to binding contractual agreements entered into prior to November 17, 2008).

(b) During the period beginning on the third anniversary of the Closing Date and ending on the earlier of (i) the tenth anniversary of the Closing Date and (ii) the date on which all of the Preferred Shares and Warrant Shares have been redeemed in whole or the Investor has transferred all of the Preferred Shares and Warrant Shares to third parties which are not Affiliates of the Investor, neither the Company nor any Company Subsidiary shall, without the consent of the Investor, (A) pay any per share dividend or distribution on capital stock or other equity securities of any kind of the Company at a per annum rate that is in excess of 103% of the aggregate per share dividends and distributions for the immediately prior fiscal year (other than regular dividends on shares of preferred stock in accordance with the terms thereof and which are permitted under the terms of the Preferred Shares and the Warrant Shares); *provided* that no increase in the aggregate amount of dividends or distributions on Common Stock shall be permitted as a result of any dividends or distributions paid in shares of Common Stock, any stock split or any similar transaction or (B) pay aggregate dividends or distributions on capital stock or other equity securities of any kind of any Company Subsidiary that is in excess of 103% of the aggregate dividends and distributions paid for the immediately prior fiscal year (other than in the case of this clause (B), (1) regular dividends on shares of preferred stock in accordance with the terms thereof and which are permitted under the terms of the Preferred Shares and the Warrant Shares, (2) dividends or distributions by any wholly-owned Company Subsidiary, (3) dividends or distributions by any Company Subsidiary required pursuant to binding contractual agreements entered into prior to November 17, 2008) or (4) dividends or distributions on newly issued shares of capital stock for cash or other property.

(c) Prior to the earlier of (x) the tenth anniversary of the Closing Date and (y) the date on which all of the Preferred Shares and Warrant Shares have been redeemed in whole or the Investor has transferred all of the Preferred Shares and Warrant Shares to third parties which are not Affiliates of the Investor, neither the Company nor any Company Subsidiary shall, without the consent of the Investor, redeem, purchase or acquire any shares of Common Stock or other capital stock or other equity securities of any kind of the Company or any Company Subsidiary, or any trust preferred securities issued by the Company or any Affiliate of the Company, other

than (i) redemptions, purchases or other acquisitions of the Preferred Shares and Warrant Shares, (ii) in connection with the administration of any employee benefit plan in the ordinary course of business and consistent with past practice, (iii) the acquisition by the Company or any of the Company Subsidiaries of record ownership in Junior Stock or Parity Stock for the beneficial ownership of any other persons (other than the Company or any other Company Subsidiary), including as trustees or custodians, (iv) the exchange or conversion of Junior Stock for or into other Junior Stock or of Parity Stock or trust preferred securities for or into other Parity Stock (with the same or lesser aggregate liquidation amount) or Junior Stock, in each case set forth in this clause (iv), solely to the extent required pursuant to binding contractual agreements entered into prior to the Signing Date or any subsequent agreement for the accelerated exercise, settlement or exchange thereof for Common Stock (clauses (ii) and (iii), collectively, the “*Permitted Repurchases*”), (v) redemptions of securities held by the Company or any wholly-owned Company Subsidiary or (vi) redemptions, purchases or other acquisitions of capital stock or other equity securities of any kind of any Company Subsidiary required pursuant to binding contractual agreements entered into prior to November 17, 2008.

(d) Until such time as the Investor ceases to own any Preferred Shares or Warrant Shares, the Company shall not repurchase any Preferred Shares or Warrant Shares from any holder thereof, whether by means of open market purchase, negotiated transaction, or otherwise, other than Permitted Repurchases, unless it offers to repurchase a ratable portion of the Preferred Shares or Warrant Shares, as the case may be, then held by the Investor on the same terms and conditions.

(e) During the period beginning on the tenth anniversary of the Closing and ending on the date on which all of the Preferred Shares and Warrant Shares have been redeemed in whole or the Investor has transferred all of the Preferred Shares and Warrant Shares to third parties which are not Affiliates of the Investor, neither the Company nor any Company Subsidiary shall, without the consent of the Investor, (i) declare or pay any dividend or make any distribution on capital stock or other equity securities of any kind of the Company or any Company Subsidiary; or (ii) redeem, purchase or acquire any shares of Common Stock or other capital stock or other equity securities of any kind of the Company or any Company Subsidiary, or any trust preferred securities issued by the Company or any Affiliate of the Company, other than (A) redemptions, purchases or other acquisitions of the Preferred Shares and Warrant Shares, (B) regular dividends on shares of preferred stock in accordance with the terms thereof and which are permitted under the terms of the Preferred Shares and the Warrant Shares, or (C) dividends or distributions by any wholly-owned Company Subsidiary.

(f) “*Junior Stock*” means Common Stock and any other class or series of stock of the Company the terms of which expressly provide that it ranks junior to the Preferred Shares as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Company. “*Parity Stock*” means any class or series of stock of the Company the terms of which do not expressly provide that such class or series will rank senior or junior to the Preferred Shares as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Company (in each case without regard to whether dividends accrue cumulatively or non-cumulatively).

4.8 Executive Compensation. Until such time as the Investor ceases to own any debt or equity securities of the Company acquired pursuant to this Agreement or the Warrant, the Company shall take all necessary action to ensure that its Benefit Plans with respect to its Senior Executive Officers comply in all respects with Section 111(b) of the EESA as implemented by any guidance or regulation thereunder that has been issued and is in effect as of the Closing Date, and shall not adopt any new Benefit Plan with respect to its Senior Executive Officers that does not comply therewith. “*Senior Executive Officers*” means the Company's "senior executive officers" as defined in subsection 111(b)(3) of the EESA and regulations issued thereunder, including the rules set forth in 31 C.F.R. Part 30.

4.9 Related Party Transactions. Until such time as the Investor ceases to own any Purchased Securities or Warrant Shares, the Company and the Company Subsidiaries shall not enter into transactions with Affiliates or related persons (within the meaning of Item 404 under the SEC’s Regulation S-K) unless (i) such transactions are on terms no less favorable to the Company and the Company Subsidiaries than could be obtained from an unaffiliated third party, and (ii) have been approved by the audit committee of the Board of Directors or comparable body of independent directors of the Company.

4.10 Bank and Thrift Holding Company Status. If the Company is a Bank Holding Company or a Savings and Loan Holding Company on the Signing Date, then the Company shall maintain its status as a Bank Holding Company or Savings and Loan Holding Company, as the case may be, for as long as the Investor owns any Purchased Securities or Warrant Shares. The Company shall redeem all Purchased Securities and Warrant Shares held by the Investor prior to terminating its status as a Bank Holding Company or Savings and Loan Holding Company, as applicable. “*Bank Holding Company*” means a company registered as such with the Board of Governors of the Federal Reserve System (the “*Federal Reserve*”) pursuant to 12 U.S.C. §1842 and the regulations of the Federal Reserve promulgated thereunder. “*Savings and Loan Holding Company*” means a company registered as such with the Office of Thrift Supervision pursuant to 12 U.S.C. §1467(a) and the regulations of the Office of Thrift Supervision promulgated thereunder.

4.11 Predominantly Financial. For as long as the Investor owns any Purchased Securities or Warrant Shares, the Company, to the extent it is not itself an insured depository institution, agrees to remain predominantly engaged in financial activities. A company is predominantly engaged in financial activities if the annual gross revenues derived by the company and all subsidiaries of the company (excluding revenues derived from subsidiary depository institutions), on a consolidated basis, from engaging in activities that are financial in nature or are incidental to a financial activity under subsection (k) of Section 4 of the Bank Holding Company Act of 1956 (12 U.S.C. 1843(k)) represent at least 85 percent of the consolidated annual gross revenues of the company.

Article V Miscellaneous

5.1 Termination. This Agreement may be terminated at any time prior to the Closing:

(a) by either the Investor or the Company if the Closing shall not have occurred by the 30th calendar day following the Signing Date; *provided, however*, that in the event the Closing has not occurred by such 30th calendar day, the parties will consult in good faith to determine whether to extend the term of this Agreement, it being understood that the parties shall be required to consult only until the fifth day after such 30th calendar day and not be under any obligation to extend the term of this Agreement thereafter; *provided, further*, that the right to terminate this Agreement under this Section 5.1(a) shall not be available to any party whose breach of any representation or warranty or failure to perform any obligation under this Agreement shall have caused or resulted in the failure of the Closing to occur on or prior to such date; or

(b) by either the Investor or the Company in the event that any Governmental Entity shall have issued an order, decree or ruling or taken any other action restraining, enjoining or otherwise prohibiting the transactions contemplated by this Agreement and such order, decree, ruling or other action shall have become final and nonappealable; or

(c) by the mutual written consent of the Investor and the Company.

In the event of termination of this Agreement as provided in this Section 5.1, this Agreement shall forthwith become void and there shall be no liability on the part of either party hereto except that nothing herein shall relieve either party from liability for any breach of this Agreement.

5.2 Survival of Representations and Warranties. All covenants and agreements, other than those which by their terms apply in whole or in part after the Closing, shall terminate as of the Closing. The representations and warranties of the Company made herein or in any certificates delivered in connection with the Closing shall survive the Closing without limitation.

5.3 Amendment. No amendment of any provision of this Agreement will be effective unless made in writing and signed by an officer or a duly authorized representative of each party; *provided* that the Investor may unilaterally amend any provision of this Agreement to the extent required to comply with any changes after the Signing Date in applicable federal statutes. No failure or delay by any party in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative of any rights or remedies provided by law.

5.4 Waiver of Conditions. The conditions to each party's obligation to consummate the Purchase are for the sole benefit of such party and may be waived by such party in whole or in part to the extent permitted by applicable law. No waiver will be effective unless it is in a writing signed by a duly authorized officer of the waiving party that makes express reference to the provision or provisions subject to such waiver.

5.5 Governing Law: Submission to Jurisdiction, Etc. This Agreement will be governed by and construed in accordance with the federal law of the United States if and to

the extent such law is applicable, and otherwise in accordance with the laws of the State of New York applicable to contracts made and to be performed entirely within such State. Each of the parties hereto agrees (a) to submit to the exclusive jurisdiction and venue of the United States District Court for the District of Columbia and the United States Court of Federal Claims for any and all civil actions, suits or proceedings arising out of or relating to this Agreement or the Warrant or the transactions contemplated hereby or thereby, and (b) that notice may be served upon (i) the Company at the address and in the manner set forth for notices to the Company in Section 5.6 and (ii) the Investor in accordance with federal law. To the extent permitted by applicable law, each of the parties hereto hereby unconditionally waives trial by jury in any civil legal action or proceeding relating to this Agreement or the Warrant or the transactions contemplated hereby or thereby.

5.6 Notices. Any notice, request, instruction or other document to be given hereunder by any party to the other will be in writing and will be deemed to have been duly given (a) on the date of delivery if delivered personally, or by facsimile, upon confirmation of receipt, or (b) on the second business day following the date of dispatch if delivered by a recognized next day courier service. All notices to the Company shall be delivered as set forth in Schedule A, or pursuant to such other instruction as may be designated in writing by the Company to the Investor. All notices to the Investor shall be delivered as set forth below, or pursuant to such other instructions as may be designated in writing by the Investor to the Company.

If to the Investor:

United States Department of the Treasury
1500 Pennsylvania Avenue, NW, Room 2312
Washington, D.C. 20220
Attention: Assistant General Counsel (Banking and Finance)
Facsimile: (202) 622-1974

5.7 Definitions

(a) When a reference is made in this Agreement to a subsidiary of a person, the term “*subsidiary*” means any corporation, partnership, joint venture, limited liability company or other entity (x) of which such person or a subsidiary of such person is a general partner or (y) of which a majority of the voting securities or other voting interests, or a majority of the securities or other interests of which having by their terms ordinary voting power to elect a majority of the board of directors or persons performing similar functions with respect to such entity, is directly or indirectly owned by such person and/or one or more subsidiaries thereof.

(b) The term “*Affiliate*” means, with respect to any person, any person directly or indirectly controlling, controlled by or under common control with, such other person. For purposes of this definition, “*control*” (including, with correlative meanings, the terms “*controlled by*” and “*under common control with*”) when used with respect to any person, means the possession, directly or indirectly, of the power to cause the direction of management and/or

policies of such person, whether through the ownership of voting securities by contract or otherwise.

(c) The terms “*knowledge of the Company*” or “*Company’s knowledge*” mean the actual knowledge after reasonable and due inquiry of the “*officers*” (as such term is defined in Rule 3b-2 under the Exchange Act, but excluding any Vice President or Secretary) of the Company.

5.8 Assignment. Neither this Agreement nor any right, remedy, obligation nor liability arising hereunder or by reason hereof shall be assignable by any party hereto without the prior written consent of the other party, and any attempt to assign any right, remedy, obligation or liability hereunder without such consent shall be void, except (a) an assignment, in the case of a merger, consolidation, statutory share exchange or similar transaction that requires the approval of the Company’s stockholders (a “*Business Combination*”) where such party is not the surviving entity, or a sale of substantially all of its assets, to the entity which is the survivor of such Business Combination or the purchaser in such sale and (b) as provided in Sections 3.5 and 4.5.

5.9 Severability. If any provision of this Agreement or the Warrant, or the application thereof to any person or circumstance, is determined by a court of competent jurisdiction to be invalid, void or unenforceable, the remaining provisions hereof, or the application of such provision to persons or circumstances other than those as to which it has been held invalid or unenforceable, will remain in full force and effect and shall in no way be affected, impaired or invalidated thereby, so long as the economic or legal substance of the transactions contemplated hereby is not affected in any manner materially adverse to any party. Upon such determination, the parties shall negotiate in good faith in an effort to agree upon a suitable and equitable substitute provision to effect the original intent of the parties.

5.10 No Third Party Beneficiaries. Nothing contained in this Agreement, expressed or implied, is intended to confer upon any person or entity other than the Company and the Investor any benefit, right or remedies, except that the provisions of Section 4.5 shall inure to the benefit of the persons referred to in that Section.

* * *

ANNEX A

FORM OF CERTIFICATE OF DESIGNATIONS FOR PREFERRED STOCK

[SEE ATTACHED]

FORM OF [CERTIFICATE OF DESIGNATIONS]
OF
FIXED RATE CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES [●]
OF
[●]

[Insert name of Issuer], a [corporation/bank/banking association] organized and existing under the laws of the *[Insert jurisdiction of organization]* (the “Issuer”), in accordance with the provisions of Section[s] [●] of the *[Insert applicable statute]* thereof, does hereby certify:

The board of directors of the Issuer (the “Board of Directors”) or an applicable committee of the Board of Directors, in accordance with the [[certificate of incorporation/articles of association] and bylaws] of the Issuer and applicable law, adopted the following resolution on [●] creating a series of [●] shares of Preferred Stock of the Issuer designated as “Fixed Rate Cumulative Perpetual Preferred Stock, Series [●]”.

RESOLVED, that pursuant to the provisions of the [[certificate of incorporation/articles of association] and the bylaws] of the Issuer and applicable law, a series of Preferred Stock, par value \$[●] per share, of the Issuer be and hereby is created, and that the designation and number of shares of such series, and the voting and other powers, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Part 1. Designation and Number of Shares. There is hereby created out of the authorized and unissued shares of preferred stock of the Issuer a series of preferred stock designated as the “Fixed Rate Cumulative Perpetual Preferred Stock, Series [●]” (the “Designated Preferred Stock”). The authorized number of shares of Designated Preferred Stock shall be [●].

Part 2. Standard Provisions. The Standard Provisions contained in Schedule A attached hereto are incorporated herein by reference in their entirety and shall be deemed to be a part of this [Certificate of Designations] to the same extent as if such provisions had been set forth in full herein.

Part 3. Definitions. The following terms are used in this [Certificate of Designations] (including the Standard Provisions in Schedule A hereto) as defined below:

(a) “Common Stock” means the common stock, par value \$[●] per share, of the Issuer.

(b) “Dividend Payment Date” means February 15, May 15, August 15 and November 15 of each year.

(c) “Junior Stock” means the Common Stock, [*Insert titles of any existing Junior Stock*] and any other class or series of stock of the Issuer the terms of which expressly provide that it ranks junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Issuer.

(d) “Liquidation Amount” means \$[1,000]¹ per share of Designated Preferred Stock.

(e) “Minimum Amount” means \$[*Insert \$ amount equal to 25% of the aggregate value of the Designated Preferred Stock issued on the Original Issue Date*].

(f) “Parity Stock” means any class or series of stock of the Issuer (other than Designated Preferred Stock) the terms of which do not expressly provide that such class or series will rank senior or junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Issuer (in each case without regard to whether dividends accrue cumulatively or non-cumulatively). Without limiting the foregoing, Parity Stock shall include the Issuer’s [*Insert title(s) of existing classes or series of Parity Stock*].

(g) “Signing Date” means [*Insert date of applicable securities purchase agreement*].

Part. 4. Certain Voting Matters. [*To be inserted if the Charter provides for voting in proportion to liquidation preferences*: Whether the vote or consent of the holders of a plurality, majority or other portion of the shares of Designated Preferred Stock and any Voting Parity Stock has been cast or given on any matter on which the holders of shares of Designated Preferred Stock are entitled to vote shall be determined by the Issuer by reference to the specified liquidation amount of the shares voted or covered by the consent as if the Issuer were liquidated on the record date for such vote or consent, if any, or, in the absence of a record date, on the date for such vote or consent. For purposes of determining the voting rights of the holders of Designated Preferred Stock under Section 7 of the Standard Provisions forming part of this [Certificate of Designations], each holder will be entitled to one vote for each \$1,000 of liquidation preference to which such holder’s shares are entitled.] [*To be inserted if the Charter does not provide for voting in proportion to liquidation preferences*: Holders of shares of Designated Preferred Stock will be entitled to one vote for each such share on any matter on which holders of Designated Preferred Stock are entitled to vote, including any action by written consent.]

[*Remainder of Page Intentionally Left Blank*]

¹ If Issuer desires to issue shares with a higher dollar amount liquidation preference, liquidation preference references will be modified accordingly. In such case (in accordance with Section 4.6 of the Securities Purchase Agreement), the issuer will be required to enter into a deposit agreement.

IN WITNESS WHEREOF, *[Insert name of Issuer]* has caused this [Certificate of Designations] to be signed by [●], its [●], this [●] day of [●].

[Insert name of Issuer]

By: _____
Name:
Title:

STANDARD PROVISIONS

Section 1. General Matters. Each share of Designated Preferred Stock shall be identical in all respects to every other share of Designated Preferred Stock. The Designated Preferred Stock shall be perpetual, subject to the provisions of Section 5 of these Standard Provisions that form a part of the Certificate of Designations. The Designated Preferred Stock shall rank equally with Parity Stock and shall rank senior to Junior Stock with respect to the payment of dividends and the distribution of assets in the event of any dissolution, liquidation or winding up of the Issuer.

Section 2. Standard Definitions. As used herein with respect to Designated Preferred Stock:

(a) “Applicable Dividend Rate” means (i) during the period from the Original Issue Date to, but excluding, the first day of the first Dividend Period commencing on or after the fifth anniversary of the Original Issue Date, 5% per annum and (ii) from and after the first day of the first Dividend Period commencing on or after the fifth anniversary of the Original Issue Date, 9% per annum.

(b) “Appropriate Federal Banking Agency” means the “appropriate Federal banking agency” with respect to the Issuer as defined in Section 3(q) of the Federal Deposit Insurance Act (12 U.S.C. Section 1813(q)), or any successor provision.

(c) “Business Combination” means a merger, consolidation, statutory share exchange or similar transaction that requires the approval of the Issuer’s stockholders.

(d) “Business Day” means any day except Saturday, Sunday and any day on which banking institutions in the State of New York generally are authorized or required by law or other governmental actions to close.

(e) “Bylaws” means the bylaws of the Issuer, as they may be amended from time to time.

(f) “Certificate of Designations” means the Certificate of Designations or comparable instrument relating to the Designated Preferred Stock, of which these Standard Provisions form a part, as it may be amended from time to time.

(g) “Charter” means the Issuer’s certificate or articles of incorporation, articles of association, or similar organizational document.

(h) “Dividend Period” has the meaning set forth in Section 3(a).

(i) “Dividend Record Date” has the meaning set forth in Section 3(a).

(j) “Liquidation Preference” has the meaning set forth in Section 4(a).

(k) “Original Issue Date” means the date on which shares of Designated Preferred Stock are first issued.

(l) “Preferred Director” has the meaning set forth in Section 7(b).

(m) “Preferred Stock” means any and all series of preferred stock of the Issuer, including the Designated Preferred Stock.

(n) “Qualified Equity Offering” means the sale and issuance for cash by the Issuer to persons other than the Issuer or any of its subsidiaries after the Original Issue Date of shares of perpetual Preferred Stock, Common Stock or any combination of such stock, that, in each case, qualify as and may be included in Tier 1 capital of the Issuer at the time of issuance under the applicable risk-based capital guidelines of the Issuer’s Appropriate Federal Banking Agency (other than any such sales and issuances made pursuant to agreements or arrangements entered into, or pursuant to financing plans which were publicly announced, on or prior to November 17, 2008).

(o) “Standard Provisions” mean these Standard Provisions that form a part of the Certificate of Designations relating to the Designated Preferred Stock.

(p) “Successor Preferred Stock” has the meaning set forth in Section 5(a).

(q) “Voting Parity Stock” means, with regard to any matter as to which the holders of Designated Preferred Stock are entitled to vote as specified in Sections 7(a) and 7(b) of these Standard Provisions that form a part of the Certificate of Designations, any and all series of Parity Stock upon which like voting rights have been conferred and are exercisable with respect to such matter.

Section 3. Dividends.

(a) Rate. Holders of Designated Preferred Stock shall be entitled to receive, on each share of Designated Preferred Stock if, as and when declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of assets legally available therefor, cumulative cash dividends with respect to each Dividend Period (as defined below) at a rate per annum equal to the Applicable Dividend Rate on (i) the Liquidation Amount per share of Designated Preferred Stock and (ii) the amount of accrued and unpaid dividends for any prior Dividend Period on such share of Designated Preferred Stock, if any. Such dividends shall begin to accrue and be cumulative from the Original Issue Date, shall compound on each subsequent Dividend Payment Date (*i.e.*, no dividends shall accrue on other dividends unless and until the first Dividend Payment Date for such other dividends has passed without such other dividends having been paid on such date) and shall be payable quarterly in arrears on each Dividend Payment Date, commencing with the first such Dividend Payment Date to occur at least 20 calendar days after the Original Issue Date. In the event that any Dividend Payment Date would otherwise fall on a day that is not a Business Day, the dividend payment due on that date will be postponed to the next day that is a Business Day and no additional dividends will accrue as a result of that postponement. The period from and including any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a “Dividend Period”, provided that the initial

Dividend Period shall be the period from and including the Original Issue Date to, but excluding, the next Dividend Payment Date.

Dividends that are payable on Designated Preferred Stock in respect of any Dividend Period shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The amount of dividends payable on Designated Preferred Stock on any date prior to the end of a Dividend Period, and for the initial Dividend Period, shall be computed on the basis of a 360-day year consisting of twelve 30-day months, and actual days elapsed over a 30-day month.

Dividends that are payable on Designated Preferred Stock on any Dividend Payment Date will be payable to holders of record of Designated Preferred Stock as they appear on the stock register of the Issuer on the applicable record date, which shall be the 15th calendar day immediately preceding such Dividend Payment Date or such other record date fixed by the Board of Directors or any duly authorized committee of the Board of Directors that is not more than 60 nor less than 10 days prior to such Dividend Payment Date (each, a “Dividend Record Date”). Any such day that is a Dividend Record Date shall be a Dividend Record Date whether or not such day is a Business Day.

Holders of Designated Preferred Stock shall not be entitled to any dividends, whether payable in cash, securities or other property, other than dividends (if any) declared and payable on Designated Preferred Stock as specified in this Section 3 (subject to the other provisions of the Certificate of Designations).

(b) Priority of Dividends. So long as any share of Designated Preferred Stock remains outstanding, no dividend or distribution shall be declared or paid on the Common Stock or any other shares of Junior Stock (other than dividends payable solely in shares of Common Stock) or Parity Stock, subject to the immediately following paragraph in the case of Parity Stock, and no Common Stock, Junior Stock or Parity Stock shall be, directly or indirectly, purchased, redeemed or otherwise acquired for consideration by the Issuer or any of its subsidiaries unless all accrued and unpaid dividends for all past Dividend Periods, including the latest completed Dividend Period (including, if applicable as provided in Section 3(a) above, dividends on such amount), on all outstanding shares of Designated Preferred Stock have been or are contemporaneously declared and paid in full (or have been declared and a sum sufficient for the payment thereof has been set aside for the benefit of the holders of shares of Designated Preferred Stock on the applicable record date). The foregoing limitation shall not apply to (i) redemptions, purchases or other acquisitions of shares of Common Stock or other Junior Stock in connection with the administration of any employee benefit plan in the ordinary course of business and consistent with past practice; (ii) the acquisition by the Issuer or any of its subsidiaries of record ownership in Junior Stock or Parity Stock for the beneficial ownership of any other persons (other than the Issuer or any of its subsidiaries), including as trustees or custodians; and (iii) the exchange or conversion of Junior Stock for or into other Junior Stock or of Parity Stock for or into other Parity Stock (with the same or lesser aggregate liquidation amount) or Junior Stock, in each case, solely to the extent required pursuant to binding contractual agreements entered into prior to the Signing Date or any subsequent agreement for the accelerated exercise, settlement or exchange thereof for Common Stock.

When dividends are not paid (or declared and a sum sufficient for payment thereof set aside for the benefit of the holders thereof on the applicable record date) on any Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within a Dividend Period related to such Dividend Payment Date) in full upon Designated Preferred Stock and any shares of Parity Stock, all dividends declared on Designated Preferred Stock and all such Parity Stock and payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) shall be declared *pro rata* so that the respective amounts of such dividends declared shall bear the same ratio to each other as all accrued and unpaid dividends per share on the shares of Designated Preferred Stock (including, if applicable as provided in Section 3(a) above, dividends on such amount) and all Parity Stock payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) (subject to their having been declared by the Board of Directors or a duly authorized committee of the Board of Directors out of legally available funds and including, in the case of Parity Stock that bears cumulative dividends, all accrued but unpaid dividends) bear to each other. If the Board of Directors or a duly authorized committee of the Board of Directors determines not to pay any dividend or a full dividend on a Dividend Payment Date, the Issuer will provide written notice to the holders of Designated Preferred Stock prior to such Dividend Payment Date.

Subject to the foregoing, and not otherwise, such dividends (payable in cash, securities or other property) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any securities, including Common Stock and other Junior Stock, from time to time out of any funds legally available for such payment, and holders of Designated Preferred Stock shall not be entitled to participate in any such dividends.

Section 4. Liquidation Rights.

(a) Voluntary or Involuntary Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Issuer, whether voluntary or involuntary, holders of Designated Preferred Stock shall be entitled to receive for each share of Designated Preferred Stock, out of the assets of the Issuer or proceeds thereof (whether capital or surplus) available for distribution to stockholders of the Issuer, subject to the rights of any creditors of the Issuer, before any distribution of such assets or proceeds is made to or set aside for the holders of Common Stock and any other stock of the Issuer ranking junior to Designated Preferred Stock as to such distribution, payment in full in an amount equal to the sum of (i) the Liquidation Amount per share and (ii) the amount of any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount), whether or not declared, to the date of payment (such amounts collectively, the "Liquidation Preference").

(b) Partial Payment. If in any distribution described in Section 4(a) above the assets of the Issuer or proceeds thereof are not sufficient to pay in full the amounts payable with respect to all outstanding shares of Designated Preferred Stock and the corresponding amounts payable with respect of any other stock of the Issuer ranking equally with Designated Preferred Stock as

to such distribution, holders of Designated Preferred Stock and the holders of such other stock shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled.

(c) Residual Distributions. If the Liquidation Preference has been paid in full to all holders of Designated Preferred Stock and the corresponding amounts payable with respect of any other stock of the Issuer ranking equally with Designated Preferred Stock as to such distribution has been paid in full, the holders of other stock of the Issuer shall be entitled to receive all remaining assets of the Issuer (or proceeds thereof) according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 4, the merger or consolidation of the Issuer with any other corporation or other entity, including a merger or consolidation in which the holders of Designated Preferred Stock receive cash, securities or other property for their shares, or the sale, lease or exchange (for cash, securities or other property) of all or substantially all of the assets of the Issuer, shall not constitute a liquidation, dissolution or winding up of the Issuer.

Section 5. Redemption.

(a) Optional Redemption. Except as provided below, the Designated Preferred Stock may not be redeemed prior to the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date. On or after the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date, the Issuer, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, in whole or in part, at any time and from time to time, out of funds legally available therefor, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption.

Notwithstanding the foregoing, prior to the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date, the Issuer, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, in whole or in part, at any time and from time to time, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption; *provided* that (x) the Issuer (or any successor by Business Combination) has received aggregate gross proceeds of not less than the Minimum Amount (plus the “Minimum Amount” as defined in the relevant certificate of designations for each other outstanding series of preferred stock of such successor that was originally issued to the United States Department of the Treasury (the “Successor Preferred Stock”) in connection with the Troubled Asset Relief Program Capital Purchase Program) from one or more Qualified Equity Offerings (including Qualified Equity Offerings of such successor), and (y) the aggregate

redemption price of the Designated Preferred Stock (and any Successor Preferred Stock) redeemed pursuant to this paragraph may not exceed the aggregate net cash proceeds received by the Issuer (or any successor by Business Combination) from such Qualified Equity Offerings (including Qualified Equity Offerings of such successor).

The redemption price for any shares of Designated Preferred Stock shall be payable on the redemption date to the holder of such shares against surrender of the certificate(s) evidencing such shares to the Issuer or its agent. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the Dividend Record Date for a Dividend Period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such Dividend Record Date relating to the Dividend Payment Date as provided in Section 3 above.

(b) No Sinking Fund. The Designated Preferred Stock will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Designated Preferred Stock will have no right to require redemption or repurchase of any shares of Designated Preferred Stock.

(c) Notice of Redemption. Notice of every redemption of shares of Designated Preferred Stock shall be given by first class mail, postage prepaid, addressed to the holders of record of the shares to be redeemed at their respective last addresses appearing on the books of the Issuer. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Subsection shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Designated Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Designated Preferred Stock. Notwithstanding the foregoing, if shares of Designated Preferred Stock are issued in book-entry form through The Depository Trust Issuer or any other similar facility, notice of redemption may be given to the holders of Designated Preferred Stock at such time and in any manner permitted by such facility. Each notice of redemption given to a holder shall state: (1) the redemption date; (2) the number of shares of Designated Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (3) the redemption price; and (4) the place or places where certificates for such shares are to be surrendered for payment of the redemption price.

(d) Partial Redemption. In case of any redemption of part of the shares of Designated Preferred Stock at the time outstanding, the shares to be redeemed shall be selected either *pro rata* or in such other manner as the Board of Directors or a duly authorized committee thereof may determine to be fair and equitable. Subject to the provisions hereof, the Board of Directors or a duly authorized committee thereof shall have full power and authority to prescribe the terms and conditions upon which shares of Designated Preferred Stock shall be redeemed from time to time. If fewer than all the shares represented by any certificate are redeemed, a new certificate shall be issued representing the unredeemed shares without charge to the holder thereof.

(e) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption

have been deposited by the Issuer, in trust for the *pro rata* benefit of the holders of the shares called for redemption, with a bank or trust company doing business in the Borough of Manhattan, The City of New York, and having a capital and surplus of at least \$500 million and selected by the Board of Directors, so as to be and continue to be available solely therefor, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date dividends shall cease to accrue on all shares so called for redemption, all shares so called for redemption shall no longer be deemed outstanding and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company, without interest. Any funds unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released to the Issuer, after which time the holders of the shares so called for redemption shall look only to the Issuer for payment of the redemption price of such shares.

(f) Status of Redeemed Shares. Shares of Designated Preferred Stock that are redeemed, repurchased or otherwise acquired by the Issuer shall revert to authorized but unissued shares of Preferred Stock (*provided* that any such cancelled shares of Designated Preferred Stock may be reissued only as shares of any series of Preferred Stock other than Designated Preferred Stock).

Section 6. Conversion. Holders of Designated Preferred Stock shares shall have no right to exchange or convert such shares into any other securities.

Section 7. Voting Rights.

(a) General. The holders of Designated Preferred Stock shall not have any voting rights except as set forth below or as otherwise from time to time required by law.

(b) Preferred Stock Directors. Whenever, at any time or times, dividends payable on the shares of Designated Preferred Stock have not been paid for an aggregate of six quarterly Dividend Periods or more, whether or not consecutive, the authorized number of directors of the Issuer shall automatically be increased by two and the holders of the Designated Preferred Stock shall have the right, with holders of shares of any one or more other classes or series of Voting Parity Stock outstanding at the time, voting together as a class, to elect two directors (hereinafter the "Preferred Directors" and each a "Preferred Director") to fill such newly created directorships at the Issuer's next annual meeting of stockholders (or at a special meeting called for that purpose prior to such next annual meeting) and at each subsequent annual meeting of stockholders until all accrued and unpaid dividends for all past Dividend Periods, including the latest completed Dividend Period (including, if applicable as provided in Section 3(a) above, dividends on such amount), on all outstanding shares of Designated Preferred Stock have been declared and paid in full at which time such right shall terminate with respect to the Designated Preferred Stock, except as herein or by law expressly provided, subject to reversion in the event of each and every subsequent default of the character above mentioned; *provided* that it shall be a qualification for election for any Preferred Director that the election of such Preferred Director shall not cause the Issuer to violate any corporate governance requirements of any securities exchange or other trading facility on which securities of the Issuer may then be listed or traded that listed or traded companies must have a majority of independent directors. Upon any

termination of the right of the holders of shares of Designated Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with or without cause, and any vacancy created thereby may be filled, only by the affirmative vote of the holders a majority of the shares of Designated Preferred Stock at the time outstanding voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) Class Voting Rights as to Particular Matters. So long as any shares of Designated Preferred Stock are outstanding, in addition to any other vote or consent of stockholders required by law or by the Charter, the vote or consent of the holders of at least 66 2/3% of the shares of Designated Preferred Stock at the time outstanding, voting as a separate class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(i) Authorization of Senior Stock. Any amendment or alteration of the Certificate of Designations for the Designated Preferred Stock or the Charter to authorize or create or increase the authorized amount of, or any issuance of, any shares of, or any securities convertible into or exchangeable or exercisable for shares of, any class or series of capital stock of the Issuer ranking senior to Designated Preferred Stock with respect to either or both the payment of dividends and/or the distribution of assets on any liquidation, dissolution or winding up of the Issuer;

(ii) Amendment of Designated Preferred Stock. Any amendment, alteration or repeal of any provision of the Certificate of Designations for the Designated Preferred Stock or the Charter (including, unless no vote on such merger or consolidation is required by Section 7(c)(iii) below, any amendment, alteration or repeal by means of a merger, consolidation or otherwise) so as to adversely affect the rights, preferences, privileges or voting powers of the Designated Preferred Stock; or

(iii) Share Exchanges, Reclassifications, Mergers and Consolidations. Any consummation of a binding share exchange or reclassification involving the Designated Preferred Stock, or of a merger or consolidation of the Issuer with another corporation or other entity, unless in each case (x) the shares of Designated Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which the Issuer is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (y) such shares remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, and limitations and restrictions thereof, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers, and limitations and restrictions

thereof, of Designated Preferred Stock immediately prior to such consummation, taken as a whole;

provided, however, that for all purposes of this Section 7(c), any increase in the amount of the authorized Preferred Stock, including any increase in the authorized amount of Designated Preferred Stock necessary to satisfy preemptive or similar rights granted by the Issuer to other persons prior to the Signing Date, or the creation and issuance, or an increase in the authorized or issued amount, whether pursuant to preemptive or similar rights or otherwise, of any other series of Preferred Stock, or any securities convertible into or exchangeable or exercisable for any other series of Preferred Stock, ranking equally with and/or junior to Designated Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and the distribution of assets upon liquidation, dissolution or winding up of the Issuer will not be deemed to adversely affect the rights, preferences, privileges or voting powers, and shall not require the affirmative vote or consent of, the holders of outstanding shares of the Designated Preferred Stock.

(d) Changes after Provision for Redemption. No vote or consent of the holders of Designated Preferred Stock shall be required pursuant to Section 7(c) above if, at or prior to the time when any such vote or consent would otherwise be required pursuant to such Section, all outstanding shares of the Designated Preferred Stock shall have been redeemed, or shall have been called for redemption upon proper notice and sufficient funds shall have been deposited in trust for such redemption, in each case pursuant to Section 5 above.

(e) Procedures for Voting and Consents. The rules and procedures for calling and conducting any meeting of the holders of Designated Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules of the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Charter, the Bylaws, and applicable law and the rules of any national securities exchange or other trading facility on which Designated Preferred Stock is listed or traded at the time.

Section 8. Record Holders. To the fullest extent permitted by applicable law, the Issuer and the transfer agent for Designated Preferred Stock may deem and treat the record holder of any share of Designated Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Issuer nor such transfer agent shall be affected by any notice to the contrary.

Section 9. Notices. All notices or communications in respect of Designated Preferred Stock shall be sufficiently given if given in writing and delivered in person or by first class mail, postage prepaid, or if given in such other manner as may be permitted in this Certificate of Designations, in the Charter or Bylaws or by applicable law. Notwithstanding the foregoing, if shares of Designated Preferred Stock are issued in book-entry form through The Depository Trust Issuer or any similar facility, such notices may be given to the holders of Designated Preferred Stock in any manner permitted by such facility.

Section 10. No Preemptive Rights. No share of Designated Preferred Stock shall have any rights of preemption whatsoever as to any securities of the Issuer, or any warrants, rights or options issued or granted with respect thereto, regardless of how such securities, or such warrants, rights or options, may be designated, issued or granted.

Section 11. Replacement Certificates. The Issuer shall replace any mutilated certificate at the holder's expense upon surrender of that certificate to the Issuer. The Issuer shall replace certificates that become destroyed, stolen or lost at the holder's expense upon delivery to the Issuer of reasonably satisfactory evidence that the certificate has been destroyed, stolen or lost, together with any indemnity that may be reasonably required by the Issuer.

Section 12. Other Rights. The shares of Designated Preferred Stock shall not have any rights, preferences, privileges or voting powers or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or in the Charter or as provided by applicable law.

ANNEX B

**FORM OF CERTIFICATE OF DESIGNATIONS
FOR WARRANT PREFERRED STOCK**

[SEE ATTACHED]

FORM OF [CERTIFICATE OF DESIGNATIONS]
OF
FIXED RATE CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES [●]
OF
[●]

[*Insert name of Issuer*], a [corporation/bank/banking association] organized and existing under the laws of the [*Insert jurisdiction of organization*] (the “Issuer”), in accordance with the provisions of Section[s] [●] of the [*Insert applicable statute*] thereof, does hereby certify:

The board of directors of the Issuer (the “Board of Directors”) or an applicable committee of the Board of Directors, in accordance with the [[certificate of incorporation/articles of association] and bylaws] of the Issuer and applicable law, adopted the following resolution on [●] creating a series of [●] shares of Preferred Stock of the Issuer designated as “Fixed Rate Cumulative Perpetual Preferred Stock, Series [●]”.

RESOLVED, that pursuant to the provisions of the [[certificate of incorporation/articles of association] and the bylaws] of the Issuer and applicable law, a series of Preferred Stock, par value \$[●] per share, of the Issuer be and hereby is created, and that the designation and number of shares of such series, and the voting and other powers, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Part 1. Designation and Number of Shares. There is hereby created out of the authorized and unissued shares of preferred stock of the Issuer a series of preferred stock designated as the “Fixed Rate Cumulative Perpetual Preferred Stock, Series [●]” (the “Designated Preferred Stock”). The authorized number of shares of Designated Preferred Stock shall be [●].

Part 2. Standard Provisions. The Standard Provisions contained in Schedule A attached hereto are incorporated herein by reference in their entirety and shall be deemed to be a part of this [Certificate of Designations] to the same extent as if such provisions had been set forth in full herein.

Part 3. Definitions. The following terms are used in this [Certificate of Designations] (including the Standard Provisions in Schedule A hereto) as defined below:

(a) “Common Stock” means the common stock, par value \$[●] per share, of the Issuer.

(b) “Dividend Payment Date” means February 15, May 15, August 15 and November 15 of each year.

(c) “Junior Stock” means the Common Stock, *[Insert titles of any existing Junior Stock]* and any other class or series of stock of the Issuer the terms of which expressly provide that it ranks junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Issuer.

(d) “Liquidation Amount” means \$[1,000]¹ per share of Designated Preferred Stock.

(e) “Minimum Amount” means \$*[Insert \$ amount equal to 25% of the aggregate value of the Designated Preferred Stock issued on the Original Issue Date]*.

(f) “Parity Stock” means any class or series of stock of the Issuer (other than Designated Preferred Stock) the terms of which do not expressly provide that such class or series will rank senior or junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Issuer (in each case without regard to whether dividends accrue cumulatively or non-cumulatively). Without limiting the foregoing, Parity Stock shall include the Issuer’s UST Preferred Stock [and] *[Insert title(s) of any other classes or series of Parity Stock]*.

(g) “Signing Date” means *[Insert date of applicable securities purchase agreement]*.

(h) “UST Preferred Stock” means the Issuer’s Fixed Rate Cumulative Perpetual Preferred Stock, Series [●].

Part. 4. Certain Voting Matters. *[To be inserted if the Charter provides for voting in proportion to liquidation preferences:* Whether the vote or consent of the holders of a plurality, majority or other portion of the shares of Designated Preferred Stock and any Voting Parity Stock has been cast or given on any matter on which the holders of shares of Designated Preferred Stock are entitled to vote shall be determined by the Issuer by reference to the specified liquidation amount of the shares voted or covered by the consent as if the Issuer were liquidated on the record date for such vote or consent, if any, or, in the absence of a record date, on the date for such vote or consent. For purposes of determining the voting rights of the holders of Designated Preferred Stock under Section 7 of the Standard Provisions forming part of this [Certificate of Designations], each holder will be entitled to one vote for each \$1,000 of liquidation preference to which such holder’s shares are entitled.] *[To be inserted if the Charter does not provide for voting in proportion to liquidation preferences:* Holders of shares of Designated Preferred Stock will be entitled to one vote for each such share on any matter on which holders of Designated Preferred Stock are entitled to vote, including any action by written consent.]

[Remainder of Page Intentionally Left Blank]

¹ If Issuer desires to issue shares with a higher dollar amount liquidation preference, liquidation preference references will be modified accordingly. In such case (in accordance with Section 4.6 of the Securities Purchase Agreement), the issuer will be required to enter into a deposit agreement.

IN WITNESS WHEREOF, *[Insert name of Issuer]* has caused this [Certificate of Designations] to be signed by [●], its [●], this [●] day of [●].

[Insert name of Issuer]

By: _____
Name:
Title:

STANDARD PROVISIONS

Section 1. General Matters. Each share of Designated Preferred Stock shall be identical in all respects to every other share of Designated Preferred Stock. The Designated Preferred Stock shall be perpetual, subject to the provisions of Section 5 of these Standard Provisions that form a part of the Certificate of Designations. The Designated Preferred Stock shall rank equally with Parity Stock and shall rank senior to Junior Stock with respect to the payment of dividends and the distribution of assets in the event of any dissolution, liquidation or winding up of the Issuer.

Section 2. Standard Definitions. As used herein with respect to Designated Preferred Stock:

(a) “Appropriate Federal Banking Agency” means the “appropriate Federal banking agency” with respect to the Issuer as defined in Section 3(q) of the Federal Deposit Insurance Act (12 U.S.C. Section 1813(q)), or any successor provision.

(b) “Business Combination” means a merger, consolidation, statutory share exchange or similar transaction that requires the approval of the Issuer’s stockholders.

(c) “Business Day” means any day except Saturday, Sunday and any day on which banking institutions in the State of New York generally are authorized or required by law or other governmental actions to close.

(d) “Bylaws” means the bylaws of the Issuer, as they may be amended from time to time.

(e) “Certificate of Designations” means the Certificate of Designations or comparable instrument relating to the Designated Preferred Stock, of which these Standard Provisions form a part, as it may be amended from time to time.

(f) “Charter” means the Issuer’s certificate or articles of incorporation, articles of association, or similar organizational document.

(g) “Dividend Period” has the meaning set forth in Section 3(a).

(h) “Dividend Record Date” has the meaning set forth in Section 3(a).

(i) “Liquidation Preference” has the meaning set forth in Section 4(a).

(j) “Original Issue Date” means the date on which shares of Designated Preferred Stock are first issued.

(k) “Preferred Director” has the meaning set forth in Section 7(b).

(l) “Preferred Stock” means any and all series of preferred stock of the Issuer, including the Designated Preferred Stock.

(m) “Qualified Equity Offering” means the sale and issuance for cash by the Issuer to persons other than the Issuer or any of its subsidiaries after the Original Issue Date of shares of perpetual Preferred Stock, Common Stock or any combination of such stock, that, in each case, qualify as and may be included in Tier 1 capital of the Issuer at the time of issuance under the applicable risk-based capital guidelines of the Issuer’s Appropriate Federal Banking Agency (other than any such sales and issuances made pursuant to agreements or arrangements entered into, or pursuant to financing plans which were publicly announced, on or prior to November 17, 2008).

(n) “Standard Provisions” mean these Standard Provisions that form a part of the Certificate of Designations relating to the Designated Preferred Stock.

(o) “Successor Preferred Stock” has the meaning set forth in Section 5(a).

(p) “Voting Parity Stock” means, with regard to any matter as to which the holders of Designated Preferred Stock are entitled to vote as specified in Sections 7(a) and 7(b) of these Standard Provisions that form a part of the Certificate of Designations, any and all series of Parity Stock upon which like voting rights have been conferred and are exercisable with respect to such matter.

Section 3. Dividends.

(a) Rate. Holders of Designated Preferred Stock shall be entitled to receive, on each share of Designated Preferred Stock if, as and when declared by the Board of Directors or any duly authorized committee of the Board of Directors, but only out of assets legally available therefor, cumulative cash dividends with respect to each Dividend Period (as defined below) at a per annum rate of 9.0% on (i) the Liquidation Amount per share of Designated Preferred Stock and (ii) the amount of accrued and unpaid dividends for any prior Dividend Period on such share of Designated Preferred Stock, if any. Such dividends shall begin to accrue and be cumulative from the Original Issue Date, shall compound on each subsequent Dividend Payment Date (*i.e.*, no dividends shall accrue on other dividends unless and until the first Dividend Payment Date for such other dividends has passed without such other dividends having been paid on such date) and shall be payable quarterly in arrears on each Dividend Payment Date, commencing with the first such Dividend Payment Date to occur at least 20 calendar days after the Original Issue Date. In the event that any Dividend Payment Date would otherwise fall on a day that is not a Business Day, the dividend payment due on that date will be postponed to the next day that is a Business Day and no additional dividends will accrue as a result of that postponement. The period from and including any Dividend Payment Date to, but excluding, the next Dividend Payment Date is a “Dividend Period”, provided that the initial Dividend Period shall be the period from and including the Original Issue Date to, but excluding, the next Dividend Payment Date.

Dividends that are payable on Designated Preferred Stock in respect of any Dividend Period shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The amount of dividends payable on Designated Preferred Stock on any date prior to the end of a

Dividend Period, and for the initial Dividend Period, shall be computed on the basis of a 360-day year consisting of twelve 30-day months, and actual days elapsed over a 30-day month.

Dividends that are payable on Designated Preferred Stock on any Dividend Payment Date will be payable to holders of record of Designated Preferred Stock as they appear on the stock register of the Issuer on the applicable record date, which shall be the 15th calendar day immediately preceding such Dividend Payment Date or such other record date fixed by the Board of Directors or any duly authorized committee of the Board of Directors that is not more than 60 nor less than 10 days prior to such Dividend Payment Date (each, a “Dividend Record Date”). Any such day that is a Dividend Record Date shall be a Dividend Record Date whether or not such day is a Business Day.

Holders of Designated Preferred Stock shall not be entitled to any dividends, whether payable in cash, securities or other property, other than dividends (if any) declared and payable on Designated Preferred Stock as specified in this Section 3 (subject to the other provisions of the Certificate of Designations).

(b) Priority of Dividends. So long as any share of Designated Preferred Stock remains outstanding, no dividend or distribution shall be declared or paid on the Common Stock or any other shares of Junior Stock (other than dividends payable solely in shares of Common Stock) or Parity Stock, subject to the immediately following paragraph in the case of Parity Stock, and no Common Stock, Junior Stock or Parity Stock shall be, directly or indirectly, purchased, redeemed or otherwise acquired for consideration by the Issuer or any of its subsidiaries unless all accrued and unpaid dividends for all past Dividend Periods, including the latest completed Dividend Period (including, if applicable as provided in Section 3(a) above, dividends on such amount), on all outstanding shares of Designated Preferred Stock have been or are contemporaneously declared and paid in full (or have been declared and a sum sufficient for the payment thereof has been set aside for the benefit of the holders of shares of Designated Preferred Stock on the applicable record date). The foregoing limitation shall not apply to (i) redemptions, purchases or other acquisitions of shares of Common Stock or other Junior Stock in connection with the administration of any employee benefit plan in the ordinary course of business and consistent with past practice; (ii) the acquisition by the Issuer or any of its subsidiaries of record ownership in Junior Stock or Parity Stock for the beneficial ownership of any other persons (other than the Issuer or any of its subsidiaries), including as trustees or custodians; and (iii) the exchange or conversion of Junior Stock for or into other Junior Stock or of Parity Stock for or into other Parity Stock (with the same or lesser aggregate liquidation amount) or Junior Stock, in each case, solely to the extent required pursuant to binding contractual agreements entered into prior to the Signing Date or any subsequent agreement for the accelerated exercise, settlement or exchange thereof for Common Stock.

When dividends are not paid (or declared and a sum sufficient for payment thereof set aside for the benefit of the holders thereof on the applicable record date) on any Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within a Dividend Period related to such Dividend Payment Date) in full upon Designated Preferred Stock and any shares of Parity Stock, all dividends declared on Designated Preferred Stock and all such Parity Stock and payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend

payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) shall be declared *pro rata* so that the respective amounts of such dividends declared shall bear the same ratio to each other as all accrued and unpaid dividends per share on the shares of Designated Preferred Stock (including, if applicable as provided in Section 3(a) above, dividends on such amount) and all Parity Stock payable on such Dividend Payment Date (or, in the case of Parity Stock having dividend payment dates different from the Dividend Payment Dates, on a dividend payment date falling within the Dividend Period related to such Dividend Payment Date) (subject to their having been declared by the Board of Directors or a duly authorized committee of the Board of Directors out of legally available funds and including, in the case of Parity Stock that bears cumulative dividends, all accrued but unpaid dividends) bear to each other. If the Board of Directors or a duly authorized committee of the Board of Directors determines not to pay any dividend or a full dividend on a Dividend Payment Date, the Issuer will provide written notice to the holders of Designated Preferred Stock prior to such Dividend Payment Date.

Subject to the foregoing, and not otherwise, such dividends (payable in cash, securities or other property) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any securities, including Common Stock and other Junior Stock, from time to time out of any funds legally available for such payment, and holders of Designated Preferred Stock shall not be entitled to participate in any such dividends.

Section 4. Liquidation Rights.

(a) Voluntary or Involuntary Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Issuer, whether voluntary or involuntary, holders of Designated Preferred Stock shall be entitled to receive for each share of Designated Preferred Stock, out of the assets of the Issuer or proceeds thereof (whether capital or surplus) available for distribution to stockholders of the Issuer, subject to the rights of any creditors of the Issuer, before any distribution of such assets or proceeds is made to or set aside for the holders of Common Stock and any other stock of the Issuer ranking junior to Designated Preferred Stock as to such distribution, payment in full in an amount equal to the sum of (i) the Liquidation Amount per share and (ii) the amount of any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount), whether or not declared, to the date of payment (such amounts collectively, the “Liquidation Preference”).

(b) Partial Payment. If in any distribution described in Section 4(a) above the assets of the Issuer or proceeds thereof are not sufficient to pay in full the amounts payable with respect to all outstanding shares of Designated Preferred Stock and the corresponding amounts payable with respect of any other stock of the Issuer ranking equally with Designated Preferred Stock as to such distribution, holders of Designated Preferred Stock and the holders of such other stock shall share ratably in any such distribution in proportion to the full respective distributions to which they are entitled.

(c) Residual Distributions. If the Liquidation Preference has been paid in full to all holders of Designated Preferred Stock and the corresponding amounts payable with respect of any other stock of the Issuer ranking equally with Designated Preferred Stock as to such

distribution has been paid in full, the holders of other stock of the Issuer shall be entitled to receive all remaining assets of the Issuer (or proceeds thereof) according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 4, the merger or consolidation of the Issuer with any other corporation or other entity, including a merger or consolidation in which the holders of Designated Preferred Stock receive cash, securities or other property for their shares, or the sale, lease or exchange (for cash, securities or other property) of all or substantially all of the assets of the Issuer, shall not constitute a liquidation, dissolution or winding up of the Issuer.

Section 5. Redemption.

(a) Optional Redemption. Except as provided below, the Designated Preferred Stock may not be redeemed prior to the later of (i) first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date; and (ii) the date on which all outstanding shares of UST Preferred Stock have been redeemed, repurchased or otherwise acquired by the Issuer. On or after the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date, the Issuer, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, in whole or in part, at any time and from time to time, out of funds legally available therefor, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption.

Notwithstanding the foregoing, prior to the first Dividend Payment Date falling on or after the third anniversary of the Original Issue Date, the Issuer, at its option, subject to the approval of the Appropriate Federal Banking Agency and subject to the requirement that all outstanding shares of UST Preferred Stock shall previously have been redeemed, repurchased or otherwise acquired by the Issuer, may redeem, in whole or in part, at any time and from time to time, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption; *provided* that (x) the Issuer (or any successor by Business Combination) has received aggregate gross proceeds of not less than the Minimum Amount (plus the “Minimum Amount” as defined in the relevant certificate of designations for each other outstanding series of preferred stock of such successor that was originally issued to the United States Department of the Treasury (the “Successor Preferred Stock”) in connection with the Troubled Asset Relief Program Capital Purchase Program) from one or more Qualified Equity Offerings (including Qualified Equity Offerings of such successor), and (y) the aggregate redemption price of the Designated Preferred Stock (and any Successor Preferred Stock) redeemed pursuant to this paragraph may not exceed the aggregate net cash proceeds received by the Issuer (or any

successor by Business Combination) from such Qualified Equity Offerings (including Qualified Equity Offerings of such successor).

The redemption price for any shares of Designated Preferred Stock shall be payable on the redemption date to the holder of such shares against surrender of the certificate(s) evidencing such shares to the Issuer or its agent. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the Dividend Record Date for a Dividend Period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such Dividend Record Date relating to the Dividend Payment Date as provided in Section 3 above.

(b) No Sinking Fund. The Designated Preferred Stock will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Designated Preferred Stock will have no right to require redemption or repurchase of any shares of Designated Preferred Stock.

(c) Notice of Redemption. Notice of every redemption of shares of Designated Preferred Stock shall be given by first class mail, postage prepaid, addressed to the holders of record of the shares to be redeemed at their respective last addresses appearing on the books of the Issuer. Such mailing shall be at least 30 days and not more than 60 days before the date fixed for redemption. Any notice mailed as provided in this Subsection shall be conclusively presumed to have been duly given, whether or not the holder receives such notice, but failure duly to give such notice by mail, or any defect in such notice or in the mailing thereof, to any holder of shares of Designated Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Designated Preferred Stock. Notwithstanding the foregoing, if shares of Designated Preferred Stock are issued in book-entry form through The Depository Trust Issuer or any other similar facility, notice of redemption may be given to the holders of Designated Preferred Stock at such time and in any manner permitted by such facility. Each notice of redemption given to a holder shall state: (1) the redemption date; (2) the number of shares of Designated Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (3) the redemption price; and (4) the place or places where certificates for such shares are to be surrendered for payment of the redemption price.

(d) Partial Redemption. In case of any redemption of part of the shares of Designated Preferred Stock at the time outstanding, the shares to be redeemed shall be selected either *pro rata* or in such other manner as the Board of Directors or a duly authorized committee thereof may determine to be fair and equitable. Subject to the provisions hereof, the Board of Directors or a duly authorized committee thereof shall have full power and authority to prescribe the terms and conditions upon which shares of Designated Preferred Stock shall be redeemed from time to time. If fewer than all the shares represented by any certificate are redeemed, a new certificate shall be issued representing the unredeemed shares without charge to the holder thereof.

(e) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been deposited by the Issuer, in trust for the *pro rata* benefit of the holders of the shares called for redemption, with a bank or trust company doing business in the Borough of

Manhattan, The City of New York, and having a capital and surplus of at least \$500 million and selected by the Board of Directors, so as to be and continue to be available solely therefor, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date dividends shall cease to accrue on all shares so called for redemption, all shares so called for redemption shall no longer be deemed outstanding and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from such bank or trust company, without interest. Any funds unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released to the Issuer, after which time the holders of the shares so called for redemption shall look only to the Issuer for payment of the redemption price of such shares.

(f) Status of Redeemed Shares. Shares of Designated Preferred Stock that are redeemed, repurchased or otherwise acquired by the Issuer shall revert to authorized but unissued shares of Preferred Stock (*provided* that any such cancelled shares of Designated Preferred Stock may be reissued only as shares of any series of Preferred Stock other than Designated Preferred Stock).

Section 6. Conversion. Holders of Designated Preferred Stock shares shall have no right to exchange or convert such shares into any other securities.

Section 7. Voting Rights.

(a) General. The holders of Designated Preferred Stock shall not have any voting rights except as set forth below or as otherwise from time to time required by law.

(b) Preferred Stock Directors. Whenever, at any time or times, dividends payable on the shares of Designated Preferred Stock have not been paid for an aggregate of six quarterly Dividend Periods or more, whether or not consecutive, the authorized number of directors of the Issuer shall automatically be increased by two and the holders of the Designated Preferred Stock shall have the right, with holders of shares of any one or more other classes or series of Voting Parity Stock outstanding at the time, voting together as a class, to elect two directors (hereinafter the "Preferred Directors" and each a "Preferred Director") to fill such newly created directorships at the Issuer's next annual meeting of stockholders (or at a special meeting called for that purpose prior to such next annual meeting) and at each subsequent annual meeting of stockholders until all accrued and unpaid dividends for all past Dividend Periods, including the latest completed Dividend Period (including, if applicable as provided in Section 3(a) above, dividends on such amount), on all outstanding shares of Designated Preferred Stock have been declared and paid in full at which time such right shall terminate with respect to the Designated Preferred Stock, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character above mentioned; *provided* that it shall be a qualification for election for any Preferred Director that the election of such Preferred Director shall not cause the Issuer to violate any corporate governance requirements of any securities exchange or other trading facility on which securities of the Issuer may then be listed or traded that listed or traded companies must have a majority of independent directors. Upon any termination of the right of the holders of shares of Designated Preferred Stock and Voting Parity Stock as a class to vote for directors as provided above, the Preferred Directors shall cease to be

qualified as directors, the term of office of all Preferred Directors then in office shall terminate immediately and the authorized number of directors shall be reduced by the number of Preferred Directors elected pursuant hereto. Any Preferred Director may be removed at any time, with or without cause, and any vacancy created thereby may be filled, only by the affirmative vote of the holders a majority of the shares of Designated Preferred Stock at the time outstanding voting separately as a class together with the holders of shares of Voting Parity Stock, to the extent the voting rights of such holders described above are then exercisable. If the office of any Preferred Director becomes vacant for any reason other than removal from office as aforesaid, the remaining Preferred Director may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

(c) Class Voting Rights as to Particular Matters. So long as any shares of Designated Preferred Stock are outstanding, in addition to any other vote or consent of stockholders required by law or by the Charter, the vote or consent of the holders of at least 66 2/3% of the shares of Designated Preferred Stock at the time outstanding, voting as a separate class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(i) Authorization of Senior Stock. Any amendment or alteration of the Certificate of Designations for the Designated Preferred Stock or the Charter to authorize or create or increase the authorized amount of, or any issuance of, any shares of, or any securities convertible into or exchangeable or exercisable for shares of, any class or series of capital stock of the Issuer ranking senior to Designated Preferred Stock with respect to either or both the payment of dividends and/or the distribution of assets on any liquidation, dissolution or winding up of the Issuer;

(ii) Amendment of Designated Preferred Stock. Any amendment, alteration or repeal of any provision of the Certificate of Designations for the Designated Preferred Stock or the Charter (including, unless no vote on such merger or consolidation is required by Section 7(c)(iii) below, any amendment, alteration or repeal by means of a merger, consolidation or otherwise) so as to adversely affect the rights, preferences, privileges or voting powers of the Designated Preferred Stock; or

(iii) Share Exchanges, Reclassifications, Mergers and Consolidations. Any consummation of a binding share exchange or reclassification involving the Designated Preferred Stock, or of a merger or consolidation of the Issuer with another corporation or other entity, unless in each case (x) the shares of Designated Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which the Issuer is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (y) such shares remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, and limitations and restrictions thereof, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers, and limitations and restrictions thereof, of Designated Preferred Stock immediately prior to such consummation, taken as a whole;

provided, however, that for all purposes of this Section 7(c), any increase in the amount of the authorized Preferred Stock, including any increase in the authorized amount of Designated Preferred Stock necessary to satisfy preemptive or similar rights granted by the Issuer to other persons prior to the Signing Date, or the creation and issuance, or an increase in the authorized or issued amount, whether pursuant to preemptive or similar rights or otherwise, of any other series of Preferred Stock, or any securities convertible into or exchangeable or exercisable for any other series of Preferred Stock, ranking equally with and/or junior to Designated Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and the distribution of assets upon liquidation, dissolution or winding up of the Issuer will not be deemed to adversely affect the rights, preferences, privileges or voting powers, and shall not require the affirmative vote or consent of, the holders of outstanding shares of the Designated Preferred Stock.

(d) Changes after Provision for Redemption. No vote or consent of the holders of Designated Preferred Stock shall be required pursuant to Section 7(c) above if, at or prior to the time when any such vote or consent would otherwise be required pursuant to such Section, all outstanding shares of the Designated Preferred Stock shall have been redeemed, or shall have been called for redemption upon proper notice and sufficient funds shall have been deposited in trust for such redemption, in each case pursuant to Section 5 above.

(e) Procedures for Voting and Consents. The rules and procedures for calling and conducting any meeting of the holders of Designated Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules of the Board of Directors or any duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Charter, the Bylaws, and applicable law and the rules of any national securities exchange or other trading facility on which Designated Preferred Stock is listed or traded at the time.

Section 8. Record Holders. To the fullest extent permitted by applicable law, the Issuer and the transfer agent for Designated Preferred Stock may deem and treat the record holder of any share of Designated Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Issuer nor such transfer agent shall be affected by any notice to the contrary.

Section 9. Notices. All notices or communications in respect of Designated Preferred Stock shall be sufficiently given if given in writing and delivered in person or by first class mail, postage prepaid, or if given in such other manner as may be permitted in this Certificate of Designations, in the Charter or Bylaws or by applicable law. Notwithstanding the foregoing, if shares of Designated Preferred Stock are issued in book-entry form through The Depository Trust Issuer or any similar facility, such notices may be given to the holders of Designated Preferred Stock in any manner permitted by such facility.

Section 10. No Preemptive Rights. No share of Designated Preferred Stock shall have any rights of preemption whatsoever as to any securities of the Issuer, or any warrants, rights or options issued or granted with respect thereto, regardless of how such securities, or such warrants, rights or options, may be designated, issued or granted.

Section 11. Replacement Certificates. The Issuer shall replace any mutilated certificate at the holder's expense upon surrender of that certificate to the Issuer. The Issuer shall replace certificates that become destroyed, stolen or lost at the holder's expense upon delivery to the Issuer of reasonably satisfactory evidence that the certificate has been destroyed, stolen or lost, together with any indemnity that may be reasonably required by the Issuer.

Section 12. Other Rights. The shares of Designated Preferred Stock shall not have any rights, preferences, privileges or voting powers or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or in the Charter or as provided by applicable law.

FORM OF WAIVER

In consideration for the benefits I will receive as a result of my employer's participation in the United States Department of the Treasury's TARP Capital Purchase Program, I hereby voluntarily waive any claim against the United States or my employer for any changes to my compensation or benefits that are required to comply with the regulation issued by the Department of the Treasury as published in the Federal Register on October 20, 2008.

I acknowledge that this regulation may require modification of the compensation, bonus, incentive and other benefit plans, arrangements, policies and agreements (including so-called "golden parachute" agreements) that I have with my employer or in which I participate as they relate to the period the United States holds any equity or debt securities of my employer acquired through the TARP Capital Purchase Program.

This waiver includes all claims I may have under the laws of the United States or any state related to the requirements imposed by the aforementioned regulation, including without limitation a claim for any compensation or other payments I would otherwise receive, any challenge to the process by which this regulation was adopted and any tort or constitutional claim about the effect of these regulations on my employment relationship.

FORM OF OPINION

(a) The Company has been duly incorporated and is validly existing as a corporation in good standing under the laws of the state of its incorporation.

(b) The Preferred Shares have been duly and validly authorized, and, when issued and delivered pursuant to the Agreement, the Preferred Shares will be duly and validly issued and fully paid and non-assessable, will not be issued in violation of any preemptive rights, and will rank *pari passu* with or senior to all other series or classes of Preferred Stock issued on the Closing Date with respect to the payment of dividends and the distribution of assets in the event of any dissolution, liquidation or winding up of the Company.

(c) The Warrant has been duly authorized and, when executed and delivered as contemplated by the Agreement, will constitute a valid and legally binding obligation of the Company enforceable against the Company in accordance with its terms, except as the same may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors' rights generally and general equitable principles, regardless of whether such enforceability is considered in a proceeding at law or in equity.

(d) The shares of Warrant Preferred Stock issuable upon exercise of the Warrant have been duly authorized and reserved for issuance upon exercise of the Warrant and when so issued in accordance with the terms of the Warrant will be validly issued, fully paid and non-assessable, and will rank *pari passu* with or senior to all other series or classes of Preferred Stock, whether or not issued or outstanding, with respect to the payment of dividends and the distribution of assets in the event of any dissolution, liquidation or winding up of the Company.

(e) The Company has the corporate power and authority to execute and deliver the Agreement and the Warrant and to carry out its obligations thereunder (which includes the issuance of the Preferred Shares, Warrant and Warrant Shares).

(f) The execution, delivery and performance by the Company of the Agreement and the Warrant and the consummation of the transactions contemplated thereby have been duly authorized by all necessary corporate action on the part of the Company and its stockholders, and no further approval or authorization is required on the part of the Company.

(g) The Agreement is a valid and binding obligation of the Company enforceable against the Company in accordance with its terms, except as the same may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the enforcement of creditors' rights generally and general equitable principles, regardless of whether such enforceability is considered in a proceeding at law or in equity; *provided, however*, such counsel need express no opinion with respect to Section 4.5(h) or the severability provisions of the Agreement insofar as Section 4.5(h) is concerned.

ANNEX E

FORM OF WARRANT

[SEE ATTACHED]

FORM OF WARRANT TO PURCHASE PREFERRED STOCK

THE SECURITIES REPRESENTED BY THIS INSTRUMENT HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATE AND MAY NOT BE TRANSFERRED, SOLD OR OTHERWISE DISPOSED OF EXCEPT WHILE A REGISTRATION STATEMENT RELATING THERETO IS IN EFFECT UNDER SUCH ACT AND APPLICABLE STATE SECURITIES LAWS OR PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER SUCH ACT OR SUCH LAWS. THIS INSTRUMENT IS ISSUED SUBJECT TO THE RESTRICTIONS ON TRANSFER AND OTHER PROVISIONS OF A SECURITIES PURCHASE AGREEMENT BETWEEN THE ISSUER OF THESE SECURITIES AND THE INVESTOR REFERRED TO THEREIN, A COPY OF WHICH IS ON FILE WITH THE ISSUER. THE SECURITIES REPRESENTED BY THIS INSTRUMENT MAY NOT BE SOLD OR OTHERWISE TRANSFERRED EXCEPT IN COMPLIANCE WITH SAID AGREEMENT. ANY SALE OR OTHER TRANSFER NOT IN COMPLIANCE WITH SAID AGREEMENT WILL BE VOID.

**WARRANT
to purchase**

Shares of Preferred Stock

of _____

Issue Date: _____

1. **Definitions.** Unless the context otherwise requires, when used herein the following terms shall have the meanings indicated.

“*Board of Directors*” means the board of directors of the Company, including any duly authorized committee thereof.

“*business day*” means any day except Saturday, Sunday and any day on which banking institutions in the State of New York generally are authorized or required by law or other governmental actions to close.

“*Charter*” means, with respect to any Person, its certificate or articles of incorporation, articles of association, or similar organizational document.

“*Company*” means the Person whose name, corporate or other organizational form and jurisdiction of organization is set forth in Item 1 of Schedule A hereto.

“*Exchange Act*” means the Securities Exchange Act of 1934, as amended, or any successor statute, and the rules and regulations promulgated thereunder.

“*Exercise Price*” means the amount set forth in Item 2 of Schedule A hereto.

“*Expiration Time*” has the meaning set forth in Section 3.

“*Issue Date*” means the date set forth in Item 3 of Schedule A hereto.

“*Liquidation Amount*” means the amount set forth in Item 4 of Schedule A hereto.

“*Original Warrantholder*” means the United States Department of the Treasury. Any actions specified to be taken by the Original Warrantholder hereunder may only be taken by such Person and not by any other Warrantholder.

“*Person*” has the meaning given to it in Section 3(a)(9) of the Exchange Act and as used in Sections 13(d)(3) and 14(d)(2) of the Exchange Act.

“*Preferred Stock*” means the series of perpetual preferred stock set forth in Item 5 of Schedule A hereto.

“*Purchase Agreement*” means the Securities Purchase Agreement – Standard Terms incorporated into the Letter Agreement, dated as of the date set forth in Item 6 of Schedule A hereto, as amended from time to time, between the Company and the United States Department of the Treasury (the “*Letter Agreement*”), including all annexes and schedules thereto.

“*Regulatory Approvals*” with respect to the Warrantholder, means, to the extent applicable and required to permit the Warrantholder to exercise this Warrant for shares of Preferred Stock and to own such Preferred Stock without the Warrantholder being in violation of applicable law, rule or regulation, the receipt of any necessary approvals and authorizations of, filings and registrations with, notifications to, or expiration or termination of any applicable waiting period under, the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations thereunder.

“*SEC*” means the U.S. Securities and Exchange Commission.

“*Securities Act*” means the Securities Act of 1933, as amended, or any successor statute, and the rules and regulations promulgated thereunder.

“*Shares*” has the meaning set forth in Section 2.

“*Warrantholder*” has the meaning set forth in Section 2.

“*Warrant*” means this Warrant, issued pursuant to the Purchase Agreement.

2. Number of Shares; Exercise Price. This certifies that, for value received, the United States Department of the Treasury or its permitted assigns (the “*Warrantholder*”) is entitled, upon the terms and subject to the conditions hereinafter set forth, to acquire from the

Company, in whole or in part, after the receipt of all applicable Regulatory Approvals, if any, up to an aggregate of the number of fully paid and nonassessable shares of Preferred Stock set forth in Item 7 of Schedule A hereto (the “*Shares*”), at a purchase price per share of Preferred Stock equal to the Exercise Price.

3. Exercise of Warrant; Term. Subject to Section 2, to the extent permitted by applicable laws and regulations, the right to purchase the Shares represented by this Warrant is exercisable, in whole or in part by the Warrantholder, at any time or from time to time after the execution and delivery of this Warrant by the Company on the date hereof, but in no event later than 5:00 p.m., New York City time on the tenth anniversary of the Issue Date (the “*Expiration Time*”), by (A) the surrender of this Warrant and Notice of Exercise annexed hereto, duly completed and executed on behalf of the Warrantholder, at the principal executive office of the Company located at the address set forth in Item 8 of Schedule A hereto (or such other office or agency of the Company in the United States as it may designate by notice in writing to the Warrantholder at the address of the Warrantholder appearing on the books of the Company), and (B) payment of the Exercise Price for the Shares thereby purchased, by having the Company withhold, from the shares of Preferred Stock that would otherwise be delivered to the Warrantholder upon such exercise, shares of Preferred Stock issuable upon exercise of the Warrant with an aggregate Liquidation Amount equal in value to the aggregate Exercise Price as to which this Warrant is so exercised.

If the Warrantholder does not exercise this Warrant in its entirety, the Warrantholder will be entitled to receive from the Company within a reasonable time, and in any event not exceeding three business days, a new warrant in substantially identical form for the purchase of that number of Shares equal to the difference between the number of Shares subject to this Warrant and the number of Shares as to which this Warrant is so exercised. Notwithstanding anything in this Warrant to the contrary, the Warrantholder hereby acknowledges and agrees that its exercise of this Warrant for Shares is subject to the condition that the Warrantholder will have first received any applicable Regulatory Approvals.

4. Issuance of Shares; Authorization. Certificates for Shares issued upon exercise of this Warrant will be issued in such name or names as the Warrantholder may designate and will be delivered to such named Person or Persons within a reasonable time, not to exceed three business days after the date on which this Warrant has been duly exercised in accordance with the terms of this Warrant. The Company hereby represents and warrants that any Shares issued upon the exercise of this Warrant in accordance with the provisions of Section 3 will be duly and validly authorized and issued, fully paid and nonassessable and free from all taxes, liens and charges (other than liens or charges created by the Warrantholder, income and franchise taxes incurred in connection with the exercise of the Warrant or taxes in respect of any transfer occurring contemporaneously therewith). The Company agrees that the Shares so issued will be deemed to have been issued to the Warrantholder as of the close of business on the date on which this Warrant and payment of the Exercise Price are delivered to the Company in accordance with the terms of this Warrant, notwithstanding that the stock transfer books of the Company may then be closed or certificates representing such Shares may not be actually delivered on such date. The Company will at all times reserve and keep available, out of its authorized but unissued preferred stock, solely for the purpose of providing for the exercise of this Warrant, the aggregate number of shares of Preferred Stock then issuable upon exercise of this Warrant at any

time. The Company will use reasonable best efforts to ensure that the Shares may be issued without violation of any applicable law or regulation or of any requirement of any securities exchange on which the Shares are listed or traded.

5. No Rights as Stockholders; Transfer Books. This Warrant does not entitle the Warrantholder to any voting rights or other rights as a stockholder of the Company prior to the date of exercise hereof. The Company will at no time close its transfer books against transfer of this Warrant in any manner which interferes with the timely exercise of this Warrant.

6. Charges, Taxes and Expenses. Issuance of certificates for Shares to the Warrantholder upon the exercise of this Warrant shall be made without charge to the Warrantholder for any issue or transfer tax or other incidental expense in respect of the issuance of such certificates, all of which taxes and expenses shall be paid by the Company.

7. Transfer/Assignment.

(A) Subject to compliance with clause (B) of this Section 7, this Warrant and all rights hereunder are transferable, in whole or in part, upon the books of the Company by the registered holder hereof in person or by duly authorized attorney, and a new warrant shall be made and delivered by the Company, of the same tenor and date as this Warrant but registered in the name of one or more transferees, upon surrender of this Warrant, duly endorsed, to the office or agency of the Company described in Section 3. All expenses (other than stock transfer taxes) and other charges payable in connection with the preparation, execution and delivery of the new warrants pursuant to this Section 7 shall be paid by the Company.

(B) The transfer of the Warrant and the Shares issued upon exercise of the Warrant are subject to the restrictions set forth in Section 4.4 of the Purchase Agreement. If and for so long as required by the Purchase Agreement, this Warrant shall contain the legends as set forth in Section 4.2(a) of the Purchase Agreement.

8. Exchange and Registry of Warrant. This Warrant is exchangeable, upon the surrender hereof by the Warrantholder to the Company, for a new warrant or warrants of like tenor and representing the right to purchase the same aggregate number of Shares. The Company shall maintain a registry showing the name and address of the Warrantholder as the registered holder of this Warrant. This Warrant may be surrendered for exchange or exercise in accordance with its terms, at the office of the Company, and the Company shall be entitled to rely in all respects, prior to written notice to the contrary, upon such registry.

9. Loss, Theft, Destruction or Mutilation of Warrant. Upon receipt by the Company of evidence reasonably satisfactory to it of the loss, theft, destruction or mutilation of this Warrant, and in the case of any such loss, theft or destruction, upon receipt of a bond, indemnity or security reasonably satisfactory to the Company, or, in the case of any such mutilation, upon surrender and cancellation of this Warrant, the Company shall make and deliver, in lieu of such lost, stolen, destroyed or mutilated Warrant, a new Warrant of like tenor and representing the right to purchase the same aggregate number of Shares as provided for in such lost, stolen, destroyed or mutilated Warrant.

10. Saturdays, Sundays, Holidays, etc. If the last or appointed day for the taking of any action or the expiration of any right required or granted herein shall not be a business day, then such action may be taken or such right may be exercised on the next succeeding day that is a business day.

11. Rule 144 Information. The Company covenants that it will use its reasonable best efforts to timely file all reports and other documents required to be filed by it under the Securities Act and the Exchange Act and the rules and regulations promulgated by the SEC thereunder (or, if the Company is not required to file such reports, it will, upon the request of any Warrantholder, make publicly available such information as necessary to permit sales pursuant to Rule 144 under the Securities Act), and it will use reasonable best efforts to take such further action as any Warrantholder may reasonably request, in each case to the extent required from time to time to enable such holder to, if permitted by the terms of this Warrant and the Purchase Agreement, sell this Warrant without registration under the Securities Act within the limitation of the exemptions provided by (A) Rule 144 under the Securities Act, as such rule may be amended from time to time, or (B) any successor rule or regulation hereafter adopted by the SEC. Upon the written request of any Warrantholder, the Company will deliver to such Warrantholder a written statement that it has complied with such requirements.

12. Adjustments and Other Rights. For so long as the Original Warrantholder holds this Warrant or any portion thereof, if any event occurs that, in the good faith judgment of the Board of Directors of the Company, would require adjustment of the Exercise Price or number of Shares into which this Warrant is exercisable in order to fairly and adequately protect the purchase rights of the Warrants in accordance with the essential intent and principles of the Purchase Agreement and this Warrant, then the Board of Directors shall make such adjustments in the application of such provisions, in accordance with such essential intent and principles, as shall be reasonably necessary, in the good faith opinion of the Board of Directors, to protect such purchase rights as aforesaid.

Whenever the Exercise Price or the number of Shares into which this Warrant is exercisable shall be adjusted as provided in this Section 12, the Company shall forthwith file at the principal office of the Company a statement showing in reasonable detail the facts requiring such adjustment and the Exercise Price that shall be in effect and the number of Shares into which this Warrant shall be exercisable after such adjustment, and the Company shall also cause a copy of such statement to be sent by mail, first class postage prepaid, to each Warrantholder at the address appearing in the Company's records.

13. No Impairment. The Company will not, by amendment of its Charter or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but will at all times in good faith assist in the carrying out of all the provisions of this Warrant and in taking of all such action as may be necessary or appropriate in order to protect the rights of the Warrantholder.

14. Governing Law. This Warrant will be governed by and construed in accordance with the federal law of the United States if and to the extent such law is applicable, and otherwise in accordance with the laws of the State of New York applicable to contracts made and

to be performed entirely within such State. Each of the Company and the Warrantholder agrees (a) to submit to the exclusive jurisdiction and venue of the United States District Court for the District of Columbia for any civil action, suit or proceeding arising out of or relating to this Warrant or the transactions contemplated hereby, and (b) that notice may be served upon the Company at the address in Section 17 below and upon the Warrantholder at the address for the Warrantholder set forth in the registry maintained by the Company pursuant to Section 8 hereof. To the extent permitted by applicable law, each of the Company and the Warrantholder hereby unconditionally waives trial by jury in any civil legal action or proceeding relating to the Warrant or the transactions contemplated hereby or thereby.

15. Binding Effect. This Warrant shall be binding upon any successors or assigns of the Company.

16. Amendments. This Warrant may be amended and the observance of any term of this Warrant may be waived only with the written consent of the Company and the Warrantholder.

17. Notices. Any notice, request, instruction or other document to be given hereunder by any party to the other will be in writing and will be deemed to have been duly given (a) on the date of delivery if delivered personally, or by facsimile, upon confirmation of receipt, or (b) on the second business day following the date of dispatch if delivered by a recognized next day courier service. All notices hereunder shall be delivered as set forth in Item 9 of Schedule A hereto, or pursuant to such other instructions as may be designated in writing by the party to receive such notice.

18. Entire Agreement. This Warrant, the forms attached hereto and Schedule A hereto (the terms of which are incorporated by reference herein), and the Letter Agreement (including all documents incorporated therein), contain the entire agreement between the parties with respect to the subject matter hereof and supersede all prior and contemporaneous arrangements or undertakings with respect thereto.

[Remainder of page intentionally left blank]

[Form of Notice of Exercise]

Date: _____

TO: **[Company]**

RE: Election to Purchase Preferred Stock

The undersigned, pursuant to the provisions set forth in the attached Warrant, hereby agrees to subscribe for and purchase the number of shares of the Preferred Stock set forth below covered by such Warrant. The undersigned, in accordance with Section 3 of the Warrant, hereby agrees to pay the aggregate Exercise Price for such shares of Preferred Stock in the manner set forth in Section 3(B) of the Warrant. A new warrant evidencing the remaining shares of Preferred Stock covered by such Warrant, but not yet subscribed for and purchased, if any, should be issued in the name set forth below.

Number of Shares of Preferred Stock _____

Aggregate Exercise Price: _____

Holder: _____

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the Company has caused this Warrant to be duly executed by a duly authorized officer.

Dated: _____

COMPANY: _____

By: _____

Name:

Title:

Attest:

By: _____

Name:

Title:

[Signature Page to Warrant]

SCHEDULE A

Item 1

Name:

Corporate or other organizational form:

Jurisdiction of organization:

Item 2

Exercise Price:¹

Item 3

Issue Date:

Item 4

Liquidation Amount:

Item 5

Series of Perpetual Preferred Stock:

Item 6

Date of Letter Agreement between the Company and the United States Department of the Treasury:

Item 7

Number of shares of Preferred Stock:²

Item 8

Company's address:

Item 9

Notice information:

¹ \$0.01 per share or such greater amount as the Charter may require as the par value of the Preferred Stock.

² The initial number of shares of Preferred Stock for which this Warrant is exercisable shall include the number of shares required to effect the cashless exercise pursuant to Section 3(B) of this Warrant (e.g., such number of shares of Preferred Stock having an aggregate Liquidation Amount equal in value to the aggregate Exercise Price) such that, following exercise of this Warrant and payment of the Exercise Price in accordance with such Section 3(B), the net number of shares of Preferred Stock delivered to the Warrantholder (and rounded to the nearest whole share) would have an aggregate Liquidation Amount equal to 5% of the aggregate amount invested by the United States Department of the Treasury on the investment date.

SCHEDULE 2.2(H)
FINANCIAL STATEMENTS

Federal Financial Institutions Examination Council

1



**Consolidated Reports of Condition and Income for A Bank With
Domestic Offices Only - FFIEC 041**

Institution Name	FIRST CAPITAL BANK OF KENTUCKY, THE
City	LOUISVILLE
State	KY
Zip Code	40207
Call Report Quarter End Date	9/30/2008
Report Type	041
RSSD-ID	2399119
FDIC Certificate Number	34125
OCC Charter Number	0
ABA Routing Number	83002520
Last updated on	10/30/2008

Bank Demographic Information

Dollar amounts in thousands

1. Reporting date.....	RCON9999	20080930	1.
2. FDIC certificate number.....	RSSD9050	34125	2.
3. Legal title of bank.....	RSSD9017	First Capital Bank of Kentucky	3.
4. City.....	RSSD9130	Louisville	4.
5. State abbreviation.....	RSSD9200	KY	5.
6. Zip code.....	RSSD9220	40207	6.

Contact Information

Dollar amounts in thousands

1. Contact Information for the Reports of Condition and Income			1.
a. Chief Financial Officer (or Equivalent) Signing the Reports			1.a.
1. Name.....	TEXTC490	CONF	1.a.1.
2. Title.....	TEXTC491	CONF	1.a.2.
3. E-mail Address.....	TEXTC492	CONF	1.a.3.
4. Telephone.....	TEXTC493	CONF	1.a.4.
5. FAX.....	TEXTC494	CONF	1.a.5.
b. Other Person to Whom Questions about the Reports Should be Directed			1.b.
1. Name.....	TEXTC495	CONF	1.b.1.
2. Title.....	TEXTC496	CONF	1.b.2.
3. E-mail Address.....	TEXT4086	CONF	1.b.3.
4. Telephone.....	TEXT8902	CONF	1.b.4.
5. FAX.....	TEXT9116	CONF	1.b.5.
2. Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed			2.
a. Name and Title.....	TEXTB962	CONF	2.a.
b. E-mail Address.....	TEXTB926	CONF	2.b.
c. Telephone.....	TEXTB963	CONF	2.c.
d. FAX.....	TEXTB964	CONF	2.d.
3. Emergency Contact Information			3.
a. Primary Contact			3.a.
1. Name.....	TEXTC366	CONF	3.a.1.
2. Title.....	TEXTC367	CONF	3.a.2.
3. E-mail Address.....	TEXTC368	CONF	3.a.3.
4. Telephone.....	TEXTC369	CONF	3.a.4.
5. FAX.....	TEXTC370	CONF	3.a.5.
b. Secondary Contact			3.b.
1. Name.....	TEXTC371	CONF	3.b.1.
2. Title.....	TEXTC372	CONF	3.b.2.
3. E-mail Address.....	TEXTC373	CONF	3.b.3.
4. Telephone.....	TEXTC374	CONF	3.b.4.
5. FAX.....	TEXTC375	CONF	3.b.5.
4. USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information			4.
a. Primary Contact			4.a.
1. Name.....	TEXTC437	CONF	4.a.1.
2. Title.....	TEXTC438	CONF	4.a.2.
3. E-mail Address.....	TEXTC439	CONF	4.a.3.
4. Telephone.....	TEXTC440	CONF	4.a.4.
5. FAX.....	TEXTC441	CONF	4.a.5.

Dollar amounts in thousands

b. Secondary Contact				4.b.
1. Name.....	TEXTC442	CONF		4.b.1.
2. Title.....	TEXTC443	CONF		4.b.2.
3. E-mail Address.....	TEXTC444	CONF		4.b.3.
4. Telephone.....	TEXTC445	CONF		4.b.4.
5. FAX.....	TEXTC446	CONF		4.b.5.
c. Third Contact				4.c.
1. Name.....	TEXTC870	CONF		4.c.1.
2. Title.....	TEXTC871	CONF		4.c.2.
3. E-mail Address.....	TEXTC872	CONF		4.c.3.
4. Telephone.....	TEXTC873	CONF		4.c.4.
5. FAX.....	TEXTC874	CONF		4.c.5.
d. Fourth Contact				4.d.
1. Name.....	TEXTC875	CONF		4.d.1.
2. Title.....	TEXTC876	CONF		4.d.2.
3. E-mail Address.....	TEXTC877	CONF		4.d.3.
4. Telephone.....	TEXTC878	CONF		4.d.4.
5. FAX.....	TEXTC879	CONF		4.d.5.

Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income

Dollar amounts in thousands

1. Comments?.....	RCON6979	No	1.
2. Bank Management Statement.....	TEXT6980	NR	2.

Schedule RI - Income Statement

Dollar amounts in thousands

1. Interest income:				1.
a. Interest and fee income on loans:				1.a.
1. Loans secured by real estate:				1.a.1.
a. Loans secured by 1-4 family residential properties.....	RIAD4435	3,791		1.a.1.a.
b. All other loans secured by real estate.....	RIAD4436	8,542		1.a.1.b.
2. Commercial and industrial loans.....		RIAD4012	1,188	1.a.2.
3. Loans to individuals for household, family, and other personal expenditures:				1.a.3.
a. Credit cards.....	RIADB485	0		1.a.3.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB486	125		1.a.3.b.
4. Loans to foreign governments and official institutions.....		RIAD4056	0	1.a.4.
5. All other loans.....		RIAD4058	0	1.a.5.
6. Total interest and fee income on loans.....		RIAD4010	13,646	1.a.6.
b. Income from lease financing receivables.....		RIAD4065	0	1.b.
c. Interest income on balances due from depository institutions.....		RIAD4115	4	1.c.
d. Interest and dividend income on securities:				1.d.
1. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RIADB488	277		1.d.1.
2. Mortgage-backed securities.....	RIADB489	497		1.d.2.
3. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RIAD4060	0		1.d.3.
e. Interest income from trading assets.....		RIAD4069	0	1.e.

Dollar amounts in thousands

f. Interest income on federal funds sold and securities purchased under agreements to resell.....	RIAD4020	20	1.f.
g. Other interest income.....	RIAD4518	108	1.g.
h. Total interest income.....	RIAD4107	14,552	1.h.
2. Interest expense:			2.
a. Interest on deposits:			2.a.
1. Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	RIAD4508	362	2.a.1.
2. Nontransaction accounts:			2.a.2.
a. Savings deposits (includes MMDAs).....	RIAD0093	730	2.a.2.a.
b. Time deposits of \$100,000 or more.....	RIADA517	1,953	2.a.2.b.
c. Time deposits of less than \$100,000.....	RIADA518	2,645	2.a.2.c.
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	RIAD4180	232	2.b.
c. Interest on trading liabilities and other borrowed money.....	RIAD4185	1,893	2.c.
d. Interest on subordinated notes and debentures.....	RIAD4200	0	2.d.
e. Total interest expense	RIAD4073	7,815	2.e.
3. Net interest income.....	RIAD4074	6,737	3.
4. Provision for loan and lease losses.....	RIAD4230	128	4.
5. Noninterest income:			5.
a. Income from fiduciary activities	RIAD4070	0	5.a.
b. Service charges on deposit accounts.....	RIAD4080	427	5.b.
c. Trading revenue.....	RIADA220	0	5.c.
d. Not available			5.d.
1. Fees and commissions from securities brokerage.....	RIADC886	0	5.d.1.
2. Investment banking, advisory, and underwriting fees and commissions.....	RIADC888	0	5.d.2.
3. Fees and commissions from annuity sales.....	RIADC887	0	5.d.3.
4. Underwriting income from insurance and reinsurance activities.....	RIADC386	0	5.d.4.
5. Income from other insurance activities.....	RIADC387	50	5.d.5.
e. Venture capital revenue.....	RIADB491	0	5.e.
f. Net servicing fees.....	RIADB492	0	5.f.
g. Net securitization income.....	RIADB493	0	5.g.
h. Not applicable			5.h.
i. Net gains (losses) on sales of loans and leases.....	RIAD5416	286	5.i.
j. Net gains (losses) on sales of other real estate owned.....	RIAD5415	11	5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....	RIADB496	1	5.k.
l. Other noninterest income.....	RIADB497	545	5.l.
m. Total noninterest income.....	RIAD4079	1,320	5.m.
6. Not available			6.
a. Realized gains (losses) on held-to-maturity securities.....	RIAD3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities.....	RIAD3196	55	6.b.
7. Noninterest expense:			7.
a. Salaries and employee benefits.....	RIAD4135	3,024	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	RIAD4217	1,226	7.b.
c. Not available			7.c.
1. Goodwill impairment losses.....	RIADC216	0	7.c.1.
2. Amortization expense and impairment losses for other intangible assets.....	RIADC232	0	7.c.2.
d. Other noninterest expense.....	RIAD4092	1,984	7.d.
e. Total noninterest expense.....	RIAD4093	6,234	7.e.
8. Income (loss) before income taxes and extraordinary items and other adjustments.....	RIAD4301	1,750	8.

Dollar amounts in thousands

9. Applicable income taxes (on item 8).....	RIAD4302	510	9.
10. Income (loss) before extraordinary items and other adjustments.....	RIAD4300	1,240	10.
11. Extraordinary items and other adjustments, net of income taxes.....	RIAD4320	0	11.
12. Net income (loss).....	RIAD4340	1,240	12.
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes.....	RIAD4513	0	M.1.
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8).....	RIAD8431	0	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b).....	RIAD4313	0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3)).....	RIAD4507	0	M.4.
5. Number of full-time equivalent employees at end of current period.....	RIAD4150	70	M.5.
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5)).....	RIAD4024	0	M.6.
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition.....	RIAD9106	0	M.7.
8. Trading revenue (from cash instruments and derivative instruments):			M.8.
a. Interest rate exposures.....	RIAD8757	NR	M.8.a.
b. Foreign exchange exposures.....	RIAD8758	NR	M.8.b.
c. Equity security and index exposures.....	RIAD8759	NR	M.8.c.
d. Commodity and other exposures.....	RIAD8760	NR	M.8.d.
e. Credit exposures.....	RIADF186	NR	M.8.e.
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			M.9.
a. Net gains (losses) on credit derivatives held for trading.....	RIADC889	0	M.9.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading.....	RIADC890	0	M.9.b.
10. Credit losses on derivatives.....	RIADA251	0	M.10.
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?.....	RIADA530	No	M.11.
12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)(a)).....	RIADF228	NR	M.12.
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			M.13.
a. Net gains (losses) on assets.....	RIADF551	NR	M.13.a.
1. Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	RIADF552	NR	M.13.a.1.
b. Net gains (losses) on liabilities.....	RIADF553	NR	M.13.b.
1. Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	RIADF554	NR	M.13.b.1.

Schedule RI-A - Changes in Equity Capital

Dollar amounts in thousands

1. Total equity capital most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIAD3217	31,183	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	RIADB507	0	2.
3. Balance end of previous calendar year as restated.....	RIADB508	31,183	3.
4. Net income (loss).....	RIAD4340	1,240	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions).....	RIADB509	0	5.
6. Treasury stock transactions, net.....	RIADB510	0	6.

Dollar amounts in thousands

7. Changes incident to business combinations, net.....	RIAD4356	0	7.
8. Cash dividends declared on preferred stock.....	RIAD4470	0	8.
9. Cash dividends declared on common stock.....	RIAD4460	621	9.
10. Other comprehensive income.....	RIADB511	-159	10.
11. Other transactions with parent holding company (not included in items 5, 6, 8, or 9 above).....	RIAD4415	0	11.
12. Total equity capital end of current period.....	RIAD3210	31,643	12.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

	(Column A) Charge-offs Calendar year-to-date		(Column B) Recoveries Calendar year-to-date		
1. Loans secured by real estate:					1.
a. Construction, land development, and other land loans:					1.a.
1. 1-4 family residential construction loans.....	RIADC891	0	RIADC892	0	1.a.1.
2. Other construction loans and all land development and other land loans.....	RIADC893	0	RIADC894	0	1.a.2.
b. Secured by farmland.....	RIAD3584	0	RIAD3585	0	1.b.
c. Secured by 1-4 family residential properties:					1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RIAD5411	0	RIAD5412	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:					1.c.2.
a. Secured by first liens.....	RIADC234	119	RIADC217	0	1.c.2.a.
b. Secured by junior liens.....	RIADC235	0	RIADC218	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....	RIAD3588	0	RIAD3589	0	1.d.
e. Secured by nonfarm nonresidential properties:					1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RIADC895	0	RIADC896	0	1.e.1.
2. Loans secured by other nonfarm nonresidential properties.....	RIADC897	0	RIADC898	0	1.e.2.
2. Loans to depository institutions and acceptances of other banks.....	RIAD4481	0	RIAD4482	0	2.
3. Not applicable					3.
4. Commercial and industrial loans.....	RIAD4638	0	RIAD4608	1	4.
5. Loans to individuals for household, family, and other personal expenditures:					5.
a. Credit cards.....	RIADB514	0	RIADB515	0	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB516	0	RIADB517	0	5.b.
6. Loans to foreign governments and official institutions.....	RIAD4643	0	RIAD4627	0	6.
7. All other loans.....	RIAD4644	0	RIAD4628	0	7.
8. Lease financing receivables.....	RIAD4266	0	RIAD4267	0	8.
9. Total.....	RIAD4635	119	RIAD4605	1	9.
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above.....	RIAD5409	0	RIAD5410	0	M.1.
2. Not available					M.2.
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above).....	RIAD4652	0	RIAD4662	0	M.2.a.
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above).....	RIAD4654	0	RIAD4664	0	M.2.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above).....	RIAD4646	0	RIAD4618	0	M.2.c.
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, part I, item 8, above).....	RIADF185	0	RIADF187	0	M.2.d.

Dollar amounts in thousands	(Column A) Charge-offs Calendar year-to-date		(Column B) Recoveries Calendar year-to-date	
	3. Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above).....	RIAD4655	0	RIAD4665

M.3.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

4. 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).....	RIADC388	NR
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M.4.

Schedule RI-B Part II - Changes in Allowance for Loan and Lease Losses

Dollar amounts in thousands

1. Balance most recently reported for the December 31, 2007, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIADB522	1,335	1.
2. Recoveries.....	RIAD4605	1	2.
3. Charge-offs.....	RIADC079	119	3.
4. Write-downs arising from transfers of loans to a held-for-sale account.....	RIAD5523	0	4.
5. Provision for loan and lease losses.....	RIAD4230	128	5.
6. Adjustments.....	RIADC233	0	6.
7. Balance end of current period.....	RIAD3123	1,345	7.
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above.....	RIADC435	0	M.1.
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	RIADC389	NR	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges.....	RIADC390	NR	M.3.
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above).....	RIADC781	0	M.4.

Schedule RI-E - Explanations

Dollar amounts in thousands

1. Other noninterest income (from Schedule RI, item 5.I) Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 5.I:			1.
a. Income and fees from the printing and sale of checks.....	RIADC013	0	1.a.
b. Earnings on/increase in value of cash surrender value of life insurance.....	RIADC014	140	1.b.
c. Income and fees from automated teller machines (ATMs).....	RIADC016	0	1.c.
d. Rent and other income from other real estate owned.....	RIAD4042	189	1.d.
e. Safe deposit box rent.....	RIADC015	0	1.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option.....	RIADF229	0	1.f.
g. Bank card and credit card interchange fees.....	RIADF555	0	1.g.
h. Disclose component and the dollar amount of that component:			1.h.
1. Describe component.....	TEXT4461	VISA Debit Card Income	1.h.1.
2. Amount of component.....	RIAD4461	62	1.h.2.
i. Disclose component and the dollar amount of that component:			1.i.
1. Describe component.....	TEXT4462	Click here for value	1.i.1.
2. Amount of component.....	RIAD4462	70	1.i.2.
j. Disclose component and the dollar amount of that component:			1.j.
1. Describe component.....	TEXT4463	NR	1.j.1.
2. Amount of component.....	RIAD4463	0	1.j.2.

Dollar amounts in thousands

2. Other noninterest expense (from Schedule RI, item 7.d) Itemize and describe amounts greater than \$25,000 that exceed 3% of Schedule RI, item 7.d:			2.
a. Data processing expenses.....	RIADC017	258	2.a.
b. Advertising and marketing expenses.....	RIAD0497	123	2.b.
c. Directors' fees.....	RIAD4136	66	2.c.
d. Printing, stationery, and supplies.....	RIADC018	0	2.d.
e. Postage.....	RIAD8403	0	2.e.
f. Legal fees and expenses.....	RIAD4141	75	2.f.
g. FDIC deposit insurance assessments.....	RIAD4146	117	2.g.
h. Accounting and auditing expenses.....	RIADF556	0	2.h.
i. Consulting and advisory expenses.....	RIADF557	0	2.i.
j. Automated teller machine (ATM) and interchange expenses.....	RIADF558	0	2.j.
k. Telecommunications expenses.....	RIADF559	0	2.k.
l. Disclose component and the dollar amount of that component:			2.l.
1. Describe component.....	TEXT4464	State Franchise Tax Expense	2.l.1.
2. Amount of component.....	RIAD4464	252	2.l.2.
m. Disclose component and the dollar amount of that component:			2.m.
1. Describe component.....	TEXT4467	Click here for value	2.m.1.
2. Amount of component.....	RIAD4467	241	2.m.2.
n. Disclose component and the dollar amount of that component:			2.n.
1. Describe component.....	TEXT4468	Flat Fee Closing Expense	2.n.1.
2. Amount of component.....	RIAD4468	84	2.n.2.
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11):			3.
a. Disclose component, the gross dollar amount of that component, and its related income tax:			3.a.
1. Describe component.....	TEXT4469	NR	3.a.1.
2. Amount of component.....	RIAD4469	0	3.a.2.
3. Applicable income tax effect.....	RIAD4486	0	3.a.3.
b. Disclose component, the gross dollar amount of that component, and its related income tax:			3.b.
1. Describe component.....	TEXT4487	NR	3.b.1.
2. Amount of component.....	RIAD4487	0	3.b.2.
3. Applicable income tax effect.....	RIAD4488	0	3.b.3.
c. Disclose component, the gross dollar amount of that component, and its related income tax:			3.c.
1. Describe component.....	TEXT4489	NR	3.c.1.
2. Amount of component.....	RIAD4489	0	3.c.2.
3. Applicable income tax effect.....	RIAD4491	0	3.c.3.
4. Restatements due to corrections of material accounting errors and changes in accounting principles (from Schedule RI-A, item 2):			4.
a. Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option.....	RIADF465	0	4.a.
b. Disclose component and the dollar amount of that component:			4.b.
1. Describe component.....	TEXTB527	NR	4.b.1.
2. Amount of component.....	RIADB527	0	4.b.2.
5. Other transactions with parent holding company (from Schedule RI-A, item 11):			5.
a. Disclose component and the dollar amount of that component:			5.a.
1. Describe component.....	TEXT4498	NR	5.a.1.
2. Amount of component.....	RIAD4498	0	5.a.2.

Dollar amounts in thousands

b. Disclose component and the dollar amount of that component:			5.b.
1. Describe component.....	TEXT4499	NR	5.b.1.
2. Amount of component.....	RIAD4499	0	5.b.2.
6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6):			6.
a. Disclose component and the dollar amount of that component:			6.a.
1. Describe component.....	TEXT4521	NR	6.a.1.
2. Amount of component.....	RIAD4521	0	6.a.2.
b. Disclose component and the dollar amount of that component:			6.b.
1. Describe component.....	TEXT4522	NR	6.b.1.
2. Amount of component.....	RIAD4522	0	6.b.2.
7. Other explanations:			7.
a. Comments?.....	RIAD4769	No	7.a.
b. Other explanations.....	TEXT4769	NR	7.b.

(TEXT4462) Income from Sublease of Building

(TEXT4467) Miscellaneous Other Expense

Schedule RC - Balance Sheet

Dollar amounts in thousands

1. Cash and balances due from depository institutions (from Schedule RC-A):			1.
a. Noninterest-bearing balances and currency and coin.....	RCON0081	6,920	1.a.
b. Interest-bearing balances.....	RCON0071	268	1.b.
2. Securities:			2.
a. Held-to-maturity securities (from Schedule RC-B, column A).....	RCON1754	0	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....	RCON1773	27,942	2.b.
3. Federal funds sold and securities purchased under agreements to resell:			3.
a. Federal funds sold.....	RCONB987	102	3.a.
b. Securities purchased under agreements to resell.....	RCONB989	0	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			4.
a. Loans and leases held for sale.....	RCON5369	512	4.a.
b. Loans and leases, net of unearned income.....	RCONB528	295,032	4.b.
c. Allowance for loan and lease losses.....	RCON3123	1,345	4.c.
d. Loans and leases, net of unearned income and allowance.....	RCONB529	293,687	4.d.
5. Trading assets (from Schedule RC-D).....	RCON3545	0	5.
6. Premises and fixed assets (including capitalized leases).....	RCON2145	13,714	6.
7. Other real estate owned (from Schedule RC-M).....	RCON2150	15	7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M).....	RCON2130	125	8.
9. Not applicable			9.
10. Intangible assets:			10.
a. Goodwill.....	RCON3163	245	10.a.
b. Other intangible assets (from Schedule RC-M).....	RCON0426	0	10.b.
11. Other assets (from Schedule RC-F).....	RCON2160	9,475	11.
12. Total assets.....	RCON2170	353,005	12.
13. Deposits:			13.
a. In domestic offices.....	RCON2200	235,865	13.a.
1. Noninterest-bearing.....	RCON6631	19,114	13.a.1.
2. Interest-bearing.....	RCON6636	216,750	13.a.2.
b. Not applicable			13.b.

Dollar amounts in thousands

14. Federal funds purchased and securities sold under agreements to repurchase:			14.
a. Federal funds purchased.....	RCONB993	0	14.a.
b. Securities sold under agreements to repurchase.....	RCONB995	13,769	14.b.
15. Trading liabilities (from Schedule RC-D).....	RCON3548	0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M).....	RCON3190	69,139	16.
17. Not applicable			17.
18. Not applicable			18.
19. Subordinated notes and debentures.....	RCON3200	0	19.
20. Other liabilities (from Schedule RC-G).....	RCON2930	2,564	20.
21. Total liabilities.....	RCON2948	321,337	21.
22. Minority interest in consolidated subsidiaries.....	RCON3000	25	22.
23. Perpetual preferred stock and related surplus.....	RCON3838	0	23.
24. Common stock.....	RCON3230	1,678	24.
25. Surplus (exclude all surplus related to preferred stock).....	RCON3839	22,030	25.
26. Not available			26.
a. Retained earnings.....	RCON3632	8,144	26.a.
b. Accumulated other comprehensive income.....	RCONB530	-209	26.b.
27. Other equity capital components.....	RCONA130	0	27.
28. Total equity capital.....	RCON3210	31,643	28.
29. Total liabilities, minority interest, and equity capital.....	RCON3300	353,005	29.
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2007.....	RCON6724	NR	M.1.

Schedule RC-A - Cash and Balances Due From Depository Institutions

Dollar amounts in thousands

1. Cash items in process of collection, unposted debits, and currency and coin:			1.
a. Cash items in process of collection and unposted debits.....	RCON0020	0	1.a.
b. Currency and coin.....	RCON0080	417	1.b.
2. Balances due from depository institutions in the U.S:			2.
a. U.S. branches and agencies of foreign banks.....	RCON0083	0	2.a.
b. Other commercial banks in the U.S. and other depository institutions in the U.S.....	RCON0085	6,744	2.b.
3. Balances due from banks in foreign countries and foreign central banks:			3.
a. Foreign branches of other U.S. banks.....	RCON0073	0	3.a.
b. Other banks in foreign countries and foreign central banks.....	RCON0074	0	3.b.
4. Balances due from Federal Reserve Banks.....	RCON0090	27	4.
5. Total.....	RCON0010	7,188	5.

Schedule RC-B - Securities

Dollar amounts in thousands					
	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
	RCON0211	RCON0213	RCON1286	RCON1287	
1. U.S. Treasury securities.....	0	0	0	0	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities):					2.
a. Issued by U.S. Government agencies.....	0	0	0	0	2.a.
b. Issued by U.S. Government-sponsored agencies.....	0	0	10,000	9,953	2.b.
3. Securities issued by states and political subdivisions in the U.S.....	0	0	0	0	3.
4. Mortgage-backed securities (MBS):					4.
a. Pass-through securities:					4.a.
1. Guaranteed by GNMA.....	0	0	0	0	4.a.1.
2. Issued by FNMA and FHLMC.....	0	0	18,258	17,989	4.a.2.
3. Other pass-through securities.....	0	0	0	0	4.a.3.
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					4.b.
1. Issued or guaranteed by FNMA, FHLMC, or GNMA.....	0	0	0	0	4.b.1.
2. Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	0	0	0	0	4.b.2.
3. All other mortgage-backed securities.....	0	0	0	0	4.b.3.
5. Asset-backed securities (ABS).....	0	0	0	0	5.
6. Other debt securities:					6.
a. Other domestic debt securities.....	0	0	0	0	6.a.

Dollar amounts in thousands		(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value
		RCON1742	RCON1743	RCON1744	RCON1746
b. Foreign debt securities.....		0	0	0	0
				RCONA510	RCONA511
7. Investments in mutual funds and other equity securities with readily determinable fair values.....				0	0
		RCON1754	RCON1771	RCON1772	RCON1773
8. Total.....		0	0	28,258	27,942

6.b.

7.

8.

Schedule RC-B - Securities

Dollar amounts in thousands

1. Pledged securities.....	RCON0416	27,942	M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status):			M.2.
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:			M.2.a.
1. Three months or less.....	RCONA549	0	M.2.a.1.
2. Over three months through 12 months.....	RCONA550	0	M.2.a.2.
3. Over one year through three years.....	RCONA551	9,953	M.2.a.3.
4. Over three years through five years.....	RCONA552	0	M.2.a.4.
5. Over five years through 15 years.....	RCONA553	0	M.2.a.5.
6. Over 15 years.....	RCONA554	0	M.2.a.6.
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:			M.2.b.
1. Three months or less.....	RCONA555	0	M.2.b.1.
2. Over three months through 12 months.....	RCONA556	0	M.2.b.2.
3. Over one year through three years.....	RCONA557	0	M.2.b.3.
4. Over three years through five years.....	RCONA558	0	M.2.b.4.
5. Over five years through 15 years.....	RCONA559	14,384	M.2.b.5.
6. Over 15 years.....	RCONA560	3,605	M.2.b.6.
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of:			M.2.c.
1. Three years or less.....	RCONA561	0	M.2.c.1.
2. Over three years.....	RCONA562	0	M.2.c.2.
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above).....	RCONA248	0	M.2.d.
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).....	RCON1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			M.4.
a. Amortized cost.....	RCON8782	0	M.4.a.
b. Fair value.....	RCON8783	0	M.4.b.

Schedule RC-B - Securities

Dollar amounts in thousands		(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
5. Asset-backed securities (ABS):						M.5.
		RCONB838	RCONB839	RCONB840	RCONB841	
a. Credit card receivables.....		NR	NR	NR	NR	M.5.a.
		RCONB842	RCONB843	RCONB844	RCONB845	
b. Home equity lines.....		NR	NR	NR	NR	M.5.b.
		RCONB846	RCONB847	RCONB848	RCONB849	
c. Automobile loans.....		NR	NR	NR	NR	M.5.c.
		RCONB850	RCONB851	RCONB852	RCONB853	
d. Other consumer loans.....		NR	NR	NR	NR	M.5.d.
		RCONB854	RCONB855	RCONB856	RCONB857	
e. Commercial and industrial loans.....		NR	NR	NR	NR	M.5.e.
		RCONB858	RCONB859	RCONB860	RCONB861	
f. Other.....		NR	NR	NR	NR	M.5.f.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands		(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets	(Column B) To Be Completed by All Banks	
1. Loans secured by real estate:				1.
a. Construction, land development, and other land loans:				1.a.
1. 1-4 family residential construction loans.....		RCONF158	10,140	1.a.1.
2. Other construction loans and all land development and other land loans.....		RCONF159	18,459	1.a.2.
b. Secured by farmland (including farm residential and other improvements).....		RCON1420	420	1.b.
c. Secured by 1-4 family residential properties:				1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....		RCON1797	15,634	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:				1.c.2.
a. Secured by first liens.....		RCON5367	57,705	1.c.2.a.
b. Secured by junior liens.....		RCON5368	1,776	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....		RCON1460	18,984	1.d.
e. Secured by nonfarm nonresidential properties:				1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....		RCONF160	48,725	1.e.1.
2. Loans secured by other nonfarm nonresidential properties.....		RCONF161	92,778	1.e.2.
2. Loans to depository institutions and acceptances of other banks.....		RCON1288	0	2.
a. To commercial banks in the U.S.:				2.a.
1. To U.S. branches and agencies of foreign banks.....	RCONB532	0		2.a.1.
2. To other commercial banks in the U.S.....	RCONB533	0		2.a.2.
b. To other depository institutions in the U.S.....	RCONB534	0		2.b.
c. To banks in foreign countries:				2.c.
1. To foreign branches of other U.S. banks.....	RCONB536	0		2.c.1.
2. To other banks in foreign countries.....	RCONB537	0		2.c.2.
3. Loans to finance agricultural production and other loans to farmers.....		RCON1590	0	3.
4. Commercial and industrial loans.....		RCON1766	28,080	4.
a. To U.S. addressees (domicile).....	RCON1763	28,080		4.a.
b. To non-U.S. addressees (domicile).....	RCON1764	0		4.b.
5. Not applicable				5.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				6.
a. Credit cards.....		RCONB538	0	6.a.
b. Other revolving credit plans.....		RCONB539	259	6.b.
c. Other consumer loans (includes single payment, installment, and all student loans).....		RCON2011	2,572	6.c.
7. Loans to foreign governments and official institutions (including foreign central banks).....		RCON2081	0	7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.....		RCON2107	0	8.
9. Other loans.....		RCON1563	11	9.
a. Loans for purchasing or carrying securities (secured and unsecured).....	RCON1545	11		9.a.
b. All other loans (exclude consumer loans).....	RCON1564	0		9.b.
10. Lease financing receivables (net of unearned income).....		RCON2165	0	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	RCONF162	0		10.a.

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets		(Column B) To Be Completed by All Banks	
	RCONF163	0	RCON2123	0
b. All other leases.....				
11. Any unearned income on loans reflected in items 1-9 above.....			RCON2123	0
12. Total loans and leases, net of unearned income.....			RCON2122	295,543

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands

1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):					M.1.
a. Loans secured by 1-4 family residential properties.....	RCONF576	0			M.1.a.
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures).....	RCON1616	1,986			M.1.b.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):					M.2.
a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:					M.2.a.
1. Three months or less.....	RCONA564	12,745			M.2.a.1.
2. Over three months through 12 months.....	RCONA565	5,784			M.2.a.2.
3. Over one year through three years.....	RCONA566	5,490			M.2.a.3.
4. Over three years through five years.....	RCONA567	17,080			M.2.a.4.
5. Over five years through 15 years.....	RCONA568	1,223			M.2.a.5.
6. Over 15 years.....	RCONA569	13,193			M.2.a.6.
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:					M.2.b.
1. Three months or less.....	RCONA570	59,930			M.2.b.1.
2. Over three months through 12 months.....	RCONA571	14,444			M.2.b.2.
3. Over one year through three years.....	RCONA572	35,821			M.2.b.3.
4. Over three years through five years.....	RCONA573	89,078			M.2.b.4.
5. Over five years through 15 years.....	RCONA574	37,991			M.2.b.5.
6. Over 15 years.....	RCONA575	0			M.2.b.6.
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status).....	RCONA247	49,005			M.2.c.
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column B.....	RCON2746	0			M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B).....	RCON5370	26,100			M.4.
5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, items 1.a through 1.e, column B).....	RCONB837	0			M.5.
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.....	RCONC391	NR			M.6.
7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					M.7.
a. Outstanding balance.....	RCONC779	0			M.7.a.
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9.....	RCONC780	0			M.7.b.
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:					M.8.

Dollar amounts in thousands

a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and 1.c.(2)(b)).....	RCONF230	0	M.8.a.
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties.....	RCONF231	NR	M.8.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 8.a above.....	RCONF232	NR	M.8.c.
9. Loans secured by 1-4 family residential properties in process of foreclosure (included in Schedule RC-C, part I, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).....	RCONF577	2,206	M.9.
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):			M.10.
a. Loans secured by real estate:			M.10.a.
1. Construction, land development, and other land loans.....	RCONF578	0	M.10.a.1.
2. Secured by farmland (including farm residential and other improvements).....	RCONF579	0	M.10.a.2.
3. Secured by 1-4 family residential properties:			M.10.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONF580	0	M.10.a.3a.
b. Closed-end loans secured by 1-4 family residential properties:			M.10.a.3b.
1. Secured by first liens.....	RCONF581	0	M.10.a.3b.1.
2. Secured by junior liens.....	RCONF582	0	M.10.a.3b.2.
4. Secured by multifamily (5 or more) residential properties.....	RCONF583	0	M.10.a.4.
5. Secured by nonfarm nonresidential properties.....	RCONF584	0	M.10.a.5.
b. Commercial and industrial loans.....	RCONF585	0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			M.10.c.
1. Credit cards.....	RCONF586	0	M.10.c.1.
2. Other revolving credit plans.....	RCONF587	0	M.10.c.2.
3. Other consumer loans (includes single payment, installment, and all student loans).....	RCONF588	0	M.10.c.3.
d. Other loans.....	RCONF589	0	M.10.d.
11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum item 10):			M.11.
a. Loans secured by real estate:			M.11.a.
1. Construction, and land development, and other land loans.....	RCONF590	0	M.11.a.1.
2. Secured by farmland (including farm residential and other improvements).....	RCONF591	0	M.11.a.2.
3. Secured by 1-4 family residential properties:			M.11.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONF592	0	M.11.a.3a.
b. Closed-end loans secured by 1-4 family residential properties:			M.11.a.3b.
1. Secured by first liens.....	RCONF593	0	M.11.a.3b.1.
2. Secured by junior liens.....	RCONF594	0	M.11.a.3b.2.
4. Secured by multifamily (5 or more) residential properties.....	RCONF595	0	M.11.a.4.
5. Secured by nonfarm nonresidential properties.....	RCONF596	0	M.11.a.5.
b. Commercial and industrial loans.....	RCONF597	0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			M.11.c.
1. Credit cards.....	RCONF598	0	M.11.c.1.
2. Other revolving credit plans.....	RCONF599	0	M.11.c.2.
3. Other consumer loans (includes single payment, installment, and all student loans).....	RCONF600	0	M.11.c.3.
d. Other loans.....	RCONF601	0	M.11.d.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2), and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4, have original amounts of \$100,000 or less.....	RCON6999	NR	1.
2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:			2.
a. "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2).....	RCON5562	NR	2.a.
b. "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4.....	RCON5563	NR	2.b.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2):					3.
a. With original amounts of \$100,000 or less.....	RCON5564	NR	RCON5565	NR	3.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5566	NR	RCON5567	NR	3.b.
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5568	NR	RCON5569	NR	3.c.
4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4:					4.
a. With original amounts of \$100,000 or less.....	RCON5570	NR	RCON5571	NR	4.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5572	NR	RCON5573	NR	4.b.
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5574	NR	RCON5575	NR	4.c.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3, have original amounts of \$100,000 or less.....	RCON6860	NR	5.
6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:			6.
a. "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b.....	RCON5576	NR	6.a.
b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3.....	RCON5577	NR	6.b.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b:					7.
a. With original amounts of \$100,000 or less.....	RCON5578	NR	RCON5579	NR	7.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5580	NR	RCON5581	NR	7.b.
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5582	NR	RCON5583	NR	7.c.

Dollar amounts in thousands	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3:					8.
a. With original amounts of \$100,000 or less.....	RCON5584	NR	RCON5585	NR	8.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5586	NR	RCON5587	NR	8.b.
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5588	NR	RCON5589	NR	8.c.

Schedule RC-D - Trading Assets and Liabilities

Dollar amounts in thousands

1. U.S. Treasury securities.....	RCON3531	NR			1.
2. U.S. Government agency obligations (exclude mortgage-backed securities).....	RCON3532	NR			2.
3. Securities issued by states and political subdivisions in the U.S.....	RCON3533	NR			3.
4. Mortgage-backed securities (MBS):					4.
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON3534	NR			4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	RCON3535	NR			4.b.
c. All other mortgage-backed securities.....	RCON3536	NR			4.c.
5. Other debt securities.....	RCON3537	NR			5.
6. Loans:					6.
a. Loans secured by real estate:					6.a.
1. Construction, land development, and other land loans.....	RCONF604	NR			6.a.1.
2. Secured by farmland (including farm residential and other improvements).....	RCONF605	NR			6.a.2.
3. Secured by 1-4 family residential properties:					6.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONF606	NR			6.a.3.a.
b. Closed-end loans secured by 1-4 family residential properties:					6.a.3.b.
1. Secured by first liens.....	RCONF607	NR			6.a.3.b.1.
2. Secured by junior liens.....	RCONF611	NR			6.a.3.b.2.
4. Secured by multifamily (5 or more) residential properties.....	RCONF612	NR			6.a.4.
5. Secured by nonfarm nonresidential properties.....	RCONF613	NR			6.a.5.
b. Commercial and industrial loans.....	RCONF614	NR			6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					6.c.
1. Credit cards.....	RCONF615	NR			6.c.1.
2. Other revolving credit plans.....	RCONF616	NR			6.c.2.
3. Other consumer loans (includes single payment, installment, and all student loans).....	RCONF617	NR			6.c.3.
d. Other loans.....	RCONF618	NR			6.d.
7. Not applicable					7.
8. Not applicable					8.
9. Other trading assets.....	RCON3541	NR			9.
10. Not applicable					10.
11. Derivatives with a positive fair value.....	RCON3543	NR			11.
12. Total trading assets.....	RCON3545	0			12.
13. Not available					13.
a. Liability for short positions.....	RCON3546	NR			13.a.
b. Other trading liabilities.....	RCONF624	NR			13.b.
14. Derivatives with a negative fair value.....	RCON3547	NR			14.
15. Total trading liabilities.....	RCON3548	0			15.

Dollar amounts in thousands

1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a.(1) through 6.d):			M.1.
a. Loans secured by real estate:			M.1.a.
1. Construction, land development, and other land loans.....	RCONF625	NR	M.1.a.1.
2. Secured by farmland (including farm residential and other improvements).....	RCONF626	NR	M.1.a.2.
3. Secured by 1-4 family residential properties:			M.1.a.3.
a. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCONF627	NR	M.1.a.3a.
b. Closed-end loans secured by 1-4 family residential properties:			M.1.a.3b.
1. Secured by first liens.....	RCONF628	NR	M.1.a.3b.1.
2. Secured by junior liens.....	RCONF629	NR	M.1.a.3b.2.
4. Secured by multifamily (5 or more) residential properties.....	RCONF630	NR	M.1.a.4.
5. Secured by nonfarm nonresidential properties.....	RCONF631	NR	M.1.a.5.
b. Commercial and industrial loans.....	RCONF632	NR	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			M.1.c.
1. Credit cards.....	RCONF633	NR	M.1.c.1.
2. Other revolving credit plans.....	RCONF634	NR	M.1.c.2.
3. Other consumer loans (includes single payment, installment, and all student loans).....	RCONF635	NR	M.1.c.3.
d. Other loans.....	RCONF636	NR	M.1.d.
2. Not applicable			M.2.
3. Loans measured at fair value that are past due 90 days or more:			M.3.
a. Fair value.....	RCONF639	NR	M.3.a.
b. Unpaid principal balance.....	RCONF640	NR	M.3.b.
4. Asset-backed securities:			M.4.
a. Residential mortgage-backed securities.....	RCONF641	NR	M.4.a.
b. Commercial mortgage-backed securities.....	RCONF642	NR	M.4.b.
c. Credit card receivables.....	RCONF643	NR	M.4.c.
d. Home equity lines.....	RCONF644	NR	M.4.d.
e. Automobile loans.....	RCONF645	NR	M.4.e.
f. Other consumer loans.....	RCONF646	NR	M.4.f.
g. Commercial and industrial loans.....	RCONF647	NR	M.4.g.
h. Other.....	RCONF648	NR	M.4.h.
5. Collateralized debt obligations:			M.5.
a. Synthetic.....	RCONF649	NR	M.5.a.
b. Other.....	RCONF650	NR	M.5.b.
6. Retained beneficial interests in securitizations (first-loss or equity tranches).....	RCONF651	NR	M.6.
7. Equity securities:			M.7.
a. Readily determinable fair values.....	RCONF652	NR	M.7.a.
b. Other.....	RCONF653	NR	M.7.b.
8. Loans pending securitization.....	RCONF654	NR	M.8.
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$25,000 and exceed 25% of the item):			M.9.
a. Disclose component and the dollar amount of that component:			M.9.a.
1. Describe component.....	TEXTF655	NR	M.9.a.1.
2. Amount of component.....	RCONF655	NR	M.9.a.2.
b. Disclose component and the dollar amount of that component:			M.9.b.
1. Describe component.....	TEXTF656	NR	M.9.b.1.
2. Amount of component.....	RCONF656	NR	M.9.b.2.
c. Disclose component and the dollar amount of that component:			M.9.c.
1. Describe component.....	TEXTF657	NR	M.9.c.1.

Dollar amounts in thousands

2. Amount of component.....	RCONF657	NR	M.9.c.2.
10. Other trading liabilities (itemize and describe amounts included in Schedule RC-D, item 13.b, that are greater than \$25,000 and exceed 25% of the item):			M.10.
a. Disclose component and the dollar amount of that component:			M.10.a.
1. Describe component.....	TEXTF658	NR	M.10.a.1.
2. Amount of component.....	RCONF658	NR	M.10.a.2.
b. Disclose component and the dollar amount of that component:			M.10.b.
1. Describe component.....	TEXTF659	NR	M.10.b.1.
2. Amount of component.....	RCONF659	NR	M.10.b.2.
c. Disclose component and the dollar amount of that component:			M.10.c.
1. Describe component.....	TEXTF660	NR	M.10.c.1.
2. Amount of component.....	RCONF660	NR	M.10.c.2.

Schedule RC-E - Deposit Liabilities

Dollar amounts in thousands

	(Column A) Transaction Accounts Total transaction accounts (including total demand deposits)	(Column B) Transaction Accounts Memo: Total demand deposits (included in column A)	(Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs)	
Deposits of:				
1. Individuals, partnerships, and corporations (include all certified and official checks).....	45,929		110,915	1.
2. U.S. Government.....	0		0	2.
3. States and political subdivisions in the U.S.....	160		177	3.
4. Commercial banks and other depository institutions in the U.S.....	0		78,684	4.
5. Banks in foreign countries.....	0		0	5.
6. Foreign governments and official institutions (including foreign central banks).....	0		0	6.
7. Total.....	46,089	19,114	189,776	7.

Schedule RC-E - Deposit Liabilities

Dollar amounts in thousands

1. Selected components of total deposits:			M.1.
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts.....	RCON6835	9,788	M.1.a.
b. Total brokered deposits.....	RCON2365	25,717	M.1.b.
c. Fully insured brokered deposits (included in Memorandum item 1.b above):			M.1.c.
1. Brokered deposits issued in denominations of less than \$100,000.....	RCON2343	495	M.1.c.1.
2. Brokered deposits issued in denominations of \$100,000 and certain brokered retirement deposit accounts.....	RCON2344	25,222	M.1.c.2.
d. Maturity data for brokered deposits:			M.1.d.

Dollar amounts in thousands

1. Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above).....	RCONA243	0	M.1.d.1.
2. Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less.....	RCONA244	9,304	M.1.d.2.
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only).....	RCON5590	NR	M.1.e.
2. Components of total nontransaction accounts:			M.2.
a. Savings deposits:			M.2.a.
1. Money market deposit accounts (MMDAs).....	RCON6810	36,842	M.2.a.1.
2. Other savings deposits (excludes MMDAs).....	RCON0352	1,057	M.2.a.2.
b. Total time deposits of less than \$100,000.....	RCON6648	95,240	M.2.b.
c. Total time deposits of \$100,000 or more.....	RCON2604	56,637	M.2.c.
1. Individual Retirement Accounts (IRAs) and Keogh Plan accounts included in Memorandum item 2.c, "Total time deposits of \$100,000 or more," above.....	RCONF233	2,912	M.2.c.1.
3. Maturity and repricing data for time deposits of less than \$100,000:			M.3.
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of:			M.3.a.
1. Three months or less.....	RCONA579	15,737	M.3.a.1.
2. Over three months through 12 months.....	RCONA580	40,491	M.3.a.2.
3. Over one year through three years.....	RCONA581	33,259	M.3.a.3.
4. Over three years.....	RCONA582	5,753	M.3.a.4.
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above).....	RCONA241	56,228	M.3.b.
4. Maturity and repricing data for time deposits of \$100,000 or more:			M.4.
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of:			M.4.a.
1. Three months or less.....	RCONA584	8,575	M.4.a.1.
2. Over three months through 12 months.....	RCONA585	24,082	M.4.a.2.
3. Over one year through three years.....	RCONA586	18,023	M.4.a.3.
4. Over three years.....	RCONA587	5,957	M.4.a.4.
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above).....	RCONA242	32,657	M.4.b.

Schedule RC-F - Other Assets

Dollar amounts in thousands

1. Accrued interest receivable.....	RCONB556	1,191	1.
2. Net deferred tax assets.....	RCON2148	301	2.
3. Interest-only strips receivable (not in the form of a security) on:			3.
a. Mortgage loans.....	RCONA519	0	3.a.
b. Other financial assets.....	RCONA520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values.....	RCON1752	2,876	4.
5. Life insurance assets.....	RCONC009	4,691	5.
6. All other assets.....	RCON2168	416	6.
a. Prepaid expenses.....	RCON2166	375	6.a.
b. Repossessed personal property (including vehicles).....	RCON1578	0	6.b.
c. Derivatives with a positive fair value held for purposes other than trading.....	RCONC010	0	6.c.
d. Retained interests in accrued interest receivable related to securitized credit cards....	RCONC436	0	6.d.
e. Disclose component and the dollar amount of that component:			6.e.
1. Describe component.....	TEXT3549	NR	6.e.1.
2. Amount of component.....	RCON3549	0	6.e.2.

Dollar amounts in thousands

f. Disclose component and the dollar amount of that component:			6.f.
1. Describe component.....	TEXT3550	NR	6.f.1.
2. Amount of component.....	RCON3550	0	6.f.2.
g. Disclose component and the dollar amount of that component:			6.g.
1. Describe component.....	TEXT3551	NR	6.g.1.
2. Amount of component.....	RCON3551	0	6.g.2.
7. Total.....	RCON2160	9,475	7.

Schedule RC-G - Other Liabilities

Dollar amounts in thousands

1. Not available			1.
a. Interest accrued and unpaid on deposits.....	RCON3645	423	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable).....	RCON3646	925	1.b.
2. Net deferred tax liabilities.....	RCON3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	RCONB557	0	3.
4. All other liabilities.....	RCON2938	1,216	4.
a. Accounts payable.....	RCON3066	0	4.a.
b. Deferred compensation liabilities.....	RCONC011	0	4.b.
c. Dividends declared but not yet payable.....	RCON2932	0	4.c.
d. Derivatives with a negative fair value held for purposes other than trading.....	RCONC012	0	4.d.
e. Disclose component and the dollar amount of that component:			4.e.
1. Describe component.....	TEXT3552	Accrued Pension	4.e.1.
2. Amount of component.....	RCON3552	911	4.e.2.
f. Disclose component and the dollar amount of that component:			4.f.
1. Describe component.....	TEXT3553	NR	4.f.1.
2. Amount of component.....	RCON3553	0	4.f.2.
g. Disclose component and the dollar amount of that component:			4.g.
1. Describe component.....	TEXT3554	NR	4.g.1.
2. Amount of component.....	RCON3554	0	4.g.2.
5. Total.....	RCON2930	2,564	5.

Schedule RC-K - Quarterly Averages

Dollar amounts in thousands

1. Interest-bearing balances due from depository institutions.....	RCON3381	266	1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RCONB558	10,003	2.
3. Mortgage-backed securities.....	RCONB559	18,717	3.
4. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RCONB560	0	4.
5. Federal funds sold and securities purchased under agreements to resell.....	RCON3365	348	5.
6. Loans:			6.
a. Total loans.....	RCON3360	290,183	6.a.
b. Loans secured by real estate:			6.b.
1. Loans secured by 1-4 family residential properties.....	RCON3465	81,512	6.b.1.
2. All other loans secured by real estate.....	RCON3466	161,387	6.b.2.
c. Commercial and industrial loans.....	RCON3387	28,732	6.c.
d. Loans to individuals for household, family, and other personal expenditures:			6.d.
1. Credit cards.....	RCONB561	0	6.d.1.

Dollar amounts in thousands

2. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RCONB562	3,081	6.d.2.
7. Trading assets.....	RCON3401	0	7.
8. Lease financing receivables (net of unearned income).....	RCON3484	0	8.
9. Total assets.....	RCON3368	345,046	9.
10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits).....	RCON3485	25,666	10.
11. Nontransaction accounts:			11.
a. Savings deposits (includes MMDAs).....	RCONB563	44,059	11.a.
b. Time deposits of \$100,000 or more.....	RONA514	50,385	11.b.
c. Time deposits of less than \$100,000.....	RONA529	89,902	11.c.
12. Federal funds purchased and securities sold under agreements to repurchase.....	RCON3353	12,296	12.
13. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases).....	RCON3355	70,763	13.
1. Loans to finance agricultural production and other loans to farmers	RCON3386	0	M.1.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

1. Unused commitments:			1.
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines.....	RCON3814	11,671	1.a.
b. Credit card lines.....	RCON3815	0	1.b.
c. Commercial real estate, construction, and land development:			1.c.
1. Commitments to fund commercial real estate, construction, and land development loans secured by real estate:			1.c.1.
a. 1-4 family residential construction loan commitments.....	RCONF164	3,280	1.c.1.a.
b. Commercial real estate, other construction loan, and land development loan commitments.....	RCONF165	21,555	1.c.1.b.
2. Commitments to fund commercial real estate, construction, and land development loans not secured by real estate.....	RCON6550	0	1.c.2.
d. Securities underwriting.....	RCON3817	0	1.d.
e. Other unused commitments.....	RCON3818	10,860	1.e.
2. Financial standby letters of credit.....	RCON3819	693	2.
a. Amount of financial standby letters of credit conveyed to others.....	RCON3820	0	2.a.
3. Performance standby letters of credit.....	RCON3821	0	3.
a. Amount of performance standby letters of credit conveyed to others.....	RCON3822	0	3.a.
4. Commercial and similar letters of credit.....	RCON3411	0	4.
5. Not applicable			5.
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank).....	RCON3433	0	6.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

	(Column A) Guarantor	(Column B) Beneficiary	
7. Credit derivatives:			7.
a. Notional amounts:			7.a.
1. Credit default swaps.....	RCONC968	RCONC969	7.a.1.
2. Total return swaps.....	RCONC970	RCONC971	7.a.2.
3. Credit options.....	RCONC972	RCONC973	7.a.3.
4. Other credit derivatives.....	RCONC974	RCONC975	7.a.4.
b. Gross fair values:			7.b.

Dollar amounts in thousands		(Column A) Guarantor		(Column B) Beneficiary		
1. Gross positive fair value.....		RCONC219	0	RCONC221	0	7.b.1.
2. Gross negative fair value.....		RCONC220	0	RCONC222	0	7.b.2.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

8. Spot foreign exchange contracts.....		RCON8765	0			8.
9. All other off-balance sheet liabilities (exclude derivatives).....		RCON3430	0			9.
a. Securities borrowed.....		RCON3432	0			9.a.
b. Commitments to purchase when-issued securities.....		RCON3434	0			9.b.
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf...		RCONC978	0			9.c.
d. Disclose component and the dollar amount of that component:						9.d.
1. Describe component.....		TEXT3555	NR			9.d.1.
2. Amount of component.....		RCON3555	0			9.d.2.
e. Disclose component and the dollar amount of that component:						9.e.
1. Describe component.....		TEXT3556	NR			9.e.1.
2. Amount of component.....		RCON3556	0			9.e.2.
f. Disclose component and the dollar amount of that component:						9.f.
1. Describe component.....		TEXT3557	NR			9.f.1.
2. Amount of component.....		RCON3557	0			9.f.2.
10. All other off-balance sheet assets (exclude derivatives).....		RCON5591	0			10.
a. Commitments to sell when-issued securities.....		RCON3435	0			10.a.
b. Disclose component and the dollar amount of that component:						10.b.
1. Describe component.....		TEXT5592	NR			10.b.1.
2. Amount of component.....		RCON5592	0			10.b.2.
c. Disclose component and the dollar amount of that component:						10.c.
1. Describe component.....		TEXT5593	NR			10.c.1.
2. Amount of component.....		RCON5593	0			10.c.2.
d. Disclose component and the dollar amount of that component:						10.d.
1. Describe component.....		TEXT5594	NR			10.d.1.
2. Amount of component.....		RCON5594	0			10.d.2.
e. Disclose component and the dollar amount of that component:						10.e.
1. Describe component.....		TEXT5595	NR			10.e.1.
2. Amount of component.....		RCON5595	0			10.e.2.
11. Year-to-date merchant credit card sales volume:						11.
a. Sales for which the reporting bank is the acquiring bank.....		RCONC223	0			11.a.
b. Sales for which the reporting bank is the agent bank with risk.....		RCONC224	0			11.b.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

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	
12. Gross amounts (e.g., notional amounts):						12.
		RCON8693	RCON8694	RCON8695	RCON8696	
a. Futures contracts.....		0	0	0	0	12.a.
		RCON8697	RCON8698	RCON8699	RCON8700	
b. Forward contracts.....		0	0	0	0	12.b.
c. Exchange-traded option contracts:						12.c.
		RCON8701	RCON8702	RCON8703	RCON8704	
1. Written options.....		0	0	0	0	12.c.1.
		RCON8705	RCON8706	RCON8707	RCON8708	
2. Purchased options.....		0	0	0	0	12.c.2.
d. Over-the-counter option contracts:						12.d.
		RCON8709	RCON8710	RCON8711	RCON8712	
1. Written options.....		0	0	0	0	12.d.1.
		RCON8713	RCON8714	RCON8715	RCON8716	
2. Purchased options.....		0	0	0	0	12.d.2.
e. Swaps.....						12.e.
		RCON3450	RCON3826	RCON8719	RCON8720	
		RCONA126	RCONA127	RCON8723	RCON8724	
13. Total gross notional amount of derivative contracts held for trading.....		0	0	0	0	13.
14. Total gross notional amount of derivative contracts held for purposes other than trading.....		RCON8725	RCON8726	RCON8727	RCON8728	14.
		0	0	0	0	
		RCONA589				
a. Interest rate swaps where the bank has agreed to pay a fixed rate.....		0				14.a.
15. Not available						15.
a. Contracts held for trading:						15.a.
		RCON8733	RCON8734	RCON8735	RCON8736	
1. Gross positive fair value.....		0	0	0	0	15.a.1.
		RCON8737	RCON8738	RCON8739	RCON8740	
2. Gross negative fair value.....		0	0	0	0	15.a.2.

Dollar amounts in thousands

b. Contracts held for purposes other than trading:

- 1. Gross positive fair value.....
- 2. Gross negative fair value.....

(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts
RCON8741	RCON8742	RCON8743	RCON8744
0	0	0	0
RCON8745	RCON8746	RCON8747	RCON8748
0	0	0	0

15.b.

15.b.1.

15.b.2.

Schedule RC-M - Memoranda

Dollar amounts in thousands

1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:			1.
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests.....	RCON6164	5,369	1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations.....	RCON6165	1	1.b.
2. Intangible assets other than goodwill:			2.
a. Mortgage servicing assets.....	RCON3164	0	2.a.
1. Estimated fair value of mortgage servicing assets.....	RCONA590	0	2.a.1.
b. Purchased credit card relationships and nonmortgage servicing assets.....	RCONB026	0	2.b.
c. All other identifiable intangible assets.....	RCON5507	0	2.c.
d. Total.....	RCON0426	0	2.d.
3. Other real estate owned:			3.
a. Direct and indirect investments in real estate ventures.....	RCON5372	0	3.a.
b. All other real estate owned:			3.b.
1. Construction, land development, and other land.....	RCON5508	0	3.b.1.
2. Farmland.....	RCON5509	0	3.b.2.
3. 1-4 family residential properties.....	RCON5510	15	3.b.3.
4. Multifamily (5 or more) residential properties.....	RCON5511	0	3.b.4.
5. Nonfarm nonresidential properties.....	RCON5512	0	3.b.5.
6. Foreclosed properties from "GNMA loans".....	RCONC979	0	3.b.6.
c. Total.....	RCON2150	15	3.c.
4. Investments in unconsolidated subsidiaries and associated companies:			4.
a. Direct and indirect investments in real estate ventures.....	RCON5374	0	4.a.
b. All other investments in unconsolidated subsidiaries and associated companies.....	RCON5375	125	4.b.
c. Total.....	RCON2130	125	4.c.
5. Other borrowed money:			5.
a. Federal Home Loan Bank advances:			5.a.
1. Advances with a remaining maturity or next repricing date of:			5.a.1.
a. One year or less.....	RCONF055	25,337	5.a.1.a.
b. Over one year through three years.....	RCONF056	13,000	5.a.1.b.
c. Over three years through five years.....	RCONF057	0	5.a.1.c.
d. Over five years.....	RCONF058	30,802	5.a.1.d.
2. Advances with a remaining maturity of one year or less (included in item 5.a.(1)(a) above).....	RCON2651	10,337	5.a.2.
3. Structured advances (included in items 5.a.(1)(a) - (d) above).....	RCONF059	42,600	5.a.3.
b. Other borrowings:			5.b.
1. Other borrowings with a remaining maturity of next repricing date of:			5.b.1.
a. One year or less.....	RCONF060	0	5.b.1.a.
b. Over one year through three years.....	RCONF061	0	5.b.1.b.
c. Over three years through five years.....	RCONF062	0	5.b.1.c.
d. Over five years.....	RCONF063	0	5.b.1.d.
2. Other borrowings with a remaining maturity of one year or less (included in item 5.b.(1)(a) above).....	RCONB571	0	5.b.2.
c. Total.....	RCON3190	69,139	5.c.
6. Does the reporting bank sell private label or third party mutual funds and annuities?.....	RCONB569	No	6.
7. Assets under the reporting bank's management in proprietary mutual funds and annuities.	RCONB570	0	7.
8. Primary Internet Web site address of the bank (home page), if any.....	TEXT4087	Click here for value	8.

Dollar amounts in thousands

9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?.....	RCON4088	Yes	9.
10. Secured liabilities:			10.
a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14. a).....	RCONF064	0	10.a.
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a) - (d)).....	RCONF065	0	10.b.

(TEXT4087) <http://www.fcbook.com>

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands		(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
1. Loans secured by real estate:					1.
a. Construction, land development, and other land loans:					1.a.
1. 1-4 family residential construction loans.....	RCONF172	0	0	0	1.a.1.
2. Other construction loans and all land development and other land loans.....	RCONF173	0	0	0	1.a.2.
b. Secured by farmland.....	RCON3493	0	0	0	1.b.
c. Secured by 1-4 family residential properties:					1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCON5398	212	0	55	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:					1.c.2.
a. Secured by first liens.....	RCONC236	457	144	2,190	1.c.2.a.
b. Secured by junior liens.....	RCONC238	12	0	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....	RCON3499	0	0	197	1.d.
e. Secured by nonfarm nonresidential properties:					1.e.
1. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONF178	364	0	222	1.e.1.
2. Loans secured by other nonfarm nonresidential properties.....	RCONF179	2,908	0	0	1.e.2.
2. Loans to depository institutions and acceptances of other banks.....	RCONB834	0	0	0	2.
3. Not applicable					3.
4. Commercial and industrial loans.....	RCON1606	11	0	100	4.

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	
5. Loans to individuals for household, family, and other personal expenditures:				5.
	RCONB575	RCONB576	RCONB577	
a. Credit cards.....	0	0	0	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	5	36	0	5.b.
6. Loans to foreign governments and official institutions.....	0	0	0	6.
	RCON5389	RCON5390	RCON5391	
	RCON5459	RCON5460	RCON5461	
7. All other loans.....	0	0	0	7.
	RCON1226	RCON1227	RCON1228	
8. Lease financing receivables.....	0	0	0	8.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	0	0	0	9.
	RCON3505	RCON3506	RCON3507	
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government.....	0	0	0	10.
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans").....	0	0	0	10.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above.....	0	0	0	10.b.
	RCONC866	RCONC867	RCONC868	
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1):				M.1.
a. Loans secured by 1-4 family residential properties.....	0	0	0	M.1.a.
b. Other loans and all leases (exclude loans to individuals for household, family, and other personal expenditures).....	0	0	0	M.1.b.
	RCON1658	RCON1659	RCON1661	
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above.....	0	0	0	M.2.
	RCON6558	RCON6559	RCON6560	
3. Not available				M.3.
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above).....	0	0	0	M.3.a.
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above).....	0	0	0	M.3.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above).....	0	0	0	M.3.c.
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above).....	0	0	0	M.3.d.
	RCON1248	RCON1249	RCON1250	
	RCON5380	RCON5381	RCON5382	
	RCON1254	RCON1255	RCON1256	
	RCONF166	RCONF167	RCONF168	
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above).....	0	0	0	M.4.
	RCON1594	RCON1597	RCON1583	
5. Loans and leases held for sale and loans measured at fair value (included in Schedule RC-N, items 1 through 8, above):				M.5.
a. Loans and leases held for sale.....	0	0	0	M.5.a.
b. Loans measured at fair value:				M.5.b.
	RCONC240	RCONC241	RCONC226	

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	
	RCONF664	RCONF665	RCONF666	
1. Fair value.....	0	0	0	M.5.b.1.
	RCONF667	RCONF668	RCONF669	
2. Unpaid principal balance.....	0	0	0	M.5.b.2.

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
	RCON3529		RCON3530		
6. Interest rate, foreign exchange rate, and other commodity and equity contracts: Fair value of amounts carried as assets.....		0		0	M.6.

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands			
7. Additions to nonaccrual assets during the quarter.....	RCONC410	1,322	M.7.
8. Nonaccrual assets sold during the quarter.....	RCONC411	0	M.8.

Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments

Dollar amounts in thousands			
1. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	RCONF236	236,288	1.
2. Total allowable exclusions.....	RCONF237	0	2.
3. Not applicable			3.
4. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	RCONF238	NR	4.
5. Total daily average of allowable exclusions.....	RCONF239	NR	5.
1. Total deposits of the bank:			M.1.
a. Deposit accounts (excluding retirement accounts) of \$100,000 or less:			M.1.a.
1. Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less..	RCONF049	134,768	M.1.a.1.
2. Number of deposit accounts (excluding retirement accounts) of \$100,000 or less..	RCONF050	NR	M.1.a.2.
b. Deposit accounts (excluding retirement accounts) of more than \$100,000:			M.1.b.
1. Amount of deposit accounts (excluding retirement accounts) of more than \$100,000.....	RCONF051	91,720	M.1.b.1.
2. Number of deposit accounts (excluding retirement accounts) of more than \$100,000.....	RCONF052	273	M.1.b.2.
c. Retirement deposit accounts of \$250,000 or less:			M.1.c.
1. Amount of retirement deposit accounts of \$250,000 or less.....	RCONF045	9,502	M.1.c.1.
2. Number of retirement deposit accounts of \$250,000 or less.....	RCONF046	NR	M.1.c.2.
d. Retirement deposit accounts of more than \$250,000:			M.1.d.
1. Amount of retirement deposit accounts of more than \$250,000.....	RCONF047	298	M.1.d.1.
2. Number of retirement deposit accounts of more than \$250,000.....	RCONF048	1	M.1.d.2.
2. Estimated amount of uninsured deposits.....	RCON5597	NR	M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent savings association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			M.3.
a. Legal title.....	TEXTA545	NR	M.3.a.
b. FDIC Certificate Number.....	RCONA545	0	M.3.b.

Schedule RC-P - 1-4 Family Residential Mortgage Banking Activities

Dollar amounts in thousands

1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:			1.
a. Closed-end first liens.....	RCONF066	NR	1.a.
b. Closed-end junior liens.....	RCONF067	NR	1.b.
c. Open-end loans extended under lines of credit:			1.c.
1. Total commitment under the lines of credit.....	RCONF670	NR	1.c.1.
2. Principal amount funded under the lines of credit.....	RCONF671	NR	1.c.2.
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:			2.
a. Closed-end first liens.....	RCONF068	NR	2.a.
b. Closed-end junior liens.....	RCONF069	NR	2.b.
c. Open-end loans extended under lines of credit:			2.c.
1. Total commitment under the lines of credit.....	RCONF672	NR	2.c.1.
2. Principal amount funded under the lines of credit.....	RCONF673	NR	2.c.2.
3. 1-4 family residential mortgages sold during the quarter:			3.
a. Closed-end first liens.....	RCONF070	NR	3.a.
b. Closed-end junior liens.....	RCONF071	NR	3.b.
c. Open-end loans extended under lines of credit:			3.c.
1. Total commitment under the lines of credit.....	RCONF674	NR	3.c.1.
2. Principal amount funded under the lines of credit.....	RCONF675	NR	3.c.2.
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule RC, item 4.a):			4.
a. Closed-end first liens.....	RCONF072	NR	4.a.
b. Closed-end junior liens.....	RCONF073	NR	4.b.
c. Open-end loans extended under lines of credit:			4.c.
1. Total commitment under the lines of credit.....	RCONF676	NR	4.c.1.
2. Principal amount funded under the lines of credit.....	RCONF677	NR	4.c.2.
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule RI, items 5.f, 5.g, and 5.i):			5.
a. Closed-end 1-4 family residential mortgage loans.....	RIADF184	NR	5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	RIADF560	NR	5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:			6.
a. Closed-end first liens.....	RCONF678	NR	6.a.
b. Closed-end junior liens.....	RCONF679	NR	6.b.
c. Open-end loans extended under line of credit:			6.c.
1. Total commitment under the lines of credit.....	RCONF680	NR	6.c.1.
2. Principal amount funded under the lines of credit.....	RCONF681	NR	6.c.2.

Schedule RC-Q - Financial Assets and Liabilities Measured at Fair Value

	(Column A) Total Fair Value Reported on Schedule RC	(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					
1. Loans and leases.....	RCONF243	RCONF682	RCONF690	RCONF244	RCONF245
	NR	NR	NR	NR	NR
2. Trading assets.....	RCONF246	RCONF683	RCONF691	RCONF247	RCONF248
	NR	NR	NR	NR	NR
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 2, above).....	RCONF240	RCONF684	RCONF692	RCONF241	RCONF242
	NR	NR	NR	NR	NR
3. All other financial assets and servicing assets.....	RCONF249	RCONF685	RCONF693	RCONF250	RCONF251
	NR	NR	NR	NR	NR
4. Deposits.....	RCONF252	RCONF686	RCONF694	RCONF253	RCONF254
	NR	NR	NR	NR	NR
5. Trading liabilities.....	RCONF255	RCONF687	RCONF695	RCONF256	RCONF257
	NR	NR	NR	NR	NR
6. All other financial liabilities and servicing liabilities.....	RCONF258	RCONF688	RCONF696	RCONF259	RCONF260
	NR	NR	NR	NR	NR
7. Loan commitments (not accounted for as derivatives).....	RCONF261	RCONF689	RCONF697	RCONF262	RCONF263
	NR	NR	NR	NR	NR

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Total equity capital (from Schedule RC, item 28).....	RCON3210	31,643	1.
2. Net unrealized gains (losses) on available-for-sale securities.....	RCON8434	-209	2.
3. Net unrealized loss on available-for-sale equity securities.....	RCONA221	0	3.
4. Accumulated net gains (losses) on cash flow hedges.....	RCON4336	0	4.
5. Nonqualifying perpetual preferred stock.....	RCONB588	0	5.
6. Qualifying minority interests in consolidated subsidiaries.....	RCONB589	0	6.
7. Not available			7.
a. Disallowed goodwill and other disallowed intangible assets.....	RCONB590	245	7.a.
b. Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank's own creditworthiness.....	RCONF264	0	7.b.
8. Subtotal.....	RCONC227	31,607	8.
9. Not available			9.
a. Disallowed servicing assets and purchased credit card relationships.....	RCONB591	0	9.a.
b. Disallowed deferred tax assets.....	RCON5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital.....	RCONB592	0	10.
11. Tier 1 capital.....	RCON8274	31,607	11.
12. Qualifying subordinated debt and redeemable preferred stock.....	RCON5306	0	12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital.....	RCONB593	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital.....	RCON5310	1,345	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....	RCON2221	0	15.
16. Other Tier 2 capital components.....	RCONB594	0	16.
17. Tier 2 capital.....	RCON5311	1,345	17.
18. Allowable Tier 2 capital.....	RCON8275	1,345	18.
19. Tier 3 capital allocated for market risk.....	RCON1395	0	19.
20. Deductions for total risk-based capital.....	RCONB595	0	20.
21. Total risk-based capital.....	RCON3792	32,952	21.
22. Average total assets (from Schedule RC-K, item 9).....	RCON3368	345,046	22.
23. Disallowed goodwill and other disallowed intangible assets (from item 7 above).....	RCONB590	245	23.
24. Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	RCONB591	0	24.
25. Disallowed deferred tax assets (from item 9.b above).....	RCON5610	0	25.
26. Other deductions from assets for leverage capital purposes.....	RCONB596	0	26.
27. Average total assets for leverage capital purposes.....	RCONA224	344,801	27.
28. Not available			28.
a. Adjustment to Tier 1 capital reported in item 11.....	RCONC228	0	28.a.
b. Adjustment to total risk-based capital reported in item 21.....	RCONB503	0	28.b.
29. Adjustment to risk-weighted assets reported in item 62.....	RCONB504	0	29.
30. Adjustment to average total assets reported in item 27.....	RCONB505	0	30.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

	(Column A) Percentage (Banks with Financial Subsidiaries)		(Column B) Percentage (All Banks)		
31. Tier 1 leverage ratio.....	RCON7273	0	RCON7204	0.0917	31.
32. Tier 1 risk-based capital ratio.....	RCON7274	0	RCON7206	0.1020	32.
33. Total risk-based capital ratio.....	RCON7275	0	RCON7205	0.1064	33.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands						
	(Column A) Totals (from Schedule RC)	(Column B) Items Not Subject to Risk-Weighting	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
	RCON0010	RCONC869	RCONB600	RCONB601		RCONB602
34. Cash and balances dues from depository institutions.....	7,188	0	444	6,744		0
	RCON1754	RCONB603	RCONB604	RCONB605	RCONB606	RCONB607
35. Held-to-maturity securities.....	0	0	0	0	0	0
	RCON1773	RCONB608	RCONB609	RCONB610	RCONB611	RCONB612
36. Available-for-sale securities.....	27,942	-316	0	28,258	0	0
37. Federal funds sold and securities purchased under agreements to resell.....	RCONC225		RCONC063	RCONC064		RCONB520
	102		0	102		0
	RCON5369	RCONB617	RCONB618	RCONB619	RCONB620	RCONB621
38. Loans and leases held for sale.....	512	0	0	0	512	0
	RCONB528	RCONB622	RCONB623	RCONB624	RCONB625	RCONB626
39. Loans and leases, net of unearned income.....	295,032	0	0	158	61,159	233,714
	RCON3123	RCON3123				
40. Allowance for loan and lease losses.....	1,345	1,345				
	RCON3545	RCONB627	RCONB628	RCONB629	RCONB630	RCONB631
41. Trading Assets.....	0	0	0	0	0	0
	RCONB639	RCONB640	RCONB641	RCONB642	RCONB643	RCON5339
42. All other assets.....	23,574	245	0	2,864	260	20,205
	RCON2170	RCONB644	RCON5320	RCON5327	RCON5334	RCON5340
43. Total Assets.....	353,005	-1,416	444	38,126	61,931	253,919

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands						
	(Column A) Face Value or Notional Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
	RCONB546	RCONB547	RCONB548	RCONB581	RCONB582	RCONB583
44. Financial standby letters of credit.....	693	693	0	0	0	693
	RCON3821	RCONB650	RCONB651	RCONB652	RCONB653	RCONB654
45. Performance standby letters of credit.....	0	0	0	0	0	0
	RCON3411	RCONB655	RCONB656	RCONB657	RCONB658	RCONB659
46. Commercial and similar letters of credit.....	0	0	0	0	0	0

	(Column A) Face Value or Notional Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
Dollar amounts in thousands						
47. Risk participations in bankers acceptances acquired by the reporting institution.....	RCON3429	RCONB660	RCONB661	RCONB662		RCONB663
	0	0	0	0		0
	RCON3433	RCONB664	RCONB665	RCONB666	RCONB667	RCONB668
	0	0	0	0	0	0
48. Securities lent.....					0	0
49. Retained recourse on small business obligations sold with recourse.....	RCONA250	RCONB669	RCONB670	RCONB671	RCONB672	RCONB673
	0	0	0	0	0	0
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement..	RCONB541	RCONB542				RCONB543
	0	0				0
	RCONB675	RCONB676	RCONB677	RCONB678	RCONB679	RCONB680
51. All other financial assets sold with recourse.....	0	0	0	0	0	0
	RCONB681	RCONB682	RCONB683	RCONB684	RCONB685	RCONB686
	0	0	0	0	0	0
52. All other off-balance sheet liabilities.....						
53. Unused commitments with an original maturity exceeding one year.....	RCON3833	RCONB687	RCONB688	RCONB689	RCONB690	RCONB691
	33,238	16,619	0	0	0	16,619
		RCONA167	RCONB693	RCONB694	RCONB695	
54. Derivative contracts.....		0	0	0	0	
55. Total assets, derivatives, and off-balance sheet items by risk weight category.....			RCONB696	RCONB697	RCONB698	RCONB699
			444	38,126	61,931	271,231
56. Risk weight factor						
			RCONB700	RCONB701	RCONB702	RCONB703
57. Risk-weighted assets by risk weight category.....			0	7,625	30,966	271,231
						RCON1651
58. Market risk equivalent assets.....						0
						RCONB704
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve.....						309,822
						RCONA222
60. Excess allowance for loan and lease losses.....						0
						RCON3128
61. Allocated transfer risk reserve.....						0
						RCONA223
62. Total risk-weighted assets.....						309,822

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....	RCON8764	0	M.1.
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Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

	(Column A) With a remaining maturity of one year or less	(Column B) With a remaining maturity of over one year through five years	(Column C) With a remaining maturity of over five years	
2. Notional principal amounts of derivative contracts:				M.2.
a. Interest rate contracts.....	RCON3809	RCON8766	RCON8767	M.2.a.
b. Foreign exchange contracts.....	RCON3812	RCON8769	RCON8770	M.2.b.
c. Gold contracts.....	RCON8771	RCON8772	RCON8773	M.2.c.
d. Other precious metals contracts.....	RCON8774	RCON8775	RCON8776	M.2.d.
e. Other commodity contracts.....	RCON8777	RCON8778	RCON8779	M.2.e.
f. Equity derivative contracts.....	RCONA000	RCONA001	RCONA002	M.2.f.
g. Credit derivative contracts:				M.2.g.
1. Investment grade.....	RCONC980	RCONC981	RCONC982	M.2.g.1.
2. Subinvestment grade.....	RCONC983	RCONC984	RCONC985	M.2.g.2.

Schedule RC-S - Servicing Securitization and Asset Sale Activities

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar amounts in thousands							
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements.....	RCONB705	RCONB706	RCONB707	RCONB708	RCONB709	RCONB710	RCONB711
	0	0	0	0	0	0	0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5).....	RCONB712	RCONB713	RCONB714	RCONB715	RCONB716	RCONB717	RCONB718
	0	0	0	0	0	0	0
b. Subordinated securities and other residual interests.....	RCONC393	RCONC394	RCONC395	RCONC396	RCONC397	RCONC398	RCONC399
	0	0	0	0	0	0	0
c. Standby letters of credit and other enhancements.....	RCONC400	RCONC401	RCONC402	RCONC403	RCONC404	RCONC405	RCONC406
	0	0	0	0	0	0	0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1.....	RCONB726	RCONB727	RCONB728	RCONB729	RCONB730	RCONB731	RCONB732
	0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:							
a. 30-89 days past due.....	RCONB733	RCONB734	RCONB735	RCONB736	RCONB737	RCONB738	RCONB739
	0	0	0	0	0	0	0
b. 90 days or more past due.....	RCONB740	RCONB741	RCONB742	RCONB743	RCONB744	RCONB745	RCONB746
	0	0	0	0	0	0	0
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs.....	RIADB747	RIADB748	RIADB749	RIADB750	RIADB751	RIADB752	RIADB753
	0	0	0	0	0	0	0
b. Recoveries.....	RIADB754	RIADB755	RIADB756	RIADB757	RIADB758	RIADB759	RIADB760
	0	0	0	0	0	0	0
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in Schedule RC-B or in Schedule RC, item 5).....		RCONB761	RCONB762			RCONB763	
		0	0			0	

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar amounts in thousands							
b. Loans (included in Schedule RC-C).....		RCONB500	RCONB501			RCONB502	
		0	0			0	
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due.....		RCONB764	RCONB765			RCONB766	
		0	0			0	
b. 90 days or more past due.....		RCONB767	RCONB768			RCONB769	
		0	0			0	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							
a. Charge-offs.....		RIADB770	RIADB771			RIADB772	
		0	0			0	
b. Recoveries.....		RIADB773	RIADB774			RIADB775	
		0	0			0	
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....	RCONB776	RCONB777	RCONB778	RCONB779	RCONB780	RCONB781	RCONB782
	0	0	0	0	0	0	0
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures.....	RCONB783	RCONB784	RCONB785	RCONB786	RCONB787	RCONB788	RCONB789
	0	0	0	0	0	0	0
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank.....	RCONB790	RCONB791	RCONB792	RCONB793	RCONB794	RCONB795	RCONB796
	0	0	0	0	0	0	0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11.....	RCONB797	RCONB798	RCONB799	RCONB800	RCONB801	RCONB802	RCONB803
	0	0	0	0	0	0	0

Schedule RC-S - Servicing Securitization and Asset Sale Activities

Dollar amounts in thousands

1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			M.1.
a. Outstanding principal balance.....	RCONA249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date.....	RCONA250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):			M.2.
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	RCONB804	0	M.2.a.
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	RCONB805	0	M.2.b.
c. Other financial assets (includes home equity lines).....	RCONA591	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).....	RCONF699	0	M.2.d.
3. Asset-backed commercial paper conduits:			M.3.
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:			M.3.a.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RCONB806	0	M.3.a.1.
2. Conduits sponsored by other unrelated institutions.....	RCONB807	0	M.3.a.2.
b. Unused commitments to provide liquidity to conduit structures:			M.3.b.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RCONB808	0	M.3.b.1.
2. Conduits sponsored by other unrelated institutions.....	RCONB809	0	M.3.b.2.
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C.....	RCONC407	NR	M.4.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

1. Does the institution have fiduciary powers?.....	RCONA345	No	1.
2. Does the institution exercise the fiduciary powers it has been granted?.....	RCONA346	No	2.
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule?.....	RCONB867	No	3.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
	RCONB868	RCONB869	RCONB870	RCONB871	
4. Personal trust and agency accounts.....	NR	NR	NR	NR	4.
5. Retirement related trust and agency accounts:					5.
a. Employee benefit - defined contribution.....	NR	NR	NR	NR	5.a.
b. Employee benefit - defined benefit.....	NR	NR	NR	NR	5.b.
c. Other retirement accounts.....	NR	NR	NR	NR	5.c.
6. Corporate trust and agency accounts.....	NR	NR	NR	NR	6.
7. Investment management agency accounts.....	NR		NR		7.
8. Other fiduciary accounts.....	NR	NR	NR	NR	8.
9. Total fiduciary accounts.....	NR	NR	NR	NR	9.
10. Custody and safekeeping accounts.....		NR		NR	10.
11. Not applicable					11.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

12. Personal trust and agency accounts.....	RIADB904	CONF	12.
13. Retirement related trust and agency accounts:			13.
a. Employee benefit - defined contribution.....	RIADB905	CONF	13.a.
b. Employee benefit - defined benefit.....	RIADB906	CONF	13.b.
c. Other retirement accounts.....	RIADB907	CONF	13.c.
14. Corporate trust and agency accounts.....	RIADA479	CONF	14.
15. Investment management agency accounts.....	RIADB908	CONF	15.
16. Other fiduciary accounts.....	RIADA480	CONF	16.
17. Custody and safekeeping accounts.....	RIADB909	CONF	17.
18. Other fiduciary and related services income.....	RIADB910	CONF	18.
19. Total gross fiduciary and related services income.....	RIAD4070	0	19.
20. Expenses.....	RIADC058	CONF	20.
21. Net losses from fiduciary and related services.....	RIADA488	CONF	21.
22. Intracompany income credits for fiduciary and related services.....	RIADB911	CONF	22.
23. Net fiduciary and related services income.....	RIADA491	CONF	23.
1. Managed assets held in personal trust and agency accounts:			M.1.
a. Noninterest-bearing deposits.....	RCONB913	NR	M.1.a.
b. Interest-bearing deposits.....	RCONB914	NR	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations.....	RCONB915	NR	M.1.c.
d. State, county and municipal obligations.....	RCONB916	NR	M.1.d.
e. Money market mutual funds.....	RCONB917	NR	M.1.e.
f. Other short-term obligations.....	RCONB918	NR	M.1.f.
g. Other notes and bonds.....	RCONB919	NR	M.1.g.
h. Common and preferred stocks.....	RCONB920	NR	M.1.h.
i. Real estate mortgages.....	RCONB921	NR	M.1.i.
j. Real estate.....	RCONB922	NR	M.1.j.
k. Miscellaneous assets.....	RCONB923	NR	M.1.k.
l. Total managed assets held in personal trust and agency accounts.....	RCONB868	NR	M.1.l.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Number of Issues	(Column B) Principal Amount Outstanding	
2. Corporate trust and agency accounts:			M.2.
a. Corporate and municipal trusteeships.....	RCONB927 NR	RCONB928 NR	M.2.a.
b. Transfer agent, registrar, paying agent, and other corporate agency.....	RCONB929 NR		M.2.b.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Number of Funds	(Column B) Market Value of Fund Assets	
3. Collective investment funds and common trust funds:			M.3.
a. Domestic equity.....	RCONB931 NR	RCONB932 NR	M.3.a.
b. International/Global equity.....	RCONB933 NR	RCONB934 NR	M.3.b.
c. Stock/Bond blend.....	RCONB935 NR	RCONB936 NR	M.3.c.
d. Taxable bond.....	RCONB937 NR	RCONB938 NR	M.3.d.
e. Municipal bond.....	RCONB939 NR	RCONB940 NR	M.3.e.
f. Short term investments/Money market.....	RCONB941 NR	RCONB942 NR	M.3.f.

Dollar amounts in thousands	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
	RCONB943	NR	RCONB944	NR	
g. Specialty/Other.....					M.3.g.
h. Total collective investment funds.....	RCONB945	NR	RCONB946	NR	M.3.h.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands	(Column A)	(Column B)	(Column C)	
	Gross Losses Managed Accounts	Gross Losses Non-Managed Accounts	Recoveries	
4. Fiduciary settlements, surcharges, and other losses:				M.4.
	RIADB947	RIADB948	RIADB949	
a. Personal trust and agency accounts.....	CONF	CONF	CONF	M.4.a.
	RIADB950	RIADB951	RIADB952	
b. Retirement related trust and agency accounts.....	CONF	CONF	CONF	M.4.b.
	RIADB953	RIADB954	RIADB955	
c. Investment management agency accounts.....	CONF	CONF	CONF	M.4.c.
	RIADB956	RIADB957	RIADB958	
d. Other fiduciary accounts and related services.....	CONF	CONF	CONF	M.4.d.
	RIADB959	RIADB960	RIADB961	
e. Total fiduciary settlements, surcharges, and other losses.....	CONF	CONF	CONF	M.4.e.

General Instructions

Dollar amounts in thousands			
1. Who Must Report on What Forms			1.
a. Close of Business			1.a.
b. Frequency of Reporting			1.b.
c. Differences in Detail of Reports			1.c.
d. Shifts in Reporting Status			1.d.
2. Organization of the Instruction Books			2.
3. Preparation of the Reports			3.
4. Signatures			4.
a. Officer Declaration			4.a.
b. Director Attestation			4.b.
5. Submission of the Reports			5.
a. Submission Date			5.a.
b. Amended Reports			5.b.
6. Retention of Reports			6.
7. Scope of the "Consolidated Bank" Required to be Reported in the Submitted Reports			7.
a. Exclusions from the Coverage of the Consolidated Report			7.a.
8. Rules of Consolidation			8.
9. Reporting by Type of Office (For banks with foreign offices)			9.
10. Publication Requirements for the Report of Condition			10.
11. Release of Individual Bank Reports			11.
12. Applicability of Generally Accepted Accounting Principles to Regulatory Reporting Requirements			12.
13. Accrual Basis Reporting			13.
14. Miscellaneous General Instructions			14.
a. Rounding			14.a.

Dollar amounts in thousands

b. Negative Entries			14.b.
c. Verification			14.c.
d. Transactions Occurring Near the End of a Reporting Period			14.d.
15. Separate Branch Reports			15.

Glossary

Dollar amounts in thousands

1. Glossary			1.
2. Acceptances			2.
3. Accounting Changes			3.
4. Accounting Errors, Corrections of			4.
5. Accounting Estimates, Changes in			5.
6. Accounting Principles, Changes in			6.
7. Accrued Interest Receivable Related to Credit Card Securitizations			7.
8. Acquisition, Development, or Construction (ADC) Arrangements			8.
9. Agreement Corporation			9.
10. Allowance for Loan and Lease Losses			10.
11. Applicable Income Taxes			11.
12. Associated Company			12.
13. ATS Account			13.
14. Bankers Acceptances			14.
a. Bank-Owned Life Insurance			14.a.
15. Banks, U.S. and Foreign			15.
16. Banks in Foreign Countries			16.
17. Bill-of-Lading Draft			17.
18. Borrowings and Deposits in Foreign Offices			18.
19. Brokered Deposits			19.
20. Broker's Security Draft			20.
21. Business Combinations			21.
22. Call Option			22.
23. Capitalization of Interest Costs			23.
24. Carrybacks and Carryforwards			24.
25. Cash Management Arrangements			25.
26. Certificate of Deposit			26.
27. Changes in Accounting Estimates			27.
28. Changes in Accounting Principles			28.
29. Clearing Accounts			29.
30. Commercial Banks in the U.S.			30.
31. Commercial Letter of Credit			31.
32. Commercial Paper			32.
33. Commodity or Bill-of-Lading Draft			33.
34. Common Stock of Unconsolidated Subsidiaries, Investments in			34.
35. Continuing Contract			35.
36. Corporate Joint Venture			36.
37. Corrections of Accounting Errors			37.
38. Coupon Stripping, Treasury Receipts, and STRIPS			38.
39. Custody Account			39.
40. Dealer Reserve Account			40.
a. Deferred Compensation Agreements			40.a.
41. Deferred Income Taxes			41.

Dollar amounts in thousands

42. Demand Deposits			42.
43. Depository Institutions in the U.S.			43.
44. Deposits			44.
45. Derivative Contracts			45.
a. Discounts			45.a.
46. Dividends			46.
47. Domestic Office			47.
48. Domicile			48.
49. Due Bills			49.
50. Edge and Agreement Corporation			50.
a. Equity-Indexed Certificates of Deposit			50.a.
51. Equity Method of Accounting			51.
52. Extinguishments of Liabilities			52.
53. Extraordinary Items			53.
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55. Federal Funds Transactions			55.
56. Federally-Sponsored Lending Agency			56.
57. Fees, Loan			57.
58. Foreclosed Assets			58.
59. Foreign Banks			59.
60. Foreign Currency Transactions and Translation			60.
61. Foreign Debt Exchange Transactions			61.
62. Foreign Governments and Official Institutions			62.
63. Foreign Office			63.
64. Forward Contracts			64.
65. Functional Currency			65.
66. Futures Contracts			66.
67. Goodwill			67.
68. Hypothecated Deposit			68.
69. IBF			69.
70. Income Taxes			70.
71. Intangible Assets			71.
72. Interest-Bearing Account			72.
73. Interest Capitalization			73.
74. Interest Rate Swaps			74.
75. Internal-Use Computer Software			75.
76. International Banking Facility (IBF)			76.
77. Interoffice Accounts			77.
78. Investments in Common Stock of Unconsolidated Subsidiaries			78.
79. Joint Venture			79.
80. Lease Accounting			80.
81. Letter of Credit			81.
82. Limited-Life Preferred Stock			82.
83. Loan			83.
84. Loan Fees			84.
85. Loan Impairment			85.
86. Loan Secured by Real Estate			86.
87. Loss Contingencies			87.
88. Majority-Owned Subsidiary			88.
89. Mandatory Convertible Debt			89.

Dollar amounts in thousands

91. Mergers			91.
92. Money Market Deposit Account (MMDA)			92.
93. Nonaccrual Status			93.
94. Noninterest-Bearing Account			94.
95. Nontransaction Account			95.
96. NOW Account			96.
97. Offsetting			97.
98. One-Day Transaction			98.
99. Option			99.
100. Organization Costs			100.
101. Other Depository Institutions in the U.S.			101.
102. Other Real Estate Owned			102.
103. Overdraft			103.
104. Participations			104.
105. Participations in Acceptances			105.
106. Participations in Pools of Securities			106.
107. Pass-through Reserve Balances			107.
108. Perpetual Preferred Stock			108.
109. Placements and Takings			109.
110. Pooling of Interests			110.
111. Preauthorized Transfer Account			111.
112. Preferred Stock			112.
113. Premiums and Discounts			113.
114. Purchase Acquisition			114.
a. Purchased Impaired Loans and Debt Securities			114.a.
115. Put Option			115.
116. Real Estate ADC Arrangements			116.
117. Real Estate, Loan Secured By			117.
118. Reciprocal Balances			118.
119. Renegotiated Troubled Debt			119.
120. Reorganizations			120.
121. Repurchase/Resale Agreements			121.
122. Reserve Balances, Pass-through			122.
123. Retail Sweep Arrangements			123.
124. Sales of Assets for Risk-Based Capital Purposes			124.
125. Savings Deposits			125.
126. Securities Activities			126.
127. Securities Borrowing/Lending Transactions			127.
128. Securities, Participations in Pools of			128.
129. Servicing Assets and Liabilities			129.
130. Settlement Date Accounting			130.
131. Shell Branches			131.
132. Short Position			132.
133. Significant Subsidiary			133.
134. Standby Letter of Credit			134.
135. Start-Up Activities			135.
136. STRIPS			136.
137. Subordinated Notes and Debentures			137.
138. Subsidiaries			138.
139. Suspense Accounts			139.
140. Syndications			140.

Dollar amounts in thousands

141. Telephone Transfer Account			141.
142. Term Federal Funds			142.
143. Time Deposits			143.
144. Trade Date and Settlement Date Accounting			144.
145. Trading Account			145.
146. Transction Account			146.
147. Transfers of Financial Assets			147.
148. Traveler's Letter of Credit			148.
149. Treasury Receipts			149.
150. Treasury Stock			150.
151. Troubled Debt Restructurings			151.
152. Trust Preferred Securities			152.
153. U.S. Banks			153.
154. U.S. Territories and Possessions			154.
155. Valuation Allowance			155.
156. When-Issued Securities Transactions			156.

Board of Governors of the Federal Reserve System



RSSD ID 2900355

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

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

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 CFR 225.5(b)].

This report form is to be filed by the parent company of small bank holding companies. For purposes of this report, small bank holding companies are bank holding companies that have total consolidated assets of less than \$500 million, except bank holding companies

that meet certain criteria to file the Consolidated Financial Statements for Bank Holding Companies (FR Y-9C). When such bank holding companies are tiered bank holding companies, separate reports are also to be filed by each of the subsidiary bank 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 Small Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Parent Company Only Financial Statements for Small Bank 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.

Date of Report:

June 30, 2008

Month / Date / Year (BHSP 9999)

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

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

FCB BANCORP, INC.

Legal Title of Bank Holding Company (TEXT 9010)

293 NORTH HUBBARDS LANE

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

LOUISVILLE KY 40207

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

Bank 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:

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____ S.F. _____

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

Name of Bank Holding Company

**Parent Company Only Financial Statements for
Small Bank Holding Companies**

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

RSSD ID

2900355

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

Schedule SI—Income Statement

	Dollar Amounts in Thousands		BHSP		
1. Income from bank subsidiary(s):					
a. Dividends.....	0508	621			1.a.
b. Other income.....	2111	2			1.b.
2. Income from nonbank subsidiary(s):					
a. Dividends.....	0523	9			2.a.
b. Other income.....	0530	0			2.b.
3. Income from subsidiary bank holding company(s): ¹					
a. Dividends.....	0206				3.a.
b. Other income.....	1283				3.b.
4. Other income.....	0447	10			4.
5. TOTAL OPERATING INCOME (Sum of items 1, 2, 3, and 4).....	4000	642			5.
6. Interest expense.....	4073	0			6.
7. Other expenses.....	4093	351			7.
8. TOTAL OPERATING EXPENSE (Sum of items 6 and 7).....	4130	351			8.
9. Income (loss) before income taxes and before undistributed income of subsidiary(s) (item 5 minus item 8).....	4250	291			9.
10. Applicable income taxes (benefits) (estimated) (See instructions).....	4302	-112			10.
11. Income (loss) before undistributed income of subsidiary(s) (item 9 minus item 10).....	0496	403			11.
12. Equity in undistributed income (loss) of subsidiary(s): (See instructions)					
a. Bank subsidiary(s).....	3156	152			12.a.
b. Nonbank subsidiary(s).....	2112	0			12.b.
c. Subsidiary bank holding company(s) ¹	3513				12.c.
13. Net income (loss) (Sum of items 11 and 12).....	4340	555			13.
MEMORANDA					
1. Cash dividends (or non-taxable distributions) declared by the bank holding company to its shareholders.....	3158	621			M.1.
2. Does the reporting bank 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).....	BHSP A530	0			M.2.
3. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 7 above).....	BHSP C254	304			M.3.
Memorandum item 4 is to be completed by bank holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.					
4. Net change in fair values of financial instruments accounted for under a fair value option....	F229				M.4.

1. This item is to be reported only by those holding companies that have subsidiary bank holding companies.

Schedule SC—Balance Sheet

Dollar Amounts in Thousands		BHSP		
ASSETS				
1. Cash and due from depository institutions:				
a. Balances with subsidiary or affiliated depository institutions.....		5993	244	1.a.
b. Balances with unrelated depository institutions.....		0010	565	1.b.
2. Securities		0390	0	2.
3. Loans and lease financing receivables (exclusive of loans and lease financing receivables due from bank(s) and nonbank subsidiaries):				
a. Loans and leases, net of unearned income	2122	0		3.a.
b. LESS: Allowance for loan and lease losses	3123	0		3.b.
c. Loans and leases, net of unearned income and the allowance for loan and lease losses (Item 3.a minus 3.b)		2723	0	3.c.
4. Investment in bank subsidiary(s): (See instructions)				
a. Equity investment.....		3239	31061	4.a.
b. Goodwill.....		3238	0	4.b.
c. Loans and advances to and receivables due from bank subsidiary(s).....		3148	0	4.c.
5. Investment in nonbank subsidiary(s): (See instructions)				
a. Equity investment.....		0088	248	5.a.
b. Goodwill.....		0087	0	5.b.
c. Loans and advances to and receivables due from nonbank subsidiary(s)		0089	0	5.c.
6. Investment in subsidiary bank holding company(s) (These items are to be completed only by companies that have subsidiary bank holding companies):				
a. Equity investment.....		0201		6.a.
b. Goodwill.....		0202		6.b.
c. Loans and advances to and receivables due from subsidiary bank holding company(s)		3523		6.c.
7. Other assets.....		0027	286	7.
8. Balances due from related nonbank companies (other than investments) ¹		3620	0	8.
9. TOTAL ASSETS (Sum of items 1 through 8)		2170	32404	9.
LIABILITIES AND EQUITY CAPITAL				
10. Short-term borrowings:				
a. Commercial paper.....		2309	0	10.a.
b. Other short-term borrowings		2724	0	10.b.
11. Long-term borrowings (includes limited-life preferred stock and related surplus).....		3151	0	11.
12. Accrued interest payable (See instructions).....		3166	0	12.
13. Other liabilities.....		3167	106	13.
14. Balances due to subsidiaries and related institutions:				
a. Subsidiary bank(s).....		3605	0	14.a.
b. Nonbank subsidiaries and related institutions		3621	8248	14.b.
15. Not applicable				
16. Equity capital:				
a. Perpetual preferred stock (including related surplus).....		3283	0	16.a.
b. Common stock (including related surplus)		3230	14749	16.b.
c. Retained earnings		3247	9625	16.c.
d. Accumulated other comprehensive income ²		B530	-324	16.d.
e. Other equity capital components ³		A130	0	16.e.
f. Total equity capital (sum of 16.a through 16.e)		3210	24950	16.f.
17. TOTAL LIABILITIES AND EQUITY CAPITAL (Sum of items 10 through 14.b, and 16.f)		3300	32404	17.

1. This item is to be reported only by lower-tier parent bank holding companies.

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 SC—Continued

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

BHSP	
C884	

1. Has the bank 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) M.1
2. If response to Memorandum item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.³

- a. _____
(1) Name of External Auditing Firm (TEXT C703)
- _____
(2) City (TEXT C708)
- _____
(3) State Abbrev. (TEXT C714)
- _____
(4) Zip Code (TEXT C715)

- b. _____
(1) Name of Engagement Partner (TEXT C704)
- _____
(2) E-mail Address (TEXT C705)

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

BHSP		
F819		
F820		

3. **Financial assets and liabilities measured at fair value:**
- a. **Total assets** M.3.a.
- b. **Total liabilities** M.3.b.

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

Schedule SC-M—Memoranda

Items 1 through 13 are to be completed by all bank holding companies filing the FR Y-9SP report.

		Dollar Amounts in Thousands		BHSP			
1.	Total consolidated assets of the bank holding company	8519	344668				M.1.
2.	Bank holding company (parent company only) borrowings not held by financial institution(s) or by insiders (including directors) and their interests (included in balance sheet items 10 or 11 above) ..	3152	0				M.2.
3.	Treasury stock (report only if the amount exceeds 5% of equity capital) included in item 16.e above	3153	0				M.3.
4.	Amount of nonvoting equity capital, including related surplus (included in balance sheet items 16.a., 16.b., 16.c., and 16.d.)	C702	0				M.4.
5.	Total loans from parent bank holding company and nonbank subsidiary(s) to insiders (excluding directors) and their interests	3155	0				M.5.
6.	Pledged securities.....	0416	0				M.6.
7. a.	Fair value of securities classified as available-for-sale (included in item 2 of the balance sheet)	8516	0				M.7.a.
7. b.	Amortized cost of securities classified as held-to-maturity (included in item 2 of the balance sheet)	8517	0				M.7.b.
8. a.	Total off-balance-sheet activities conducted either directly or through a nonbank subsidiary.....	F074	0				M.8.a.
8. b.	Total debt and equity securities (other than trust preferred securities) outstanding that are registered with the Securities and Exchange Commission	F075	0				M.8.b.
9.	Balances held by the subsidiary bank(s) due from nonbank subsidiaries of the parent bank holding company	6796	0				M.9.
10.	Balances held by the subsidiary bank(s) due to nonbank subsidiaries of the parent bank holding company.....	6797	0				M.10.
11.	Other assets (only report amounts that exceed 25 percent of balance sheet, line item 7):						
a.	Accounts receivable	A024	0				M.11.a.
b.	Income taxes receivable.....	C256	281				M.11.b.
c.	Premises and fixed assets	2145	0				M.11.c.
d.	Net deferred tax assets	2148	0				M.11.d.
e.	Cash surrender value of life insurance policies.....	C009	0				M.11.e.
f.	TEXT 8520	8520	0				M.11.f.
g.	TEXT 8521	8521	0				M.11.g.
h.	TEXT 8522	8522	0				M.11.h.
12.	Other liabilities (only report amounts that exceed 25 percent of balance sheet, line item 13):						
a.	Accounts payable	3066	0				M.12.a.
b.	Income taxes payable	C257	0				M.12.b.
c.	Dividends payable	2932	0				M.12.c.
d.	Net deferred tax liabilities	3049	0				M.12.d.
e.	TEXT 8523 ACCRUED AUDIT & ACCOUNTING EXPENSE	8523	46				M.12.e.
f.	TEXT 8524 ACCRUED INTEREST PAYABLE-SUBORDINATED DEBENTURES	8524	37				M.12.f.
g.	TEXT 8525	8525	0				M.12.g.
13.	Notes payable to special-purpose subsidiaries that issued trust preferred securities (included in balance sheet, item 14.b).....	C255	8248				M.13.
14.	Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? This item must be completed only by the top-tier bank holding company (and single-tier bank holding companies). The top-tier bank holding company must not leave blank or enter "N/A." Lower-tier bank holding companies should report "N/A." The top-tier bank 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.	BHSP 6416	1				M.14.

TEXT	
6428	Name of bank holding company official verifying FR Y-10 reporting (Please type or print name)

Schedule SC-M—Continued

Memoranda items 15 and 16 should only be completed by tiered bank holding companies:

MEMORANDA (Continued)

		Dollar Amounts in Thousands		BHSP		
15. Short-term borrowings included in balance sheet item 14.b:						
a.	From parent bank holding company	3524				M.15.a.
b.	From subsidiary bank holding company	3526				M.15.b.
16. Long-term borrowings included in balance sheet item 14.b:						
a.	From parent bank holding company	3525				M.16.a.
b.	From subsidiary bank holding company	3527				M.16.b.
Memorandum Item 17 is to be completed only by the top-tier bank holding company (and single-tier bank holding companies) for its consolidated nonbank and thrift subsidiaries:						
17. a.	Total combined nonbank assets of nonbank subsidiaries	4778	0			M.17.a.
b.	Total combined loans and leases of nonbank subsidiaries	C427	0			M.17.b.
c.	Total aggregate operating revenue of nonbank subsidiaries	C428	0			M.17.c.
d.	Combined thrift assets included in 17.a	2792	0			M.17.d.
		NUMBER (UNROUNDED)				
e.	Number of nonbank subsidiaries included in 17.a	2794	0			M.17.e.
f.	Number of thrift subsidiaries included in 17.d	2796	0			M.17.f.

The following two questions (items 18 and 19) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). In most cases, these questions are only applicable to the top-tier BHC (and single-tier BHC). See the line item instructions for further details.

18.	Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any nonfinancial 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)	BHSP				
		C161	0			M.18.

If the answer to item 18 is no, your organization does not need to complete the FR Y-12. Skip item 19 and proceed to items 20.a. and 20.b., below. If the answer to item 18 is yes, proceed to item 19.

19.	Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed (on an acquisition cost basis) 10 percent of the BHC's total capital as of the report date? (Enter "1" for yes; enter "0" for no)	BHSP				
		C159				M.19.

If the answer to both item 18 and item 19 is yes, your organization must complete the FR Y-12. Skip items 20.a. and 20.b., and proceed to item 21 below.

If the answer to either item 18 or item 19 is no, your organization does not need to complete the FR Y-12. Proceed to items 20.a. and 20.b. below.

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

20. a.	Has the bank 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)	BHSP				
		C700	0			M.20.a.
b.	Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no)	C701	0			M.20.b.

Memoranda items 21 and 22 are to be completed only by top-tier bank holding companies (and single-tier bank 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	BHSP				
		C252				M.21.
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	C253				M.22.

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 bank holding company wishes to explain, that has been separately disclosed in the bank 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 the Balance Sheet and Income Statement. 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 bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$50 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	BHSP			
0000 Balance Sheet, item 11, New loan to holding company's ESOP				
guaranteed by bank holding company parent				
				50

Notes to the Financial Statements

	TEXT	Dollar Amount in Thousands	BHSP			
1.	8526					
			8526			0
2.	8527					
			8527			0
3.	8528					
			8528			0
4.	8529					
			8529			0
5.	8530					
			8530			0

Federal Financial Institutions Examination Council

1



Consolidated Reports of Condition and Income for A Bank With Domestic Offices Only - FFIEC 041

Institution Name	FIRST CAPITAL BANK OF KENTUCKY, THE
City	LOUISVILLE
State	KY
Zip Code	40207
Call Report Quarter End Date	12/31/2007
Report Type	041
RSSD-ID	2399119
FDIC Certificate Number	34125
OCC Charter Number	0
ABA Routing Number	83002520
Last updated on	2/4/2008

Bank Demographic Information

Dollar amounts in thousands

1. Reporting date.....	RCON9999	20071231	1.
2. FDIC certificate number.....	RSSD9050	34125	2.
3. Legal title of bank.....	RSSD9017	First Capital Bank of Kentucky	3.
4. City.....	RSSD9130	Louisville	4.
5. State abbreviation.....	RSSD9200	KY	5.
6. Zip code.....	RSSD9220	40207	6.

Contact Information

Dollar amounts in thousands

1. Contact Information for the Reports of Condition and Income			1.
a. Chief Financial Officer (or Equivalent) Signing the Reports			1.a.
1. Name.....	TEXTC490	CONF	1.a.1.
2. Title.....	TEXTC491	CONF	1.a.2.
3. E-mail Address.....	TEXTC492	CONF	1.a.3.
4. Telephone.....	TEXTC493	CONF	1.a.4.
5. FAX.....	TEXTC494	CONF	1.a.5.
b. Other Person to Whom Questions about the Reports Should be Directed			1.b.
1. Name.....	TEXTC495	CONF	1.b.1.
2. Title.....	TEXTC496	CONF	1.b.2.
3. E-mail Address.....	TEXT4086	CONF	1.b.3.
4. Telephone.....	TEXT8902	CONF	1.b.4.
5. FAX.....	TEXT9116	CONF	1.b.5.
2. Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed			2.
a. Name and Title.....	TEXTB962	CONF	2.a.
b. E-mail Address.....	TEXTB926	CONF	2.b.
c. Telephone.....	TEXTB963	CONF	2.c.
d. FAX.....	TEXTB964	CONF	2.d.
3. Emergency Contact Information			3.
a. Primary Contact			3.a.
1. Name.....	TEXTC366	CONF	3.a.1.
2. Title.....	TEXTC367	CONF	3.a.2.
3. E-mail Address.....	TEXTC368	CONF	3.a.3.
4. Telephone.....	TEXTC369	CONF	3.a.4.
5. FAX.....	TEXTC370	CONF	3.a.5.
b. Secondary Contact			3.b.
1. Name.....	TEXTC371	CONF	3.b.1.
2. Title.....	TEXTC372	CONF	3.b.2.
3. E-mail Address.....	TEXTC373	CONF	3.b.3.
4. Telephone.....	TEXTC374	CONF	3.b.4.
5. FAX.....	TEXTC375	CONF	3.b.5.
4. USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information			4.
a. Primary Contact			4.a.
1. Name.....	TEXTC437	CONF	4.a.1.
2. Title.....	TEXTC438	CONF	4.a.2.
3. E-mail Address.....	TEXTC439	CONF	4.a.3.
4. Telephone.....	TEXTC440	CONF	4.a.4.
5. FAX.....	TEXTC441	CONF	4.a.5.

Dollar amounts in thousands

b. Secondary Contact				4.b.
1. Name.....	TEXTC442		CONF	4.b.1.
2. Title.....	TEXTC443		CONF	4.b.2.
3. E-mail Address.....	TEXTC444		CONF	4.b.3.
4. Telephone.....	TEXTC445		CONF	4.b.4.
5. FAX.....	TEXTC446		CONF	4.b.5.
c. Third Contact				4.c.
1. Name.....	TEXTC870		CONF	4.c.1.
2. Title.....	TEXTC871		CONF	4.c.2.
3. E-mail Address.....	TEXTC872		CONF	4.c.3.
4. Telephone.....	TEXTC873		CONF	4.c.4.
5. FAX.....	TEXTC874		CONF	4.c.5.
d. Fourth Contact				4.d.
1. Name.....	TEXTC875		CONF	4.d.1.
2. Title.....	TEXTC876		CONF	4.d.2.
3. E-mail Address.....	TEXTC877		CONF	4.d.3.
4. Telephone.....	TEXTC878		CONF	4.d.4.
5. FAX.....	TEXTC879		CONF	4.d.5.

Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income

Dollar amounts in thousands

1. Comments?.....	RCON6979		No	1.
2. Bank Management Statement.....	TEXT6980		NR	2.

Schedule RI - Income Statement

Dollar amounts in thousands

1. Interest income:				1.
a. Interest and fee income on loans:				1.a.
1. Loans secured by real estate.....	RIAD4011		16,326	1.a.1.
2. Commercial and industrial loans.....	RIAD4012		2,145	1.a.2.
3. Loans to individuals for household, family, and other personal expenditures:				1.a.3.
a. Credit cards.....	RIADB485		0	1.a.3.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB486		199	1.a.3.b.
4. Loans to foreign governments and official institutions.....	RIAD4056		0	1.a.4.
5. All other loans.....	RIAD4058		0	1.a.5.
6. Total interest and fee income on loans.....	RIAD4010		18,670	1.a.6.
b. Income from lease financing receivables.....	RIAD4065		0	1.b.
c. Interest income on balances due from depository institutions.....	RIAD4115		6	1.c.
d. Interest and dividend income on securities:				1.d.
1. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RIADB488		695	1.d.1.
2. Mortgage-backed securities.....	RIADB489		222	1.d.2.
3. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RIAD4060		0	1.d.3.
e. Interest income from trading assets.....	RIAD4069		0	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	RIAD4020		326	1.f.

Dollar amounts in thousands

g. Other interest income.....	RIAD4518	175	1.g.
h. Total interest income.....	RIAD4107	20,094	1.h.
2. Interest expense:			2.
a. Interest on deposits:			2.a.
1. Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	RIAD4508	81	2.a.1.
2. Nontransaction accounts:			2.a.2.
a. Savings deposits (includes MMDAs).....	RIAD0093	2,115	2.a.2.a.
b. Time deposits of \$100,000 or more.....	RIADA517	3,640	2.a.2.b.
c. Time deposits of less than \$100,000.....	RIADA518	3,777	2.a.2.c.
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	RIAD4180	635	2.b.
c. Interest on trading liabilities and other borrowed money.....	RIAD4185	1,771	2.c.
d. Interest on subordinated notes and debentures.....	RIAD4200	0	2.d.
e. Total interest expense	RIAD4073	12,019	2.e.
3. Net interest income.....	RIAD4074	8,075	3.
4. Provision for loan and lease losses.....	RIAD4230	222	4.
5. Noninterest income:			5.
a. Income from fiduciary activities	RIAD4070	0	5.a.
b. Service charges on deposit accounts.....	RIAD4080	520	5.b.
c. Trading revenue.....	RIADA220	0	5.c.
d. Not available			5.d.
1. Fees and commissions from securities brokerage.....	RIADC886	0	5.d.1.
2. Investment banking, advisory, and underwriting fees and commissions.....	RIADC888	0	5.d.2.
3. Fees and commissions from annuity sales.....	RIADC887	0	5.d.3.
4. Underwriting income from insurance and reinsurance activities.....	RIADC386	0	5.d.4.
5. Income from other insurance activities.....	RIADC387	47	5.d.5.
e. Venture capital revenue.....	RIADB491	0	5.e.
f. Net servicing fees.....	RIADB492	0	5.f.
g. Net securitization income.....	RIADB493	0	5.g.
h. Not applicable			5.h.
i. Net gains (losses) on sales of loans and leases.....	RIAD5416	280	5.i.
j. Net gains (losses) on sales of other real estate owned.....	RIAD5415	-13	5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....	RIADB496	-6	5.k.
l. Other noninterest income.....	RIADB497	718	5.l.
m. Total noninterest income.....	RIAD4079	1,546	5.m.
6. Not available			6.
a. Realized gains (losses) on held-to-maturity securities.....	RIAD3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities.....	RIAD3196	0	6.b.
7. Noninterest expense:			7.
a. Salaries and employee benefits.....	RIAD4135	3,703	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	RIAD4217	1,370	7.b.
c. Not available			7.c.
1. Goodwill impairment losses.....	RIADC216	0	7.c.1.
2. Amortization expense and impairment losses for other intangible assets.....	RIADC232	0	7.c.2.
d. Other noninterest expense.....	RIAD4092	2,453	7.d.
e. Total noninterest expense.....	RIAD4093	7,526	7.e.
8. Income (loss) before income taxes and extraordinary items and other adjustments.....	RIAD4301	1,873	8.
9. Applicable income taxes (on item 8).....	RIAD4302	514	9.
10. Income (loss) before extraordinary items and other adjustments.....	RIAD4300	1,359	10.

Dollar amounts in thousands

11. Extraordinary items and other adjustments, net of income taxes.....	RIAD4320	0	11.
12. Net income (loss).....	RIAD4340	1,359	12.
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes.....	RIAD4513	0	M.1.
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8).....	RIAD8431	0	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b).....	RIAD4313	0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3)).....	RIAD4507	0	M.4.
5. Number of full-time equivalent employees at end of current period.....	RIAD4150	70	M.5.
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5)).....	RIAD4024	NR	M.6.
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition.....	RIAD9106	0	M.7.
8. Trading revenue (from cash instruments and derivative instruments):			M.8.
a. Interest rate exposures.....	RIAD8757	NR	M.8.a.
b. Foreign exchange exposures.....	RIAD8758	NR	M.8.b.
c. Equity security and index exposures.....	RIAD8759	NR	M.8.c.
d. Commodity and other exposures.....	RIAD8760	NR	M.8.d.
e. Credit exposures.....	RIADF186	NR	M.8.e.
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			M.9.
a. Net gains (losses) on credit derivatives held for trading.....	RIADC889	0	M.9.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading.....	RIADC890	0	M.9.b.
10. Credit losses on derivatives.....	RIADA251	NR	M.10.
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?.....	RIADA530	No	M.11.
12. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule RI, item 1.a.(1)).....	RIADF228	NR	M.12.

Schedule RI-A - Changes in Equity Capital

Dollar amounts in thousands

1. Total equity capital most recently reported for the December 31, 2006, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIAD3217	25,031	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	RIADB507	0	2.
3. Balance end of previous calendar year as restated.....	RIADB508	25,031	3.
4. Net income (loss).....	RIAD4340	1,359	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions).....	RIADB509	0	5.
6. Treasury stock transactions, net.....	RIADB510	0	6.
7. Changes incident to business combinations, net.....	RIAD4356	0	7.
8. Cash dividends declared on preferred stock.....	RIAD4470	0	8.
9. Cash dividends declared on common stock.....	RIAD4460	625	9.
10. Other comprehensive income.....	RIADB511	168	10.
11. Other transactions with parent holding company (not included in items 5, 6, 8, or 9 above).....	RIAD4415	5,250	11.
12. Total equity capital end of current period.....	RIAD3210	31,183	12.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands		(Column A) Charge-offs Calendar year-to-date	(Column B) Recoveries Calendar year-to-date		
1. Loans secured by real estate:				1.	
a. Construction, land development, and other land loans.....	RIAD3582	5	RIAD3583	0	1.a.
b. Secured by farmland.....	RIAD3584	0	RIAD3585	0	1.b.
c. Secured by 1-4 family residential properties:				1.c.	
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RIAD5411	0	RIAD5412	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:				1.c.2.	
a. Secured by first liens.....	RIADC234	109	RIADC217	3	1.c.2.a.
b. Secured by junior liens.....	RIADC235	0	RIADC218	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....	RIAD3588	0	RIAD3589	0	1.d.
e. Secured by nonfarm nonresidential properties.....	RIAD3590	7	RIAD3591	0	1.e.
2. Loans to depository institutions and acceptances of other banks.....	RIAD4481	0	RIAD4482	0	2.
3. Not applicable					3.
4. Commercial and industrial loans.....	RIAD4638	1	RIAD4608	7	4.
5. Loans to individuals for household, family, and other personal expenditures:					5.
a. Credit cards.....	RIADB514	0	RIADB515	0	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB516	0	RIADB517	0	5.b.
6. Loans to foreign governments and official institutions.....	RIAD4643	0	RIAD4627	0	6.
7. All other loans.....	RIAD4644	0	RIAD4628	0	7.
8. Lease financing receivables.....	RIAD4266	0	RIAD4267	0	8.
9. Total.....	RIAD4635	122	RIAD4605	10	9.
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above.....	RIAD5409	0	RIAD5410	0	M.1.
2. Not available					M.2.
a. Loans secured by real estate to non-U.S. addressees (domicile (included in Schedule RI-B, part I, item 1, above).....	RIAD4652	NR	RIAD4662	NR	M.2.a.
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above).....	RIAD4654	NR	RIAD4664	NR	M.2.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile (included in Schedule RI-B, part I, item 4, above).....	RIAD4646	NR	RIAD4618	NR	M.2.c.
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RI-B, part I, item 8, above).....	RIADF185	NR	RIADF187	NR	M.2.d.
3. Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above).....	RIAD4655	NR	RIAD4665	NR	M.3.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

4. 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).....	RIADC388	NR		M.4.
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Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

	(Column A) Charge-offs Calendar year-to-date	(Column A) Recoveries Calendar year-to-date			
5. Construction, land development, and other land loans			M.5.		
a. 1-4 family residential construction loans.....	RIADC891	5	RIADC892	0	M.5.a.

Dollar amounts in thousands		(Column A) Charge-offs Calendar year-to-date		(Column A) Recoveries Calendar year-to-date	
b. Other construction loans and all land development and other land loans.....	RIADC893	0	RIADC894	0	M.5.b.
6. Loans secured by nonfarm nonresidential properties:					M.6.
a. Loans secured by owner-occupied nonfarm nonresidential properties.....	RIADC895	7	RIADC896	0	M.6.a.
b. Loans secured by other nonfarm nonresidential properties.....	RIADC897	0	RIADC898	0	M.6.b.

Schedule RI-B Part II - Changes in Allowance for Loan and Lease Losses

Dollar amounts in thousands				
1. Balance most recently reported for the December 31, 2006, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIADB522	1,225		1.
2. Recoveries	RIAD4605	10		2.
3. Charge-offs.....	RIADC079	122		3.
4. Write-downs arising from transfers of loans to a held-for-sale account.....	RIAD5523	0		4.
5. Provision for loan and lease losses.....	RIAD4230	222		5.
6. Adjustments.....	RIADC233	0		6.
7. Balance end of current period.....	RIAD3123	1,335		7.
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above	RIADC435	0		M.1.
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	RIADC389	NR		M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges.....	RIADC390	NR		M.3.
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above).....	RIADC781	0		M.4.

Schedule RI-E - Explanations

Dollar amounts in thousands				
1. Other noninterest income (from Schedule RI, item 5.l)				1.
a. Income and fees from the printing and sale of checks.....	RIADC013	0		1.a.
b. Earnings on/increase in value of cash surrender value of life insurance.....	RIADC014	0		1.b.
c. Income and fees from automated teller machines (ATMs).....	RIADC016	0		1.c.
d. Rent and other income from other real estate owned.....	RIAD4042	0		1.d.
e. Safe deposit box rent.....	RIADC015	0		1.e.
f. Disclose component and the dollar amount of that component:				1.f.
1. Describe component.....	TEXT4461	Rental Income		1.f.1.
2. Amount of component.....	RIAD4461	338		1.f.2.
g. Disclose component and the dollar amount of that component:				1.g.
1. Describe component.....	TEXT4462	NR		1.g.1.
2. Amount of component.....	RIAD4462	0		1.g.2.
h. Disclose component and the dollar amount of that component:				1.h.
1. Describe component.....	TEXT4463	NR		1.h.1.
2. Amount of component.....	RIAD4463	0		1.h.2.
i. Net change in the fair values of financial instruments accounted for under a fair value option.....	RIADF229	0		1.i.
2. Other noninterest expense (from Schedule RI, item 7.d)				2.
a. Data processing expenses.....	RIADC017	321		2.a.
b. Advertising and marketing expenses.....	RIAD0497	0		2.b.
c. Directors' fees.....	RIAD4136	0		2.c.
d. Printing, stationery, and supplies.....	RIADC018	0		2.d.

Dollar amounts in thousands

e. Postage.....	RIAD8403	0	2.e.
f. Legal fees and expenses.....	RIAD4141	0	2.f.
g. FDIC deposit insurance assessments.....	RIAD4146	0	2.g.
h. Disclose component and the dollar amount of that component:			2.h.
1. Describe component.....	TEXT4464	State Franchise Tax Expense	2.h.1.
2. Amount of component.....	RIAD4464	303	2.h.2.
i. Disclose component and the dollar amount of that component:			2.i.
1. Describe component.....	TEXT4467	NR	2.i.1.
2. Amount of component.....	RIAD4467	0	2.i.2.
j. Disclose component and the dollar amount of that component:			2.j.
1. Describe component.....	TEXT4468	NR	2.j.1.
2. Amount of component.....	RIAD4468	0	2.j.2.
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11):			3.
a. Disclose component, the gross dollar amount of that component, and its related income tax:			3.a.
1. Describe component.....	TEXT4469	NR	3.a.1.
2. Amount of component.....	RIAD4469	0	3.a.2.
3. Applicable income tax effect.....	RIAD4486	0	3.a.3.
b. Disclose component, the gross dollar amount of that component, and its related income tax:			3.b.
1. Describe component.....	TEXT4487	NR	3.b.1.
2. Amount of component.....	RIAD4487	0	3.b.2.
3. Applicable income tax effect.....	RIAD4488	0	3.b.3.
c. Disclose component, the gross dollar amount of that component, and its related income tax:			3.c.
1. Describe component.....	TEXT4489	NR	3.c.1.
2. Amount of component.....	RIAD4489	0	3.c.2.
3. Applicable income tax effect.....	RIAD4491	0	3.c.3.
4. Restatements due to corrections of material accounting errors and changes in accounting principles (from Schedule RI-A, item 2):			4.
a. Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option.....	RIADF465	0	4.a.
b. Disclose component and the dollar amount of that component:			4.b.
1. Describe component.....	TEXTB527	NR	4.b.1.
2. Amount of component.....	RIADB527	0	4.b.2.
5. Other transactions with parent holding company (from Schedule RI-A, item 11):			5.
a. Disclose component and the dollar amount of that component:			5.a.
1. Describe component.....	TEXT4498	Click here for value	5.a.1.
2. Amount of component.....	RIAD4498	5,250	5.a.2.
b. Disclose component and the dollar amount of that component:			5.b.
1. Describe component.....	TEXT4499	NR	5.b.1.
2. Amount of component.....	RIAD4499	0	5.b.2.
6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6):			6.
a. Disclose component and the dollar amount of that component:			6.a.
1. Describe component.....	TEXT4521	NR	6.a.1.
2. Amount of component.....	RIAD4521	0	6.a.2.
b. Disclose component and the dollar amount of that component:			6.b.
1. Describe component.....	TEXT4522	NR	6.b.1.
2. Amount of component.....	RIAD4522	0	6.b.2.

Dollar amounts in thousands

7. Other explanations:			7.
a. Comments?.....	RIAD4769	No	7.a.
b. Other explanations.....	TEXT4769	NR	7.b.

(TEXT4498) Capital Injection from FCB Bancorp, Inc.

Schedule RC - Balance Sheet

Dollar amounts in thousands

1. Cash and balances due from depository institutions (from Schedule RC-A):			1.
a. Noninterest-bearing balances and currency and coin.....	RCON0081	6,333	1.a.
b. Interest-bearing balances.....	RCON0071	235	1.b.
2. Securities:			2.
a. Held-to-maturity securities (from Schedule RC-B, column A).....	RCON1754	0	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....	RCON1773	21,828	2.b.
3. Federal funds sold and securities purchased under agreements to resell:			3.
a. Federal funds sold.....	RCONB987	1,456	3.a.
b. Securities purchased under agreements to resell.....	RCONB989	0	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			4.
a. Loans and leases held for sale.....	RCON5369	3,074	4.a.
b. Loans and leases, net of unearned income.....	RCONB528	264,903	4.b.
c. Allowance for loan and lease losses.....	RCON3123	1,335	4.c.
d. Loans and leases, net of unearned income and allowance.....	RCONB529	263,568	4.d.
5. Trading assets (from Schedule RC-D).....	RCON3545	0	5.
6. Premises and fixed assets (including capitalized leases).....	RCON2145	11,960	6.
7. Other real estate owned (from Schedule RC-M).....	RCON2150	74	7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M).....	RCON2130	125	8.
9. Not applicable			9.
10. Intangible assets:			10.
a. Goodwill.....	RCON3163	245	10.a.
b. Other intangible assets (from Schedule RC-M).....	RCON0426	0	10.b.
11. Other assets (from Schedule RC-F).....	RCON2160	9,337	11.
12. Total assets.....	RCON2170	318,235	12.
13. Deposits:			13.
a. In domestic offices.....	RCON2200	224,262	13.a.
1. Noninterest-bearing.....	RCON6631	26,908	13.a.1.
2. Interest-bearing.....	RCON6636	197,354	13.a.2.
b. Not applicable			13.b.
14. Federal funds purchased and securities sold under agreements to repurchase:			14.
a. Federal funds purchased.....	RCONB993	0	14.a.
b. Securities sold under agreements to repurchase.....	RCONB995	19,936	14.b.
15. Trading liabilities (from Schedule RC-D).....	RCON3548	0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M).....	RCON3190	40,914	16.
17. Not applicable			17.
18. Not applicable			18.
19. Subordinated notes and debentures.....	RCON3200	0	19.
20. Other liabilities (from Schedule RC-G).....	RCON2930	1,894	20.
21. Total liabilities.....	RCON2948	287,006	21.
22. Minority interest in consolidated subsidiaries.....	RCON3000	46	22.

Dollar amounts in thousands

23. Perpetual preferred stock and related surplus.....	RCON3838	0	23.
24. Common stock.....	RCON3230	1,678	24.
25. Surplus (exclude all surplus related to preferred stock).....	RCON3839	22,030	25.
26. Not available			26.
a. Retained earnings.....	RCON3632	7,525	26.a.
b. Accumulated other comprehensive income.....	RCONB530	-50	26.b.
27. Other equity capital components.....	RCONA130	0	27.
28. Total equity capital.....	RCON3210	31,183	28.
29. Total liabilities, minority interest, and equity capital.....	RCON3300	318,235	29.
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2006.....	RCON6724	NR	M.1.

Schedule RC-A - Cash and Balances Due From Depository Institutions

Dollar amounts in thousands

1. Cash items in process of collection, unposted debits, and currency and coin:		.	1.
a. Cash items in process of collection and unposted debits.....	RCON0020	NR	1.a.
b. Currency and coin.....	RCON0080	NR	1.b.
2. Balances due from depository institutions in the U.S:			2.
a. U.S. branches and agencies of foreign banks.....	RCON0083	NR	2.a.
b. Other commercial banks in the U.S. and other depository institutions in the U.S.....	RCON0085	NR	2.b.
3. Balances due from banks in foreign countries and foreign central banks:			3.
a. Foreign branches of other U.S. banks.....	RCON0073	NR	3.a.
b. Other banks in foreign countries and foreign central banks.....	RCON0074	NR	3.b.
4. Balances due from Federal Reserve Banks.....	RCON0090	NR	4.
5. Total.....	RCON0010	6,568	5.

Schedule RC-B - Securities

Dollar amounts in thousands

	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
	RCON0211	RCON0213	RCON1286	RCON1287	
1. U.S. Treasury securities.....	0	0	0	0	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities):					2.
a. Issued by U.S. Government agencies.....	RCON1289	RCON1290	RCON1291	RCON1293	2.a.
b. Issued by U.S. Government-sponsored agencies.....	RCON1294	RCON1295	RCON1297	RCON1298	2.b.
3. Securities issued by states and political subdivisions in the U.S.....	0	0	16,494	16,537	3.
4. Mortgage-backed securities (MBS):					4.
a. Pass-through securities:					4.a.
1. Guaranteed by GNMA.....	RCON1698	RCON1699	RCON1701	RCON1702	4.a.1.
2. Issued by FNMA and FHLMC.....	RCON1703	RCON1705	RCON1706	RCON1707	4.a.2.
3. Other pass-through securities.....	0	0	5,409	5,291	4.a.3.
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					4.b.
1. Issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON1714	RCON1715	RCON1716	RCON1717	4.b.1.
2. Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON1718	RCON1719	RCON1731	RCON1732	4.b.2.
3. All other mortgage-backed securities.....	RCON1733	RCON1734	RCON1735	RCON1736	4.b.3.
5. Asset-backed securities (ABS).....	RCONC026	RCONC988	RCONC989	RCONC027	5.
6. Other debt securities:					6.
a. Other domestic debt securities.....	RCON1737	RCON1738	RCON1739	RCON1741	6 a.
	0	0	0	0	

Dollar amounts in thousands					
	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
	RCON1742	RCON1743	RCON1744	RCON1746	
b. Foreign debt securities.....	0	0	0	0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values.....			RCONA510 0	RCONA511 0	7.
8. Total.....	RCON1754 0	RCON1771 0	RCON1772 21,903	RCON1773 21,828	8.

Schedule RC-B - Securities

Dollar amounts in thousands

1. Pledged securities.....	RCON0416	21,429	M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status):			M.2.
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:			
1. Three months or less.....	RCONA549	9,986	M.2.a.1.
2. Over three months through 12 months.....	RCONA550	1,491	M.2.a.2.
3. Over one year through three years.....	RCONA551	0	M.2.a.3.
4. Over three years through five years.....	RCONA552	5,060	M.2.a.4.
5. Over five years through 15 years.....	RCONA553	0	M.2.a.5.
6. Over 15 years.....	RCONA554	0	M.2.a.6.
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:			
1. Three months or less.....	RCONA555	0	M.2.b.1.
2. Over three months through 12 months.....	RCONA556	0	M.2.b.2.
3. Over one year through three years.....	RCONA557	0	M.2.b.3.
4. Over three years through five years.....	RCONA558	0	M.2.b.4.
5. Over five years through 15 years.....	RCONA559	5,291	M.2.b.5.
6. Over 15 years.....	RCONA560	0	M.2.b.6.
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of:			
1. Three years or less.....	RCONA561	0	M.2.c.1.
2. Over three years.....	RCONA562	0	M.2.c.2.
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above).....	RCONA248	11,477	M.2.d.
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).....	RCON1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			
a. Amortized cost.....	RCON8782	0	M.4.a.
b. Fair value.....	RCON8783	0	M.4.b.

Schedule RC-B - Securities

Dollar amounts in thousands		(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
5. Asset-backed securities (ABS):						M.5.
		RCONB838	RCONB839	RCONB840	RCONB841	
a. Credit card receivables.....		NR	NR	NR	NR	M.5.a.
		RCONB842	RCONB843	RCONB844	RCONB845	
b. Home equity lines.....		NR	NR	NR	NR	M.5.b.
		RCONB846	RCONB847	RCONB848	RCONB849	
c. Automobile loans.....		NR	NR	NR	NR	M.5.c.
		RCONB850	RCONB851	RCONB852	RCONB853	
d. Other consumer loans.....		NR	NR	NR	NR	M.5.d.
		RCONB854	RCONB855	RCONB856	RCONB857	
e. Commercial and industrial loans.....		NR	NR	NR	NR	M.5.e.
		RCONB858	RCONB859	RCONB860	RCONB861	
f. Other.....		NR	NR	NR	NR	M.5.f.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands		(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets	(Column B) To Be Completed by All Banks	
1. Loans secured by real estate:				1.
a. Construction, land development, and other land loans.....		RCON1415	22,375	1.a.
b. Secured by farmland (including farm residential and other improvements).....		RCON1420	432	1.b.
c. Secured by 1-4 family residential properties:				1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....		RCON1797	13,447	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:				1.c.2.
a. Secured by first liens.....		RCON5367	59,731	1.c.2.a.
b. Secured by junior liens.....		RCON5368	1,958	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....		RCON1460	18,973	1.d.
e. Secured by nonfarm nonresidential properties.....		RCON1480	121,178	1.e.
2. Loans to depository institutions and acceptances of other banks.....		RCON1288	0	2.
a. To commercial banks in the U.S.:				2.a.
1. To U.S. branches and agencies of foreign banks.....	RCONB532	NR		2.a.1.
2. To other commercial banks in the U.S.....	RCONB533	NR		2.a.2.
b. To other depository institutions in the U.S.....	RCONB534	NR		2.b.
c. To banks in foreign countries:				2.c.
1. To foreign branches of other U.S. banks.....	RCONB536	NR		2.c.1.
2. To other banks in foreign countries.....	RCONB537	NR		2.c.2.
3. Loans to finance agricultural production and other loans to farmers.....		RCON1590	0	3.
4. Commercial and industrial loans.....		RCON1766	26,779	4.
a. To U.S. addressees (domicile).....	RCON1763	NR		4.a.
b. To non-U.S. addressees (domicile).....	RCON1764	NR		4.b.
5. Not applicable				5.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				6.
a. Credit cards.....		RCONB538	0	6.a.
b. Other revolving credit plans.....		RCONB539	224	6.b.
c. Other consumer loans (includes single payment, installment, and all student loans).....		RCON2011	2,736	6.c.
7. Loans to foreign governments and official institutions (including foreign central banks).....		RCON2081	0	7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.....		RCON2107	0	8.
9. Other loans.....		RCON1563	143	9.
a. Loans for purchasing or carrying securities (secured and unsecured).....	RCON1545	NR		9.a.
b. All other loans (exclude consumer loans).....	RCON1564	NR		9.b.
10. Lease financing receivables (net of unearned income).....		RCON2165	0	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	RCONF162	NR		10.a.
b. All other leases.....	RCONF163	NR		10.b.
11. Any unearned income on loans reflected in items 1-9 above.....		RCON2123	0	11.
12. Total loans and leases, net of unearned income.....		RCON2122	267,976	12.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands

1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures).....	RCO1616	2,059	M.1.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):			M.2.
a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:			M.2.a.
1. Three months or less.....	RCO564	12,147	M.2.a.1.
2. Over three months through 12 months.....	RCO565	9,372	M.2.a.2.
3. Over one year through three years.....	RCO566	5,151	M.2.a.3.
4. Over three years through five years.....	RCO567	15,485	M.2.a.4.
5. Over five years through 15 years.....	RCO568	2,307	M.2.a.5.
6. Over 15 years.....	RCO569	14,705	M.2.a.6.
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:			M.2.b.
1. Three months or less.....	RCO570	47,479	M.2.b.1.
2. Over three months through 12 months.....	RCO571	32,749	M.2.b.2.
3. Over one year through three years.....	RCO572	32,747	M.2.b.3.
4. Over three years through five years.....	RCO573	77,105	M.2.b.4.
5. Over five years through 15 years.....	RCO574	17,944	M.2.b.5.
6. Over 15 years.....	RCO575	0	M.2.b.6.
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status).....	RCO247	51,567	M.2.c.
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column B.....	RCO2746	0	M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B).....	RCO5370	26,157	M.4.
5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, items 1.a through 1.e, column B).....	RCO8837	NR	M.5.
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.....	RCO391	NR	M.6.
7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):			M.7.
a. Outstanding balance.....	RCO779	0	M.7.a.
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9.....	RCO780	0	M.7.b.
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:			M.8.
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule RC-C, part I, items 1.c.(2)(a) and 1.c.(2)(b)).....	RCO230	0	M.8.a.
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties.....	RCO231	NR	M.8.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 8.a above.....	RCO232	NR	M.8.c.
9. Construction, land development, and other land loans:			M.9.
a. 1-4 family residential construction loans.....	RCO158	7,887	M.9.a.
b. Other construction loans and all land development and other land loans.....	RCO159	14,488	M.9.b.
10. Loans secured by nonfarm nonresidential properties:			M.10.

Dollar amounts in thousands

a. Loans secured by owner-occupied nonfarm nonresidential properties.....	RCONF160	41,213	M.10.a.
b. Loans secured by other nonfarm nonresidential properties.....	RCONF161	79,965	M.10.b.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e, and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4, have original amounts of \$100,000 or less.....	RCON6999	NR	1.
2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:			2.
a. "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e.....	RCON5562	NR	2.a.
b. "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4.....	RCON5563	NR	2.b.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e:					3.
a. With original amounts of \$100,000 or less.....	RCON5564	NR	RCON5565	NR	3.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5566	NR	RCON5567	NR	3.b.
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5568	NR	RCON5569	NR	3.c.
4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4:					4.
a. With original amounts of \$100,000 or less.....	RCON5570	NR	RCON5571	NR	4.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5572	NR	RCON5573	NR	4.b.
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5574	NR	RCON5575	NR	4.c.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3, have original amounts of \$100,000 or less.....	RCON6860	NR	5.
6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:			6.
a. "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b.....	RCON5576	NR	6.a.
b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3.....	RCON5577	NR	6.b.

Schedule RC-C Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b:					7.

Dollar amounts in thousands		(Column A) Number of Loans		(Column B) Amount Currently Outstanding	
a. With original amounts of \$100,000 or less.....	RCON5578	NR	RCON5579	NR	7.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5580	NR	RCON5581	NR	7.b.
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5582	NR	RCON5583	NR	7.c.
8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3:					8.
a. With original amounts of \$100,000 or less.....	RCON5584	NR	RCON5585	NR	8.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5586	NR	RCON5587	NR	8.b.
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5588	NR	RCON5589	NR	8.c.

Schedule RC-D - Trading Assets and Liabilities

Dollar amounts in thousands			
1. U.S. Treasury securities.....	RCON3531	NR	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities).....	RCON3532	NR	2.
3. Securities issued by states and political subdivisions in the U.S.....	RCON3533	NR	3.
4. Mortgage-backed securities (MBS):			4.
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON3534	NR	4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	RCON3535	NR	4.b.
c. All other mortgage-backed securities.....	RCON3536	NR	4.c.
5. Other debt securities.....	RCON3537	NR	5.
6. Not applicable			6.
7. Not applicable			7.
8. Not applicable			8.
9. Other trading assets.....	RCON3541	NR	9.
10. Not applicable			10.
11. Derivatives with a positive fair value.....	RCON3543	NR	11.
12. Total trading assets.....	RCON3545	0	12.
13. Liability for short positions	RCON3546	NR	13.
14. Derivatives with a negative fair value.....	RCON3547	NR	14.
15. Total trading liabilities.....	RCON3548	0	15.

Schedule RC-E - Deposit Liabilities

Dollar amounts in thousands		(Column A) Transaction Accounts Total transaction accounts (including total demand deposits)	(Column B) Transaction Accounts Memo: Total demand deposits (included in column A)	(Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs)
Deposits of:				
1. Individuals, partnerships, and corporations (include all certified and official checks).....	RCONB549	35,330		RCONB550 125,822
2. U.S. Government.....	RCON2202	0		RCON2520 0
3. States and political subdivisions in the U.S.....	RCON2203	181		RCON2530 278

	(Column A) Transaction Accounts Total transaction accounts (including total demand deposits)	(Column B) Transaction Accounts Memo: Total demand deposits (included in column A)	(Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs)	
Dollar amounts in thousands				
4. Commercial banks and other depository institutions in the U.S.....	RCONB551		RCONB552	
	0		62,651	4.
5. Banks in foreign countries.....	RCON2213		RCON2236	
	0		0	5.
6. Foreign governments and official institutions (including foreign central banks).....	RCON2216		RCON2377	
	0		0	6.
7. Total.....	RCON2215	RCON2210	RCON2385	
	35,511	26,908	188,751	7.

Schedule RC-E - Deposit Liabilities

Dollar amounts in thousands

1. Selected components of total deposits:				M.1.
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts.....	RCON6835	9,541		M.1.a.
b. Total brokered deposits.....	RCON2365	36,683		M.1.b.
c. Fully insured brokered deposits (included in Memorandum item 1.b above):				M.1.c.
1. Issued in denominations of less than \$100,000.....	RCON2343	0		M.1.c.1.
2. Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less.....	RCON2344	36,683		M.1.c.2.
d. Maturity data for brokered deposits:				M.1.d.
1. Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above).....	RCONA243	0		M.1.d.1.
2. Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less.....	RCONA244	13,580		M.1.d.2.
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only).....	RCON5590	0		M.1.e.
2. Components of total nontransaction accounts:				M.2.
a. Savings deposits:				M.2.a.
1. Money market deposit accounts (MMDAs).....	RCON6810	53,083		M.2.a.1.
2. Other savings deposits (excludes MMDAs).....	RCON0352	1,002		M.2.a.2.
b. Total time deposits of less than \$100,000.....	RCON6648	63,328		M.2.b.
c. Total time deposits of \$100,000 or more.....	RCON2604	71,338		M.2.c.
1. Individual Retirement Accounts (IRAs) and Keogh Plan accounts included in Memorandum item 2.c, "Total time deposits of \$100,000 or more," above.....	RCONF233	2,656		M.2.c.1.
3. Maturity and repricing data for time deposits of less than \$100,000:				M.3.
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of:				M.3.a.
1. Three months or less.....	RCONA579	11,293		M.3.a.1.
2. Over three months through 12 months.....	RCONA580	22,864		M.3.a.2.
3. Over one year through three years.....	RCONA581	22,962		M.3.a.3.
4. Over three years.....	RCONA582	6,209		M.3.a.4.
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above).....	RCONA241	34,157		M.3.b.
4. Maturity and repricing data for time deposits of \$100,000 or more:				M.4.

Dollar amounts in thousands

a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of:			
1. Three months or less.....	RCONA584	10,882	M.4.a.
2. Over three months through 12 months.....	RCONA585	30,160	M.4.a.1.
3. Over one year through three years.....	RCONA586	17,755	M.4.a.2.
4. Over three years.....	RCONA587	12,541	M.4.a.3.
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above).....	RCONA242	41,042	M.4.a.4.

Schedule RC-F - Other Assets

Dollar amounts in thousands

1. Accrued interest receivable.....	RCONB556	1,368	1.
2. Net deferred tax assets.....	RCON2148	185	2.
3. Interest-only strips receivable (not in the form of a security) on:			3.
a. Mortgage loans.....	RCONA519	0	3.a.
b. Other financial assets.....	RCONA520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values.....	RCON1752	2,768	4.
5. Life insurance assets.....	RCONC009	4,202	5.
6. All other assets.....	RCON2168	814	6.
a. Prepaid expenses.....	RCON2166	590	6.a.
b. Repossessed personal property (including vehicles).....	RCON1578	0	6.b.
c. Derivatives with a positive fair value held for purposes other than trading.....	RCONC010	0	6.c.
d. Retained interests in accrued interest receivable related to securitized credit cards....	RCONC436	0	6.d.
e. Disclose component and the dollar amount of that component:			6.e.
1. Describe component.....	TEXT3549	NR	6.e.1.
2. Amount of component.....	RCON3549	0	6.e.2.
f. Disclose component and the dollar amount of that component:			6.f.
1. Describe component.....	TEXT3550	NR	6.f.1.
2. Amount of component.....	RCON3550	0	6.f.2.
g. Disclose component and the dollar amount of that component:			6.g.
1. Describe component.....	TEXT3551	NR	6.g.1.
2. Amount of component.....	RCON3551	0	6.g.2.
7. Total.....	RCON2160	9,337	7.

Schedule RC-G - Other Liabilities

Dollar amounts in thousands

1. Not available			1.
a. Interest accrued and unpaid on deposits.....	RCON3645	404	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable).....	RCON3646	573	1.b.
2. Net deferred tax liabilities.....	RCON3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	RCONB557	0	3.
4. All other liabilities.....	RCON2938	917	4.
a. Accounts payable.....	RCON3066	0	4.a.
b. Deferred compensation liabilities.....	RCONC011	0	4.b.
c. Dividends declared but not yet payable.....	RCON2932	0	4.c.
d. Derivatives with a negative fair value held for purposes other than trading.....	RCONC012	0	4.d.
e. Disclose component and the dollar amount of that component:			4.e.
1. Describe component.....	TEXT3552	Accrued Pension	4.e.1.
2. Amount of component.....	RCON3552	700	4.e.2.

Dollar amounts in thousands

f. Disclose component and the dollar amount of that component:			4.f.
1. Describe component.....	TEXT3553	NR	4.f.1.
2. Amount of component.....	RCON3553	0	4.f.2.
g. Disclose component and the dollar amount of that component:			4.g.
1. Describe component.....	TEXT3554	NR	4.g.1.
2. Amount of component.....	RCON3554	0	4.g.2.
5. Total.....	RCON2930	1,894	5.

Schedule RC-K - Quarterly Averages

Dollar amounts in thousands

1. Interest-bearing balances due from depository institutions.....	RCON3381	179	1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RCONB558	16,339	2.
3. Mortgage-backed securities.....	RCONB559	5,608	3.
4. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RCONB560	0	4.
5. Federal funds sold and securities purchased under agreements to resell.....	RCON3365	7,638	5.
6. Loans:			6.
a. Total loans.....	RCON3360	260,755	6.a.
b. Loans secured by real estate.....	RCON3385	227,441	6.b.
c. Commercial and industrial loans.....	RCON3387	29,065	6.c.
d. Loans to individuals for household, family, and other personal expenditures:			6.d.
1. Credit cards.....	RCONB561	0	6.d.1.
2. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RCONB562	3,980	6.d.2.
7. Trading assets.....	RCON3401	0	7.
8. Lease financing receivables (net of unearned income).....	RCON3484	0	8.
9. Total assets.....	RCON3368	314,236	9.
10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits).....	RCON3485	7,693	10.
11. Nontransaction accounts:			11.
a. Savings deposits (includes MMDAs).....	RCONB563	57,807	11.a.
b. Time deposits of \$100,000 or more.....	RCONA514	71,389	11.b.
c. Time deposits of less than \$100,000.....	RCONA529	72,901	11.c.
12. Federal funds purchased and securities sold under agreements to repurchase.....	RCON3353	17,374	12.
13. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases).....	RCON3355	35,304	13.
1. Loans to finance agricultural production and other loans to farmers	RCON3386	NR	M.1.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

1. Unused commitments:			1.
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines.....	RCON3814	11,596	1.a.
b. Credit card lines.....	RCON3815	0	1.b.
c. Commercial real estate, construction, and land development			1.c.
1. Commitments to fund commercial real estate, construction, and land development loans secured by real estate.....	RCON3816	27,415	1.c.1.
a. 1-4 family residential construction loan commitments.....	RCONF164	2,579	1.c.1.a.

Dollar amounts in thousands

b. Commercial real estate, other construction loan, and land development loan commitments.....	RCONF165	24,836	1.c.1.b.
2. Commitments to fund commercial real estate, construction, and land development loans not secured by real estate.....	RCON6550	0	1.c.2.
d. Securities underwriting.....	RCON3817	0	1.d.
e. Other unused commitments.....	RCON3818	11,905	1.e.
2. Financial standby letters of credit.....	RCON3819	927	2.
a. Amount of financial standby letters of credit conveyed to others.....	RCON3820	0	2.a.
3. Performance standby letters of credit.....	RCON3821	0	3.
a. Amount of performance standby letters of credit conveyed to others.....	RCON3822	0	3.a.
4. Commercial and similar letters of credit.....	RCON3411	0	4.
5. Not applicable			5.
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank).....	RCON3433	0	6.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

	(Column A) Guarantor		(Column B) Beneficiary		
7. Credit derivatives:					7.
a. Notional amounts:					7.a.
1. Credit default swaps.....	RCONC968	0	RCONC969	0	7.a.1.
2. Total return swaps.....	RCONC970	0	RCONC971	0	7.a.2.
3. Credit options.....	RCONC972	0	RCONC973	0	7.a.3.
4. Other credit derivatives.....	RCONC974	0	RCONC975	0	7.a.4.
b. Gross fair values:					7.b.
1. Gross positive fair value.....	RCONC219	0	RCONC221	0	7.b.1.
2. Gross negative fair value.....	RCONC220	0	RCONC222	0	7.b.2.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

8. Spot foreign exchange contracts.....	RCON8765	0	8.
9. All other off-balance sheet liabilities (exclude derivatives).....	RCON3430	0	9.
a. Securities borrowed.....	RCON3432	0	9.a.
b. Commitments to purchase when-issued securities.....	RCON3434	0	9.b.
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf..	RCONC978	0	9.c.
d. Disclose component and the dollar amount of that component:			9.d.
1. Describe component.....	TEXT3555	NR	9.d.1.
2. Amount of component.....	RCON3555	0	9.d.2.
e. Disclose component and the dollar amount of that component:			9.e.
1. Describe component.....	TEXT3556	NR	9.e.1.
2. Amount of component.....	RCON3556	0	9.e.2.
f. Disclose component and the dollar amount of that component:			9.f.
1. Describe component.....	TEXT3557	NR	9.f.1.
2. Amount of component.....	RCON3557	0	9.f.2.
10. All other off-balance sheet assets (exclude derivatives).....	RCON5591	0	10.
a. Commitments to sell when-issued securities.....	RCON3435	0	10.a.
b. Disclose component and the dollar amount of that component:			10.b.
1. Describe component.....	TEXT5592	NR	10.b.1.
2. Amount of component.....	RCON5592	0	10.b.2.
c. Disclose component and the dollar amount of that component:			10.c.

Dollar amounts in thousands

1. Describe component.....	TEXT5593	NR	10.c.1.
2. Amount of component.....	RCON5593	0	10.c.2.
d. Disclose component and the dollar amount of that component:			10.d.
1. Describe component.....	TEXT5594	NR	10.d.1.
2. Amount of component.....	RCON5594	0	10.d.2.
e. Disclose component and the dollar amount of that component:			10.e.
1. Describe component.....	TEXT5595	NR	10.e.1.
2. Amount of component.....	RCON5595	0	10.e.2.
11. Year-to-date merchant credit card sales volume:			11.
a. Sales for which the reporting bank is the acquiring bank.....	RCONC223	0	11.a.
b. Sales for which the reporting bank is the agent bank with risk.....	RCONC224	0	11.b.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

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	
12. Gross amounts (e.g., notional amounts):					12.
a. Futures contracts.....	RCON8693 0	RCON8694 0	RCON8695 0	RCON8696 0	12.a.
b. Forward contracts.....	RCON8697 0	RCON8698 0	RCON8699 0	RCON8700 0	12.b.
c. Exchange-traded option contracts:					12.c.
1. Written options.....	RCON8701 0	RCON8702 0	RCON8703 0	RCON8704 0	12.c.1.
2. Purchased options.....	RCON8705 0	RCON8706 0	RCON8707 0	RCON8708 0	12.c.2.
d. Over-the-counter option contracts:					12.d.
1. Written options.....	RCON8709 0	RCON8710 0	RCON8711 0	RCON8712 0	12.d.1.
2. Purchased options.....	RCON8713 0	RCON8714 0	RCON8715 0	RCON8716 0	12.d.2.
e. Swaps.....	RCON3450 0	RCON3826 0	RCON8719 0	RCON8720 0	12.e.
13. Total gross notional amount of derivative contracts held for trading.....	RCONA126 0	RCONA127 0	RCON8723 0	RCON8724 0	13.
14. Total gross notional amount of derivative contracts held for purposes other than trading.....	RCON8725 0	RCON8726 0	RCON8727 0	RCON8728 0	14.
a. Interest rate swaps where the bank has agreed to pay a fixed rate.....	RCONA589 0				14.a.
15. Not available					15.
a. Contracts held for trading:					15.a.
1. Gross positive fair value.....	RCON8733 0	RCON8734 0	RCON8735 0	RCON8736 0	15.a.1.
2. Gross negative fair value.....	RCON8737 0	RCON8738 0	RCON8739 0	RCON8740 0	15.a.2.

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	
b. Contracts held for purposes other than trading:						15.b.
		RCON8741	RCON8742	RCON8743	RCON8744	
1. Gross positive fair value.....	0	0	0	0	0	15.b.1.
		RCON8745	RCON8746	RCON8747	RCON8748	
2. Gross negative fair value.....	0	0	0	0	0	15.b.2.

Schedule RC-M - Memoranda

Dollar amounts in thousands

1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:			1.
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests.....	RCON6164	5,669	1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations.....	RCON6165	1	1.b.
2. Intangible assets other than goodwill:			2.
a. Mortgage servicing assets.....	RCON3164	0	2.a.
1. Estimated fair value of mortgage servicing assets.....	RCONA590	0	2.a.1.
b. Purchased credit card relationships and nonmortgage servicing assets.....	RCONB026	0	2.b.
c. All other identifiable intangible assets.....	RCON5507	0	2.c.
d. Total.....	RCON0426	0	2.d.
3. Other real estate owned:			3.
a. Direct and indirect investments in real estate ventures.....	RCON5372	0	3.a.
b. All other real estate owned:			3.b.
1. Construction, land development, and other land.....	RCON5508	0	3.b.1.
2. Farmland.....	RCON5509	0	3.b.2.
3. 1-4 family residential properties.....	RCON5510	74	3.b.3.
4. Multifamily (5 or more) residential properties.....	RCON5511	0	3.b.4.
5. Nonfarm nonresidential properties.....	RCON5512	0	3.b.5.
6. Foreclosed properties from "GNMA loans".....	RCONC979	0	3.b.6.
c. Total.....	RCON2150	74	3.c.
4. Investments in unconsolidated subsidiaries and associated companies:			4.
a. Direct and indirect investments in real estate ventures.....	RCON5374	0	4.a.
b. All other investments in unconsolidated subsidiaries and associated companies.....	RCON5375	125	4.b.
c. Total.....	RCON2130	125	4.c.
5. Other borrowed money:			5.
a. Federal Home Loan Bank advances:			5.a.
1. Advances with a remaining maturity or next repricing date of:			5.a.1.
a. One year or less.....	RCONF055	24,590	5.a.1.a.
b. Over one year through three years.....	RCONF056	3,000	5.a.1.b.
c. Over three years through five years.....	RCONF057	0	5.a.1.c.
d. Over five years.....	RCONF058	13,324	5.a.1.d.
2. Advances with a remaining maturity of one year or less (included in item 5.a.(1)(a) above).....	RCON2651	9,590	5.a.2.
3. Structured advances (included in items 5.a.(1)(a) - (d) above).....	RCONF059	27,000	5.a.3.
b. Other borrowings:			5.b.
1. Other borrowings with a remaining maturity of next repricing date of:			5.b.1.
a. One year or less.....	RCONF060	0	5.b.1.a.
b. Over one year through three years.....	RCONF061	0	5.b.1.b.
c. Over three years through five years.....	RCONF062	0	5.b.1.c.
d. Over five years.....	RCONF063	0	5.b.1.d.
2. Other borrowings with a remaining maturity of one year or less (included in item 5.b.(1)(a) above).....	RCONB571	0	5.b.2.
c. Total.....	RCON3190	40,914	5.c.
6. Does the reporting bank sell private label or third party mutual funds and annuities?.....	RCONB569	No	6.
7. Assets under the reporting bank's management in proprietary mutual funds and annuities.	RCONB570	0	7.
8. Primary Internet Web site address of the bank (home page), if any.....	TEXT4087	Click here for value	8.

Dollar amounts in thousands

9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?.....	RCON4088	Yes	9.
10. Secured liabilities:			10.
a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a).....	RCONF064	0	10.a.
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a) - (d)).....	RCONF065	0	10.b.

(TEXT4087) <http://www.fcbook.com>

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands		(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
1. Loans secured by real estate:					1.
a. Construction, land development, and other land loans.....	RCON2759	160	0	0	1.a.
b. Secured by farmland.....	RCON3493	0	0	0	1.b.
c. Secured by 1-4 family residential properties:					1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCON5398	75	0	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:					1.c.2.
a. Secured by first liens.....	RCONC236	1,800	175	564	1.c.2.a.
b. Secured by junior liens.....	RCONC238	0	0	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....	RCON3499	0	0	0	1.d.
e. Secured by nonfarm nonresidential properties.....	RCON3502	459	0	222	1.e.
2. Loans to depository institutions and acceptances of other banks.....	RCONB834	0	0	0	2.
3. Not applicable					3.
4. Commercial and industrial loans.....	RCON1606	0	0	0	4.
5. Loans to individuals for household, family, and other personal expenditures:					5.
a. Credit cards.....	RCONB575	0	0	0	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RCONB578	27	0	0	5.b.
6. Loans to foreign governments and official institutions.....	RCON5389	0	0	0	6.

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	
		RCON5459	RCON5460	RCON5461	
7. All other loans.....		0	0	0	7.
		RCON1226	RCON1227	RCON1228	
8. Lease financing receivables.....		0	0	0	8.
		RCON3505	RCON3506	RCON3507	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....		0	0	0	9.
		RCON5612	RCON5613	RCON5614	
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government.....		0	0	0	10.
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans").....		0	0	0	10.a.
		RCON5615	RCON5616	RCON5617	
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above.....		0	0	0	10.b.
		RCONC866	RCONC867	RCONC868	
1. Restructured loans and leases included in Schedule RC-N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1).....		0	0	0	M.1.
		RCON1658	RCON1659	RCON1661	
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above.....		0	0	0	M.2.
		RCON6558	RCON6559	RCON6560	
3. Not available					M.3.
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above).....		NR	NR	NR	M.3.a.
		RCON1248	RCON1249	RCON1250	
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above).....		NR	NR	NR	M.3.b.
		RCON5380	RCON5381	RCON5382	
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above).....		NR	NR	NR	M.3.c.
		RCON1254	RCON1255	RCON1256	
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above).....		NR	NR	NR	M.3.d.
		RCONF166	RCONF167	RCONF168	
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above).....		NR	NR	NR	M.4.
		RCON1594	RCON1597	RCON1583	
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above).....		0	0	0	M.5.
		RCONC240	RCONC241	RCONC226	

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands		(Column A) Past due 30 through 89 days	(Column B) Past due 90 days or more	
6. Interest rate, foreign exchange rate, and other commodity and equity contracts: Fair value of amounts carried as assets.....		NR	NR	M.6.
		RCON3529	RCON3530	

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands				
7. Additions to nonaccrual assets during the quarter.....		RCONC410	0	M.7.
8. Nonaccrual assets sold during the quarter.....		RCONC411	0	M.8.

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands		(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
9. Construction, land development, and other land loans:					M.9.
	RCONF172	RCONF174	RCONF176		
a. 1-4 family residential construction loans.....	0	0	0		M.9.a.
b. Other construction loans and all land development and other land loans.....	160	0	0		M.9.b.
10. Loans secured by nonfarm nonresidential properties:					M.10.
a. Loans secured by owner-occupied nonfarm nonresidential properties.....	459	0	0		M.10.a.
	RCONF178	RCONF180	RCONF182		
	RCONF179	RCONF181	RCONF183		
b. Loans secured by other nonfarm nonresidential properties.....	0	0	222		M.10.b.

Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments

Dollar amounts in thousands			
A. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	RCONF236	NR	A.
B. Total allowable exclusions.....	RCONF237	NR	B.
C. Not applicable			C.
D. Total daily average of deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations.....	RCONF238	NR	D.
E. Total daily average of allowable exclusions.....	RCONF239	NR	E.
1. Unposted debits:			1.
a. Actual amount of all unposted debits.....	RCON0030	0	1.a.
b. Separate amount of unposted debits:			1.b.
1. Actual amount of unposted debits to demand deposits.....	RCON0031	0	1.b.1.
2. Actual amount of unposted debits to time and savings deposits.....	RCON0032	0	1.b.2.
2. Unposted credits:			2.
a. Actual amount of all unposted credits.....	RCON3510	0	2.a.
b. Separate amount of unposted credits:			2.b.
1. Actual amount of unposted credits to demand deposits.....	RCON3512	0	2.b.1.
2. Actual amount of unposted credits to time and savings deposits.....	RCON3514	0	2.b.2.
3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits).....	RCON3520	0	3.
4. Deposits of consolidated subsidiaries (not included in total deposits):			4.
a. Demand deposits of consolidated subsidiaries.....	RCON2211	0	4.a.
b. Time and savings deposits of consolidated subsidiaries.....	RCON2351	0	4.b.
c. Interest accrued and unpaid on deposits of consolidated subsidiaries.....	RCON5514	0	4.c.
5. Not applicable			5.
6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:			6.
a. Amount reflected in demand deposits (included in Schedule RC-E, item 7, column B).....	RCON2314	0	6.a.
b. Amount reflected in time and savings deposits (included in Schedule RC-E, item 7, column A or C, but not column B).....	RCON2315	0	6.b.
7. Unamortized premiums and discounts on time and savings deposits:			7.

Dollar amounts in thousands

a. Unamortized premiums.....	RCON5516	0	7.a.
b. Unamortized discounts.....	RCON5517	0	7.b.
8. Not applicable			8.
9. Deposits in lifeline accounts			9.
10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits).....	RCON8432	0	10.
11. Adjustments to demand deposits reported in Schedule RC-E for certain reciprocal demand balances:			11.
a. Amount by which demand deposits would be reduced if the reporting bank's reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions that were reported on a gross basis in Schedule RC-E had been reported on a net basis.....	RCON8785	0	11.a.
b. Amount by which demand deposits would be increased if the reporting bank's reciprocal demand balances with foreign banks and foreign offices of other U.S. banks (other than insured branches in Puerto Rico and U.S. territories and possessions) that were reported on a net basis in Schedule RC-E had been reported on a gross basis.....	RCONA181	0	11.b.
c. Amount by which demand deposits would be reduced if cash items in process of collection were included in the calculation of the reporting bank's net reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions in Schedule RC-E.....	RCONA182	0	11.c.
12. Amount of assets netted against deposit liabilities on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles (exclude amounts related to reciprocal demand balances):			12.
a. Amount of assets netted against demand deposits.....	RCONA527	0	12.a.
b. Amount of assets netted against time and savings deposits.....	RCONA528	0	12.b.
1. Total deposits of the bank:			M.1.
a. Deposit accounts (excluding retirement accounts) of \$100,000 or less:			M.1.a.
1. Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less..	RCONF049	96,114	M.1.a.1.
2. Number of deposit accounts (excluding retirement accounts) of \$100,000 or less..	RCONF050	NR	M.1.a.2.
b. Deposit accounts (excluding retirement accounts) of more than \$100,000:			M.1.b.
1. Amount of deposit accounts (excluding retirement accounts) of more than \$100,000.....	RCONF051	118,603	M.1.b.1.
2. Number of deposit accounts (excluding retirement accounts) of more than \$100,000.....	RCONF052	302	M.1.b.2.
c. Retirement deposit accounts of \$250,000 or less:			M.1.c.
1. Amount of retirement deposit accounts of \$250,000 or less.....	RCONF045	9,258	M.1.c.1.
2. Number of retirement deposit accounts of \$250,000 or less.....	RCONF046	NR	M.1.c.2.
d. Retirement deposit accounts of more than \$250,000:			M.1.d.
1. Amount of retirement deposit accounts of more than \$250,000.....	RCONF047	287	M.1.d.1.
2. Number of retirement deposit accounts of more than \$250,000.....	RCONF048	1	M.1.d.2.
2. Estimated amount of uninsured deposits.....	RCON5597	NR	M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent saving association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			M.3.
a. Legal title.....	TEXTA545	NR	M.3.a.
b. FDIC Certificate Number.....	RCONA545	0	M.3.b.

Schedule RC-P - Closed-End 1-4 Family Residential Mortgage Banking Activities

Dollar amounts in thousands

1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale:			1.
a. First liens.....	RCONF066	NR	1.a.

Dollar amounts in thousands

b. Junior liens.....	RCONF067	NR	1.b.
2. Wholesale originations and purchases during the quarter of closed-end 1-4 family residential mortgage loans for sale:			2.
a. First liens.....	RCONF068	NR	2.a.
b. Junior liens.....	RCONF069	NR	2.b.
3. Closed-end 1-4 family residential mortgages sold during the quarter:			3.
a. First liens.....	RCONF070	NR	3.a.
b. Junior liens.....	RCONF071	NR	3.b.
4. Closed-end 1-4 family residential mortgages held for sale at quarter-end (included in Schedule RC, item 4.a):			4.
a. First liens.....	RCONF072	NR	4.a.
b. Junior liens.....	RCONF073	NR	4.b.
5. Noninterest income for the quarter from the sale, securitization, and servicing of closed-end 1-4 family residential mortgage loans (included in Schedule RI, items 5.f, 5.g, and 5.i).....	RIADF184	NR	5.

Schedule RC-Q - Financial Assets and Liabilities Measured at Fair Value

	(Column A) Total Fair Value Reported on Schedule RC	(Column B) Level 2 Fair Value Measurements	(Column C) Level 3 Fair Value Measurements	
Dollar amounts in thousands				
1. Loans and leases.....	RCONF243 NR	RCONF244 NR	RCONF245 NR	1.
2. Trading assets.....	RCONF246 NR	RCONF247 NR	RCONF248 NR	2.
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 2, above).....	RCONF240 NR	RCONF241 NR	RCONF242 NR	2.a.
3. All other financial assets and servicing assets.....	RCONF249 NR	RCONF250 NR	RCONF251 NR	3.
4. Deposits.....	RCONF252 NR	RCONF253 NR	RCONF254 NR	4.
5. Trading liabilities.....	RCONF255 NR	RCONF256 NR	RCONF257 NR	5.
6. All other financial liabilities and servicing liabilities.....	RCONF258 NR	RCONF259 NR	RCONF260 NR	6.
7. Loan commitments (not accounted for as derivatives).....	RCONF261 NR	RCONF262 NR	RCONF263 NR	7.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Total equity capital (from Schedule RC, item 28).....	RCON3210	31,183	1.
2. Net unrealized gains (losses) on available-for-sale securities.....	RCON8434	-50	2.
3. Net unrealized loss on available-for-sale equity securities.....	RCONA221	0	3.
4. Accumulated net gains (losses) on cash flow hedges.....	RCON4336	0	4.
5. Nonqualifying perpetual preferred stock.....	RCONB588	0	5.
6. Qualifying minority interests in consolidated subsidiaries.....	RCONB589	0	6.
7. Not available			7.
a. Disallowed goodwill and other disallowed intangible assets.....	RCONB590	245	7.a.

Dollar amounts in thousands

b. Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank's own creditworthiness.....	RCONF264	0	7.b.
8. Subtotal.....	RCONC227	30,988	8.
9. Not available			9.
a. Disallowed servicing assets and purchased credit card relationships.....	RCONB591	0	9.a.
b. Disallowed deferred tax assets.....	RCON5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital.....	RCONB592	0	10.
11. Tier 1 capital.....	RCON8274	30,988	11.
12. Qualifying subordinated debt and redeemable preferred stock.....	RCON5306	0	12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital.....	RCONB593	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital.....	RCON5310	1,335	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....	RCON2221	0	15.
16. Other Tier 2 capital components.....	RCONB594	0	16.
17. Tier 2 capital.....	RCON5311	1,335	17.
18. Allowable Tier 2 capital.....	RCON8275	1,335	18.
19. Tier 3 capital allocated for market risk.....	RCON1395	0	19.
20. Deductions for total risk-based capital.....	RCONB595	0	20.
21. Total risk-based capital.....	RCON3792	32,323	21.
22. Average total assets (from Schedule RC-K, item 9).....	RCON3368	314,236	22.
23. Disallowed goodwill and other disallowed intangible assets (from item 7 above).....	RCONB590	245	23.
24. Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	RCONB591	0	24.
25. Disallowed deferred tax assets (from item 9.b above).....	RCON5610	0	25.
26. Other deductions from assets for leverage capital purposes.....	RCONB596	0	26.
27. Average total assets for leverage capital purposes.....	RCONA224	313,991	27.
28. Not available			28.
a. Adjustment to Tier 1 capital reported in item 11.....	RCONC228	0	28.a.
b. Adjustment to total risk-based capital reported in item 21.....	RCONB503	0	28.b.
29. Adjustment to risk-weighted assets reported in item 62.....	RCONB504	0	29.
30. Adjustment to average total assets reported in item 27.....	RCONB505	0	30.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands	(Column A) Percentage (Banks with Financial Subsidiaries)		(Column B) Percentage (All Banks)		
31. Tier 1 leverage ratio.....	RCON7273	0	RCON7204	0.0987	31.
32. Tier 1 risk-based capital ratio.....	RCON7274	0	RCON7206	0.114	32.
33. Total risk-based capital ratio.....	RCON7275	0	RCON7205	0.119	33.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands		(Column A) Totals (from Schedule RC)	(Column B) Items Not Subject to Risk-Weighting	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
	RCON0010		RCONC869	RCONB600	RCONB601		RCONB602
34. Cash and balances dues from depository institutions.....	6,568	0	662	5,906			0
	RCON1754		RCONB603	RCONB604	RCONB605	RCONB606	RCONB607
35. Held-to-maturity securities.....	0	0	0	0	0	0	0
	RCON1773		RCONB608	RCONB609	RCONB610	RCONB611	RCONB612
36. Available-for-sale securities.....	21,828	-75	0	21,903	0	0	0
37. Federal funds sold and securities purchased under agreements to resell.....	RCONC225		RCONC063	RCONC064			RCONB520
	1,456		0	1,456			0
	RCON5369		RCONB617	RCONB618	RCONB619	RCONB620	RCONB621
38. Loans and leases held for sale.....	3,074	0	0	0	3,074	0	0
	RCONB528		RCONB622	RCONB623	RCONB624	RCONB625	RCONB626
39. Loans and leases, net of unearned income.....	264,903	0	0	37	64,772	200,093	0
	RCON3123		RCON3123				
40. Allowance for loan and lease losses.....	1,335	1,335					
	RCON3545		RCONB627	RCONB628	RCONB629	RCONB630	RCONB631
41. Trading Assets.....	0	0	0	0	0	0	0
	RCONB639		RCONB640	RCONB641	RCONB642	RCONB643	RCON5339
42. All other assets.....	21,741	245	0	2,864	331	18,301	0
	RCON2170		RCONB644	RCON5320	RCON5327	RCON5334	RCON5340
43. Total Assets.....	318,235	-1,165	662	32,166	68,177	218,394	0

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands		(Column A) Face Value or Notional Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
	RCONB546		RCONB547	RCONB548	RCONB581	RCONB582	RCONB583
44. Financial standby letters of credit.....	927	927	0	0	0	0	927
	RCON3821		RCONB650	RCONB651	RCONB652	RCONB653	RCONB654
45. Performance standby letters of credit.....	0	0	0	0	0	0	0
	RCON3411		RCONB655	RCONB656	RCONB657	RCONB658	RCONB659
46. Commercial and similar letters of credit.....	0	0	0	0	0	0	0

	(Column A) Face Value or Notional Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
Dollar amounts in thousands						
47. Risk participations in bankers acceptances acquired by the reporting institution.....	RCON3429	RCONB660	RCONB661	RCONB662		RCONB663
	0	0	0	0		0
	RCON3433	RCONB664	RCONB665	RCONB666	RCONB667	RCONB668
48. Securities lent.....	0	0	0	0	0	0
49. Retained recourse on small business obligations sold with recourse.....	RCONA250	RCONB669	RCONB670	RCONB671	RCONB672	RCONB673
	0	0	0	0	0	0
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement..	RCONB541	RCONB542				RCONB543
	0	0				0
	RCONB675	RCONB676	RCONB677	RCONB678	RCONB679	RCONB680
51. All other financial assets sold with recourse.....	0	0	0	0	0	0
	RCONB681	RCONB682	RCONB683	RCONB684	RCONB685	RCONB686
52. All other off-balance sheet liabilities.....	0	0	0	0	0	0
53. Unused commitments with an original maturity exceeding one year.....	RCON3833	RCONB687	RCONB688	RCONB689	RCONB690	RCONB691
	23,744	11,872	0	0	0	11,872
		RCONA167	RCONB693	RCONB694	RCONB695	
54. Derivative contracts.....		0	0	0	0	
55. Total assets, derivatives, and off-balance sheet items by risk weight category.....			RCONB696	RCONB697	RCONB698	RCONB699
			662	32,166	68,177	231,193
56. Risk weight factor						
			RCONB700	RCONB701	RCONB702	RCONB703
57. Risk-weighted assets by risk weight category.....			0	6,433	34,089	231,193
						RCON1651
58. Market risk equivalent assets.....						0
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve.....						RCONB704
						271,715
						RCONA222
60. Excess allowance for loan and lease losses.....						0
						RCON3128
61. Allocated transfer risk reserve.....						0
						RCONA223
62. Total risk-weighted assets.....						271,715

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....	RCON8764	0	M.1.
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Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

	(Column A) With a remaining maturity of one year or less	(Column B) With a remaining maturity of over one year through five years	(Column C) With a remaining maturity of over five years	
2. Notional principal amounts of derivative contracts:				M.2.
a. Interest rate contracts.....	RCON3809	RCON8766	RCON8767	M.2.a.
	0	0	0	
b. Foreign exchange contracts.....	RCON3812	RCON8769	RCON8770	M.2.b.
	0	0	0	
c. Gold contracts.....	RCON8771	RCON8772	RCON8773	M.2.c.
	0	0	0	
d. Other precious metals contracts.....	RCON8774	RCON8775	RCON8776	M.2.d.
	0	0	0	
e. Other commodity contracts.....	RCON8777	RCON8778	RCON8779	M.2.e.
	0	0	0	
f. Equity derivative contracts.....	RCONA000	RCONA001	RCONA002	M.2.f.
	0	0	0	
g. Credit derivative contracts:				M.2.g.
1. Investment grade.....	RCONC980	RCONC981	RCONC982	M.2.g.1.
	0	0	0	
2. Subinvestment grade.....	RCONC983	RCONC984	RCONC985	M.2.g.2.
	0	0	0	

Schedule RC-S - Servicing Securitization and Asset Sale Activities

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar amounts in thousands							
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements.....	RCONB705	RCONB706	RCONB707	RCONB708	RCONB709	RCONB710	RCONB711
	0	0	0	0	0	0	0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5).....	RCONB712	RCONB713	RCONB714	RCONB715	RCONB716	RCONB717	RCONB718
	0	0	0	0	0	0	0
b. Subordinated securities and other residual interests.....	RCONC393	RCONC394	RCONC395	RCONC396	RCONC397	RCONC398	RCONC399
	0	0	0	0	0	0	0
c. Standby letters of credit and other enhancements.....	RCONC400	RCONC401	RCONC402	RCONC403	RCONC404	RCONC405	RCONC406
	0	0	0	0	0	0	0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1.....	RCONB726	RCONB727	RCONB728	RCONB729	RCONB730	RCONB731	RCONB732
	0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:							
a. 30-89 days past due.....	RCONB733	RCONB734	RCONB735	RCONB736	RCONB737	RCONB738	RCONB739
	0	0	0	0	0	0	0
b. 90 days or more past due.....	RCONB740	RCONB741	RCONB742	RCONB743	RCONB744	RCONB745	RCONB746
	0	0	0	0	0	0	0
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs.....	RIADB747	RIADB748	RIADB749	RIADB750	RIADB751	RIADB752	RIADB753
	0	0	0	0	0	0	0
b. Recoveries.....	RIADB754	RIADB755	RIADB756	RIADB757	RIADB758	RIADB759	RIADB760
	0	0	0	0	0	0	0
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in Schedule RC-B or in Schedule RC, item 5).....		RCONB761	RCONB762			RCONB763	
		0	0			0	

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar amounts in thousands							
b. Loans (included in Schedule RC-C).....		RCONB500 0	RCONB501 0			RCONB502 0	6.b.
7. Past due loan amounts included in interests reported in item 6.a:							7.
a. 30-89 days past due.....		RCONB764 0	RCONB765 0			RCONB766 0	7.a.
b. 90 days or more past due.....		RCONB767 0	RCONB768 0			RCONB769 0	7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							8.
a. Charge-offs.....		RIADB770 0	RIADB771 0			RIADB772 0	8.a.
b. Recoveries.....		RIADB773 0	RIADB774 0			RIADB775 0	8.b.
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....	RCONB776 0	RCONB777 0	RCONB778 0	RCONB779 0	RCONB780 0	RCONB781 0	RCONB782 0
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures.....	RCONB783 0	RCONB784 0	RCONB785 0	RCONB786 0	RCONB787 0	RCONB788 0	RCONB789 0
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank.....	RCONB790 0	RCONB791 0	RCONB792 0	RCONB793 0	RCONB794 0	RCONB795 0	RCONB796 0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11.....	RCONB797 0	RCONB798 0	RCONB799 0	RCONB800 0	RCONB801 0	RCONB802 0	RCONB803 0

Schedule RC-S - Servicing Securitization and Asset Sale Activities

Dollar amounts in thousands

1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			M.1.
a. Outstanding principal balance.....	RONA249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date.....	RONA250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):			M.2.
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	RONB804	0	M.2.a.
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	RONB805	0	M.2.b.
c. Other financial assets (includes home equity lines).....	RONA591	0	M.2.c.
3. Asset-backed commercial paper conduits:			M.3.
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:			M.3.a.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RONB806	0	M.3.a.1.
2. Conduits sponsored by other unrelated institutions.....	RONB807	0	M.3.a.2.
b. Unused commitments to provide liquidity to conduit structures:			M.3.b.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RONB808	0	M.3.b.1.
2. Conduits sponsored by other unrelated institutions.....	RONB809	0	M.3.b.2.
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C.....	RONC407	NR	M.4.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

1. Does the institution have fiduciary powers?.....	RONA345	No	1.
2. Does the institution exercise the fiduciary powers it has been granted?.....	RONA346	No	2.
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule?.....	RONB867	No	3.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
	RCONB868	RCONB869	RCONB870	RCONB871	
4. Personal trust and agency accounts.....	NR	NR	NR	NR	4.
5. Retirement related trust and agency accounts:					5.
a. Employee benefit - defined contribution.....	NR	NR	NR	NR	5.a.
b. Employee benefit - defined benefit.....	NR	NR	NR	NR	5.b.
c. Other retirement accounts.....	NR	NR	NR	NR	5.c.
6. Corporate trust and agency accounts.....	NR	NR	NR	NR	6.
7. Investment management agency accounts.....	NR		NR		7.
8. Other fiduciary accounts.....	NR	NR	NR	NR	8.
9. Total fiduciary accounts.....	NR	NR	NR	NR	9.
10. Custody and safekeeping accounts.....		NR		NR	10.
11. Not applicable					11.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

12. Personal trust and agency accounts.....	RIADB904	CONF	12.
13. Retirement related trust and agency accounts:			13.
a. Employee benefit - defined contribution.....	RIADB905	CONF	13.a.
b. Employee benefit - defined benefit.....	RIADB906	CONF	13.b.
c. Other retirement accounts.....	RIADB907	CONF	13.c.
14. Corporate trust and agency accounts.....	RIADA479	CONF	14.
15. Investment management agency accounts.....	RIADB908	CONF	15.
16. Other fiduciary accounts.....	RIADA480	CONF	16.
17. Custody and safekeeping accounts.....	RIADB909	CONF	17.
18. Other fiduciary and related services income.....	RIADB910	CONF	18.
19. Total gross fiduciary and related services income.....	RIAD4070	0	19.
20. Expenses.....	RIADC058	CONF	20.
21. Net losses from fiduciary and related services.....	RIADA488	CONF	21.
22. Intracompany income credits for fiduciary and related services.....	RIADB911	CONF	22.
23. Net fiduciary and related services income.....	RIADA491	CONF	23.
1. Managed assets held in personal trust and agency accounts:			M.1.
a. Noninterest-bearing deposits.....	RCONB913	NR	M.1.a.
b. Interest-bearing deposits.....	RCONB914	NR	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations.....	RCONB915	NR	M.1.c.
d. State, county and municipal obligations.....	RCONB916	NR	M.1.d.
e. Money market mutual funds.....	RCONB917	NR	M.1.e.
f. Other short-term obligations.....	RCONB918	NR	M.1.f.
g. Other notes and bonds.....	RCONB919	NR	M.1.g.
h. Common and preferred stocks.....	RCONB920	NR	M.1.h.
i. Real estate mortgages.....	RCONB921	NR	M.1.i.
j. Real estate.....	RCONB922	NR	M.1.j.
k. Miscellaneous assets.....	RCONB923	NR	M.1.k.
l. Total managed assets held in personal trust and agency accounts.....	RCONB868	NR	M.1.l.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Number of Issues	(Column B) Principal Amount Outstanding	
2. Corporate trust and agency accounts:			M.2.
a. Corporate and municipal trusteeships.....	RCONB927 NR	RCONB928 NR	M.2.a.
b. Transfer agent, registrar, paying agent, and other corporate agency.....	RCONB929 NR		M.2.b.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Number of Funds	(Column B) Market Value of Fund Assets	
3. Collective investment funds and common trust funds:			M.3.
a. Domestic equity.....	RCONB931 NR	RCONB932 NR	M.3.a.
b. International/Global equity.....	RCONB933 NR	RCONB934 NR	M.3.b.
c. Stock/Bond blend.....	RCONB935 NR	RCONB936 NR	M.3.c.
d. Taxable bond.....	RCONB937 NR	RCONB938 NR	M.3.d.
e. Municipal bond.....	RCONB939 NR	RCONB940 NR	M.3.e.
f. Short term investments/Money market.....	RCONB941 NR	RCONB942 NR	M.3.f.

Dollar amounts in thousands		(Column A) Number of Funds	(Column B) Market Value of Fund Assets			
g. Specialty/Other.....		RCONB943	NR	RCONB944	NR	M.3.g.
h. Total collective investment funds.....		RCONB945	NR	RCONB946	NR	M.3.h.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands		(Column A) Gross Losses Managed Accounts	(Column B) Gross Losses Non-Managed Accounts	(Column C) Recoveries	
4. Fiduciary settlements, surcharges, and other losses:					M.4.
a. Personal trust and agency accounts.....		RIADB947	RIADB948	RIADB949	M.4.a.
		CONF	CONF	CONF	M.4.a.
b. Retirement related trust and agency accounts.....		RIADB950	RIADB951	RIADB952	M.4.b.
		CONF	CONF	CONF	M.4.b.
c. Investment management agency accounts.....		RIADB953	RIADB954	RIADB955	M.4.c.
		CONF	CONF	CONF	M.4.c.
d. Other fiduciary accounts and related services.....		RIADB956	RIADB957	RIADB958	M.4.d.
		CONF	CONF	CONF	M.4.d.
e. Total fiduciary settlements, surcharges, and other losses.....		RIADB959	RIADB960	RIADB961	M.4.e.
		CONF	CONF	CONF	M.4.e.

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Dollar amounts in thousands				
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c. Differences in Detail of Reports				1.c.
d. Shifts in Reporting Status				1.d.
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Dollar amounts in thousands

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Dollar amounts in thousands

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Dollar amounts in thousands

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Dollar amounts in thousands

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Federal Financial Institutions Examination Council



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**Consolidated Reports of Condition and Income for A Bank With
Domestic Offices Only - FFIEC 041**

Institution Name	FIRST CAPITAL BANK OF KENTUCKY, THE
City	LOUISVILLE
State	KY
Zip Code	40207
Call Report Quarter End Date	12/31/2006
Report Type	041
RSSD-ID	2399119
FDIC Certificate Number	34125
OCC Charter Number	0
ABA Routing Number	83002520
Last updated on	1/30/2007

Bank Demographic Information

Dollar amounts in thousands

1. Reporting date.....	RCON9999	20061231	1.
2. FDIC certificate number.....	RSSD9050	34125	2.
3. Legal title of bank.....	RSSD9017	First Capital Bank of Kentucky	3.
4. City.....	RSSD9130	Louisville	4.
5. State abbreviation.....	RSSD9200	KY	5.
6. Zip code.....	RSSD9220	40207	6.

Contact Information

Dollar amounts in thousands

1. Contact Information for the Reports of Condition and Income			1.
a. Chief Financial Officer (or Equivalent) Signing the Reports			1.a.
1. Name.....	TEXTC490	CONF	1.a.1.
2. Title.....	TEXTC491	CONF	1.a.2.
3. E-mail Address.....	TEXTC492	CONF	1.a.3.
4. Telephone.....	TEXTC493	CONF	1.a.4.
5. FAX.....	TEXTC494	CONF	1.a.5.
b. Other Person to Whom Questions about the Reports Should be Directed			1.b.
1. Name.....	TEXTC495	CONF	1.b.1.
2. Title.....	TEXTC496	CONF	1.b.2.
3. E-mail Address.....	TEXT4086	CONF	1.b.3.
4. Telephone.....	TEXT8902	CONF	1.b.4.
5. FAX.....	TEXT9116	CONF	1.b.5.
2. Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed			2.
a. Name and Title.....	TEXTB962	CONF	2.a.
b. E-mail Address.....	TEXTB926	CONF	2.b.
c. Telephone.....	TEXTB963	CONF	2.c.
d. FAX.....	TEXTB964	CONF	2.d.
3. Emergency Contact Information			3.
a. Primary Contact			3.a.
1. Name.....	TEXTC366	CONF	3.a.1.
2. Title.....	TEXTC367	CONF	3.a.2.
3. E-mail Address.....	TEXTC368	CONF	3.a.3.
4. Telephone.....	TEXTC369	CONF	3.a.4.
5. FAX.....	TEXTC370	CONF	3.a.5.
b. Secondary Contact			3.b.
1. Name.....	TEXTC371	CONF	3.b.1.
2. Title.....	TEXTC372	CONF	3.b.2.
3. E-mail Address.....	TEXTC373	CONF	3.b.3.
4. Telephone.....	TEXTC374	CONF	3.b.4.
5. FAX.....	TEXTC375	CONF	3.b.5.
4. USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information			4.
a. Primary Contact			4.a.
1. Name.....	TEXTC437	CONF	4.a.1.
2. Title.....	TEXTC438	CONF	4.a.2.
3. E-mail Address.....	TEXTC439	CONF	4.a.3.
4. Telephone.....	TEXTC440	CONF	4.a.4.
5. FAX.....	TEXTC441	CONF	4.a.5.

Dollar amounts in thousands

b. Secondary Contact			
1. Name.....	TEXTC442	CONF	4.b.
2. Title.....	TEXTC443	CONF	4.b.1.
3. E-mail Address.....	TEXTC444	CONF	4.b.2.
4. Telephone.....	TEXTC445	CONF	4.b.3.
5. FAX.....	TEXTC446	CONF	4.b.4.
c. Third Contact			
1. Name.....	TEXTC870	CONF	4.c.
2. Title.....	TEXTC871	CONF	4.c.1.
3. E-mail Address.....	TEXTC872	CONF	4.c.2.
4. Telephone.....	TEXTC873	CONF	4.c.3.
5. FAX.....	TEXTC874	CONF	4.c.4.
d. Fourth Contact			
1. Name.....	TEXTC875	CONF	4.d.
2. Title.....	TEXTC876	CONF	4.d.1.
3. E-mail Address.....	TEXTC877	CONF	4.d.2.
4. Telephone.....	TEXTC878	CONF	4.d.3.
5. FAX.....	TEXTC879	CONF	4.d.4.

Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income

Dollar amounts in thousands

1. Comments?.....	RCON6979	No	1.
2. Bank Management Statement.....	TEXT6980	NR	2.

Schedule RI - Income Statement

Dollar amounts in thousands

1. Interest income:			
a. Interest and fee income on loans:			
1. Loans secured by real estate.....	RIAD4011	14,320	1.a.1.
2. Commercial and industrial loans.....	RIAD4012	1,944	1.a.2.
3. Loans to individuals for household, family, and other personal expenditures:			
a. Credit cards.....	RIADB485	0	1.a.3.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB486	138	1.a.3.b.
4. Loans to foreign governments and official institutions.....	RIAD4056	0	1.a.4.
5. All other loans.....	RIAD4058	0	1.a.5.
6. Total interest and fee income on loans.....	RIAD4010	16,402	1.a.6.
b. Income from lease financing receivables.....	RIAD4065	0	1.b.
c. Interest income on balances due from depository institutions.....	RIAD4115	14	1.c.
d. Interest and dividend income on securities:			
1. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RIADB488	82	1.d.1.
2. Mortgage-backed securities.....	RIADB489	279	1.d.2.
3. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RIAD4060	0	1.d.3.
e. Interest income from trading assets.....	RIAD4069	0	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	RIAD4020	274	1.f.

Dollar amounts in thousands

g. Other interest income.....	RIAD4518	149	1.g.
h. Total interest income.....	RIAD4107	17,200	1.h.
2. Interest expense:			2.
a. Interest on deposits:			2.a.
1. Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	RIAD4508	141	2.a.1.
2. Nontransaction accounts:			2.a.2.
a. Savings deposits (includes MMDAs).....	RIAD0093	965	2.a.2.a.
b. Time deposits of \$100,000 or more.....	RIADA517	2,699	2.a.2.b.
c. Time deposits of less than \$100,000.....	RIADA518	3,719	2.a.2.c.
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	RIAD4180	225	2.b.
c. Interest on trading liabilities and other borrowed money.....	RIAD4185	1,791	2.c.
d. Interest on subordinated notes and debentures.....	RIAD4200	0	2.d.
e. Total interest expense	RIAD4073	9,540	2.e.
3. Net interest income.....	RIAD4074	7,660	3.
4. Provision for loan and lease losses.....	RIAD4230	67	4.
5. Noninterest income:			5.
a. Income from fiduciary activities	RIAD4070	0	5.a.
b. Service charges on deposit accounts.....	RIAD4080	198	5.b.
c. Trading revenue.....	RIADA220	0	5.c.
d. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	RIADB490	0	5.d.
e. Venture capital revenue.....	RIADB491	0	5.e.
f. Net servicing fees.....	RIADB492	0	5.f.
g. Net securitization income.....	RIADB493	0	5.g.
h. Not available			5.h.
1. Underwriting income from insurance and reinsurance activities.....	RIADC386	0	5.h.1.
2. Income from other insurance activities.....	RIADC387	48	5.h.2.
i. Net gains (losses) on sales of loans and leases.....	RIAD5416	249	5.i.
j. Net gains (losses) on sales of other real estate owned.....	RIAD5415	-121	5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....	RIADB496	0	5.k.
l. Other noninterest income.....	RIADB497	313	5.l.
m. Total noninterest income.....	RIAD4079	687	5.m.
6. Not available			6.
a. Realized gains (losses) on held-to-maturity securities.....	RIAD3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities.....	RIAD3196	0	6.b.
7. Noninterest expense:			7.
a. Salaries and employee benefits.....	RIAD4135	2,914	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	RIAD4217	903	7.b.
c. Not available			7.c.
1. Goodwill impairment losses.....	RIADC216	0	7.c.1.
2. Amortization expense and impairment losses for other intangible assets.....	RIADC232	0	7.c.2.
d. Other noninterest expense.....	RIAD4092	2,081	7.d.
e. Total noninterest expense.....	RIAD4093	5,898	7.e.
8. Income (loss) before income taxes and extraordinary items and other adjustments.....	RIAD4301	2,382	8.
9. Applicable income taxes (on item 8).....	RIAD4302	744	9.
10. Income (loss) before extraordinary items and other adjustments.....	RIAD4300	1,638	10.
11. Extraordinary items and other adjustments, net of income taxes.....	RIAD4320	0	11.
12. Net income (loss).....	RIAD4340	1,638	12.

Dollar amounts in thousands

1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes.....	RIAD4513	0	M.1.
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8).....	RIAD8431	0	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b).....	RIAD4313	0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3)).....	RIAD4507	0	M.4.
5. Number of full-time equivalent employees at end of current period.....	RIAD4150	65	M.5.
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5)).....	RIAD4024	NR	M.6.
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition.....	RIAD9106	0	M.7.
8. Trading revenue (from cash instruments and derivative instruments):			M.8.
a. Interest rate exposures.....	RIAD8757	NR	M.8.a.
b. Foreign exchange exposures.....	RIAD8758	NR	M.8.b.
c. Equity security and index exposures.....	RIAD8759	NR	M.8.c.
d. Commodity and other exposures.....	RIAD8760	NR	M.8.d.
9. Not applicable			M.9.
10. Credit losses on derivatives.....	RIADA251	NR	M.10.
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?.....	RIADA530	No	M.11.

Schedule RI-A - Changes in Equity Capital

Dollar amounts in thousands

1. Total equity capital most recently reported for the December 31, 2005, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIAD3217	23,966	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	RIADB507	0	2.
3. Balance end of previous calendar year as restated.....	RIADB508	23,966	3.
4. Net income (loss).....	RIAD4340	1,638	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions).....	RIADB509	0	5.
6. Treasury stock transactions, net.....	RIADB510	0	6.
7. Changes incident to business combinations, net.....	RIAD4356	0	7.
8. Cash dividends declared on preferred stock.....	RIAD4470	0	8.
9. Cash dividends declared on common stock.....	RIAD4460	625	9.
10. Other comprehensive income.....	RIADB511	52	10.
11. Other transactions with parent holding company (not included in items 5, 6, 8, or 9 above).....	RIAD4415	0	11.
12. Total equity capital end of current period.....	RIAD3210	25,031	12.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

	(Column A) Charge-offs Calendar year-to-date		(Column B) Recoveries Calendar year-to-date		
1. Loans secured by real estate:					1.
a. Construction, land development, and other land loans.....	RIAD3582	0	RIAD3583	0	1.a.
b. Secured by farmland.....	RIAD3584	0	RIAD3585	0	1.b.
c. Secured by 1-4 family residential properties:					1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RIAD5411	0	RIAD5412	0	1.c.1.

Dollar amounts in thousands		(Column A) Charge-offs Calendar year-to-date	(Column B) Recoveries Calendar year-to-date		
2. Closed-end loans secured by 1-4 family residential properties:				1.c.2.	
a. Secured by first liens.....	RIADC234	165	RIADC217	47	1.c.2.a.
b. Secured by junior liens.....	RIADC235	0	RIADC218	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....	RIAD3588	0	RIAD3589	0	1.d.
e. Secured by nonfarm nonresidential properties.....	RIAD3590	0	RIAD3591	0	1.e.
2. Loans to depository institutions and acceptances of other banks.....	RIAD4481	0	RIAD4482	0	2.
3. Not applicable					3.
4. Commercial and industrial loans.....	RIAD4638	53	RIAD4608	5	4.
5. Loans to individuals for household, family, and other personal expenditures:					5.
a. Credit cards.....	RIADB514	0	RIADB515	0	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB516	1	RIADB517	0	5.b.
6. Loans to foreign governments and official institutions.....	RIAD4643	0	RIAD4627	0	6.
7. All other loans.....	RIAD4644	0	RIAD4628	0	7.
8. Lease financing receivables.....	RIAD4266	0	RIAD4267	0	8.
9. Total.....	RIAD4635	219	RIAD4605	52	9.
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above.....	RIAD5409	0	RIAD5410	0	M.1.
2. Not available					M.2.
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above).....	RIAD4652	NR	RIAD4662	NR	M.2.a.
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above).....	RIAD4654	NR	RIAD4664	NR	M.2.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above).....	RIAD4646	NR	RIAD4618	NR	M.2.c.
d. Lease financing receivables of non-U.S. addresses (domicile) (included in Schedule RI-B, part I, item 8, above).....	RIAD4659	NR	RIAD4669	NR	M.2.d.
3. Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above).....	RIAD4655	NR	RIAD4665	NR	M.3.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

4. 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).....	RIADC388	NR	M.4.
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Schedule RI-B Part II - Changes in Allowance for Loan and Lease Losses

Dollar amounts in thousands

1. Balance most recently reported for the December 31, 2005, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIADB522	1,325	1.
2. Recoveries	RIAD4605	52	2.
3. Charge-offs.....	RIADC079	219	3.
4. Write-downs arising from transfers of loans to a held-for-sale account.....	RIAD5523	0	4.
5. Provision for loan and lease losses.....	RIAD4230	67	5.
6. Adjustments.....	RIADC233	0	6.
7. Balance end of current period.....	RIAD3123	1,225	7.
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above	RIADC435	0	M.1.
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.	RIADC389	NR	M.2.

Dollar amounts in thousands

3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges.....	RIADC390	NR	M.3.
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above).....	RIADC781	0	M.4.

Schedule RI-E - Explanations

Dollar amounts in thousands

1. Other noninterest income (from Schedule RI, item 5.I)			1.
a. Income and fees from the printing and sale of checks.....	RIADC013	0	1.a.
b. Earnings on/increase in value of cash surrender value of life insurance.....	RIADC014	0	1.b.
c. Income and fees from automated teller machines (ATMs).....	RIADC016	0	1.c.
d. Rent and other income from other real estate owned.....	RIAD4042	0	1.d.
e. Safe deposit box rent.....	RIADC015	0	1.e.
f. Disclose component and the dollar amount of that component:			1.f.
1. Describe component.....	TEXT4461	NR	1.f.1.
2. Amount of component.....	RIAD4461	0	1.f.2.
g. Disclose component and the dollar amount of that component:			1.g.
1. Describe component.....	TEXT4462	NR	1.g.1.
2. Amount of component.....	RIAD4462	0	1.g.2.
h. Disclose component and the dollar amount of that component:			1.h.
1. Describe component.....	TEXT4463	NR	1.h.1.
2. Amount of component.....	RIAD4463	0	1.h.2.
2. Other noninterest expense (from Schedule RI, item 7.d)			2.
a. Data processing expenses.....	RIADC017	272	2.a.
b. Advertising and marketing expenses.....	RIAD0497	188	2.b.
c. Directors' fees.....	RIAD4136	0	2.c.
d. Printing, stationery, and supplies.....	RIADC018	0	2.d.
e. Postage.....	RIAD8403	0	2.e.
f. Legal fees and expenses.....	RIAD4141	0	2.f.
g. FDIC deposit insurance assessments.....	RIAD4146	0	2.g.
h. Disclose component and the dollar amount of that component:			2.h.
1. Describe component.....	TEXT4464	State Franchise Tax	2.h.1.
2. Amount of component.....	RIAD4464	284	2.h.2.
i. Disclose component and the dollar amount of that component:			2.i.
1. Describe component.....	TEXT4467	OREO Expense	2.i.1.
2. Amount of component.....	RIAD4467	231	2.i.2.
j. Disclose component and the dollar amount of that component:			2.j.
1. Describe component.....	TEXT4468	NR	2.j.1.
2. Amount of component.....	RIAD4468	0	2.j.2.
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11):			3.
a. Disclose component, the gross dollar amount of that component, and its related income tax:			3.a.
1. Describe component.....	TEXT4469	NR	3.a.1.
2. Amount of component.....	RIAD4469	0	3.a.2.
3. Applicable income tax effect.....	RIAD4486	0	3.a.3.
b. Disclose component, the gross dollar amount of that component, and its related income tax:			3.b.
1. Describe component.....	TEXT4487	NR	3.b.1.

Dollar amounts in thousands

2. Amount of component.....	RIAD4487	0	3.b.2.
3. Applicable income tax effect.....	RIAD4488	0	3.b.3.
c. Disclose component, the gross dollar amount of that component, and its related income tax:			3.c.
1. Describe component.....	TEXT4489	NR	3.c.1.
2. Amount of component.....	RIAD4489	0	3.c.2.
3. Applicable income tax effect.....	RIAD4491	0	3.c.3.
4. Restatements due to corrections of material accounting errors and changes in accounting principles (from Schedule RI-A, item 2):			4.
a. Disclose component and the dollar amount of that component:			4.a.
1. Describe component.....	TEXTB526	NR	4.a.1.
2. Amount of component.....	RIADB526	0	4.a.2.
b. Disclose component and the dollar amount of that component:			4.b.
1. Describe component.....	TEXTB527	NR	4.b.1.
2. Amount of component.....	RIADB527	0	4.b.2.
5. Other transactions with parent holding company (from Schedule RI-A, item 11):			5.
a. Disclose component and the dollar amount of that component:			5.a.
1. Describe component.....	TEXT4498	NR	5.a.1.
2. Amount of component.....	RIAD4498	0	5.a.2.
b. Disclose component and the dollar amount of that component:			5.b.
1. Describe component.....	TEXT4499	NR	5.b.1.
2. Amount of component.....	RIAD4499	0	5.b.2.
6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6):			6.
a. Disclose component and the dollar amount of that component:			6.a.
1. Describe component.....	TEXT4521	NR	6.a.1.
2. Amount of component.....	RIAD4521	0	6.a.2.
b. Disclose component and the dollar amount of that component:			6.b.
1. Describe component.....	TEXT4522	NR	6.b.1.
2. Amount of component.....	RIAD4522	0	6.b.2.
7. Other explanations:			7.
a. Comments?.....	RIAD4769	No	7.a.
b. Other explanations.....	TEXT4769	NR	7.b.

Schedule RC - Balance Sheet

Dollar amounts in thousands

1. Cash and balances due from depository institutions (from Schedule RC-A):			1.
a. Noninterest-bearing balances and currency and coin.....	RCON0081	7,741	1.a.
b. Interest-bearing balances.....	RCON0071	201	1.b.
2. Securities:			2.
a. Held-to-maturity securities (from Schedule RC-B, column A).....	RCON1754	0	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....	RCON1773	13,076	2.b.
3. Federal funds sold and securities purchased under agreements to resell:			3.
a. Federal funds sold.....	RCONB987	19,547	3.a.
b. Securities purchased under agreements to resell.....	RCONB989	0	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			4.
a. Loans and leases held for sale.....	RCON5369	1,836	4.a.
b. Loans and leases, net of unearned income.....	RCONB528	239,992	4.b.
c. Allowance for loan and lease losses.....	RCON3123	1,225	4.c.
d. Loans and leases, net of unearned income and allowance.....	RCONB529	238,767	4.d.
5. Trading assets (from Schedule RC-D).....	RCON3545	0	5.

Dollar amounts in thousands

6. Premises and fixed assets (including capitalized leases).....	RCON2145	7,582	6.
7. Other real estate owned (from Schedule RC-M).....	RCON2150	157	7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M).....	RCON2130	458	8.
9. Not applicable			9.
10. Intangible assets:			10.
a. Goodwill.....	RCON3163	0	10.a.
b. Other intangible assets (from Schedule RC-M).....	RCON0426	0	10.b.
11. Other assets (from Schedule RC-F).....	RCON2160	8,923	11.
12. Total assets.....	RCON2170	298,288	12.
13. Deposits:			13.
a. In domestic offices.....	RCON2200	229,923	13.a.
1. Noninterest-bearing.....	RCON6631	14,783	13.a.1.
2. Interest-bearing.....	RCON6636	215,141	13.a.2.
b. Not applicable			13.b.
14. Federal funds purchased and securities sold under agreements to repurchase:			14.
a. Federal funds purchased.....	RCONB993	0	14.a.
b. Securities sold under agreements to repurchase.....	RCONB995	13,225	14.b.
15. Trading liabilities (from Schedule RC-D).....	RCON3548	0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M).....	RCON3190	28,639	16.
17. Not applicable			17.
18. Not applicable			18.
19. Subordinated notes and debentures.....	RCON3200	0	19.
20. Other liabilities (from Schedule RC-G).....	RCON2930	1,470	20.
21. Total liabilities.....	RCON2948	273,257	21.
22. Minority interest in consolidated subsidiaries.....	RCON3000	0	22.
23. Perpetual preferred stock and related surplus.....	RCON3838	0	23.
24. Common stock.....	RCON3230	1,678	24.
25. Surplus (exclude all surplus related to preferred stock).....	RCON3839	16,780	25.
26. Not available			26.
a. Retained earnings.....	RCON3632	6,791	26.a.
b. Accumulated other comprehensive income.....	RCONB530	-218	26.b.
27. Other equity capital components.....	RCONA130	0	27.
28. Total equity capital.....	RCON3210	25,031	28.
29. Total liabilities, minority interest, and equity capital.....	RCON3300	298,288	29.
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2005.....	RCON6724	NR	M.1.

Schedule RC-A - Cash and Balances Due From Depository Institutions

Dollar amounts in thousands

1. Cash items in process of collection, unposted debits, and currency and coin:			1.
a. Cash items in process of collection and unposted debits.....	RCON0020	NR	1.a.
b. Currency and coin.....	RCON0080	NR	1.b.
2. Balances due from depository institutions in the U.S.:			2.
a. U.S. branches and agencies of foreign banks.....	RCON0083	NR	2.a.
b. Other commercial banks in the U.S. and other depository institutions in the U.S.....	RCON0085	NR	2.b.
3. Balances due from banks in foreign countries and foreign central banks:			3.
a. Foreign branches of other U.S. banks.....	RCON0073	NR	3.a.

Dollar amounts in thousands

b. Other banks in foreign countries and foreign central banks.....	RCON0074	NR	3.b.
4. Balances due from Federal Reserve Banks.....	RCON0090	NR	4.
5. Total.....	RCON0010	7,942	5.

Schedule RC-B - Securities

Dollar amounts in thousands					
	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
	RCON0211	RCON0213	RCON1286	RCON1287	
1. U.S. Treasury securities.....	0	0	0	0	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities):					2.
a. Issued by U.S. Government agencies.....	0	0	0	0	2.a.
b. Issued by U.S. Government-sponsored agencies.....	0	0	6,511	6,458	2.b.
3. Securities issued by states and political subdivisions in the U.S.....	0	0	0	0	3.
4. Mortgage-backed securities (MBS):					4.
a. Pass-through securities:					4.a.
1. Guaranteed by GNMA.....	0	0	0	0	4.a.1.
2. Issued by FNMA and FHLMC.....	0	0	6,895	6,618	4.a.2.
3. Other pass-through securities.....	0	0	0	0	4.a.3.
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					4.b.
1. Issued or guaranteed by FNMA, FHLMC, or GNMA.....	0	0	0	0	4.b.1.
2. Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	0	0	0	0	4.b.2.
3. All other mortgage-backed securities.....	0	0	0	0	4.b.3.
5. Asset-backed securities (ABS).....	0	0	0	0	5.
6. Other debt securities:					6.
a. Other domestic debt securities.....	0	0	0	0	6.a.

Dollar amounts in thousands					
	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
	RCON1742	RCON1743	RCON1744	RCON1746	
b. Foreign debt securities.....	0	0	0	0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values.....			RCONA510	RCONA511	
			0	0	7.
	RCON1754	RCON1771	RCON1772	RCON1773	
8. Total.....	0	0	13,406	13,076	8.

Schedule RC-B - Securities

Dollar amounts in thousands

1. Pledged securities.....	RCON0416	13,076	M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status):			M.2.
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:			M.2.a.
1. Three months or less.....	RCONA549	0	M.2.a.1.
2. Over three months through 12 months.....	RCONA550	0	M.2.a.2.
3. Over one year through three years.....	RCONA551	1,456	M.2.a.3.
4. Over three years through five years.....	RCONA552	5,002	M.2.a.4.
5. Over five years through 15 years.....	RCONA553	0	M.2.a.5.
6. Over 15 years.....	RCONA554	0	M.2.a.6.
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:			M.2.b.
1. Three months or less.....	RCONA555	0	M.2.b.1.
2. Over three months through 12 months.....	RCONA556	0	M.2.b.2.
3. Over one year through three years.....	RCONA557	0	M.2.b.3.
4. Over three years through five years.....	RCONA558	0	M.2.b.4.
5. Over five years through 15 years.....	RCONA559	6,618	M.2.b.5.
6. Over 15 years.....	RCONA560	0	M.2.b.6.
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of:			M.2.c.
1. Three years or less.....	RCONA561	0	M.2.c.1.
2. Over three years.....	RCONA562	0	M.2.c.2.
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above).....	RCONA248	0	M.2.d.
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).....	RCON1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			M.4.
a. Amortized cost.....	RCON8782	0	M.4.a.
b. Fair value.....	RCON8783	0	M.4.b.

Schedule RC-B - Securities

Dollar amounts in thousands		(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
5. Asset-backed securities (ABS):						M.5.
		RCONB838	RCONB839	RCONB840	RCONB841	
a. Credit card receivables.....		NR	NR	NR	NR	M.5.a.
		RCONB842	RCONB843	RCONB844	RCONB845	
b. Home equity lines.....		NR	NR	NR	NR	M.5.b.
		RCONB846	RCONB847	RCONB848	RCONB849	
c. Automobile loans.....		NR	NR	NR	NR	M.5.c.
		RCONB850	RCONB851	RCONB852	RCONB853	
d. Other consumer loans.....		NR	NR	NR	NR	M.5.d.
		RCONB854	RCONB855	RCONB856	RCONB857	
e. Commercial and industrial loans.....		NR	NR	NR	NR	M.5.e.
		RCONB858	RCONB859	RCONB860	RCONB861	
f. Other.....		NR	NR	NR	NR	M.5.f.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands		(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets		(Column B) To Be Completed by All Banks	
1. Loans secured by real estate:					
a. Construction, land development, and other land loans.....			RCON1415	24,578	1. a.
b. Secured by farmland (including farm residential and other improvements).....			RCON1420	214	1. b.
c. Secured by 1-4 family residential properties:					1. c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....			RCON1797	9,587	1. c. 1.
2. Closed-end loans secured by 1-4 family residential properties:					1. c. 2.
a. Secured by first liens.....			RCON5367	44,905	1. c. 2. a.
b. Secured by junior liens.....			RCON5368	1,750	1. c. 2. b.
d. Secured by multifamily (5 or more) residential properties.....			RCON1460	11,231	1. d.
e. Secured by nonfarm nonresidential properties.....			RCON1480	117,277	1. e.
2. Loans to depository institutions and acceptances of other banks.....			RCON1288	0	2.
a. To commercial banks in the U.S.:					2. a.
1. To U.S. branches and agencies of foreign banks.....	RCONB532	NR			2. a. 1.
2. To other commercial banks in the U.S.....	RCONB533	NR			2. a. 2.
b. To other depository institutions in the U.S.....	RCONB534	NR			2. b.
c. To banks in foreign countries:					2. c.
1. To foreign branches of other U.S. banks.....	RCONB536	NR			2. c. 1.
2. To other banks in foreign countries.....	RCONB537	NR			2. c. 2.
3. Loans to finance agricultural production and other loans to farmers.....			RCON1590	0	3.
4. Commercial and industrial loans.....			RCON1766	29,886	4.
a. To U.S. addressees (domicile).....	RCON1763	NR			4. a.
b. To non-U.S. addressees (domicile).....	RCON1764	NR			4. b.
5. Not applicable					5.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					6.
a. Credit cards.....			RCONB538	0	6. a.
b. Other revolving credit plans.....			RCONB539	77	6. b.
c. Other consumer loans (includes single payment, installment, and all student loans).....			RCON2011	2,188	6. c.
7. Loans to foreign governments and official institutions (including foreign central banks).....			RCON2081	0	7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.....			RCON2107	0	8.
9. Other loans.....			RCON1563	135	9.
a. Loans for purchasing or carrying securities (secured and unsecured).....	RCON1545	NR			9. a.
b. All other loans (exclude consumer loans).....	RCON1564	NR			9. b.
10. Lease financing receivables (net of unearned income).....			RCON2165	0	10.
a. Of U.S. addressees (domicile).....	RCON2182	NR			10. a.
b. Of non-U.S. addressees (domicile).....	RCON2183	NR			10. b.
11. Any unearned income on loans reflected in items 1-9 above.....			RCON2123	0	11.
12. Total loans and leases, net of unearned income.....			RCON2122	241,828	12.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands

1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures).....	RCON1616	2,143	M.1.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):			M.2.
a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:			M.2.a.
1. Three months or less.....	RCONA564	9,320	M.2.a.1.
2. Over three months through 12 months.....	RCONA565	4,550	M.2.a.2.
3. Over one year through three years.....	RCONA566	8,121	M.2.a.3.
4. Over three years through five years.....	RCONA567	7,984	M.2.a.4.
5. Over five years through 15 years.....	RCONA568	799	M.2.a.5.
6. Over 15 years.....	RCONA569	14,077	M.2.a.6.
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:			M.2.b.
1. Three months or less.....	RCONA570	57,700	M.2.b.1.
2. Over three months through 12 months.....	RCONA571	19,982	M.2.b.2.
3. Over one year through three years.....	RCONA572	32,608	M.2.b.3.
4. Over three years through five years.....	RCONA573	67,963	M.2.b.4.
5. Over five years through 15 years.....	RCONA574	18,670	M.2.b.5.
6. Over 15 years.....	RCONA575	0	M.2.b.6.
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status).....	RCONA247	45,588	M.2.c.
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column B.....	RCON2746	0	M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B).....	RCON5370	21,895	M.4.
5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, items 1.a through 1.e, column B).....	RCONB837	NR	M.5.
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6. a.....	RCONC391	NR	M.6.
7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):			M.7.
a. Outstanding balance.....	RCONC779	0	M.7.a.
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9.....	RCONC780	0	M.7.b.

Schedule RC-C, Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e, and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4, have original amounts of \$100,000 or less.....	RCON6999	NR	1.
2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:			2.
a. "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e.....	RCON5562	NR	2.a.
b. "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4.....	RCON5563	NR	2.b.

Schedule RC-C, Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands		(Column A) Number of Loans		(Column B) Amount Currently Outstanding	
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e:					
a. With original amounts of \$100,000 or less.....	RCON5564	NR	RCON5565	NR	3.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5566	NR	RCON5567	NR	3.a.
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5568	NR	RCON5569	NR	3.b.
4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4:					
a. With original amounts of \$100,000 or less.....	RCON5570	NR	RCON5571	NR	3.c.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5572	NR	RCON5573	NR	4.
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5574	NR	RCON5575	NR	4.a.

Schedule RC-C, Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands				
5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3, have original amounts of \$100,000 or less.....		RCON6860	NR	5.
6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:				6.
a. "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b.....	RCON5576	NR		6.a.
b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3.....	RCON5577	NR		6.b.

Schedule RC-C, Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands		(Column A) Number of Loans		(Column B) Amount Currently Outstanding	
7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b:					
a. With original amounts of \$100,000 or less.....	RCON5578	NR	RCON5579	NR	7.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5580	NR	RCON5581	NR	7.a.
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5582	NR	RCON5583	NR	7.b.
8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3:					
a. With original amounts of \$100,000 or less.....	RCON5584	NR	RCON5585	NR	7.c.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5586	NR	RCON5587	NR	8.
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5588	NR	RCON5589	NR	8.a.

Schedule RC-D - Trading Assets and Liabilities

Dollar amounts in thousands			
1. U.S. Treasury securities.....	RCON3531	NR	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities).....	RCON3532	NR	2.
3. Securities issued by states and political subdivisions in the U.S.....	RCON3533	NR	3.
4. Mortgage-backed securities (MBS):			4.

Dollar amounts in thousands

a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON3534	NR	4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	RCON3535	NR	4.b.
c. All other mortgage-backed securities.....	RCON3536	NR	4.c.
5. Other debt securities.....	RCON3537	NR	5.
6. Not applicable			6.
7. Not applicable			7.
8. Not applicable			8.
9. Other trading assets.....	RCON3541	NR	9.
10. Not applicable			10.
11. Derivatives with a positive fair value.....	RCON3543	NR	11.
12. Total trading assets.....	RCON3545	0	12.
13. Liability for short positions	RCON3546	NR	13.
14. Derivatives with a negative fair value.....	RCON3547	NR	14.
15. Total trading liabilities.....	RCON3548	0	15.

Schedule RC-E - Deposit Liabilities

Dollar amounts in thousands

	(Column A) Transaction Accounts Total transaction accounts (including total demand deposits)	(Column B) Transaction Accounts Memo: Total demand deposits (included in column A)	(Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs)	
Deposits of:				
1. Individuals, partnerships, and corporations (include all certified and official checks).....	RCONB549 23,301		RCONB550 142,445	1.
2. U.S. Government.....	RCON2202 0		RCON2520 0	2.
3. States and political subdivisions in the U.S.....	RCON2203 66		RCON2530 611	3.
4. Commercial banks and other depository institutions in the U.S.....	RCONB551 0		RCONB552 63,500	4.
5. Banks in foreign countries.....	RCON2213 0		RCON2236 0	5.
6. Foreign governments and official institutions (including foreign central banks).....	RCON2216 0		RCON2377 0	6.
7. Total.....	RCON2215 23,367	RCON2210 14,783	RCON2385 206,556	7.

Schedule RC-E - Deposit Liabilities

Dollar amounts in thousands

1. Selected components of total deposits:			M.1.
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts.....	RCON6835	10,138	M.1.a.
b. Total brokered deposits.....	RCON2365	38,281	M.1.b.
c. Fully insured brokered deposits (included in Memorandum item 1.b above):			M.1.c.
1. Issued in denominations of less than \$100,000.....	RCON2343	0	M.1.c.1.

Dollar amounts in thousands

2. Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less.....	RCON2344	38,281	M.1.c.2.
d. Maturity data for brokered deposits:			M.1.d.
1. Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above).....	RCONA243	0	M.1.d.1.
2. Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less.....	RCONA244	3,482	M.1.d.2.
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only).....	RCON5590	0	M.1.e.
2. Components of total nontransaction accounts:			M.2.
a. Savings deposits:			M.2.a.
1. Money market deposit accounts (MMDAs).....	RCON6810	42,544	M.2.a.1.
2. Other savings deposits (excludes MMDAs).....	RCON0352	1,155	M.2.a.2.
b. Total time deposits of less than \$100,000.....	RCON6648	75,240	M.2.b.
c. Total time deposits of \$100,000 or more.....	RCON2604	87,617	M.2.c.
3. Maturity and repricing data for time deposits of less than \$100,000:			M.3.
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of:			M.3.a.
1. Three months or less.....	RCONA579	13,012	M.3.a.1.
2. Over three months through 12 months.....	RCONA580	31,695	M.3.a.2.
3. Over one year through three years.....	RCONA581	19,662	M.3.a.3.
4. Over three years.....	RCONA582	10,871	M.3.a.4.
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above).....	RCONA241	44,707	M.3.b.
4. Maturity and repricing data for time deposits of \$100,000 or more:			M.4.
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of:			M.4.a.
1. Three months or less.....	RCONA584	32,089	M.4.a.1.
2. Over three months through 12 months.....	RCONA585	12,340	M.4.a.2.
3. Over one year through three years.....	RCONA586	23,839	M.4.a.3.
4. Over three years.....	RCONA587	19,349	M.4.a.4.
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above).....	RCONA242	44,429	M.4.b.

Schedule RC-F - Other Assets

Dollar amounts in thousands

1. Accrued interest receivable.....	RCONB556	1,172	1.
2. Net deferred tax assets.....	RCON2148	280	2.
3. Interest-only strips receivable (not in the form of a security) on:			3.
a. Mortgage loans.....	RCONA519	0	3.a.
b. Other financial assets.....	RCONA520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values.....	RCON1752	2,768	4.
5. Life insurance assets.....	RCONC009	4,030	5.
6. All other assets.....	RCON2168	673	6.
a. Prepaid expenses.....	RCON2166	574	6.a.
b. Repossessed personal property (including vehicles).....	RCON1578	0	6.b.
c. Derivatives with a positive fair value held for purposes other than trading.....	RCONC010	0	6.c.
d. Retained interests in accrued interest receivable related to securitized credit cards....	RCONC436	0	6.d.
e. Disclose component and the dollar amount of that component:			6.e.
1. Describe component.....	TEXT3549	NR	6.e.1.

Dollar amounts in thousands

2. Amount of component.....	RCON3549	0	6.e.2.
f. Disclose component and the dollar amount of that component:			6.f.
1. Describe component.....	TEXT3550	NR	6.f.1.
2. Amount of component.....	RCON3550	0	6.f.2.
g. Disclose component and the dollar amount of that component:			6.g.
1. Describe component.....	TEXT3551	NR	6.g.1.
2. Amount of component.....	RCON3551	0	6.g.2.
7. Total.....	RCON2160	8,923	7.

Schedule RC-G - Other Liabilities

Dollar amounts in thousands

1. Not available			1.
a. Interest accrued and unpaid on deposits.....	RCON3645	458	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable).....	RCON3646	398	1.b.
2. Net deferred tax liabilities.....	RCON3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	RCONB557	0	3.
4. All other liabilities.....	RCON2938	614	4.
a. Accounts payable.....	RCON3066	0	4.a.
b. Deferred compensation liabilities.....	RCONC011	0	4.b.
c. Dividends declared but not yet payable.....	RCON2932	0	4.c.
d. Derivatives with a negative fair value held for purposes other than trading.....	RCONC012	0	4.d.
e. Disclose component and the dollar amount of that component:			4.e.
1. Describe component.....	TEXT3552	Accrued Pension	4.e.1.
2. Amount of component.....	RCON3552	453	4.e.2.
f. Disclose component and the dollar amount of that component:			4.f.
1. Describe component.....	TEXT3553	NR	4.f.1.
2. Amount of component.....	RCON3553	0	4.f.2.
g. Disclose component and the dollar amount of that component:			4.g.
1. Describe component.....	TEXT3554	NR	4.g.1.
2. Amount of component.....	RCON3554	0	4.g.2.
5. Total.....	RCON2930	1,470	5.

Schedule RC-K - Quarterly Averages

Dollar amounts in thousands

1. Interest-bearing balances due from depository institutions.....	RCON3381	823	1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RCONB558	4,290	2.
3. Mortgage-backed securities.....	RCONB559	7,141	3.
4. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RCONB560	0	4.
5. Federal funds sold and securities purchased under agreements to resell.....	RCON3365	10,986	5.
6. Loans:			6.
a. Total loans.....	RCON3360	231,748	6.a.
b. Loans secured by real estate.....	RCON3385	200,368	6.b.
c. Commercial and industrial loans.....	RCON3387	28,360	6.c.
d. Loans to individuals for household, family, and other personal expenditures:			6.d.
1. Credit cards.....	RCONB561	0	6.d.1.
2. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RCONB562	2,672	6.d.2.

Dollar amounts in thousands

7. Trading assets.....	RCON3401	0	7.
8. Lease financing receivables (net of unearned income).....	RCON3484	0	8.
9. Total assets.....	RCON3368	275,745	9.
10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits).....	RCON3485	8,281	10.
11. Nontransaction accounts:			11.
a. Savings deposits (includes MMDAs).....	RCONB563	38,626	11.a.
b. Time deposits of \$100,000 or more.....	RCONA514	72,833	11.b.
c. Time deposits of less than \$100,000.....	RCONA529	79,169	11.c.
12. Federal funds purchased and securities sold under agreements to repurchase.....	RCON3353	6,997	12.
13. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases).....	RCON3355	28,658	13.
1. Loans to finance agricultural production and other loans to farmers	RCON3386	NR	M.1.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

1. Unused commitments:			1.
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines.....	RCON3814	10,525	1.a.
b. Credit card lines.....	RCON3815	0	1.b.
c. Commercial real estate, construction, and land development			1.c.
1. Commitments to fund commercial real estate, construction, and land development loans secured by real estate.....	RCON3816	21,124	1.c.1.
2. Commitments to fund commercial real estate, construction, and land development loans not secured by real estate.....	RCON6550	0	1.c.2.
d. Securities underwriting.....	RCON3817	0	1.d.
e. Other unused commitments.....	RCON3818	8,634	1.e.
2. Financial standby letters of credit.....	RCON3819	3,317	2.
a. Amount of financial standby letters of credit conveyed to others.....	RCON3820	0	2.a.
3. Performance standby letters of credit.....	RCON3821	0	3.
a. Amount of performance standby letters of credit conveyed to others.....	RCON3822	0	3.a.
4. Commercial and similar letters of credit.....	RCON3411	0	4.
5. Not applicable			5.
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank).....	RCON3433	0	6.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

	(Column A) Guarantor		(Column B) Beneficiary	
7. Credit derivatives:				
a. Notional amounts:				
1. Credit default swaps.....	RCONC968	0	RCONC969	0
2. Total return swaps.....	RCONC970	0	RCONC971	0
3. Credit options.....	RCONC972	0	RCONC973	0
4. Other credit derivatives.....	RCONC974	0	RCONC975	0
b. Gross fair values:				
1. Gross positive fair value.....	RCONC219	0	RCONC221	0
2. Gross negative fair value.....	RCONC220	0	RCONC222	0

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

8. Spot foreign exchange contracts.....	RCON8765	0	8.
9. All other off-balance sheet liabilities (exclude derivatives).....	RCON3430	0	9.
a. Securities borrowed.....	RCON3432	0	9.a.
b. Commitments to purchase when-issued securities.....	RCON3434	0	9.b.
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf..	RCONC978	0	9.c.
d. Disclose component and the dollar amount of that component:			9.d.
1. Describe component.....	TEXT3555	NR	9.d.1.
2. Amount of component.....	RCON3555	0	9.d.2.
e. Disclose component and the dollar amount of that component:			9.e.
1. Describe component.....	TEXT3556	NR	9.e.1.
2. Amount of component.....	RCON3556	0	9.e.2.
f. Disclose component and the dollar amount of that component:			9.f.
1. Describe component.....	TEXT3557	NR	9.f.1.
2. Amount of component.....	RCON3557	0	9.f.2.
10. All other off-balance sheet assets (exclude derivatives).....	RCON5591	0	10.
a. Commitments to sell when-issued securities.....	RCON3435	0	10.a.
b. Disclose component and the dollar amount of that component:			10.b.
1. Describe component.....	TEXT5592	NR	10.b.1.
2. Amount of component.....	RCON5592	0	10.b.2.
c. Disclose component and the dollar amount of that component:			10.c.
1. Describe component.....	TEXT5593	NR	10.c.1.
2. Amount of component.....	RCON5593	0	10.c.2.
d. Disclose component and the dollar amount of that component:			10.d.
1. Describe component.....	TEXT5594	NR	10.d.1.
2. Amount of component.....	RCON5594	0	10.d.2.
e. Disclose component and the dollar amount of that component:			10.e.
1. Describe component.....	TEXT5595	NR	10.e.1.
2. Amount of component.....	RCON5595	0	10.e.2.
11. Year-to-date merchant credit card sales volume:			11.
a. Sales for which the reporting bank is the acquiring bank.....	RCONC223	0	11.a.
b. Sales for which the reporting bank is the agent bank with risk.....	RCONC224	0	11.b.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

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	
12. Gross amounts (e.g., notional amounts):					12.
	RCON8693	RCON8694	RCON8695	RCON8696	
a. Futures contracts.....	0	0	0	0	12.a.
	RCON8697	RCON8698	RCON8699	RCON8700	
b. Forward contracts.....	0	0	0	0	12.b.
c. Exchange-traded option contracts:					12.c.
	RCON8701	RCON8702	RCON8703	RCON8704	
1. Written options.....	0	0	0	0	12.c.1.
	RCON8705	RCON8706	RCON8707	RCON8708	
2. Purchased options.....	0	0	0	0	12.c.2.
d. Over-the-counter option contracts:					12.d.
	RCON8709	RCON8710	RCON8711	RCON8712	
1. Written options.....	0	0	0	0	12.d.1.
	RCON8713	RCON8714	RCON8715	RCON8716	
2. Purchased options.....	0	0	0	0	12.d.2.
e. Swaps.....	0	0	0	0	12.e.
	RCONA126	RCONA127	RCON8723	RCON8724	
13. Total gross notional amount of derivative contracts held for trading.....	0	0	0	0	13.
14. Total gross notional amount of derivative contracts held for purposes other than trading.....	0	0	0	0	14.
	RCONA589				
a. Interest rate swaps where the bank has agreed to pay a fixed rate.....	0				14.a.
15. Not available					15.
a. Contracts held for trading:					15.a.
	RCON8733	RCON8734	RCON8735	RCON8736	
1. Gross positive fair value.....	0	0	0	0	15.a.1.
	RCON8737	RCON8738	RCON8739	RCON8740	
2. Gross negative fair value.....	0	0	0	0	15.a.2.

Dollar amounts in thousands

b. Contracts held for purposes other than trading:

- 1. Gross positive fair value.....
- 2. Gross negative fair value.....

(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts
RCO8741	RCO8742	RCO8743	RCO8744
0	0	0	0
RCO8745	RCO8746	RCO8747	RCO8748
0	0	0	0

15.b.

15.b.1.

15.b.2.

Schedule RC-M - Memoranda

Dollar amounts in thousands

1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:			1.
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests.....	RCON6164	995	1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations.....	RCON6165	1	1.b.
2. Intangible assets other than goodwill:			2.
a. Mortgage servicing assets.....	RCON3164	0	2.a.
1. Estimated fair value of mortgage servicing assets.....	RCONA590	0	2.a.1.
b. Purchased credit card relationships and nonmortgage servicing assets.....	RCONB026	0	2.b.
c. All other identifiable intangible assets.....	RCON5507	0	2.c.
d. Total.....	RCON0426	0	2.d.
3. Other real estate owned:			3.
a. Direct and indirect investments in real estate ventures.....	RCON5372	0	3.a.
b. All other real estate owned:			3.b.
1. Construction, land development, and other land.....	RCON5508	6	3.b.1.
2. Farmland.....	RCON5509	0	3.b.2.
3. 1-4 family residential properties.....	RCON5510	151	3.b.3.
4. Multifamily (5 or more) residential properties.....	RCON5511	0	3.b.4.
5. Nonfarm nonresidential properties.....	RCON5512	0	3.b.5.
6. Foreclosed properties from "GNMA loans".....	RCONC979	0	3.b.6.
c. Total.....	RCON2150	157	3.c.
4. Investments in unconsolidated subsidiaries and associated companies:			4.
a. Direct and indirect investments in real estate ventures.....	RCON5374	0	4.a.
b. All other investments in unconsolidated subsidiaries and associated companies.....	RCON5375	458	4.b.
c. Total.....	RCON2130	458	4.c.
5. Other borrowed money:			5.
a. Federal Home Loan Bank advances:			5.a.
1. Advances with a remaining maturity or next repricing date of:			5.a.1.
a. One year or less.....	RCONF055	22,000	5.a.1.a.
b. Over one year through three years.....	RCONF056	3,159	5.a.1.b.
c. Over three years through five years.....	RCONF057	0	5.a.1.c.
d. Over five years.....	RCONF058	3,480	5.a.1.d.
2. Advances with a remaining maturity of one year or less (included in item 5.a.(1)(a) above).....	RCON2651	5,000	5.a.2.
3. Structured advances.....	RCONF059	17,000	5.a.3.
b. Other borrowings:			5.b.
1. Other borrowings with a remaining maturity of next repricing date of:			5.b.1.
a. One year or less.....	RCONF060	0	5.b.1.a.
b. Over one year through three years.....	RCONF061	0	5.b.1.b.
c. Over three years through five years.....	RCONF062	0	5.b.1.c.
d. Over five years.....	RCONF063	0	5.b.1.d.
2. Other borrowings with a remaining maturity of one year or less (included in item 5.b.(1)(a) above).....	RCONB571	0	5.b.2.
c. Total.....	RCON3190	28,639	5.c.
6. Does the reporting bank sell private label or third party mutual funds and annuities?.....	RCONB569	No	6.
7. Assets under the reporting bank's management in proprietary mutual funds and annuities.....	RCONB570	0	7.
8. Primary Internet Web site address of the bank (home page), if any.....	TEXT4087	Click here for value	8.

Dollar amounts in thousands

9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?.....	RCON4088	Yes	9.
10. Secured liabilities:			10.
a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a).....	RCONF064	0	10.a.
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a) - (d)).....	RCONF065	0	10.b.

(TEXT4087) <http://www.fcbook.com>

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands		(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual	
1. Loans secured by real estate:					1.
a. Construction, land development, and other land loans.....	RCON2759	RCON2769	RCON3492		1.a.
b. Secured by farmland.....	RCON3493	RCON3494	RCON3495		1.b.
c. Secured by 1-4 family residential properties:					1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RCON5398	RCON5399	RCON5400		1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:					1.c.2.
a. Secured by first liens.....	RCONC236	RCONC237	RCONC229		1.c.2.a.
b. Secured by junior liens.....	RCONC238	RCONC239	RCONC230		1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....	RCON3499	RCON3500	RCON3501		1.d.
e. Secured by nonfarm nonresidential properties.....	RCON3502	RCON3503	RCON3504		1.e.
2. Loans to depository institutions and acceptances of other banks.....	RCONB834	RCONB835	RCONB836		2.
3. Not applicable					3.
4. Commercial and industrial loans.....	RCON1606	RCON1607	RCON1608		4.
5. Loans to individuals for household, family, and other personal expenditures:					5.
a. Credit cards.....	RCONB575	RCONB576	RCONB577		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RCONB578	RCONB579	RCONB580		5.b.
6. Loans to foreign governments and official institutions.....	RCON5389	RCON5390	RCON5391		6.

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	
	RCON5459	RCON5460	RCON5461	
7. All other loans.....	0	0	0	7.
	RCON1226	RCON1227	RCON1228	
8. Lease financing receivables.....	0	0	0	8.
	RCON3505	RCON3506	RCON3507	
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	0	0	0	9.
	RCON5612	RCON5613	RCON5614	
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government.....	0	0	0	10.
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans").....	0	0	0	10.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above.....	0	0	0	10.b.
	RCON1658	RCON1659	RCON1661	
1. Restructured loans and leases included in Schedule RC N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1).....	0	0	0	M.1.
	RCON6558	RCON6559	RCON6560	
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above.....	0	0	0	M.2.
3. Not available				M.3.
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above).....	NR	NR	NR	M.3.a.
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above).....	NR	NR	NR	M.3.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above).....	NR	NR	NR	M.3.c.
d. Lease financing receivables of non-U.S. addressees (domicile) (included in Schedule RC-N, item 8, above).....	NR	NR	NR	M.3.d.
	RCON1594	RCON1597	RCON1583	
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above).....	NR	NR	NR	M.4.
	RCONC240	RCONC241	RCONC226	
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above).....	0	0	0	M.5.

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
6. Interest rate, foreign exchange rate, and other commodity and equity contracts: Fair value of amounts carried as assets.....	RCON3529	NR	RCON3530	NR	M.6.

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands				
7. Additions to nonaccrual assets during the quarter.....	RCONC410		0	M.7.
8. Nonaccrual assets sold during the quarter.....	RCONC411		0	M.8.

Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments

Dollar amounts in thousands

1. Unposted debits:			1.
a. Actual amount of all unposted debits.....	RCON0030	0	1.a.
b. Separate amount of unposted debits:			1.b.
1. Actual amount of unposted debits to demand deposits.....	RCON0031	0	1.b.1.
2. Actual amount of unposted debits to time and savings deposits.....	RCON0032	0	1.b.2.
2. Unposted credits:			2.
a. Actual amount of all unposted credits.....	RCON3510	0	2.a.
b. Separate amount of unposted credits:			2.b.
1. Actual amount of unposted credits to demand deposits.....	RCON3512	0	2.b.1.
2. Actual amount of unposted credits to time and savings deposits.....	RCON3514	0	2.b.2.
3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits).....	RCON3520	0	3.
4. Deposits of consolidated subsidiaries (not included in total deposits):			4.
a. Demand deposits of consolidated subsidiaries.....	RCON2211	0	4.a.
b. Time and savings deposits of consolidated subsidiaries.....	RCON2351	0	4.b.
c. Interest accrued and unpaid on deposits of consolidated subsidiaries.....	RCON5514	0	4.c.
5. Not applicable			5.
6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:			6.
a. Amount reflected in demand deposits (included in Schedule RC-E, item 7, column B).....	RCON2314	0	6.a.
b. Amount reflected in time and savings deposits (included in Schedule RC-E, item 7, column A or C, but not column B).....	RCON2315	0	6.b.
7. Unamortized premiums and discounts on time and savings deposits:			7.
a. Unamortized premiums.....	RCON5516	0	7.a.
b. Unamortized discounts.....	RCON5517	0	7.b.
8. Not applicable			8.
9. Deposits in lifeline accounts			9.
10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits).....	RCON8432	0	10.
11. Adjustments to demand deposits reported in Schedule RC-E for certain reciprocal demand balances:			11.
a. Amount by which demand deposits would be reduced if the reporting bank's reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions that were reported on a gross basis in Schedule RC-E had been reported on a net basis.....	RCON8785	0	11.a.
b. Amount by which demand deposits would be increased if the reporting bank's reciprocal demand balances with foreign banks and foreign offices of other U.S. banks (other than insured branches in Puerto Rico and U.S. territories and possessions) that were reported on a net basis in Schedule RC-E had been reported on a gross basis.....	RCONA181	0	11.b.
c. Amount by which demand deposits would be reduced if cash items in process of collection were included in the calculation of the reporting bank's net reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions in Schedule RC-E.....	RCONA182	0	11.c.
12. Amount of assets netted against deposit liabilities on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles (exclude amounts related to reciprocal demand balances):			12.
a. Amount of assets netted against demand deposits.....	RCONA527	0	12.a.
b. Amount of assets netted against time and savings deposits.....	RCONA528	0	12.b.
1. Total deposits of the bank:			M.1.
a. Deposit accounts (excluding retirement accounts) of \$100,000 or less:			M.1.a.

Dollar amounts in thousands

1. Amount of deposit accounts (excluding retirement accounts) of \$100,000 or less..	RCONF049	106,117	M.1.a.1.
2. Number of deposit accounts (excluding retirement accounts) of \$100,000 or less..	RCONF050	NR	M.1.a.2.
b. Deposit accounts (excluding retirement accounts) of more than \$100,000:			M.1.b.
1. Amount of deposit accounts (excluding retirement accounts) of more than \$100,000.....	RCONF051	113,669	M.1.b.1.
2. Number of deposit accounts (excluding retirement accounts) of more than \$100,000.....	RCONF052	269	M.1.b.2.
c. Retirement deposit accounts of \$250,000 or less:			M.1.c.
1. Amount of retirement deposit accounts of \$250,000 or less.....	RCONF045	9,864	M.1.c.1.
2. Number of retirement deposit accounts of \$250,000 or less.....	RCONF046	NR	M.1.c.2.
d. Retirement deposit accounts of more than \$250,000:			M.1.d.
1. Amount of retirement deposit accounts of more than \$250,000.....	RCONF047	273	M.1.d.1.
2. Number of retirement deposit accounts of more than \$250,000.....	RCONF048	1	M.1.d.2.
2. Estimated amount of uninsured deposits.....	RCON5597	NR	M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent saving association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			M.3.
a. Legal title.....	TEXTA545	NR	M.3.a.
b. FDIC Certificate Number.....	RCONA545	0	M.3.b.

Schedule RC-P - Closed-End 1-4 Family Residential Mortgage Banking Activities

Dollar amounts in thousands

1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale:			1.
a. First liens.....	RCONF066	NR	1.a.
b. Junior liens.....	RCONF067	NR	1.b.
2. Wholesale originations and purchases during the quarter of closed-end 1-4 family residential mortgage loans for sale:			2.
a. First liens.....	RCONF068	NR	2.a.
b. Junior liens.....	RCONF069	NR	2.b.
3. Closed-end 1-4 family residential mortgages sold during the quarter:			3.
a. First liens.....	RCONF070	NR	3.a.
b. Junior liens.....	RCONF071	NR	3.b.
4. Closed-end 1-4 family residential mortgages held for sale at quarter-end (included in Schedule RC, item 4.a):			4.
a. First liens.....	RCONF072	NR	4.a.
b. Junior liens.....	RCONF073	NR	4.b.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Total equity capital (from Schedule RC, item 28).....	RCON3210	25,031	1.
2. Net unrealized gains (losses) on available-for-sale securities.....	RCON8434	-218	2.
3. Net unrealized loss on available-for-sale equity securities.....	RCONA221	0	3.
4. Accumulated net gains (losses) on cash flow hedges.....	RCON4336	0	4.
5. Nonqualifying perpetual preferred stock.....	RCONB588	0	5.
6. Qualifying minority interests in consolidated subsidiaries.....	RCONB589	0	6.
7. Disallowed goodwill and other disallowed intangible assets.....	RCONB590	0	7.
8. Subtotal.....	RCONC227	25,249	8.
9. Not available			9.

Dollar amounts in thousands

a. Disallowed servicing assets and purchased credit card relationships.....	RCONB591	0	9.a.
b. Disallowed deferred tax assets.....	RCON5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital.....	RCONB592	0	10.
11. Tier 1 capital.....	RCON8274	25,249	11.
12. Qualifying subordinated debt and redeemable preferred stock.....	RCON5306	0	12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital.....	RCONB593	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital.....	RCON5310	1,225	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....	RCON2221	0	15.
16. Other Tier 2 capital components.....	RCONB594	0	16.
17. Tier 2 capital.....	RCON5311	1,225	17.
18. Allowable Tier 2 capital.....	RCON8275	1,225	18.
19. Tier 3 capital allocated for market risk.....	RCON1395	0	19.
20. Deductions for total risk-based capital.....	RCONB595	0	20.
21. Total risk-based capital.....	RCON3792	26,474	21.
22. Average total assets (from Schedule RC-K, item 9).....	RCON3368	275,745	22.
23. Disallowed goodwill and other disallowed intangible assets (from item 7 above).....	RCONB590	0	23.
24. Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	RCONB591	0	24.
25. Disallowed deferred tax assets (from item 9.b above).....	RCON5610	0	25.
26. Other deductions from assets for leverage capital purposes.....	RCONB596	0	26.
27. Average total assets for leverage capital purposes.....	RCONA224	275,745	27.
28. Not available			28.
a. Adjustment to Tier 1 capital reported in item 11.....	RCONC228	0	28.a.
b. Adjustment to total risk-based capital reported in item 21.....	RCONB503	0	28.b.
29. Adjustment to risk-weighted assets reported in item 62.....	RCONB504	0	29.
30. Adjustment to average total assets reported in item 27.....	RCONB505	0	30.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands	(Column A) Percentage (Banks with Financial Subsidiaries)		(Column B) Percentage (All Banks)		
31. Tier 1 leverage ratio.....	RCON7273	0	RCON7204	0.0916	31.
32. Tier 1 risk-based capital ratio.....	RCON7274	0	RCON7206	0.1012	32.
33. Total risk-based capital ratio.....	RCON7275	0	RCON7205	0.1061	33.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands		(Column A) Totals (from Schedule RC)	(Column B) Items Not Subject to Risk-Weighting	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
	RCON0010	RCONC869	RCONB600	RCONB601		RCONB602	
34. Cash and balances dues from depository institutions.....	7,942	0	422	7,520			0
	RCON1754	RCONB603	RCONB604	RCONB605	RCONB606	RCONB607	
35. Held-to-maturity securities.....	0	0	0	0	0	0	0
	RCON1773	RCONB608	RCONB609	RCONB610	RCONB611	RCONB612	
36. Available-for-sale securities.....	13,076	-330	0	13,406	0	0	0
	RCONC225		RCONC063	RCONC064		RCONB520	
37. Federal funds sold and securities purchased under agreements to resell.....	19,547		0	19,547			0
	RCON5369	RCONB617	RCONB618	RCONB619	RCONB620	RCONB621	
38. Loans and leases held for sale.....	1,836	0	0	0	1,836	0	0
	RCONB528	RCONB622	RCONB623	RCONB624	RCONB625	RCONB626	
39. Loans and leases, net of unearned income.....	239,992	0	0	85	51,962	187,945	0
	RCON3123	RCON3123					
40. Allowance for loan and lease losses.....	1,225	1,225					
	RCON3545	RCONB627	RCONB628	RCONB629	RCONB630	RCONB631	
41. Trading Assets.....	0	0	0	0	0	0	0
	RCONB639	RCONB640	RCONB641	RCONB642	RCONB643	RCON5339	
42. All other assets.....	17,120	0	0	2,756	308	14,056	
	RCON2170	RCONB644	RCON5320	RCON5327	RCON5334	RCON5340	
43. Total Assets.....	298,288	-1,555	422	43,314	54,106	202,001	

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands		(Column A) Face Value or Notional Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
	RCONB546	RCONB547	RCONB548	RCONB581	RCONB582	RCONB583	
44. Financial standby letters of credit.....	3,317	3,317	0	0	0	3,317	
	RCON3821	RCONB650	RCONB651	RCONB652	RCONB653	RCONB654	
45. Performance standby letters of credit.....	0	0	0	0	0	0	0
	RCON3411	RCONB655	RCONB656	RCONB657	RCONB658	RCONB659	
46. Commercial and similar letters of credit.....	0	0	0	0	0	0	0

	(Column A) Face Value or Notional Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
Dollar amounts in thousands							
47. Risk participations in bankers acceptances acquired by the reporting institution.....	RCON3429	RCONB660	RCONB661	RCONB662		RCONB663	47.
	0	0	0	0		0	
	RCON3433	RCONB664	RCONB665	RCONB666	RCONB667	RCONB668	
48. Securities lent.....	0	0	0	0	0	0	48.
49. Retained recourse on small business obligations sold with recourse.....	RCONA250	RCONB669	RCONB670	RCONB671	RCONB672	RCONB673	
	0	0	0	0	0	0	49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement..	RCONB541	RCONB542				RCONB543	
	0	0				0	50.
51. All other financial assets sold with recourse.....	RCONB675	RCONB676	RCONB677	RCONB678	RCONB679	RCONB680	
	0	0	0	0	0	0	51.
	RCONB681	RCONB682	RCONB683	RCONB684	RCONB685	RCONB686	
52. All other off-balance sheet liabilities.....	0	0	0	0	0	0	52.
53. Unused commitments with an original maturity exceeding one year.....	RCON3833	RCONB687	RCONB688	RCONB689	RCONB690	RCONB691	
	17,024	8,512	0	0	0	8,512	53.
		RCONA167	RCONB693	RCONB694	RCONB695		
54. Derivative contracts.....		0	0	0	0		54.
55. Total assets, derivatives, and off-balance sheet items by risk weight category.....			RCONB696	RCONB697	RCONB698	RCONB699	
			422	43,314	54,106	213,830	55.
56. Risk weight factor							56.
			RCONB700	RCONB701	RCONB702	RCONB703	
57. Risk-weighted assets by risk weight category.....			0	8,663	27,053	213,830	57.
						RCON1651	
58. Market risk equivalent assets.....						0	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve.....						RCONB704	
						249,546	59.
						RCONA222	
60. Excess allowance for loan and lease losses.....						0	60.
						RCON3128	
61. Allocated transfer risk reserve.....						0	61.
						RCONA223	
62. Total risk-weighted assets.....						249,546	62.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....	RCO8764	0	M.1.
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Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

	(Column A) With a remaining maturity of one year or less	(Column B) With a remaining maturity of over one year through five years	(Column C) With a remaining maturity of over five years	
2. Notional principal amounts of derivative contracts:				M.2.
	RCO3809	RCO8766	RCO8767	
a. Interest rate contracts.....	0	0	0	M.2.a.
	RCO3812	RCO8769	RCO8770	
b. Foreign exchange contracts.....	0	0	0	M.2.b.
	RCO8771	RCO8772	RCO8773	
c. Gold contracts.....	0	0	0	M.2.c.
	RCO8774	RCO8775	RCO8776	
d. Other precious metals contracts.....	0	0	0	M.2.d.
	RCO8777	RCO8778	RCO8779	
e. Other commodity contracts.....	0	0	0	M.2.e.
	RCO8A000	RCO8A001	RCO8A002	
f. Equity derivative contracts.....	0	0	0	M.2.f.
g. Credit derivative contracts:				M.2.g.
	RCO8C980	RCO8C981	RCO8C982	
1. Investment grade.....	0	0	0	M.2.g.1.
	RCO8C983	RCO8C984	RCO8C985	
2. Subinvestment grade.....	0	0	0	M.2.g.2.

Schedule RC-S - Servicing Securitization and Asset Sale Activities

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar amounts in thousands							
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements.....	RCONB705	RCONB706	RCONB707	RCONB708	RCONB709	RCONB710	RCONB711
	0	0	0	0	0	0	0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5).....	RCONB712	RCONB713	RCONB714	RCONB715	RCONB716	RCONB717	RCONB718
	0	0	0	0	0	0	0
b. Subordinated securities and other residual interests.....	RCONC393	RCONC394	RCONC395	RCONC396	RCONC397	RCONC398	RCONC399
	0	0	0	0	0	0	0
c. Standby letters of credit and other enhancements.....	RCONC400	RCONC401	RCONC402	RCONC403	RCONC404	RCONC405	RCONC406
	0	0	0	0	0	0	0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1.....	RCONB726	RCONB727	RCONB728	RCONB729	RCONB730	RCONB731	RCONB732
	0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:							
a. 30-89 days past due.....	RCONB733	RCONB734	RCONB735	RCONB736	RCONB737	RCONB738	RCONB739
	0	0	0	0	0	0	0
b. 90 days or more past due.....	RCONB740	RCONB741	RCONB742	RCONB743	RCONB744	RCONB745	RCONB746
	0	0	0	0	0	0	0
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs.....	RIADB747	RIADB748	RIADB749	RIADB750	RIADB751	RIADB752	RIADB753
	0	0	0	0	0	0	0
b. Recoveries.....	RIADB754	RIADB755	RIADB756	RIADB757	RIADB758	RIADB759	RIADB760
	0	0	0	0	0	0	0
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in Schedule RC-B or in Schedule RC, item 5).....		RCONB761	RCONB762			RCONB763	
		0	0			0	

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar amounts in thousands							
b. Loans (included in Schedule RC-C).....		RCONB500	RCONB501			RCONB502	
		0	0			0	
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due.....		RCONB764	RCONB765			RCONB766	
		0	0			0	
b. 90 days or more past due.....		RCONB767	RCONB768			RCONB769	
		0	0			0	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							
a. Charge-offs.....		RIADB770	RIADB771			RIADB772	
		0	0			0	
b. Recoveries.....		RIADB773	RIADB774			RIADB775	
		0	0			0	
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting bank to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....	RCONB776	RCONB777	RCONB778	RCONB779	RCONB780	RCONB781	RCONB782
	0	0	0	0	0	0	0
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures.....	RCONB783	RCONB784	RCONB785	RCONB786	RCONB787	RCONB788	RCONB789
	0	0	0	0	0	0	0
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank.....	RCONB790	RCONB791	RCONB792	RCONB793	RCONB794	RCONB795	RCONB796
	0	0	0	0	0	0	0
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11.....	RCONB797	RCONB798	RCONB799	RCONB800	RCONB801	RCONB802	RCONB803
	0	0	0	0	0	0	0

Schedule RC-S - Servicing Securitization and Asset Sale Activities

Dollar amounts in thousands

1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			M.1.
a. Outstanding principal balance.....	RCONA249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date.....	RCONA250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others:			M.2.
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	RCONB804	0	M.2.a.
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	RCONB805	0	M.2.b.
c. Other financial assets (includes home equity lines).....	RCONA591	0	M.2.c.
3. Asset-backed commercial paper conduits:			M.3.
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:			M.3.a.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RCONB806	0	M.3.a.1.
2. Conduits sponsored by other unrelated institutions.....	RCONB807	0	M.3.a.2.
b. Unused commitments to provide liquidity to conduit structures:			M.3.b.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RCONB808	0	M.3.b.1.
2. Conduits sponsored by other unrelated institutions.....	RCONB809	0	M.3.b.2.
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C.....	RCONC407	NR	M.4.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

1. Does the institution have fiduciary powers?.....	RCONA345	No	1.
2. Does the institution exercise the fiduciary powers it has been granted?.....	RCONA346	No	2.
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule?.....	RCONB867	No	3.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
	RCONB868	RCONB869	RCONB870	RCONB871	
4. Personal trust and agency accounts.....	NR	NR	NR	NR	4.
5. Retirement related trust and agency accounts:					5.
a. Employee benefit - defined contribution.....	NR	NR	NR	NR	5.a.
b. Employee benefit - defined benefit.....	NR	NR	NR	NR	5.b.
c. Other retirement accounts.....	NR	NR	NR	NR	5.c.
6. Corporate trust and agency accounts.....	NR	NR	NR	NR	6.
7. Investment management agency accounts.....	NR		NR		7.
8. Other fiduciary accounts.....	NR	NR	NR	NR	8.
9. Total fiduciary accounts.....	NR	NR	NR	NR	9.
10. Custody and safekeeping accounts.....		NR			10.
11. Not applicable					11.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

12. Personal trust and agency accounts.....	RIADB904	CONF	12.
13. Retirement related trust and agency accounts:			13.
a. Employee benefit - defined contribution.....	RIADB905	CONF	13.a.
b. Employee benefit - defined benefit.....	RIADB906	CONF	13.b.
c. Other retirement accounts.....	RIADB907	CONF	13.c.
14. Corporate trust and agency accounts.....	RIADA479	CONF	14.
15. Investment management agency accounts.....	RIADB908	CONF	15.
16. Other fiduciary accounts.....	RIADA480	CONF	16.
17. Custody and safekeeping accounts.....	RIADB909	CONF	17.
18. Other fiduciary and related services income.....	RIADB910	CONF	18.
19. Total gross fiduciary and related services income.....	RIAD4070	0	19.
20. Expenses.....	RIADC058	CONF	20.
21. Net losses from fiduciary and related services.....	RIADA488	CONF	21.
22. Intracompany income credits for fiduciary and related services.....	RIADB911	CONF	22.
23. Net fiduciary and related services income.....	RIADA491	CONF	23.
1. Managed assets held in personal trust and agency accounts:			M.1.
a. Noninterest-bearing deposits.....	RCONB913	NR	M.1.a.
b. Interest-bearing deposits.....	RCONB914	NR	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations.....	RCONB915	NR	M.1.c.
d. State, county and municipal obligations.....	RCONB916	NR	M.1.d.
e. Money market mutual funds.....	RCONB917	NR	M.1.e.
f. Other short-term obligations.....	RCONB918	NR	M.1.f.
g. Other notes and bonds.....	RCONB919	NR	M.1.g.
h. Common and preferred stocks.....	RCONB920	NR	M.1.h.
i. Real estate mortgages.....	RCONB921	NR	M.1.i.
j. Real estate.....	RCONB922	NR	M.1.j.
k. Miscellaneous assets.....	RCONB923	NR	M.1.k.
l. Total managed assets held in personal trust and agency accounts.....	RCONB868	NR	M.1.l.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Number of Issues	(Column B) Principal Amount Outstanding	
2. Corporate trust and agency accounts:			M.2.
a. Corporate and municipal trusteeships.....	RCONB927	NR	M.2.a.
b. Transfer agent, registrar, paying agent, and other corporate agency.....	RCONB929	NR	M.2.b.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Number of Funds	(Column B) Market Value of Fund Assets	
3. Collective investment funds and common trust funds:			M.3.
a. Domestic equity.....	RCONB931	NR	M.3.a.
b. International/Global equity.....	RCONB933	NR	M.3.b.
c. Stock/Bond blend.....	RCONB935	NR	M.3.c.
d. Taxable bond.....	RCONB937	NR	M.3.d.
e. Municipal bond.....	RCONB939	NR	M.3.e.
f. Short term investments/Money market.....	RCONB941	NR	M.3.f.

Dollar amounts in thousands	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
g. Specialty/Other.....	RCONB943	NR	RCONB944	NR	M.3.g.
h. Total collective investment funds.....	RCONB945	NR	RCONB946	NR	M.3.h.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands	(Column A)	(Column B)	(Column C)	
	Gross Losses Managed Accounts	Gross Losses Non-Managed Accounts	Recoveries	
4. Fiduciary settlements, surcharges, and other losses:				M.4.
	RIADB947	RIADB948	RIADB949	
a. Personal trust and agency accounts.....	CONF	CONF	CONF	M.4.a.
	RIADB950	RIADB951	RIADB952	
b. Retirement related trust and agency accounts.....	CONF	CONF	CONF	M.4.b.
	RIADB953	RIADB954	RIADB955	
c. Investment management agency accounts.....	CONF	CONF	CONF	M.4.c.
	RIADB956	RIADB957	RIADB958	
d. Other fiduciary accounts and related services.....	CONF	CONF	CONF	M.4.d.
	RIADB959	RIADB960	RIADB961	
e. Total fiduciary settlements, surcharges, and other losses.....	CONF	CONF	CONF	M.4.e.

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Dollar amounts in thousands			
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Dollar amounts in thousands

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Dollar amounts in thousands

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Dollar amounts in thousands

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Federal Financial Institutions Examination Council



1

**Consolidated Reports of Condition and Income for A Bank With
Domestic Offices Only - FFIEC 041**

Institution Name	FIRST CAPITAL BANK OF KENTUCKY, THE
City	LOUISVILLE
State	KY
Zip Code	40207
Call Report Quarter End Date	12/31/2005
Report Type	041
RSSD-ID	2399119
FDIC Certificate Number	34125
OCC Charter Number	0
ABA Routing Number	83002520
Last updated on	1/30/2006

Bank Demographic Information

Dollar amounts in thousands

1. Reporting date.....	RCON9999	20051231	1.
2. FDIC certificate number.....	RSSD9050	34125	2.
3. Legal title of bank.....	RSSD9017	First Capital Bank of Kentucky	3.
4. City.....	RSSD9130	Louisville	4.
5. State abbreviation.....	RSSD9200	KY	5.
6. Zip code.....	RSSD9220	40207	6.

Contact Information

Dollar amounts in thousands

1. Contact Information for the Reports of Condition and Income			1.
a. Authorized Officer Signing the Reports			1.a.
1. Name.....	TEXTC490	CONF	1.a.1.
2. Title.....	TEXTC491	CONF	1.a.2.
3. E-mail Address.....	TEXTC492	CONF	1.a.3.
4. Telephone.....	TEXTC493	CONF	1.a.4.
5. FAX.....	TEXTC494	CONF	1.a.5.
b. Other Person to Whom Questions about the Reports Should be Directed			1.b.
1. Name.....	TEXTC495	CONF	1.b.1.
2. Title.....	TEXTC496	CONF	1.b.2.
3. E-mail Address.....	TEXT4086	CONF	1.b.3.
4. Telephone.....	TEXT8902	CONF	1.b.4.
5. FAX.....	TEXT9116	CONF	1.b.5.
2. Person to whom questions about Schedule RC-T - Fiduciary and Related Services should be directed			2.
a. Name and Title.....	TEXTB962	CONF	2.a.
b. E-mail Address.....	TEXTB926	CONF	2.b.
c. Telephone.....	TEXTB963	CONF	2.c.
d. FAX.....	TEXTB964	CONF	2.d.
3. Emergency Contact Information			3.
a. Primary Contact			3.a.
1. Name.....	TEXTC366	CONF	3.a.1.
2. Title.....	TEXTC367	CONF	3.a.2.
3. E-mail Address.....	TEXTC368	CONF	3.a.3.
4. Telephone.....	TEXTC369	CONF	3.a.4.
5. FAX.....	TEXTC370	CONF	3.a.5.
b. Secondary Contact			3.b.
1. Name.....	TEXTC371	CONF	3.b.1.
2. Title.....	TEXTC372	CONF	3.b.2.
3. E-mail Address.....	TEXTC373	CONF	3.b.3.
4. Telephone.....	TEXTC374	CONF	3.b.4.
5. FAX.....	TEXTC375	CONF	3.b.5.
4. USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information			4.
a. Primary Contact			4.a.
1. Name.....	TEXTC437	CONF	4.a.1.
2. Title.....	TEXTC438	CONF	4.a.2.
3. E-mail Address.....	TEXTC439	CONF	4.a.3.
4. Telephone.....	TEXTC440	CONF	4.a.4.
5. FAX.....	TEXTC441	CONF	4.a.5.

Dollar amounts in thousands

b. Secondary Contact				4.b.
1. Name.....	TEXTC442		CONF	4.b.1.
2. Title.....	TEXTC443		CONF	4.b.2.
3. E-mail Address.....	TEXTC444		CONF	4.b.3.
4. Telephone.....	TEXTC445		CONF	4.b.4.
5. FAX.....	TEXTC446		CONF	4.b.5.
c. Third Contact				4.c.
1. Name.....	TEXTC870		CONF	4.c.1.
2. Title.....	TEXTC871		CONF	4.c.2.
3. E-mail Address.....	TEXTC872		CONF	4.c.3.
4. Telephone.....	TEXTC873		CONF	4.c.4.
5. FAX.....	TEXTC874		CONF	4.c.5.
d. Fourth Contact				4.d.
1. Name.....	TEXTC875		CONF	4.d.1.
2. Title.....	TEXTC876		CONF	4.d.2.
3. E-mail Address.....	TEXTC877		CONF	4.d.3.
4. Telephone.....	TEXTC878		CONF	4.d.4.
5. FAX.....	TEXTC879		CONF	4.d.5.

Optional Narrative Statement Concerning the Amounts Reported in the Reports of Condition and Income

Dollar amounts in thousands

1. No comment.....	RCON6979		No	1.
2. Bank Management Statement.....	TEXT6980		NR	2.

Loans to Executive Officers

Dollar amounts in thousands

a. Number of loans made to executive officers since the previous Call Report date.....	RCON3561		1	a.
b. Total dollar amount of above loans.....	RCON3562		95	b.

Loans to Executive Officers

Dollar amounts in thousands

	from		to		
c. Range of interest charged on above loans.....	RCON7701	0.07	RCON7702	0.07	c.

Schedule RI - Income Statement

Dollar amounts in thousands

1. Interest income:				1.
a. Interest and fee income on loans:				1.a.
1. Loans secured by real estate.....	RIAD4011		12,212	1.a.1.
2. Commercial and industrial loans.....	RIAD4012		1,613	1.a.2.
3. Loans to individuals for household, family, and other personal expenditures:				1.a.3.
a. Credit cards.....	RIADB485		0	1.a.3.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB486		143	1.a.3.b.
4. Loans to foreign governments and official institutions.....	RIAD4056		0	1.a.4.
5. All other loans.....	RIAD4058		0	1.a.5.
6. Total interest and fee income on loans.....	RIAD4010		13,968	1.a.6.

Dollar amounts in thousands

b. Income from lease financing receivables.....	RIAD4065	0	1.b.
c. Interest income on balances due from depository institutions.....	RIAD4115	5	1.c.
d. Interest and dividend income on securities:			1.d.
1. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RIADB488	68	1.d.1.
2. Mortgage-backed securities.....	RIADB489	285	1.d.2.
3. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RIAD4060	0	1.d.3.
e. Interest income from trading assets.....	RIAD4069	0	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	RIAD4020	35	1.f.
g. Other interest income.....	RIAD4518	122	1.g.
h. Total interest income.....	RIAD4107	14,483	1.h.
2. Interest expense:			2.
a. Interest on deposits:			2.a.
1. Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts).....	RIAD4508	37	2.a.1.
2. Nontransaction accounts:			2.a.2.
a. Savings deposits (includes MMDAs).....	RIAD0093	227	2.a.2.a.
b. Time deposits of \$100,000 or more.....	RIADA517	909	2.a.2.b.
c. Time deposits of less than \$100,000.....	RIADA518	3,729	2.a.2.c.
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	RIAD4180	158	2.b.
c. Interest on trading liabilities and other borrowed money.....	RIAD4185	1,912	2.c.
d. Interest on subordinated notes and debentures.....	RIAD4200	0	2.d.
e. Total interest expense.....	RIAD4073	6,972	2.e.
3. Net interest income.....	RIAD4074	7,511	3.
4. Provision for loan and lease losses.....	RIAD4230	124	4.
5. Noninterest income:			5.
a. Income from fiduciary activities.....	RIAD4070	0	5.a.
b. Service charges on deposit accounts.....	RIAD4080	142	5.b.
c. Trading revenue.....	RIADA220	0	5.c.
d. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	RIADB490	0	5.d.
e. Venture capital revenue.....	RIADB491	0	5.e.
f. Net servicing fees.....	RIADB492	0	5.f.
g. Net securitization income.....	RIADB493	0	5.g.
h. Not available			5.h.
1. Underwriting income from insurance and reinsurance activities.....	RIADC386	0	5.h.1.
2. Income from other insurance activities.....	RIADC387	54	5.h.2.
i. Net gains (losses) on sales of loans and leases.....	RIAD5416	532	5.i.
j. Net gains (losses) on sales of other real estate owned.....	RIAD5415	-198	5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....	RIADB496	3	5.k.
l. Other noninterest income.....	RIADB497	530	5.l.
m. Total noninterest income.....	RIAD4079	1,063	5.m.
6. Not available			6.
a. Realized gains (losses) on held-to-maturity securities.....	RIAD3521	0	6.a.
b. Realized gains (losses) on available-for-sale securities.....	RIAD3196	0	6.b.
7. Noninterest expense:			7.
a. Salaries and employee benefits.....	RIAD4135	3,056	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	RIAD4217	947	7.b.
c. Not available			7.c.

Dollar amounts in thousands

1. Goodwill impairment losses.....	RIADC216	0	7.c.1.
2. Amortization expense and impairment losses for other intangible assets.....	RIADC232	0	7.c.2.
d. Other noninterest expense.....	RIAD4092	1,715	7.d.
e. Total noninterest expense.....	RIAD4093	5,718	7.e.
8. Income (loss) before income taxes and extraordinary items and other adjustments.....	RIAD4301	2,732	8.
9. Applicable income taxes (on item 8).....	RIAD4302	878	9.
10. Income (loss) before extraordinary items and other adjustments.....	RIAD4300	1,854	10.
11. Extraordinary items and other adjustments, net of income taxes.....	RIAD4320	0	11.
12. Net income (loss).....	RIAD4340	1,854	12.
1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes.....	RIAD4513	0	M.1.
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8).....	RIAD8431	0	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule RI, items 1.a and 1.b).....	RIAD4313	0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule RI, item 1.d.(3)).....	RIAD4507	0	M.4.
5. Number of full-time equivalent employees at end of current period.....	RIAD4150	56	M.5.
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5)).....	RIAD4024	NR	M.6.
7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition.....	RIAD9106	0	M.7.
8. Trading revenue (from cash instruments and derivative instruments):			M.8.
a. Interest rate exposures.....	RIAD8757	NR	M.8.a.
b. Foreign exchange exposures.....	RIAD8758	NR	M.8.b.
c. Equity security and index exposures.....	RIAD8759	NR	M.8.c.
d. Commodity and other exposures.....	RIAD8760	NR	M.8.d.
9. Impact on income of derivatives held for purposes other than trading:			M.9.
a. Net increase (decrease) to interest income.....	RIAD8761	0	M.9.a.
b. Net (increase) decrease to interest expense.....	RIAD8762	0	M.9.b.
c. Other (noninterest) allocations.....	RIAD8763	0	M.9.c.
10. Credit losses on derivatives.....	RIADA251	NR	M.10.
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?.....	RIADA530	No	M.11.

Schedule RI-A - Changes in Equity Capital

Dollar amounts in thousands

1. Total equity capital most recently reported for the December 31, 2004, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIAD3217	22,537	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	RIADB507	0	2.
3. Balance end of previous calendar year as restated.....	RIADB508	22,537	3.
4. Net income (loss).....	RIAD4340	1,854	4.
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions).....	RIADB509	0	5.
6. Treasury stock transactions, net.....	RIADB510	0	6.
7. Changes incident to business combinations, net.....	RIAD4356	0	7.
8. Cash dividends declared on preferred stock.....	RIAD4470	0	8.
9. Cash dividends declared on common stock.....	RIAD4460	300	9.
10. Other comprehensive income.....	RIADB511	-125	10.
11. Other transactions with parent holding company (not included in items 5, 6, 8, or 9 above).....	RIAD4415	0	11.

Dollar amounts in thousands

12. Total equity capital end of current period.....	RIAD3210	23,966	12.
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Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands		(Column A) Charge-offs Calendar year-to-date	(Column B) Recoveries Calendar year-to-date		
1. Loans secured by real estate:				1.	
a. Construction, land development, and other land loans.....	RIAD3582	0	RIAD3583	0	1.a.
b. Secured by farmland.....	RIAD3584	0	RIAD3585	0	1.b.
c. Secured by 1-4 family residential properties:				1.c.	
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	RIAD5411	0	RIAD5412	0	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:				1.c.2.	
a. Secured by first liens.....	RIADC234	134	RIADC217	1	1.c.2.a.
b. Secured by junior liens.....	RIADC235	0	RIADC218	0	1.c.2.b.
d. Secured by multifamily (5 or more) residential properties.....	RIAD3588	0	RIAD3589	0	1.d.
e. Secured by nonfarm nonresidential properties.....	RIAD3590	0	RIAD3591	0	1.e.
2. Loans to depository institutions and acceptances of other banks.....	RIAD4481	0	RIAD4482	0	2.
3. Not applicable					3.
4. Commercial and industrial loans.....	RIAD4638	0	RIAD4608	20	4.
5. Loans to individuals for household, family, and other personal expenditures:					5.
a. Credit cards.....	RIADB514	0	RIADB515	0	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RIADB516	116	RIADB517	0	5.b.
6. Loans to foreign governments and official institutions.....	RIAD4643	0	RIAD4627	0	6.
7. All other loans.....	RIAD4644	0	RIAD4628	0	7.
8. Lease financing receivables.....	RIAD4266	0	RIAD4267	0	8.
9. Total.....	RIAD4635	250	RIAD4605	21	9.
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RI-B, part I, items 4 and 7, above.....	RIAD5409	0	RIAD5410	0	M.1.
2. Not available					M.2.
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 1, above).....	RIAD4652	NR	RIAD4662	NR	M.2.a.
b. Loans to and acceptances of foreign banks (included in Schedule RI-B, part I, item 2, above).....	RIAD4654	NR	RIAD4664	NR	M.2.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 4, above).....	RIAD4646	NR	RIAD4618	NR	M.2.c.
d. Lease financing receivables of non-U.S. addressees (domicile) (included in Schedule RI-B, part I, item 8, above).....	RIAD4659	NR	RIAD4669	NR	M.2.d.
3. Loans to finance agricultural production and other loans to farmers (included in Schedule RI-B, part I, item 7, above).....	RIAD4655	NR	RIAD4665	NR	M.3.

Schedule RI-B Part I - Charge-offs and Recoveries on Loans and Leases

Dollar amounts in thousands

4. 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).....	RIADC388	NR	M.4.
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Schedule RI-B Part II - Changes in Allowance for Loan and Lease Losses

Dollar amounts in thousands

1. Balance most recently reported for the December 31, 2004, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	RIADB522	1,430	1.
2. Recoveries	RIAD4605	21	2.
3. Charge-offs.....	RIADC079	250	3.
4. Write-downs arising from transfers of loans to a held-for-sale account.....	RIAD5523	0	4.
5. Provision for loan and lease losses.....	RIAD4230	124	5.
6. Adjustments.....	RIADC233	0	6.
7. Balance end of current period.....	RIAD3123	1,325	7.
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above	RIADC435	0	M.1.
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	RIADC389	NR	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges.....	RIADC390	NR	M.3.
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule RI-B, part II, item 7, above).....	RIADC781	0	M.4.

Schedule RI-E - Explanations

Dollar amounts in thousands

1. Other noninterest income (from Schedule RI, item 5.l)			1.
a. Income and fees from the printing and sale of checks.....	RIADC013	0	1.a.
b. Earnings on/increase in value of cash surrender value of life insurance.....	RIADC014	0	1.b.
c. Income and fees from automated teller machines (ATMs).....	RIADC016	0	1.c.
d. Rent and other income from other real estate owned.....	RIAD4042	0	1.d.
e. Safe deposit box rent.....	RIADC015	0	1.e.
f. Disclose component and the dollar amount of that component:			1.f.
1. Describe component.....	TEXT4461	NR	1.f.1.
2. Amount of component.....	RIAD4461	0	1.f.2.
g. Disclose component and the dollar amount of that component:			1.g.
1. Describe component.....	TEXT4462	NR	1.g.1.
2. Amount of component.....	RIAD4462	0	1.g.2.
h. Disclose component and the dollar amount of that component:			1.h.
1. Describe component.....	TEXT4463	NR	1.h.1.
2. Amount of component.....	RIAD4463	0	1.h.2.
2. Other noninterest expense (from Schedule RI, item 7.d)			2.
a. Data processing expenses.....	RIADC017	266	2.a.
b. Advertising and marketing expenses.....	RIAD0497	187	2.b.
c. Directors' fees.....	RIAD4136	0	2.c.
d. Printing, stationery, and supplies.....	RIADC018	0	2.d.
e. Postage.....	RIAD8403	0	2.e.
f. Legal fees and expenses.....	RIAD4141	0	2.f.
g. FDIC deposit insurance assessments.....	RIAD4146	0	2.g.
h. Disclose component and the dollar amount of that component:			2.h.
1. Describe component.....	TEXT4464	State Franchise Tax	2.h.1.
2. Amount of component.....	RIAD4464	268	2.h.2.
i. Disclose component and the dollar amount of that component:			2.i.
1. Describe component.....	TEXT4467	NR	2.i.1.
2. Amount of component.....	RIAD4467	0	2.i.2.
j. Disclose component and the dollar amount of that component:			2.j.

Dollar amounts in thousands

1. Describe component.....	TEXT4468	NR	2.j.1.
2. Amount of component.....	RIAD4468	0	2.j.2.
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11):			3.
a. Disclose component, the gross dollar amount of that component, and its related income tax:			3.a.
1. Describe component.....	TEXT4469	NR	3.a.1.
2. Amount of component.....	RIAD4469	0	3.a.2.
3. Applicable income tax effect.....	RIAD4486	0	3.a.3.
b. Disclose component, the gross dollar amount of that component, and its related income tax:			3.b.
1. Describe component.....	TEXT4487	NR	3.b.1.
2. Amount of component.....	RIAD4487	0	3.b.2.
3. Applicable income tax effect.....	RIAD4488	0	3.b.3.
c. Disclose component, the gross dollar amount of that component, and its related income tax:			3.c.
1. Describe component.....	TEXT4489	NR	3.c.1.
2. Amount of component.....	RIAD4489	0	3.c.2.
3. Applicable income tax effect.....	RIAD4491	0	3.c.3.
4. Restatements due to corrections of material accounting errors and changes in accounting principles (from Schedule RI-A, item 2):			4.
a. Disclose component and the dollar amount of that component:			4.a.
1. Describe component.....	TEXTB526	NR	4.a.1.
2. Amount of component.....	RIADB526	0	4.a.2.
b. Disclose component and the dollar amount of that component:			4.b.
1. Describe component.....	TEXTB527	NR	4.b.1.
2. Amount of component.....	RIADB527	0	4.b.2.
5. Other transactions with parent holding company (from Schedule RI-A, item 11):			5.
a. Disclose component and the dollar amount of that component:			5.a.
1. Describe component.....	TEXT4498	NR	5.a.1.
2. Amount of component.....	RIAD4498	0	5.a.2.
b. Disclose component and the dollar amount of that component:			5.b.
1. Describe component.....	TEXT4499	NR	5.b.1.
2. Amount of component.....	RIAD4499	0	5.b.2.
6. Adjustments to allowance for loan and lease losses (from Schedule RI-B, part II, item 6):			6.
a. Disclose component and the dollar amount of that component:			6.a.
1. Describe component.....	TEXT4521	NR	6.a.1.
2. Amount of component.....	RIAD4521	0	6.a.2.
b. Disclose component and the dollar amount of that component:			6.b.
1. Describe component.....	TEXT4522	NR	6.b.1.
2. Amount of component.....	RIAD4522	0	6.b.2.
7. Other explanations:			7.
a. No comment.....	RIAD4769	No	7.a.
b. Other explanations.....	TEXT4769	NR	7.b.

Schedule RC - Balance Sheet

Dollar amounts in thousands

1. Cash and balances due from depository institutions (from Schedule RC-A):			1.
a. Noninterest-bearing balances and currency and coin.....	RCON0081	1,866	1.a.
b. Interest-bearing balances.....	RCON0071	188	1.b.
2. Securities:			2.

Dollar amounts in thousands

a. Held-to-maturity securities (from Schedule RC-B, column A).....	RCON1754	0	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....	RCON1773	10,062	2.b.
3. Federal funds sold and securities purchased under agreements to resell:			3.
a. Federal funds sold.....	RCONB987	7,726	3.a.
b. Securities purchased under agreements to resell.....	RCONB989	0	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):			4.
a. Loans and leases held for sale.....	RCON5369	246	4.a.
b. Loans and leases, net of unearned income.....	RCONB528	224,479	4.b.
c. Allowance for loan and lease losses.....	RCON3123	1,325	4.c.
d. Loans and leases, net of unearned income and allowance.....	RCONB529	223,154	4.d.
5. Trading assets (from Schedule RC-D).....	RCON3545	0	5.
6. Premises and fixed assets (including capitalized leases).....	RCON2145	5,394	6.
7. Other real estate owned (from Schedule RC-M).....	RCON2150	469	7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M).....	RCON2130	459	8.
9. Customers' liability to this bank on acceptances outstanding.....	RCON2155	0	9.
10. Intangible assets:			10.
a. Goodwill.....	RCON3163	0	10.a.
b. Other intangible assets (from Schedule RC-M).....	RCON0426	0	10.b.
11. Other assets (from Schedule RC-F).....	RCON2160	8,069	11.
12. Total assets.....	RCON2170	257,633	12.
13. Deposits:			13.
a. In domestic offices.....	RCON2200	185,763	13.a.
1. Noninterest-bearing.....	RCON6631	12,430	13.a.1.
2. Interest-bearing.....	RCON6636	173,333	13.a.2.
b. Not applicable.....			13.b.
14. Federal funds purchased and securities sold under agreements to repurchase:			14.
a. Federal funds purchased.....	RCONB993	0	14.a.
b. Securities sold under agreements to repurchase.....	RCONB995	4,788	14.b.
15. Trading liabilities (from Schedule RC-D).....	RCON3548	0	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M).....	RCON3190	41,853	16.
17. Not applicable.....			17.
18. Bank's liability on acceptances executed and outstanding.....	RCON2920	0	18.
19. Subordinated notes and debentures.....	RCON3200	0	19.
20. Other liabilities (from Schedule RC-G).....	RCON2930	1,263	20.
21. Total liabilities.....	RCON2948	233,667	21.
22. Minority interest in consolidated subsidiaries.....	RCON3000	0	22.
23. Perpetual preferred stock and related surplus.....	RCON3838	0	23.
24. Common stock.....	RCON3230	1,678	24.
25. Surplus (exclude all surplus related to preferred stock).....	RCON3839	16,780	25.
26. Not available.....			26.
a. Retained earnings.....	RCON3632	5,778	26.a.
b. Accumulated other comprehensive income.....	RCONB530	-270	26.b.
27. Other equity capital components.....	RCONA130	0	27.
28. Total equity capital.....	RCON3210	23,966	28.
29. Total liabilities, minority interest, and equity capital.....	RCON3300	257,633	29.
1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2004.....	RCON6724	NR	M.1.

Schedule RC-A - Cash and Balances Due From Depository Institutions

Dollar amounts in thousands

1. Cash items in process of collection, unposted debits, and currency and coin:			1.
a. Cash items in process of collection and unposted debits.....	RCON0020	NR	1.a.
b. Currency and coin.....	RCON0080	NR	1.b.
2. Balances due from depository institutions in the U.S:			2.
a. U.S. branches and agencies of foreign banks.....	RCON0083	NR	2.a.
b. Other commercial banks in the U.S. and other depository institutions in the U.S.....	RCON0085	NR	2.b.
3. Balances due from banks in foreign countries and foreign central banks:			3.
a. Foreign branches of other U.S. banks.....	RCON0073	NR	3.a.
b. Other banks in foreign countries and foreign central banks.....	RCON0074	NR	3.b.
4. Balances due from Federal Reserve Banks.....	RCON0090	NR	4.
5. Total.....	RCON0010	2,054	5.

Schedule RC-B - Securities

Dollar amounts in thousands	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
1. U.S. Treasury securities.....	RCON0211 0	RCON0213 0	RCON1286 0	RCON1287 0	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities):					2.
a. Issued by U.S. Government agencies.....	RCON1289 0	RCON1290 0	RCON1291 0	RCON1293 0	2.a.
b. Issued by U.S. Government-sponsored agencies.....	RCON1294 0	RCON1295 0	RCON1297 1,850	RCON1298 1,779	2.b.
3. Securities issued by states and political subdivisions in the U.S.....	RCON8496 0	RCON8497 0	RCON8498 0	RCON8499 0	3.
4. Mortgage-backed securities (MBS):					4.
a. Pass-through securities:					4.a.
1. Guaranteed by GNMA.....	RCON1698 0	RCON1699 0	RCON1701 0	RCON1702 0	4.a.1.
2. Issued by FNMA and FHLMC.....	RCON1703 0	RCON1705 0	RCON1706 8,622	RCON1707 8,283	4.a.2.
3. Other pass-through securities.....	RCON1709 0	RCON1710 0	RCON1711 0	RCON1713 0	4.a.3.
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					4.b.
1. Issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON1714 0	RCON1715 0	RCON1716 0	RCON1717 0	4.b.1.
2. Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON1718 0	RCON1719 0	RCON1731 0	RCON1732 0	4.b.2.
3. All other mortgage-backed securities.....	RCON1733 0	RCON1734 0	RCON1735 0	RCON1736 0	4.b.3.
5. Asset-backed securities (ABS):					5.
a. Credit card receivables.....	RCONB838 0	RCONB839 0	RCONB840 0	RCONB841 0	5.a.
b. Home equity lines.....	RCONB842 0	RCONB843 0	RCONB844 0	RCONB845 0	5.b.

Dollar amounts in thousands					
	(Column A) Held-to-maturity Amortized Cost	(Column B) Held-to-maturity Fair Value	(Column C) Available-for-sale Amortized Cost	(Column D) Available-for-sale Fair Value	
	RCONB846	RCONB847	RCONB848	RCONB849	
c. Automobile loans.....	0	0	0	0	5.c.
	RCONB850	RCONB851	RCONB852	RCONB853	
d. Other consumer loans.....	0	0	0	0	5.d.
	RCONB854	RCONB855	RCONB856	RCONB857	
e. Commercial and industrial loans.....	0	0	0	0	5.e.
	RCONB858	RCONB859	RCONB860	RCONB861	
f. Other.....	0	0	0	0	5.f.
6. Other debt securities:					6.
	RCON1737	RCON1738	RCON1739	RCON1741	
a. Other domestic debt securities.....	0	0	0	0	6.a.
	RCON1742	RCON1743	RCON1744	RCON1746	
b. Foreign debt securities.....	0	0	0	0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values.....			RCONA510	RCONA511	7.
	RCON1754	RCON1771	RCON1772	RCON1773	
8. Total.....	0	0	10,472	10,062	8.

Schedule RC-B - Securities

Dollar amounts in thousands

1. Pledged securities.....	RCON0416	8,057	M.1.
2. Maturity and repricing data for debt securities (excluding those in nonaccrual status):			M.2.
a. Securities issued by the U.S. Treasury, U.S. Government agencies, and states and political subdivisions in the U.S.; other non-mortgage debt securities; and mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:			M.2.a.
1. Three months or less.....	RCONA549	0	M.2.a.1.
2. Over three months through 12 months.....	RCONA550	341	M.2.a.2.
3. Over one year through three years.....	RCONA551	1,438	M.2.a.3.
4. Over three years through five years.....	RCONA552	0	M.2.a.4.
5. Over five years through 15 years.....	RCONA553	0	M.2.a.5.
6. Over 15 years.....	RCONA554	0	M.2.a.6.
b. Mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages with a remaining maturity or next repricing date of:			M.2.b.
1. Three months or less.....	RCONA555	0	M.2.b.1.
2. Over three months through 12 months.....	RCONA556	0	M.2.b.2.
3. Over one year through three years.....	RCONA557	0	M.2.b.3.
4. Over three years through five years.....	RCONA558	0	M.2.b.4.
5. Over five years through 15 years.....	RCONA559	8,283	M.2.b.5.
6. Over 15 years.....	RCONA560	0	M.2.b.6.
c. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS; exclude mortgage pass-through securities) with an expected average life of:			M.2.c.
1. Three years or less.....	RCONA561	0	M.2.c.1.
2. Over three years.....	RCONA562	0	M.2.c.2.
d. Debt securities with a REMAINING MATURITY of one year or less (included in Memorandum items 2.a through 2.c above).....	RCONA248	341	M.2.d.
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).....	RCON1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule RC-B, items 2, 3, 5, and 6):			M.4.
a. Amortized cost.....	RCON8782	0	M.4.a.
b. Fair value.....	RCON8783	0	M.4.b.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets	(Column B) To Be Completed by All Banks	
1. Loans secured by real estate:			1.
a. Construction, land development, and other land loans.....		RCON1415 29,785	1.a.
b. Secured by farmland (including farm residential and other improvements).....		RCON1420 373	1.b.
c. Secured by 1-4 family residential properties:			1.c.
1. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....		RCON1797 9,208	1.c.1.
2. Closed-end loans secured by 1-4 family residential properties:			1.c.2.
a. Secured by first liens.....		RCON5367 42,391	1.c.2a.
b. Secured by junior liens.....		RCON5368 1,574	1.c.2b.
d. Secured by multifamily (5 or more) residential properties.....		RCON1460 10,010	1.d.

Dollar amounts in thousands		(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets		(Column B) To Be Completed by All Banks		
e. Secured by nonfarm nonresidential properties.....				RCON1480	102,363	1.e.
2. Loans to depository institutions and acceptances of other banks.....				RCON1288	0	2.
a. To commercial banks in the U.S.:						2.a.
1. To U.S. branches and agencies of foreign banks.....	RCONB532	NR				2.a.1.
2. To other commercial banks in the U.S.....	RCONB533	NR				2.a.2.
b. To other depository institutions in the U.S.....	RCONB534	NR				2.b.
c. To banks in foreign countries:						2.c.
1. To foreign branches of other U.S. banks.....	RCONB536	NR				2.c.1.
2. To other banks in foreign countries.....	RCONB537	NR				2.c.2.
3. Loans to finance agricultural production and other loans to farmers.....				RCON1590	0	3.
4. Commercial and industrial loans.....				RCON1766	26,740	4.
a. To U.S. addressees (domicile).....	RCON1763	NR				4.a.
b. To non-U.S. addressees (domicile).....	RCON1764	NR				4.b.
5. Not applicable						5.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						6.
a. Credit cards.....				RCONB538	0	6.a.
b. Other revolving credit plans.....				RCONB539	189	6.b.
c. Other consumer loans (includes single payment, installment, and all student loans).....				RCON2011	1,843	6.c.
7. Loans to foreign governments and official institutions (including foreign central banks).....				RCON2081	0	7.
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.....				RCON2107	0	8.
9. Other loans.....				RCON1563	249	9.
a. Loans for purchasing or carrying securities (secured and unsecured).....	RCON1545	NR				9.a.
b. All other loans (exclude consumer loans).....	RCON1564	NR				9.b.
10. Lease financing receivables (net of unearned income).....				RCON2165	0	10.
a. Of U.S. addressees (domicile).....	RCON2182	NR				10.a.
b. Of non-U.S. addressees (domicile).....	RCON2183	NR				10.b.
11. Any unearned income on loans reflected in items 1-9 above.....				RCON2123	0	11.
12. Total loans and leases, net of unearned income.....				RCON2122	224,725	12.

Schedule RC-C Part I - Loans and Leases

Dollar amounts in thousands

1. Loans and leases restructured and in compliance with modified terms (included in Schedule RC-C, part I, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures).....	RCON1616	2,232	M.1.
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):			M.2.
a. Closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:			M.2.a.
1. Three months or less.....	RCONA564	7,205	M.2.a.1.
2. Over three months through 12 months.....	RCONA565	5,582	M.2.a.2.
3. Over one year through three years.....	RCONA566	11,771	M.2.a.3.
4. Over three years through five years.....	RCONA567	5,074	M.2.a.4.
5. Over five years through 15 years.....	RCONA568	415	M.2.a.5.

Dollar amounts in thousands

6. Over 15 years.....	RCONA569	12,252	M.2.a.6.
b. All loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) EXCLUDING closed-end loans secured by first liens on 1-4 family residential properties (reported in Schedule RC-C, part I, item 1.c.(2)(a), column B, above) with a remaining maturity or next repricing date of:			M.2.b.
1. Three months or less.....	RCONA570	74,352	M.2.b.1.
2. Over three months through 12 months.....	RCONA571	16,275	M.2.b.2.
3. Over one year through three years.....	RCONA572	28,041	M.2.b.3.
4. Over three years through five years.....	RCONA573	44,201	M.2.b.4.
5. Over five years through 15 years.....	RCONA574	19,320	M.2.b.5.
6. Over 15 years.....	RCONA575	0	M.2.b.6.
c. Loans and leases (reported in Schedule RC-C, part I, items 1 through 10, column B, above) with a REMAINING MATURITY of one year or less (excluding those in nonaccrual status).....	RCONA247	52,075	M.2.c.
3. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-C, part I, items 4 and 9, column B.....	RCON2746	0	M.3.
4. Adjustable rate closed-end loans secured by first liens on 1-4 family residential properties (included in Schedule RC-C, part I, item 1.c.(2)(a), column B).....	RCON5370	42,002	M.4.
5. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-C, part I, items 1.a through 1.e, column B).....	RCONB837	NR	M.5.
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.....	RCONC391	NR	M.6.
7. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):			M.7.
a. Outstanding balance.....	RCONC779	0	M.7.a.
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9.....	RCONC780	0	M.7.b.

Schedule RC-C, Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

1. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e. and all or substantially all of the dollar volume of your bank's "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4, have original amounts of \$100,000 or less.....	RCON6999	NR	1.
2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:			2.
a. "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e.....	RCON5562	NR	2.a.
b. "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4.....	RCON5563	NR	2.b.

Schedule RC-C, Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

	(Column A) Number of Loans	(Column B) Amount Currently Outstanding			
3. Number and amount currently outstanding of "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, item 1.e:			3.		
a. With original amounts of \$100,000 or less.....	RCON5564	NR	RCON5565	NR	3.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5566	NR	RCON5567	NR	3.b.
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5568	NR	RCON5569	NR	3.c.
4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4:			4.		
a. With original amounts of \$100,000 or less.....	RCON5570	NR	RCON5571	NR	4.a.
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5572	NR	RCON5573	NR	4.b.

Dollar amounts in thousands	(Column A) Number of Loans	(Column B) Amount Currently Outstanding
c. With original amounts of more than \$250,000 through \$1,000,000..	RCON5574 NR	RCON5575 NR

Schedule RC-C, Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

5. Indicate in the appropriate box at the right whether all or substantially all of the dollar volume of your bank's "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b, and all or substantially all of the dollar volume of your bank's "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3, have original amounts of \$100,000 or less.....	RCON6860	NR
6. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:		
a. "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b.....	RCON5576	NR
b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3.....	RCON5577	NR

Schedule RC-C, Part II - Loans to Small Businesses and Small Farms

Dollar amounts in thousands

Dollar amounts in thousands	(Column A) Number of Loans	(Column B) Amount Currently Outstanding
7. Number and amount currently outstanding of "Loans secured by farmland (including farm residential and other improvements)" reported in Schedule RC-C, part I, item 1.b:		
a. With original amounts of \$100,000 or less.....	RCON5578 NR	RCON5579 NR
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5580 NR	RCON5581 NR
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5582 NR	RCON5583 NR
8. Number and amount currently outstanding of "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3:		
a. With original amounts of \$100,000 or less.....	RCON5584 NR	RCON5585 NR
b. With original amounts of more than \$100,000 through \$250,000.....	RCON5586 NR	RCON5587 NR
c. With original amounts of more than \$250,000 through \$500,000.....	RCON5588 NR	RCON5589 NR

Schedule RC-D - Trading Assets and Liabilities

Dollar amounts in thousands

1. U.S. Treasury securities.....	RCON3531	NR
2. U.S. Government agency obligations (exclude mortgage-backed securities).....	RCON3532	NR
3. Securities issued by states and political subdivisions in the U.S.....	RCON3533	NR
4. Mortgage-backed securities (MBS):		
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	RCON3534	NR
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	RCON3535	NR
c. All other mortgage-backed securities.....	RCON3536	NR
5. Other debt securities.....	RCON3537	NR
6. Not applicable		
7. Not applicable		
8. Not applicable		
9. Other trading assets.....	RCON3541	NR
10. Not applicable		

Dollar amounts in thousands

11. Revaluation gains on derivatives contracts.....	RCON3543	NR	11.
12. Total trading assets.....	RCON3545	0	12.
13. Liability for short positions	RCON3546	NR	13.
14. Revaluation losses on derivative contracts.....	RCON3547	NR	14.
15. Total trading liabilities.....	RCON3548	0	15.

Schedule RC-E - Deposit Liabilities

Dollar amounts in thousands

	(Column A) Transaction Accounts Total transaction accounts (including total demand deposits)	(Column B) Transaction Accounts Memo: Total demand deposits (included in column A)	(Column C) Nontransaction Accounts Total nontransaction accounts (including MMDAs)	
Deposits of:				
1. Individuals, partnerships, and corporations (include all certified and official checks).....	RCONB549		RCONB550	1.
	18,700		109,709	
2. U.S. Government.....	RCON2202		RCON2520	2.
	0		0	
3. States and political subdivisions in the U.S.....	RCON2203		RCON2530	3.
	100		2,241	
4. Commercial banks and other depository institutions in the U.S.....	RCONB551		RCONB552	4.
	0		55,013	
5. Banks in foreign countries.....	RCON2213		RCON2236	5.
	0		0	
6. Foreign governments and official institutions (including foreign central banks).....	RCON2216		RCON2377	6.
	0		0	
7. Total.....	RCON2215	RCON2210	RCON2385	7.
	18,800	12,430	166,963	

Schedule RC-E - Deposit Liabilities

Dollar amounts in thousands

1. Selected components of total deposits:				
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts.....	RCON6835		8,538	M.1.a.
b. Total brokered deposits.....	RCON2365		11,104	M.1.b.
c. Fully insured brokered deposits (included in Memorandum item 1.b above):				M.1.c.
1. Issued in denominations of less than \$100,000.....	RCON2343		0	M.1.c.1.
2. Issued either in denominations of \$100,000 or in denominations greater than \$100,000 and participated out by the broker in shares of \$100,000 or less.....	RCON2344		11,104	M.1.c.2.
d. Maturity data for brokered deposits:				M.1.d.
1. Brokered deposits issued in denominations of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above).....	RCONA243		0	M.1.d.1.
2. Brokered deposits issued in denominations of \$100,000 or more with a remaining maturity of one year or less.....	RCONA244		5,616	M.1.d.2.
e. Preferred deposits (uninsured deposits of states and political subdivisions in the U.S. reported in item 3 above which are secured or collateralized as required under state law) (to be completed for the December report only).....	RCON5590		402	M.1.e.
2. Components of total nontransaction accounts:				M.2.
a. Savings deposits:				M.2.a.

Dollar amounts in thousands

1. Money market deposit accounts (MMDAs).....	RCON6810	14,938	M.2.a.1.
2. Other savings deposits (excludes MMDAs).....	RCON0352	1,676	M.2.a.2.
b. Total time deposits of less than \$100,000.....	RCON6648	104,646	M.2.b.
c. Total time deposits of \$100,000 or more.....	RCON2604	45,703	M.2.c.
3. Maturity and repricing data for time deposits of less than \$100,000:			M.3.
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of:			M.3.a.
1. Three months or less.....	RCONA579	29,289	M.3.a.1.
2. Over three months through 12 months.....	RCONA580	46,189	M.3.a.2.
3. Over one year through three years.....	RCONA581	23,081	M.3.a.3.
4. Over three years.....	RCONA582	6,087	M.3.a.4.
b. Time deposits of less than \$100,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 3.a.(1) and 3.a.(2) above).....	RCONA241	75,478	M.3.b.
4. Maturity and repricing data for time deposits of \$100,000 or more:			M.4.
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of:			M.4.a.
1. Three months or less.....	RCONA584	14,563	M.4.a.1.
2. Over three months through 12 months.....	RCONA585	18,791	M.4.a.2.
3. Over one year through three years.....	RCONA586	10,293	M.4.a.3.
4. Over three years.....	RCONA587	2,056	M.4.a.4.
b. Time deposits of \$100,000 or more with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above).....	RCONA242	33,353	M.4.b.

Schedule RC-F - Other Assets

Dollar amounts in thousands

1. Accrued interest receivable.....	RCONB556	1,065	1.
2. Net deferred tax assets.....	RCON2148	299	2.
3. Interest-only strips receivable (not in the form of a security) on:			3.
a. Mortgage loans.....	RCONA519	0	3.a.
b. Other financial assets.....	RCONA520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values.....	RCON1752	2,519	4.
5. All other assets.....	RCON2168	4,186	5.
a. Prepaid expenses.....	RCON2166	0	5.a.
b. Cash surrender value of life insurance.....	RCONC009	3,872	5.b.
c. Repossessed personal property (including vehicles).....	RCON1578	0	5.c.
d. Derivatives with a positive fair value held for purposes other than trading.....	RCONC010	0	5.d.
e. Retained interests in accrued interest receivable related to securitized credit cards....	RCONC436	0	5.e.
f. Disclose component and the dollar amount of that component:			5.f.
1. Describe component.....	TEXT3549	NR	5.f.1.
2. Amount of component.....	RCON3549	0	5.f.2.
g. Disclose component and the dollar amount of that component:			5.g.
1. Describe component.....	TEXT3550	NR	5.g.1.
2. Amount of component.....	RCON3550	0	5.g.2.
h. Disclose component and the dollar amount of that component:			5.h.
1. Describe component.....	TEXT3551	NR	5.h.1.
2. Amount of component.....	RCON3551	0	5.h.2.
6. Total.....	RCON2160	8,069	6.

Schedule RC-G - Other Liabilities

Dollar amounts in thousands

1. Not available			1.
a. Interest accrued and unpaid on deposits.....	RCON3645	346	1.a.
b. Other expenses accrued and unpaid (includes accrued income taxes payable).....	RCON3646	612	1.b.
2. Net deferred tax liabilities.....	RCON3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	RCONB557	0	3.
4. All other liabilities.....	RCON2938	305	4.
a. Accounts payable.....	RCON3066	0	4.a.
b. Deferred compensation liabilities.....	RCONC011	0	4.b.
c. Dividends declared but not yet payable.....	RCON2932	0	4.c.
d. Derivatives with a negative fair value held for purposes other than trading.....	RCONC012	0	4.d.
e. Disclose component and the dollar amount of that component:			4.e.
1. Describe component.....	TEXT3552	Accrued Pension	4.e.1.
2. Amount of component.....	RCON3552	233	4.e.2.
f. Disclose component and the dollar amount of that component:			4.f.
1. Describe component.....	TEXT3553	NR	4.f.1.
2. Amount of component.....	RCON3553	0	4.f.2.
g. Disclose component and the dollar amount of that component:			4.g.
1. Describe component.....	TEXT3554	NR	4.g.1.
2. Amount of component.....	RCON3554	0	4.g.2.
5. Total.....	RCON2930	1,263	5.

Schedule RC-K - Quarterly Averages

Dollar amounts in thousands

1. Interest-bearing balances due from depository institutions.....	RCON3381	198	1.
2. U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities).....	RCONB558	2,225	2.
3. Mortgage-backed securities.....	RCONB559	8,617	3.
4. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	RCONB560	0	4.
5. Federal funds sold and securities purchased under agreements to resell.....	RCON3365	717	5.
6. Loans:			6.
a. Total loans.....	RCON3360	221,601	6.a.
b. Loans secured by real estate.....	RCON3385	192,571	6.b.
c. Commercial and industrial loans.....	RCON3387	26,540	6.c.
d. Loans to individuals for household, family, and other personal expenditures:			6.d.
1. Credit cards.....	RCONB561	0	6.d.1.
2. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	RCONB562	1,990	6.d.2.
7. Trading assets.....	RCON3401	0	7.
8. Lease financing receivables (net of unearned income).....	RCON3484	0	8.
9. Total assets.....	RCON3368	247,258	9.
10. Interest-bearing transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) (exclude demand deposits).....	RCON3485	5,801	10.
11. Nontransaction accounts:			11.
a. Savings deposits (includes MMDAs).....	RCONB563	17,334	11.a.
b. Time deposits of \$100,000 or more.....	RCONA514	28,045	11.b.
c. Time deposits of less than \$100,000.....	RCONA529	105,124	11.c.
12. Federal funds purchased and securities sold under agreements to repurchase.....	RCON3353	5,219	12.

Dollar amounts in thousands

13. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases).....	RCON3355	47,793	13.
1. Loans to finance agricultural production and other loans to farmers	RCON3386	NR	M.1.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

Dollar amounts in thousands

1. Unused commitments:			1.
a. Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines.....	RCON3814	9,332	1.a.
b. Credit card lines.....	RCON3815	0	1.b.
c. Not available			1.c.
1. Commitments to fund commercial real estate, construction, and land development loans secured by real estate.....	RCON3816	18,880	1.c.1.
2. Commitments to fund commercial real estate, construction, and land development loans not secured by real estate.....	RCON6550	0	1.c.2.
d. Securities underwriting.....	RCON3817	0	1.d.
e. Other unused commitments.....	RCON3818	8,118	1.e.
2. Financial standby letters of credit.....	RCON3819	1,726	2.
a. Amount of financial standby letters of credit conveyed to others.....	RCON3820	0	2.a.
3. Performance standby letters of credit.....	RCON3821	0	3.
a. Amount of performance standby letters of credit conveyed to others.....	RCON3822	0	3.a.
4. Commercial and similar letters of credit.....	RCON3411	0	4.
5. Participations in acceptances conveyed to others by the reporting bank.....	RCON3428	0	5.
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank).....	RCON3433	0	6.
7. Credit derivatives:			7.
a. Notional amount of credit derivatives on which the reporting bank is the guarantor....	RCONA534	0	7.a.
1. Gross positive fair value.....	RCONC219	0	7.a.1.
2. Gross negative fair value.....	RCONC220	0	7.a.2.
b. Notional amount of credit derivatives on which the reporting bank is the beneficiary....	RCONA535	0	7.b.
1. Gross positive fair value.....	RCONC221	0	7.b.1.
2. Gross negative fair value.....	RCONC222	0	7.b.2.
8. Spot foreign exchange contracts.....	RCON8765	0	8.
9. All other off-balance sheet liabilities (exclude derivatives).....	RCON3430	0	9.
a. Securities borrowed.....	RCON3432	0	9.a.
b. Commitments to purchase when-issued securities.....	RCON3434	0	9.b.
c. Disclose component and the dollar amount of that component:			9.c.
1. Describe component.....	TEXT3555	NR	9.c.1.
2. Amount of component.....	RCON3555	0	9.c.2.
d. Disclose component and the dollar amount of that component:			9.d.
1. Describe component.....	TEXT3556	NR	9.d.1.
2. Amount of component.....	RCON3556	0	9.d.2.
e. Disclose component and the dollar amount of that component:			9.e.
1. Describe component.....	TEXT3557	NR	9.e.1.
2. Amount of component.....	RCON3557	0	9.e.2.
10. All other off-balance sheet assets (exclude derivatives).....	RCON5591	0	10.
a. Commitments to sell when-issued securities.....	RCON3435	0	10.a.
b. Disclose component and the dollar amount of that component:			10.b.
1. Describe component.....	TEXT5592	NR	10.b.1.
2. Amount of component.....	RCON5592	0	10.b.2.
c. Disclose component and the dollar amount of that component:			10.c.

Dollar amounts in thousands

1. Describe component.....	TEXT5593	NR	10.c.1.
2. Amount of component.....	RCON5593	0	10.c.2.
d. Disclose component and the dollar amount of that component:			10.d.
1. Describe component.....	TEXT5594	NR	10.d.1.
2. Amount of component.....	RCON5594	0	10.d.2.
e. Disclose component and the dollar amount of that component:			10.e.
1. Describe component.....	TEXT5595	NR	10.e.1.
2. Amount of component.....	RCON5595	0	10.e.2.
11. Year-to-date merchant credit card sales volume:			11.
a. Sales for which the reporting bank is the acquiring bank.....	RCONC223	0	11.a.
b. Sales for which the reporting bank is the agent bank with risk.....	RCONC224	0	11.b.

Schedule RC-L - Derivatives and Off-Balance Sheet Items

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	
12. Gross amounts (e.g., notional amounts):						12.
		RCON8693	RCON8694	RCON8695	RCON8696	
a. Futures contracts.....		0	0	0	0	12.a.
		RCON8697	RCON8698	RCON8699	RCON8700	
b. Forward contracts.....		0	0	0	0	12.b.
c. Exchange-traded option contracts:						12.c.
		RCON8701	RCON8702	RCON8703	RCON8704	
1. Written options.....		0	0	0	0	12.c.1.
		RCON8705	RCON8706	RCON8707	RCON8708	
2. Purchased options.....		0	0	0	0	12.c.2.
d. Over-the-counter option contracts:						12.d.
		RCON8709	RCON8710	RCON8711	RCON8712	
1. Written options.....		0	0	0	0	12.d.1.
		RCON8713	RCON8714	RCON8715	RCON8716	
2. Purchased options.....		0	0	0	0	12.d.2.
e. Swaps.....						12.e.
		RCON3450	RCON3826	RCON8719	RCON8720	
		RCONA126	RCONA127	RCON8723	RCON8724	
13. Total gross notional amount of derivative contracts held for trading.....		0	0	0	0	13.
14. Total gross notional amount of derivative contracts held for purposes other than trading.....		0	0	0	0	14.
		RCONA589				
a. Interest rate swaps where the bank has agreed to pay a fixed rate.....		0				14.a.
15. Not available						15.
a. Contracts held for trading:						15.a.
		RCON8733	RCON8734	RCON8735	RCON8736	
1. Gross positive fair value.....		0	0	0	0	15.a.1.
		RCON8737	RCON8738	RCON8739	RCON8740	
2. Gross negative fair value.....		0	0	0	0	15.a.2.

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	
b. Contracts held for purposes other than trading:					15.b.
	RCO8741	RCO8742	RCO8743	RCO8744	
1. Gross positive fair value.....	0	0	0	0	15.b.1.
	RCO8745	RCO8746	RCO8747	RCO8748	
2. Gross negative fair value.....	0	0	0	0	15.b.2.

Schedule RC-M - Memoranda

Dollar amounts in thousands

1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:			1.
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests.....	RCON6164	1,390	1.a.
b. Number of executive officers, directors, and principal shareholders to whom the amount of all extensions of credit by the reporting bank (including extensions of credit to related interests) equals or exceeds the lesser of \$500,000 or 5 percent of total capital as defined for this purpose in agency regulations.....	RCON6165	1	1.b.
2. Intangible assets other than goodwill:			2.
a. Mortgage servicing assets.....	RCON3164	0	2.a.
1. Estimated fair value of mortgage servicing assets.....	RCONA590	0	2.a.1.
b. Purchased credit card relationships and nonmortgage servicing assets.....	RCONB026	0	2.b.
c. All other identifiable intangible assets.....	RCON5507	0	2.c.
d. Total.....	RCON0426	0	2.d.
3. Other real estate owned:			3.
a. Direct and indirect investments in real estate ventures.....	RCON5372	0	3.a.
b. All other real estate owned:			3.b.
1. Construction, land development, and other land.....	RCON5508	0	3.b.1.
2. Farmland.....	RCON5509	0	3.b.2.
3. 1-4 family residential properties.....	RCON5510	120	3.b.3.
4. Multifamily (5 or more) residential properties.....	RCON5511	0	3.b.4.
5. Nonfarm nonresidential properties.....	RCON5512	349	3.b.5.
c. Total.....	RCON2150	469	3.c.
4. Investments in unconsolidated subsidiaries and associated companies:			4.
a. Direct and indirect investments in real estate ventures.....	RCON5374	0	4.a.
b. All other investments in unconsolidated subsidiaries and associated companies.....	RCON5375	459	4.b.
c. Total.....	RCON2130	459	4.c.
5. Other borrowed money:			5.
a. Federal Home Loan Bank advances:			5.a.
1. With a remaining maturity of one year or less.....	RCON2651	5,000	5.a.1.
2. With a remaining maturity of more than one year through three years.....	RCONB565	11,000	5.a.2.
3. With a remaining maturity of more than three years.....	RCONB566	25,853	5.a.3.
b. Other borrowings:			5.b.
1. With a remaining maturity of one year or less.....	RCONB571	0	5.b.1.
2. With a remaining maturity of more than one year through three years.....	RCONB567	0	5.b.2.
3. With a remaining maturity of more than three years.....	RCONB568	0	5.b.3.
c. Total.....	RCON3190	41,853	5.c.
6. Does the reporting bank sell private label or third party mutual funds and annuities?.....	RCONB569	No	6.
7. Assets under the reporting bank's management in proprietary mutual funds and annuities.	RCONB570	0	7.
8. Primary Internet Web site address of the bank (home page), if any.....	TEXT4087	Click here for value	8.
9. Do any of the bank's Internet Web sites have transactional capability, i.e., allow the bank's customers to execute transactions on their accounts through the Web site?.....	RCON4088	Yes	9.

(TEXT4087) <http://www.fcok.com>

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands			
	(Column A) Past due 30 through 89 days and still accruing	(Column B) Past due 90 days or more and still accruing	(Column C) Nonaccrual
1. Loans secured by real estate:			
a. Construction, land development, and other land loans.....	0	0	0
b. Secured by farmland.....	0	0	0
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.....	10	0	0
2. Closed-end loans secured by 1-4 family residential properties:			
a. Secured by first liens.....	176	174	92
b. Secured by junior liens.....	0	0	0
d. Secured by multifamily (5 or more) residential properties.....	0	0	0
e. Secured by nonfarm nonresidential properties.....	42	0	144
2. Loans to depository institutions and acceptances of other banks.....	0	0	0
3. Not applicable			
4. Commercial and industrial loans.....	32	0	0
5. Loans to individuals for household, family, and other personal expenditures:			
a. Credit cards.....	0	0	0
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	16	0	0
6. Loans to foreign governments and official institutions.....	0	0	0
7. All other loans.....	0	0	0
8. Lease financing receivables.....	0	0	0
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	0	0	0
10. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government.....	0	0	0
a. Guaranteed portion of loans and leases included in item 10 above (exclude rebooked "GNMA loans").....	0	0	0
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above.....	0	0	0

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	
1. Restructured loans and leases included in Schedule RC N, items 1 through 8, above (and not reported in Schedule RC-C, Part I, Memorandum item 1).....	RCON1658	0	0	RCON1661	M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule RC-N, items 4 and 7, above.....	RCON6558	0	0	RCON6560	M.2.
3. Not available					M.3.
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above).....	RCON1248	NR	NR	RCON1250	M.3.a.
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above).....	RCON5380	NR	NR	RCON5382	M.3.b.
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above).....	RCON1254	NR	NR	RCON1256	M.3.c.
d. Lease financing receivables of non-U.S. addressees (domicile) (included in Schedule RC-N, item 8, above).....	RCON1271	NR	NR	RCON1791	M.3.d.
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above).....	RCON1594	NR	NR	RCON1583	M.4.
5. Loans and leases held for sale (included in Schedule RC-N, items 1 through 8, above).....	RCONC240	0	0	RCONC226	M.5.

Schedule RC-N - Past Due and Nonaccrual Loans Leases and Other Assets

Dollar amounts in thousands		(Column A) Past due 30 through 89 days	(Column B) Past due 90 days or more	
6. Interest rate, foreign exchange rate, and other commodity and equity contracts: Fair value of amounts carried as assets.....	RCON3529	NR	RCON3530	NR M.6.

Schedule RC-O - Other Data for Deposit Insurance and FICO Assessments

Dollar amounts in thousands				
1. Unposted debits:				1.
a. Actual amount of all unposted debits.....	RCON0030		0	1.a.
b. Separate amount of unposted debits:				1.b.
1. Actual amount of unposted debits to demand deposits.....	RCON0031		0	1.b.1.
2. Actual amount of unposted debits to time and savings deposits.....	RCON0032		0	1.b.2.
2. Unposted credits:				2.
a. Actual amount of all unposted credits.....	RCON3510		0	2.a.
b. Separate amount of unposted credits:				2.b.
1. Actual amount of unposted credits to demand deposits.....	RCON3512		0	2.b.1.
2. Actual amount of unposted credits to time and savings deposits.....	RCON3514		0	2.b.2.
3. Uninvested trust funds (cash) held in bank's own trust department (not included in total deposits).....	RCON3520		0	3.
4. Deposits of consolidated subsidiaries (not included in total deposits):				4.
a. Demand deposits of consolidated subsidiaries.....	RCON2211		0	4.a.
b. Time and savings deposits of consolidated subsidiaries.....	RCON2351		0	4.b.
c. Interest accrued and unpaid on deposits of consolidated subsidiaries.....	RCON5514		0	4.c.
5. Not applicable				5.

Dollar amounts in thousands

6. Reserve balances actually passed through to the Federal Reserve by the reporting bank on behalf of its respondent depository institutions that are also reflected as deposit liabilities of the reporting bank:			6.
a. Amount reflected in demand deposits (included in Schedule RC-E, item 7, column B).....	RCO2314	0	6.a.
b. Amount reflected in time and savings deposits (included in Schedule RC-E, item 7, column A or C, but not column B).....	RCO2315	0	6.b.
7. Unamortized premiums and discounts on time and savings deposits:			7.
a. Unamortized premiums.....	RCO5516	0	7.a.
b. Unamortized discounts.....	RCO5517	0	7.b.
8. To be completed by banks with "Oakar deposits."			8.
a. Deposits purchased or acquired from other FDIC-insured institutions during the quarter:			8.a.
1. Total deposits purchased or acquired from other FDIC-insured institutions during the quarter.....	RCO531	0	8.a.1.
2. Amount of purchased or acquired deposits reported in item 8.a.(1) above attributable to a secondary fund (i.e., BIF members report deposits attributable to SAIF; SAIF members report deposits attributable to BIF).....	RCO532	0	8.a.2.
b. Total deposits sold or transferred to other FDIC-insured institutions during the quarter.....	RCO533	0	8.b.
9. Deposits in lifeline accounts			9.
10. Benefit-responsive "Depository Institution Investment Contracts" (included in total deposits).....	RCO8432	0	10.
11. Adjustments to demand deposits reported in Schedule RC-E for certain reciprocal demand balances:			11.
a. Amount by which demand deposits would be reduced if the reporting bank's reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions that were reported on a gross basis in Schedule RC-E had been reported on a net basis.....	RCO8785	0	11.a.
b. Amount by which demand deposits would be increased if the reporting bank's reciprocal demand balances with foreign banks and foreign offices of other U.S. banks (other than insured branches in Puerto Rico and U.S. territories and possessions) that were reported on a net basis in Schedule RC-E had been reported on a gross basis.....	RCO181	0	11.b.
c. Amount by which demand deposits would be reduced if cash items in process of collection were included in the calculation of the reporting bank's net reciprocal demand balances with the domestic offices of U.S. banks and savings associations and insured branches in Puerto Rico and U.S. territories and possessions in Schedule RC-E.....	RCO182	0	11.c.
12. Amount of assets netted against deposit liabilities on the balance sheet (Schedule RC) in accordance with generally accepted accounting principles (exclude amounts related to reciprocal demand balances):			12.
a. Amount of assets netted against demand deposits.....	RCO527	0	12.a.
b. Amount of assets netted against time and savings deposits.....	RCO528	0	12.b.
1. Total deposits of the bank:			M.1.
a. Deposit account of \$100,000 or less:			M.1.a.
1. Amount of deposit accounts of \$100,000 or less.....	RCO2702	131,050	M.1.a.1.
2. Number of deposit accounts of \$100,000 or less.....	RCO3779	NR	M.1.a.2.
b. Deposit accounts of more than \$100,000:			M.1.b.
1. Amount of deposit accounts of more than \$100,000.....	RCO2710	54,713	M.1.b.1.
2. Number of deposit accounts of more than \$100,000.....	RCO2722	241	M.1.b.2.
2. Estimated amount of uninsured deposits.....	RCO5597	49,581	M.2.
3. Has the reporting institution been consolidated with a parent bank or savings association in that parent bank's or parent saving association's Call Report or Thrift Financial Report? If so, report the legal title and FDIC Certificate Number of the parent bank or parent savings association:			M.3.
a. Legal title.....	TEXTA545	NR	M.3.a.
b. FDIC Certificate Number.....	RCO545	0	M.3.b.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Total equity capital (from Schedule RC, item 28).....	RCO3210	23,966	1.
2. Net unrealized gains (losses) on available-for-sale securities.....	RCON8434	-270	2.
3. Net unrealized loss on available-for-sale equity securities.....	RCONA221	0	3.
4. Accumulated net gains (losses) on cash flow hedges.....	RCON4336	0	4.
5. Nonqualifying perpetual preferred stock.....	RCONB588	0	5.
6. Qualifying minority interests in consolidated subsidiaries.....	RCONB589	0	6.
7. Disallowed goodwill and other disallowed intangible assets.....	RCONB590	0	7.
8. Subtotal.....	RCONC227	24,236	8.
9. Not available			9.
a. Disallowed servicing assets and purchased credit card relationships.....	RCONB591	0	9.a.
b. Disallowed deferred tax assets.....	RCON5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital.....	RCONB592	0	10.
11. Tier 1 capital.....	RCON8274	24,236	11.
12. Qualifying subordinated debt and redeemable preferred stock.....	RCON5306	0	12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital.....	RCONB593	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital.....	RCON5310	1,325	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....	RCON2221	0	15.
16. Other Tier 2 capital components.....	RCONB594	0	16.
17. Tier 2 capital.....	RCON5311	1,325	17.
18. Allowable Tier 2 capital.....	RCON8275	1,325	18.
19. Tier 3 capital allocated for market risk.....	RCON1395	0	19.
20. Deductions for total risk-based capital.....	RCONB595	0	20.
21. Total risk-based capital.....	RCON3792	25,561	21.
22. Average total assets (from Schedule RC-K, item 9).....	RCON3368	247,258	22.
23. Disallowed goodwill and other disallowed intangible assets (from item 7 above).....	RCONB590	0	23.
24. Disallowed servicing assets and purchased credit card relationships (from item 9.a above).....	RCONB591	0	24.
25. Disallowed deferred tax assets (from item 9.b above).....	RCON5610	0	25.
26. Other deductions from assets for leverage capital purposes.....	RCONB596	0	26.
27. Average total assets for leverage capital purposes.....	RCONA224	247,258	27.
28. Not available			28.
a. Adjustment to Tier 1 capital reported in item 11.....	RCONC228	0	28.a.
b. Adjustment to total risk-based capital reported in item 21.....	RCONB503	0	28.b.
29. Adjustment to risk-weighted assets reported in item 62.....	RCONB504	0	29.
30. Adjustment to average total assets reported in item 27.....	RCONB505	0	30.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

	(Column A) Percentage (Banks with Financial Subsidiaries)		(Column B) Percentage (All Banks)		
31. Tier 1 leverage ratio.....	RCON7273	0	RCON7204	0.098	31.
32. Tier 1 risk-based capital ratio.....	RCON7274	0	RCON7206	0.1063	32.
33. Total risk-based capital ratio.....	RCON7275	0	RCON7205	0.1121	33.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands		(Column A) Totals (from Schedule RC)	(Column B) Items Not Subject to Risk-Weighting	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
	RCON0010	RCONC869	RCONB600	RCONB601		RCONB602	
34. Cash and balances dues from depository institutions.....	2,054	0	315	1,739		0	34.
	RCON1754	RCONB603	RCONB604	RCONB605	RCONB606	RCONB607	
35. Held-to-maturity securities.....	0	0	0	0	0	0	35.
	RCON1773	RCONB608	RCONB609	RCONB610	RCONB611	RCONB612	
36. Available-for-sale securities.....	10,062	-410	0	10,472	0	0	36.
37. Federal funds sold and securities purchased under agreements to resell.....	7,726		0	7,726		0	37.
	RCON5369	RCONB617	RCONB618	RCONB619	RCONB620	RCONB621	
38. Loans and leases held for sale.....	246	0	0	0	246	0	38.
	RCONB528	RCONB622	RCONB623	RCONB624	RCONB625	RCONB626	
39. Loans and leases, net of unearned income.....	224,479	0	0	0	50,053	174,426	39.
	RCON3123	RCON3123					
40. Allowance for loan and lease losses.....	1,325	1,325					40.
	RCON3545	RCONB627	RCONB628	RCONB629	RCONB630	RCONB631	
41. Trading Assets.....	0	0	0	0	0	0	41.
	RCONB639	RCONB640	RCONB641	RCONB642	RCONB643	RCON5339	
42. All other assets.....	14,391	0	0	2,546	319	11,526	42.
	RCON2170	RCONB644	RCON5320	RCON5327	RCON5334	RCON5340	
43. Total Assets.....	257,633	-1,735	315	22,483	50,618	185,952	43.

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands		(Column A) Face Value or Notional Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
	RCONB546	RCONB547	RCONB548	RCONB581	RCONB582	RCONB583	
44. Financial standby letters of credit.....	1,726	1,726	0	0	0	1,726	44.
	RCON3821	RCONB650	RCONB651	RCONB652	RCONB653	RCONB654	
45. Performance standby letters of credit.....	0	0	0	0	0	0	45.
	RCON3411	RCONB655	RCONB656	RCONB657	RCONB658	RCONB659	
46. Commercial and similar letters of credit.....	0	0	0	0	0	0	46.

	(Column A) Face Value or Notional Amount	(Column B) Credit Equivalent Amount	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%
Dollar amounts in thousands						
47. Risk participations in bankers acceptances acquired by the reporting institution.....	RCON3429	RCONB660	RCONB661	RCONB662		RCONB663
	0	0	0	0		0
48. Securities lent.....	RCON3433	RCONB664	RCONB665	RCONB666	RCONB667	RCONB668
	0	0	0	0	0	0
49. Retained recourse on small business obligations sold with recourse.....	RCONA250	RCONB669	RCONB670	RCONB671	RCONB672	RCONB673
	0	0	0	0	0	0
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement..	RCONB541	RCONB542				RCONB543
	0	0				0
51. All other financial assets sold with recourse.....	RCONB675	RCONB676	RCONB677	RCONB678	RCONB679	RCONB680
	0	0	0	0	0	0
52. All other off-balance sheet liabilities.....	RCONB681	RCONB682	RCONB683	RCONB684	RCONB685	RCONB686
	0	0	0	0	0	0
53. Unused commitments with an original maturity exceeding one year.....	RCON3833	RCONB687	RCONB688	RCONB689	RCONB690	RCONB691
	20,942	10,471	0	0	0	10,471
54. Derivative contracts.....		RCONA167	RCONB693	RCONB694	RCONB695	
		0	0	0	0	
55. Total assets, derivatives, and off-balance sheet items by risk weight category.....			RCONB696	RCONB697	RCONB698	RCONB699
			315	22,483	50,618	198,149
56. Risk weight factor						
57. Risk-weighted assets by risk weight category.....			RCONB700	RCONB701	RCONB702	RCONB703
			0	4,497	25,309	198,149
58. Market risk equivalent assets.....						RCON1651
						0
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve.....						RCONB704
						227,955
60. Excess allowance for loan and lease losses.....						RCONA222
						0
61. Allocated transfer risk reserve.....						RCON3128
						0
62. Total risk-weighted assets.....						RCONA223
						227,955

Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....	RCO8764	0	M.1.
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Schedule RC-R - Regulatory Capital

Dollar amounts in thousands

	(Column A) With a remaining maturity of one year of less	(Column B) With a remaining maturity of over one year through five years	(Column C) With a remaining maturity of over five years	
2. Notional principal amounts of derivative contracts:				M.2.
	RCO3809	RCO8766	RCO8767	
a. Interest rate contracts.....	0	0	0	M.2.a.
	RCO3812	RCO8769	RCO8770	
b. Foreign exchange contracts.....	0	0	0	M.2.b.
	RCO8771	RCO8772	RCO8773	
c. Gold contracts.....	0	0	0	M.2.c.
	RCO8774	RCO8775	RCO8776	
d. Other precious metals contracts.....	0	0	0	M.2.d.
	RCO8777	RCO8778	RCO8779	
e. Other commodity contracts.....	0	0	0	M.2.e.
	RCO8000	RCO8001	RCO8002	
f. Equity derivative contracts.....	0	0	0	M.2.f.

Schedule RC-S - Servicing, Securitization, and Asset Sale Activities

	(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 and All Leases
Dollar amounts in thousands							
1. Outstanding principal balance of assets sold and securitized by the reporting bank with servicing retained or with recourse or other seller-provided credit enhancements.....	RCONB705	RCONB706	RCONB707	RCONB708	RCONB709	RCONB710	RCONB711
	0	0	0	0	0	0	0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:							
a. Credit-enhancing interest-only strips (included in Schedules RC-B or RC-F or in Schedule RC, item 5).....	RCONB712	RCONB713	RCONB714	RCONB715	RCONB716	RCONB717	RCONB718
	0	0	0	0	0	0	0
b. Subordinated securities and other residual interests.....	RCONC393	RCONC394	RCONC395	RCONC396	RCONC397	RCONC398	RCONC399
	0	0	0	0	0	0	0
c. Standby letters of credit and other enhancements.....	RCONC400	RCONC401	RCONC402	RCONC403	RCONC404	RCONC405	RCONC406
	0	0	0	0	0	0	0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1.....	RCONB726	RCONB727	RCONB728	RCONB729	RCONB730	RCONB731	RCONB732
	0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:							
a. 30-89 days past due.....	RCONB733	RCONB734	RCONB735	RCONB736	RCONB737	RCONB738	RCONB739
	0	0	0	0	0	0	0
b. 90 days or more past due.....	RCONB740	RCONB741	RCONB742	RCONB743	RCONB744	RCONB745	RCONB746
	0	0	0	0	0	0	0
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):							
a. Charge-offs.....	RIADB747	RIADB748	RIADB749	RIADB750	RIADB751	RIADB752	RIADB753
	0	0	0	0	0	0	0
b. Recoveries.....	RIADB754	RIADB755	RIADB756	RIADB757	RIADB758	RIADB759	RIADB760
	0	0	0	0	0	0	0
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in Schedule RC-B or in Schedule RC, item 5).....		RCONB761	RCONB762			RCONB763	
		0	0			0	
b. Loans (included in Schedule RC-C).....		RCONB500	RCONB501			RCONB502	
		0	0			0	

Schedule RC-S - Servicing, Securitization, and Asset Sale Activities

Dollar amounts in thousands

1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			M.1.
a. Outstanding principal balance.....	RCONA249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date.....	RCONA250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others:			M.2.
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	RCONB804	0	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	RCONB805	0	M.2.b.
c. Other financial assets.....	RCONA591	0	M.2.c.
3. Asset-backed commercial paper conduits:			M.3.
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:			M.3.a.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RCONB806	0	M.3.a.1.
2. Conduits sponsored by other unrelated institutions.....	RCONB807	0	M.3.a.2.
b. Unused commitments to provide liquidity to conduit structures:			M.3.b.
1. Conduits sponsored by the bank, a bank affiliate, or the bank's holding company..	RCONB808	0	M.3.b.1.
2. Conduits sponsored by other unrelated institutions.....	RCONB809	0	M.3.b.2.
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C.....	RCONC407	NR	M.4.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

1. Does the institution have fiduciary powers?.....	RCONA345	No	1.
2. Does the institution exercise the fiduciary powers it has been granted?.....	RCONA346	No	2.
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule?.....	RCONB867	No	3.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands					
	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
	RCONB868	RCONB869	RCONB870	RCONB871	
4. Personal trust and agency accounts.....	NR	NR	NR	NR	4.
5. Retirement related trust and agency accounts:					
a. Employee benefit - defined contribution.....	NR	NR	NR	NR	5.a.
b. Employee benefit - defined benefit.....	NR	NR	NR	NR	5.b.
c. Other retirement accounts.....	NR	NR	NR	NR	5.c.
6. Corporate trust and agency accounts.....	NR	NR	NR	NR	6.
7. Investment management agency accounts.....	NR		NR		7.
8. Other fiduciary accounts.....	NR	NR	NR	NR	8.
9. Total fiduciary accounts.....	NR	NR	NR	NR	9.
10. Custody and safekeeping accounts.....		NR			10.
11. Not applicable					11.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

12. Personal trust and agency accounts.....	RIADB904	CONF	12.
13. Retirement related trust and agency accounts:			13.
a. Employee benefit - defined contribution.....	RIADB905	CONF	13.a.
b. Employee benefit - defined benefit.....	RIADB906	CONF	13.b.
c. Other retirement accounts.....	RIADB907	CONF	13.c.
14. Corporate trust and agency accounts.....	RIADA479	CONF	14.
15. Investment management agency accounts.....	RIADB908	CONF	15.
16. Other fiduciary accounts.....	RIADA480	CONF	16.
17. Custody and safekeeping accounts.....	RIADB909	CONF	17.
18. Other fiduciary and related services income.....	RIADB910	CONF	18.
19. Total gross fiduciary and related services income.....	RIAD4070	0	19.
20. Expenses.....	RIADC058	CONF	20.
21. Net losses from fiduciary and related services.....	RIADA488	CONF	21.
22. Intracompany income credits for fiduciary and related services.....	RIADB911	CONF	22.
23. Net fiduciary and related services income.....	RIADA491	CONF	23.
1. Managed assets held in personal trust and agency accounts:			M.1.
a. Noninterest-bearing deposits.....	RCONB913	NR	M.1.a.
b. Interest-bearing deposits.....	RCONB914	NR	M.1.b.
c. U.S. Treasury and U.S. Government agency obligations.....	RCONB915	NR	M.1.c.
d. State, county and municipal obligations.....	RCONB916	NR	M.1.d.
e. Money market mutual funds.....	RCONB917	NR	M.1.e.
f. Other short-term obligations.....	RCONB918	NR	M.1.f.
g. Other notes and bonds.....	RCONB919	NR	M.1.g.
h. Common and preferred stocks.....	RCONB920	NR	M.1.h.
i. Real estate mortgages.....	RCONB921	NR	M.1.i.
j. Real estate.....	RCONB922	NR	M.1.j.
k. Miscellaneous assets.....	RCONB923	NR	M.1.k.
l. Total managed assets held in personal trust and agency accounts.....	RCONB868	NR	M.1.l.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Number of Issues	(Column B) Principal Amount Outstanding	
2. Corporate trust and agency accounts:			M.2.
a. Corporate and municipal trusteeships.....	RCONB927 NR	RCONB928 NR	M.2.a.
b. Transfer agent, registrar, paying agent, and other corporate agency.....	RCONB929 NR		M.2.b.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands

	(Column A) Number of Funds	(Column B) Market Value of Fund Assets	
3. Collective investment funds and common trust funds:			M.3.
a. Domestic equity.....	RCONB931 NR	RCONB932 NR	M.3.a.
b. International/Global equity.....	RCONB933 NR	RCONB934 NR	M.3.b.
c. Stock/Bond blend.....	RCONB935 NR	RCONB936 NR	M.3.c.
d. Taxable bond.....	RCONB937 NR	RCONB938 NR	M.3.d.
e. Municipal bond.....	RCONB939 NR	RCONB940 NR	M.3.e.
f. Short term investments/Money market.....	RCONB941 NR	RCONB942 NR	M.3.f.

Dollar amounts in thousands	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
g. Specialty/Other.....	RCONB943	NR	RCONB944	NR	M.3.g.
h. Total collective investment funds.....	RCONB945	NR	RCONB946	NR	M.3.h.

Schedule RC-T - Fiduciary and Related Services

Dollar amounts in thousands	(Column A)	(Column B)	(Column C)	
	Gross Losses Managed Accounts	Gross Losses Non-Managed Accounts	Recoveries	
4. Fiduciary settlements, surcharges, and other losses:				M.4.
	RIADB947	RIADB948	RIADB949	
a. Personal trust and agency accounts.....	CONF	CONF	CONF	M.4.a.
	RIADB950	RIADB951	RIADB952	
b. Retirement related trust and agency accounts.....	CONF	CONF	CONF	M.4.b.
	RIADB953	RIADB954	RIADB955	
c. Investment management agency accounts.....	CONF	CONF	CONF	M.4.c.
	RIADB956	RIADB957	RIADB958	
d. Other fiduciary accounts and related services.....	CONF	CONF	CONF	M.4.d.
	RIADB959	RIADB960	RIADB961	
e. Total fiduciary settlements, surcharges, and other losses.....	CONF	CONF	CONF	M.4.e.

General Instructions

Dollar amounts in thousands			
1. Who Must Report on What Forms			1.
a. Close of Business			1.a.
b. Frequency of Reporting			1.b.
c. Differences in Detail of Reports			1.c.
d. Shifts in Reporting Status			1.d.
2. Organization of the Instruction Books			2.
3. Preparation of the Reports			3.
4. Signatures			4.
a. Officer Declaration			4.a.
b. Director Attestation			4.b.
5. Submission of the Reports			5.
a. Submission Date			5.a.
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6. Retention of Reports			6.
7. Scope of the "Consolidated Bank" Required to be Reported in the Submitted Reports			7.
a. Exclusions from the Coverage of the Consolidated Report			7.a.
8. Rules of Consolidation			8.
9. Reporting by Type of Office (For banks with foreign offices)			9.
10. Publication Requirements for the Report of Condition			10.
11. Release of Individual Bank Reports			11.
12. Applicability of Generally Accepted Accounting Principles to Regulatory Reporting Requirements			12.
13. Accrual Basis Reporting			13.
14. Miscellaneous General Instructions			14.
a. Rounding			14.a.

Dollar amounts in thousands

b. Negative Entries			14.b.
c. Verification			14.c.
d. Transactions Occurring Near the End of a Reporting Period			14.d.
15. Separate Branch Reports			15.

Glossary

Dollar amounts in thousands

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2. Acceptances			2.
3. Accounting Changes			3.
4. Accounting Errors, Corrections of			4.
5. Accounting Estimates, Changes in			5.
6. Accounting Principles, Changes in			6.
7. Accrued Interest Receivable Related to Credit Card Securitizations			7.
8. Acquisition, Development, or Construction (ADC) Arrangements			8.
9. Agreement Corporation			9.
10. Allowance for Loan and Lease Losses			10.
11. Applicable Income Taxes			11.
12. Associated Company			12.
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15. Banks, U.S. and Foreign			15.
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18. Borrowings and Deposits in Foreign Offices			18.
19. Brokered Deposits			19.
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28. Changes in Accounting Principles			28.
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30. Commercial Banks in the U.S.			30.
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36. Corporate Joint Venture			36.
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38. Coupon Stripping, Treasury Receipts, and STRIPS			38.
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Dollar amounts in thousands

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Dollar amounts in thousands

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93. Nonaccrual Status		93.
94. Noninterest-Bearing Account		94.
95. Nontransaction Account		95.
96. NOW Account		96.
97. Offsetting		97.
98. One-Day Transaction		98.
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101. Other Depository Institutions in the U.S.		101.
102. Other Real Estate Owned		102.
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105. Participations in Acceptances		105.
106. Participations in Pools of Securities		106.
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108. Perpetual Preferred Stock		108.
109. Placements and Takings		109.
110. Pooling of Interests		110.
111. Preauthorized Transfer Account		111.
112. Preferred Stock		112.
113. Premiums and Discounts		113.
114. Purchase Acquisition		114.
a. Purchased Impaired Loans and Debt Securities		114.a.
115. Put Option		115.
116. Real Estate ADC Arrangements		116.
117. Real Estate, Loan Secured By		117.
118. Reciprocal Balances		118.
119. Renegotiated Troubled Debt		119.
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125. Savings Deposits		125.
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128. Securities, Participations in Pools of		128.
129. Servicing Assets and Liabilities		129.
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131. Shell Branches		131.
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135. Start-Up Activities		135.
136. STRIPS		136.
137. Subordinated Notes and Debentures		137.
138. Subsidiaries		138.
139. Suspense Accounts		139.
140. Syndications		140.

Dollar amounts in thousands

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144. Trade Date and Settlement Date Accounting			144.
145. Trading Account			145.
146. Transction Account			146.
147. Transfers of Financial Assets			147.
148. Traveler's Letter of Credit			148.
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150. Treasury Stock			150.
151. Troubled Debt Restructurings			151.
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154. U.S. Territories and Possessions			154.
155. Valuation Allowance			155.
156. When-Issued Securities Transactions			156.

SCHEDULE A

ADDITIONAL TERMS AND CONDITIONS

Company Information:

Name of the Company: FCB Bancorp, Inc.

Corporate or other organizational form: C Corporation

Jurisdiction of Organization: Commonwealth of Kentucky

Appropriate Federal Banking Agency: Federal Reserve Bank of St. Louis

Notice Information: H. David Hale
Chairman, President, and CEO
FCB Bancorp, Inc.
293 Hubbards Lane
Louisville, KY 40245

Terms of the Purchase:

Series of Preferred Stock Purchased: Fixed Rate Cumulative Perpetual Preferred Stock,
Series A

Per Share Liquidation Preference of Preferred Stock: \$1,000

Number of Shares of Preferred Stock Purchased: 9,294

Dividend Payment Dates on the Preferred Stock: Feb. 15, May 15, Aug. 15, Nov. 15

Series of Warrant Preferred Stock: Fixed Rate Cumulative Perpetual Preferred Stock,
Series B

Number of Warrant Shares: 465.00465

Number of Net Warrant Shares (after net settlement): 465

Exercise Price of the Warrant: \$0.01

Purchase Price: \$9,294,000

Closing:

Location of Closing: Telephonic

SCHEDULE B

CAPITALIZATION

Capitalization Date: November 30, 2008

Common Stock

Par value: \$1.00

Total Authorized: 2,500,000

Outstanding: 1,558,507

Subject to warrants, options, convertible securities, etc.: 15,320

Reserved for benefit plans and other issuances: 0

Remaining authorized but unissued: 822,300

Shares issued after Capitalization Date (other than pursuant to warrants, options, convertible securities, etc. as set forth above): 0

Preferred Stock

Par value: None

Total Authorized: 500,000

Outstanding (by series): 0

Reserved for issuance: 0

Remaining authorized but unissued: 500,000

Holder of 5% or more of any class of capital stock

Primary Address

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Time of Closing: To Be Determined By Parties

Date of Closing: December 19, 2008

Wire Information for Closing:

ABA Number: 083901896
Bank: Banker's Bank of Kentucky
Account Name: FCB Bancorp, Inc.
Account Number: 203676
Beneficiary: FCB Bancorp, Inc.

Contact for Confirmation of Wire Information:

Connie Hunt (502) 891-4413
chunt@fcbok.com

LITIGATION

List any exceptions to the representation and warranty in Section 2.2(1) of the Securities Purchase Agreement - Standard Terms.

There is one threatened litigation which we do not believe will have any material adverse effect on the Company.

If none, please so indicate by checking the box:

SCHEDULE D

COMPLIANCE WITH LAWS

List any exceptions to the representation and warranty in the second sentence of Section 2.2(m) of the Securities Purchase Agreement - Standard Terms.

If none, please so indicate by checking the box:

List any exceptions to the representation and warranty in the last sentence of Section 2.2(m) of the Securities Purchase Agreement - Standard Terms.

If none, please so indicate by checking the box:

SCHEDULE E

REGULATORY AGREEMENTS

List any exceptions to the representation and warranty in Section 2.2(s) of the Securities Purchase Agreement - Standard Terms.

If none, please so indicate by checking the box: