

Proposal for Banking Services

Presented to:

The City of Ramsey
October 11, 2012

Submitted by:



Randy Diers, President
763-780-2100

Blaine Office
9298 Central Ave. NE
Blaine, MN 55434

Ramsey Office
7125 Riverdale Drive
Ramsey, MN 55303

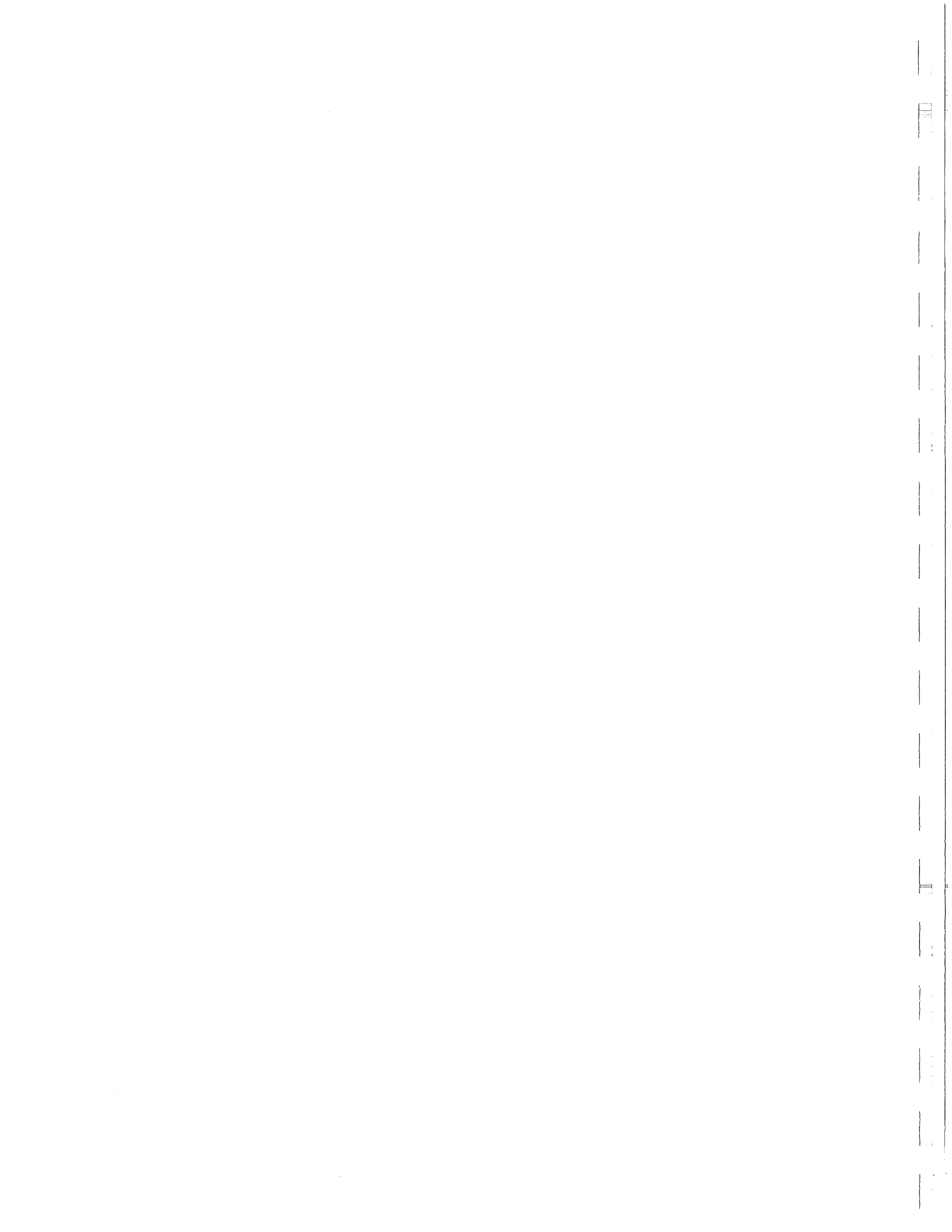
East Bethel Office
18770 Hwy. 65 NE
East Bethel, MN 55011

St. Francis Office
3350 Bridge St. NW
St. Francis, MN 55070

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Letter of Transmittal

Village Bank respectfully submits this Proposal for Banking Services in response to your RFP seeking proposals from financial institutions to provide banking services to the City of Ramsey. We welcome the opportunity to provide financial services to the City of Ramsey as outlined in the RFP, effective January 1, 2013.

In evaluating Village Bank's proposal, please consider the following:

- Village Bank is a community-oriented bank focused on customer service. We strive to maintain and expand upon the many relationships we have built in Anoka County throughout the years.
- Village Bank utilizes various programs available through the Small Business Administration (SBA) whenever possible to assist in our lending process.
- Through our "Village Volunteers" Program, our employees are actively involved in the community by donating time and effort at various local charities, including the Anoka County Food Shelf, Toys for Joy, and Alexandra House.
- Village Bank has four full-service, convenient locations located throughout Anoka County.
- Many of our employees reside in Anoka County and actively support numerous County initiatives, as well as businesses throughout the County.

Our philosophy stems from our commitment to the communities we serve. We pride ourselves on knowing our customers and understanding their individual needs. Village Bank has proudly operated in Anoka County since 1991. Our owner, Donald Kveton, and his family currently reside in Ramsey, as do a number of our employees. Our Board of Directors live or work in Anoka County, and many have businesses in Ramsey and the surrounding areas.

The following individuals are authorized to make representations to the City of Ramsey on behalf of Village Bank.

Contacts

Randy Diers
President
9298 Central Avenue NE
Blaine, MN 55434
763-398-3579

Bill Rew
Chief Financial Officer
9298 Central Avenue NE
Blaine, MN 55434
763-398-3567

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Independence of the Proposer

- A. Describe any business, investment or family relationships with the city, city officials, appointed employees or department heads.

Village Bank is not aware of any business, investment, or family relationships with any city official or employee.

- B. Describe any formal independence guidelines used by your institution.

Village Bank operates under a strict set of policies and procedures that govern employee activities relating to our institution. This includes compliance with state and federal laws relating to conflict of interest and bribery.

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Profile of the Proposer

A. Attached is a two page overview of the bank's financial condition along with a complete copy of our most recent quarterly Call Report submitted to the FDIC.

B. List of Officers:

Donald Kveton, Chief Executive Officer/Owner

Randy Diers, President

Bill Rew, Chief Financial Officer

Darlene Jones, Senior Relationship Banker

C. Village Bank's Goals and Mission Statement are as follows:

Our Vision

To create lasting relationships built on trust and integrity, and to help make dreams come true.

Mission

To be the bank:

- Where our customers see us as their primary bank.
- Where our employees are envied by their peers.
- Where we value communities through our service and involvement.
- Where the shareholder's expectations are satisfied.

Core Values

- We are professional, honest, trustworthy, confidential and respectful at all times.
- Change is a continuous series of opportunities for improvement in the way we do business.
- Teamwork is working together to achieve our common goals.
- Excellence means always exceeding expectations.

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Scope of Services

- FDIC/FSLIC insurance on deposits – Deposits at FDIC-insured institutions, including Village Bank, are insured up to at least \$250,000 per depositor. In addition, all funds in a “noninterest-bearing transaction account” are insured in full by the Federal Deposit Insurance Corporation from December 31, 2010 through December 31, 2012. This temporary unlimited coverage is in addition to, and separate from, the coverage of at least \$250,000 that is available to depositors under the FDIC’s general deposit insurance rules.

The term “noninterest-bearing transaction account” includes a traditional checking account or demand deposit account on which the insured depository institution pays no interest. It also includes Interest on Lawyers Trust Accounts (“IOLTAs”). It does not include other accounts, such as traditional checking or demand deposit accounts that may earn interest, NOW accounts, and money-market deposit accounts.

- Pledged collateral to the Public Funds – We provide collateral for all deposits to Public Funds of a type and in the amount as required by Minnesota State Law. We provide Public Entities a statement at month end indicating deposit balances, along with collateral pledged to the account including any Federal Home Loan Banks Standby Letters of Credit. Wells Fargo provides a month end report on all securities pledged, including market valuation. For this proposal, we are streamlining the collateral process to include only Federal Home Loan Bank Standby Letters of Credit. Additional information regarding this proposal is detailed under Miscellaneous Information.
- Daily “sweep” to money market checking, money market savings, electronic funds transfer (ACH for payroll), and other accounts as necessary – We offer daily sweeps from the City’s checking account into other accounts at Village Bank. In addition, we offer electronic funds transfer (ACH for payroll).
- Depository for federal withholding and FICA taxes – Treasury tax and loan payments are no longer managed by Financial Institutions. Businesses are required to submit tax payments via ACH or check to the taxing authorities.
- Wire Transfer Services – We promptly process domestic wire transfers through the Federal Reserve Bank and send written confirmations of all wire transfers within 24 hours, unless you prefer to make other arrangements such as a phone call.
- Online Services – Online Banking provides access to all accounts 24 hours per day, 365 days per year. Internet banking features include the ability to:
 - View current account balances
 - Transfer between Village Bank accounts
 - Make payments to Village Bank loans
 - View pending transactions
 - View up to 24 months of statements

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- Interest compounded daily on money market accounts include rate – Interest accrues daily and compounds monthly on money market accounts. Interest rates on these accounts are variable and change at the discretion of Village Bank. The current rates and tiers are as follows:

Information as of 10/11/12	Current APY
Money Market	
\$0.01 - \$4,999.99	0.10%
\$5,000 - \$99,999.99	0.15%
\$100,000 and over	0.25%

- Same day credit of deposits and incoming wire transfers – We process daily transactions on each business day with a cut-off time of 3:00 PM. All deposits and wires received up to this time would be credited on this same business day.
- Electronic deposits – All Village Bank accounts accept electronic deposits under the ACH System. In addition, we offer Internet banking services that all our customers can utilize for automatic debit and credit transfers to their accounts.
- Lockbox services – At the present time, Village Bank does not offer lockbox services.
- Competitive investment options – We offer certificates of deposit from terms of 3 months to 48 months for investment purposes. Current rates and terms are posted on our website, or you can contact Village Bank for a quote on rates and terms.
- Electronic balance and transaction reporting – Available through Village Bank’s online banking service. There is no charge for viewing activity or transferring funds between bank accounts.
- Positive pay services – Village Bank’s Positive Pay service identifies possible fraudulent checks to help safeguard against check fraud. Fees for this service include a \$50.00 set-up fee, a \$25.00 monthly fee for each account, and a \$0.25 per item exception processing fee in the event the customer does not complete the decision process in a timely manner. An online tutorial of this service is available on our website’s Education Center.
- Electronic Check Imaging – Receive electronic check images from a lockbox for utility customer account payments – At the present time, Village Bank does not offer this service.
- Responsive, accurate, cooperative, and courteous customer service – Village Bank is a community bank focused on customer service. Our growth is built on our philosophy of building and fostering relationships with our clients. As with any small business, our goal is to excel at providing superior customer service.

Compensation and Service Charges

The City of Ramsey currently has a Simply Free Business Checking account at Village Bank. With this account, there is no minimum balance, no monthly service charge, along with 1,000 free monthly transactions. Transactions items over 1,000 are just \$0.25 each.

Based on the information provided in the RFP, the following expenses would be assessed on your account.

Service Fees as of 10/11/12	#	Per Item	Monthly	Notes
Per Deposit	20	\$0.00	\$0.00	Transactions over 1,000 per month are just \$0.25 each
Per Check Deposited	10	\$0.00	\$0.00	Transactions over 1,000 per month are just \$0.25 each
Per Check Written	250	\$0.00	\$0.00	Transactions over 1,000 per month are just \$0.25 each
Wires - Incoming	5	\$20.00	\$100.00	
Wires - Outgoing	5	\$20.00	\$100.00	
Returned Deposit Fee - Checks/ACH	6	\$4.00	\$24.00	
Credit Card EFT/ACH	1	\$0.00	\$0.00	No charges for ACH transactions initiated by RevTrak ACH
ACH - Monthly	1	\$20.00	\$20.00	
ACH - Per File	3	\$5.00	\$15.00	
ACH - Per Item Within File	220	\$0.05	\$11.00	
Internet Transfers or Sweeps	0	\$0.00	\$0.00	
Stop Payments	0	\$30.00	\$0.00	
NSF Returned Fee - Checks or ACH	1	\$32.00	\$32.00	\$32.00 per item; \$160.00 daily maximum
International Wire Fee	0	\$55.00	\$0.00	

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Miscellaneous Information

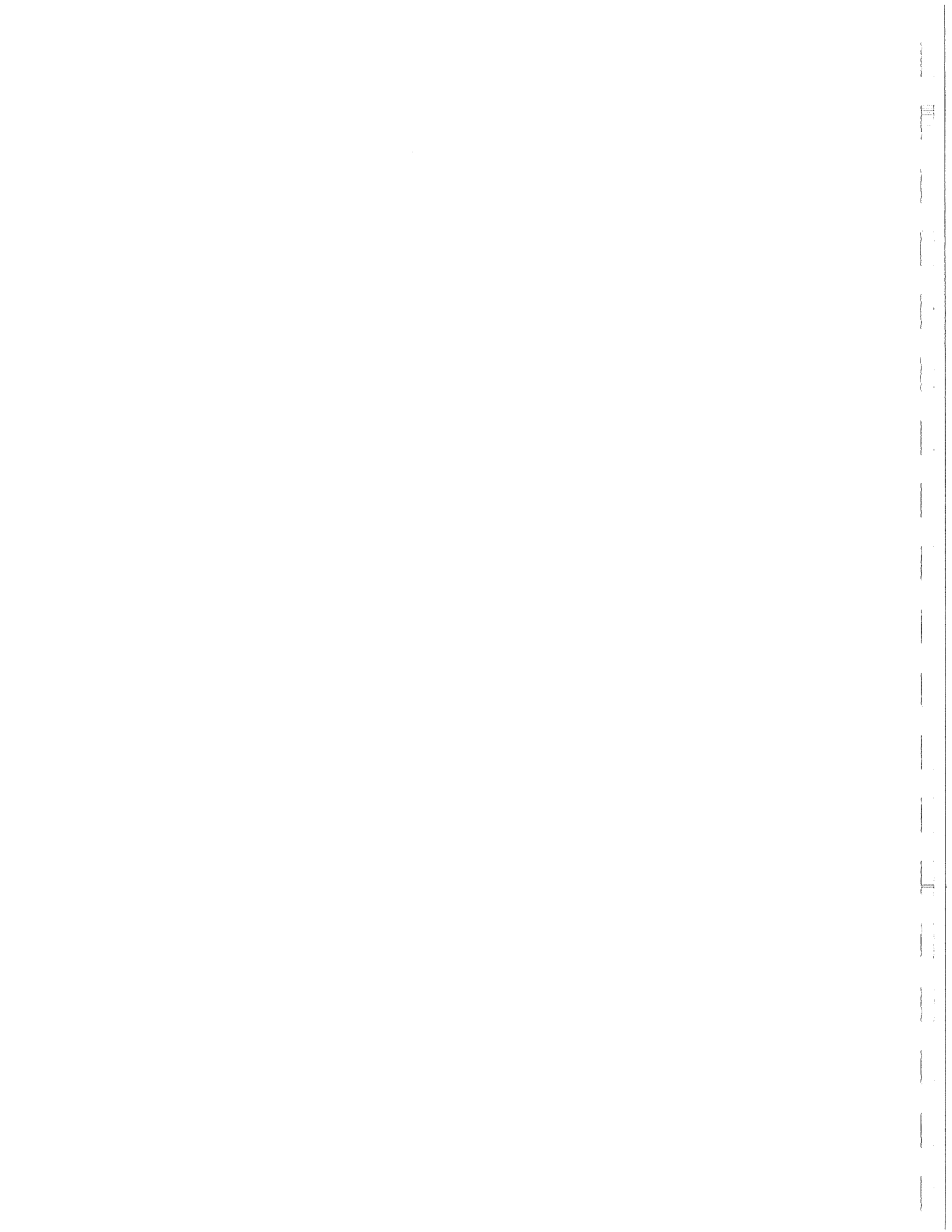
Deposits at FDIC-insured institutions, including Village Bank, are insured up to at least \$250,000 per depositor. In addition, under the Dodd Frank Act, all funds in a “noninterest-bearing transaction account” are insured in full by the Federal Deposit Insurance Corporation from December 31, 2010 through December 31, 2012. This temporary unlimited coverage is in addition to, and separate from, the coverage of at least \$250,000 available to depositors under the FDIC’s general deposit insurance rules.

If the unlimited insurance coverage available through December 31, 2012 is not extended, Village Bank will purchase \$3,000,000 in Federal Home Loan Bank Standby Letter of Credits to insure up to \$3,000,000 in deposits from the City of Ramsey through December 31, 2013. The costs for the Letter of Credit will be split evenly between Village Bank and the City of Ramsey. Currently, the cost of a standby letter of credit is 12.5 basis points. The cost for a \$3,000,000 standby letter of credit is \$3,750, which will be split evenly between Village Bank and the City of Ramsey. Any deposits in excess of \$3,000,000 will not be insured, which would not be in conformance with Minnesota Statutes 118A. Therefore, it is important that the City of Ramsey works closely with Village Bank to ensure the maximum coverage limit is not exceeded.

The pricing outlined in this proposal is effective January 1, 2013 through December 31, 2013.

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ATTACHMENTS



REPORT OF CONDITION

Consolidating domestic subsidiaries of
Village Bank
in the state of MN at close of business on June 30, 2012
published in response to call made by (Enter additional information below)

Statement of Resources and Liabilities

Dollar Amounts in Thousands

ASSETS

Cash and balances due from depository institutions:		
Noninterest-bearing balances and currency and coin		6,233
Interest-bearing balances		22,513
Securities:		
Held-to-maturity securities		0
Available-for-sale securities		19,065
Federal funds sold and securities purchased under agreements to resell:		
Federal funds sold		0
Securities purchased under agreements to resell		0
Loans and lease financing receivables:		
Loans and leases held for sale		0
Loans and leases, net of unearned income	135,479	
LESS: Allowance for loan and lease losses	7,751	
Loans and leases, net of unearned income and allowance		127,728
Trading Assets		0
Premises and fixed assets (including capitalized leases)		5,625
Other real estate owned		8,188
Investments in unconsolidated subsidiaries and associated companies		0
Direct and indirect investments in real estate ventures		0
Intangible assets:		
Goodwill		0
Other intangible assets		0
Other assets		1,363
Total assets		190,715

REPORT OF CONDITION (Continued)

LIABILITIES

Dollar Amounts in Thousands

Deposits:		
In domestic offices		176,560
Noninterest-bearing	41,513	
Interest-bearing	135,047	
Federal funds purchased and securities sold under agreements to repurchase:		
Federal funds purchased		0
Securities sold under agreements to repurchase		0
Trading liabilities		0
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)		5,000
Subordinated notes and debentures		0
Other liabilities		1,430
Total liabilities		182,990

EQUITY CAPITAL

Bank Equity Capital		0
Perpetual preferred stock and related surplus		141
Common stock		20,859
Surplus (excludes all surplus related to preferred stock)		(13,611)
Retained earnings		336
Accumulated other comprehensive income		0
Other equity capital components		7,725
Total bank equity capital		7,725
Noncontrolling (minority) interest in consolidated subsidiaries		0
Total equity capital		7,725
Total liabilities and equity capital		190,715

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

I, Bill Rew, CFO

(Name, Title)

of the above named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Director #1	<input type="text"/>	_____
Director #2	<input type="text"/>	_____
Director #3	<input type="text"/>	_____

Federal Financial Institutions Examination Council

Consolidated Reports of Condition and Income for a Bank With Domestic Offices Only—FFIEC 041

Report at the close of business June 30, 2012

(20120630)

(RCON 9999)

This report is required by law: 12 U.S.C. §324 (State member banks); 12 U.S.C. §1817 (State nonmember banks); 12 U.S.C. §161 (National banks) and 12 U.S.C. §1464 (Savings associations).

Unless the context indicates otherwise, the term "bank" in this report form refers to both banks and Savings associations.

This report form is to be filed by banks with domestic offices only. Banks with foreign offices (as defined in the instructions) must file FFIEC 031.

NOTE: Each bank's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Reports of Condition and Income. The Reports of Condition and Income are to be prepared in accordance with federal regulatory authority instructions. The Reports of Condition and Income must be signed by the Chief Financial Officer (CFO) of the reporting bank (or by the individual performing an equivalent function) and attested to by not less than two directors (trustees) for State nonmember banks and three directors for state member banks, national banks, and savings associations.

schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct to the best of my knowledge and belief.

We, the undersigned directors (trustees), attest to the correctness of the Reports of Condition and Income (including the supporting schedules) for this report date and declare that the Reports of Condition and Income have been examined by us and to the best of our knowledge and belief have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true and correct.

I, the undersigned CFO (or equivalent) of the named bank, attest that the Reports of Condition and Income (including the supporting

Director (Trustee)

Signature of Chief Financial Officer (or Equivalent)

Director (Trustee)

Date of Signature

Director (Trustee)

Submission of Reports

Each bank must file its Reports of Condition and Income (Call Report) data by either:

To fulfill the signature and attestation requirement for the Reports of Condition and Income for this report date, attach your bank's completed signature page (or a photocopy or a computer-generated version of this page) to the hard-copy record of the data file submitted to the CDR that your bank must place in its files.

- (a) Using computer software to prepare its Call Report and then submitting the report data directly to the FFIEC's Central Data Repository (CDR), an Internet-based system for data collection (<https://cdr.ffiec.gov/cdr/>), or
- (b) Completing its Call Report in paper form and arranging with a software vendor or another party to convert the data into the electronic format that can be processed by the CDR. The software vendor or other party then must electronically submit the bank's data file to the CDR.

The appearance of your bank's hard-copy record of the submitted data file need not match exactly the appearance of the FFIEC's sample report forms, but should show at least the caption of each Call Report item and the reported amount.

For technical assistance with submissions to the CDR, please contact the CDR Help Desk by telephone at (888) CDR-3111, by fax at (703) 774-3946, or by e-mail at CDR.Help@ffiec.gov.

Village Bank

Legal Title of Bank (RSSD 9017)

St. Francis

City (RSSD 9130)

MN

State Abbrev. (RSSD 9200)

55070

Zip Code (RSSD 9220)

FDIC Certificate Number

33761
(RSSD 9050)

The estimated average burden associated with this information collection is 50.1 hours per respondent and is estimated to vary from 17 to 700 hours per response, depending on individual circumstances. Burden estimates include the time for reviewing instructions, gathering and maintaining data in the required form, and completing the information collection, but exclude the time for compiling and maintaining business records in the normal course of a respondent's activities. A Federal agency 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. Comments concerning the accuracy of this burden estimate and suggestions for reducing this burden should be directed to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503, and to one of the following: Secretary, Board of Governors of the Federal Reserve System, Washington, DC 20551; Legislative and Regulatory Analysis Division, Office of the Comptroller of the Currency, Washington, DC 20219; Assistant Executive Secretary, Federal Deposit Insurance Corporation, Washington, DC 20429.

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

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For information or assistance, National banks, State nonmember banks, and savings associations should contact the FDIC's Data Collection and Analysis Section, 550 17th Street, NW, Washington, D.C. 20429, toll free on (800) 688-FDIC(3342), Monday through Friday between 8:00 a.m. and 5:00 p.m., eastern standard time (EST). State member banks should contact their Federal Reserve District Bank.

Contact Information for the Reports of Condition and Income

To facilitate communication between the Agencies and the bank concerning the Reports of Condition and Income, please provide contact information for (1) the Chief Financial Officer (or equivalent) of the bank signing the reports for this quarter and (2) the person at the bank - other than the Chief Financial Officer (or equivalent) - to whom questions about the reports should be directed. If the Chief Financial Officer (or equivalent) is the primary contact for questions about the reports, please provide contact information for another person at the bank who will serve as a secondary contact for communications between the Agencies and the bank concerning the Reports of Condition and Income. Enter "none" for the contact's e-mail address or fax number if not available. Contact information for the Reports of Condition and Income is for the confidential use of the Agencies and will not be released to the public.

Chief Financial Officer (or Equivalent) Signing the Reports

Bill Rew
 Name (TEXT C490)
 CFO
 Title (TEXT C491)
 brew@villagebankonline.com
 E-mail Address (TEXT C492)
 (763) 398-3567
 Telephone: Area code/phone number/extension (TEXT C493)
 (763) 780-3500
 FAX: Area code/phone number (TEXT C494)

Other Person to Whom Questions about the Reports Should be Directed

Ann Goetsch
 Name (TEXT C495)
 EVP
 Title (TEXT C496)
 goetsch@villagebankonline.com
 E-mail Address (TEXT 4086)
 (763) 398-3532
 Telephone: Area code/phone number/extension (TEXT 8902)
 (763) 780-3500
 FAX: Area code/phone number (TEXT 9116)

Emergency Contact Information

This information is being requested so the Agencies can distribute critical, time sensitive information to emergency contacts at banks. Please provide primary contact information for a senior official of the bank who has decision-making authority. Also provide information for a secondary contact if available. Enter "none" for the contact's e-mail address or fax number if not available. Emergency contact information is for the confidential use of the Agencies and will not be released to the public.

Primary Contact

Bill Rew
 Name (TEXT C366)
 CFO
 Title (TEXT C367)
 brew@villagebankonline.com
 E-mail Address (TEXT C368)
 (763) 398-3567
 Telephone: Area code/phone number/extension (TEXT C369)
 (763) 780-3500
 FAX: Area code/phone number (TEXT C370)

Secondary Contact

Name (TEXT C371)
 Title (TEXT C372)
 E-mail Address (TEXT C373)
 Telephone: Area code/phone number/extension (TEXT C374)
 FAX: Area code/phone number (TEXT C375)

USA PATRIOT Act Section 314(a) Anti-Money Laundering Contact Information

This information is being requested to identify points-of-contact who are in charge of your bank's USA PATRIOT Act Section 314(a) information requests. Bank personnel listed could be contacted by law enforcement officers or the Financial Crimes Enforcement Network (FinCEN) for additional information related to specific Section 314(a) search requests or other anti-terrorist financing and anti-money laundering matters. Communications sent by FinCEN to the bank for purposes other than Section 314(a) notifications will state the intended purpose and should be directed to the appropriate bank personnel for review. Any disclosure of customer records to law enforcement officers or FinCEN must be done in compliance with applicable law, including the Right to Financial Privacy Act (12 U.S.C. 3401 et seq.).

Please provide information for a primary and secondary contact. Information for a third and fourth contact may be provided at the bank's option. Enter "none" for the contact's e-mail address if not available. This contact information is for the confidential use of the Agencies, FinCEN, and law enforcement officers and will not be released to the public.

Primary Contact

Krissy Stodola
Name (TEXT C437)
Executive Assistant
Title (TEXT C438)
kstodola@villagebankonline.com
E-mail Address (TEXT C439)
(763) 398-3559
Telephone: Area code/phone number/extension (TEXT C440)

Secondary Contact

Jenny Forschen
Name (TEXT C442)
Internal Auditor / Compliance Officer
Title (TEXT C443)
jforschen@villagebankonline.com
E-mail Address (TEXT C444)
(763) 398-8020
Telephone: Area code/phone number/extension (TEXT C445)

Third Contact

Elaine Lenzen
Name (TEXT C870)
Teller Manager
Title (TEXT C871)
elenzen@villagebankonline.com
E-mail Address (TEXT C872)
(763) 398-3553
Telephone: Area code/phone number/extension (TEXT C873)

Fourth Contact

Name (TEXT C875)
Title (TEXT C876)
E-mail Address (TEXT C877)
Telephone: Area code/phone number/extension (TEXT C878)

Village Bank

Legal Title of Bank

St. Francis

City

MN 55070

State Zip Code

FDIC Certificate Number: 33761

**Consolidated Report of Income
for the period January 1, 2012 – June 30, 2012**

All Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI—Income Statement

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
1. Interest Income:			
a. Interest and fee income on loans:			
(1) Loans secured by real estate:			
(a) Loans secured by 1-4 family residential properties	4435	668	1.a.1.a
(b) All other loans secured by real estate	4436	2,504	1.a.1.b
(2) Commercial and industrial loans	4012	997	1.a.2
(3) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B485	0	1.a.3.a
(b) Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans)	B486	77	1.a.3.b
(4) Loans to foreign governments and official institutions	4056	0	1.a.4
(5) All other loans (1)	4058	67	1.a.5
(6) Total interest and fee income on loans (sum of items 1.a.(1)(a) through 1.a.(5))	4010	4,313	1.a.6
b. Income from lease financing receivables	4065	0	1.b
c. Interest income on balances due from depository institutions (2)	4115	48	1.c
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. Government agency obligations (excluding mortgage-backed securities)	B488	19	1.d.1
(2) Mortgage-backed securities	B489	163	1.d.2
(3) All other securities (includes securities issued by states and political subdivisions in the U.S.)	4060	12	1.d.3
e. Interest income from trading assets	4069	0	1.e
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	0	1.f
g. Other interest income	4518	14	1.g
h. Total interest income (sum of items 1.a.(6) through 1.g)	4107	4,569	1.h
2. Interest expense:			
a. Interest on deposits:			
(1) Transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	4508	6	2.a.1
(2) Nontransaction accounts:			
(a) Savings deposits (includes MMDAs)	0093	60	2.a.2.a
(b) Time deposits of \$100,000 or more	A517	171	2.a.2.b
(c) Time deposits of less than \$100,000	A518	312	2.a.2.c
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	0	2.b
c. Interest on trading liabilities and other borrowed money	4185	65	2.c

(1) Includes interest and fee income on "Loans to depository institutions and acceptances of other banks," "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans."

(2) Includes interest income on time certificates of deposit not held for trading.

Village Bank

Legal Title of Bank

FDIC Certificate Number: 33761

Schedule RI—Continued

	Year-to-date		
	RIAD	Bil Mil Thou	
Dollar Amounts in Thousands			
2. Interest expense (continued):			
d. Interest on subordinated notes and debentures	4200	0	2.d
e. Total interest expense (sum of items 2.a through 2.d)	4073	614	2.e
3. Net interest income (item 1.h minus 2.e)			3
		4074	3,955
4. Provision for loan and lease losses			4
		4230	1,765
5. Noninterest income:			
a. Income from fiduciary activities (1)	4070	0	5.a
b. Service charges on deposit accounts	4080	381	5.b
c. Trading revenue (2)	A220	0	5.c
d. (1) Fees and commissions from securities brokerage	C886	0	5.d.1
(2) Investment banking, advisory, and underwriting fees and commissions	C888	0	5.d.2
(3) Fees and commissions from annuity sales	C887	0	5.d.3
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.4
(5) Income from other insurance activities	C387	0	5.d.5
e. Venture capital revenue	B491	0	5.e
f. Net servicing fees	B492	0	5.f
g. Net securitization income	B493	0	5.g
h. Not applicable			
i. Net gains (losses) on sales of loans and leases	5416	0	5.i
j. Net gains (losses) on sales of other real estate owned	5415	(289)	5.j
k. Net gains (losses) on sales of other assets (excluding securities)	B496	12	5.k
l. Other noninterest income*	B497	452	5.l
m. Total noninterest income (sum of items 5.a through 5.l)			4079
			556
6. a. Realized gains (losses) on held-to-maturity securities			3521
			0
b. Realized gains (losses) on available-for-sale securities			3196
			59
7. Noninterest expense:			
a. Salaries and employee benefits	4135	1,713	7.a
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	549	7.b
c. (1) Goodwill impairment losses	C216	0	7.c.1
(2) Amortization expense and impairment losses for other intangible assets	C232	0	7.c.2
d. Other noninterest expense*	4092	2,010	7.d
e. Total noninterest expense (sum of items 7.a through 7.d)			4093
			4,272
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4, 5.m, 6.a, 6.b, and 7.e)			4301
			(1,467)
9. Applicable income taxes (on item 8)			4302
			0
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)			4300
			(1,467)
11. Extraordinary items and other adjustments, net of income taxes*			4320
			0
12. Net income (loss) attributable to bank and noncontrolling (minority) interests (sum of items 10 and 11)			G104
			(1,467)
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)			G103
			0
14. Net income (loss) attributable to bank (item 12 minus item 13)			4340
			(1,467)

* Describe on Schedule RI-E—Explanations

(1) For banks required to complete Schedule RC-T, items 14 through 22, income from fiduciary activities reported in Schedule RI, item 5.a, must equal the amount reported in Schedule RC-T, item 22.

(2) For banks required to complete Schedule RI, Memorandum item 8, trading revenue reported in Schedule RI, item 5.c, must equal the sum of Memorandum items 8.a through 8.e.

Village Bank

Legal Title of Bank

FDIC Certificate Number: 33761

Schedule RI—Continued

Memoranda

	Year-to-date		
	RIAD	Bil Mil Thou	
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 <i>Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets. (1)</i>	4513	0	M.1
2. Income from the sale and servicing of mutual funds and annuities (included in Schedule RI, item 8)	8431	N/A	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)	4313	67	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))	4507	8	M.4
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	62	M.5
<i>Memorandum item 6 is to be completed by: (1)</i>			
• banks with \$300 million or more in total assets, and			
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans.			
6. Interest and fee income on loans to finance agricultural production and other loans to farmers (included in Schedule RI, item 1.a.(5))	4024	N/A	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 (2)	RIAD	CCYY/MM/DD	M.7
	9106	0	
8. Trading revenue (from cash instruments and derivative instruments) (sum of Memorandum items 8.a through 8.e must equal Schedule RI, item 5.c) <i>Memorandum items 8.a through 8.e are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more for any quarter of the preceding calendar year.</i>	Year-to-date		
	RIAD	Bil Mil Thou	
a. Interest rate exposures	8757	N/A	M.8.a
b. Foreign exchange exposures	8758	N/A	M.8.b
c. Equity security and index exposures	8759	N/A	M.8.c
d. Commodity and other exposures	8760	N/A	M.8.d
e. Credit exposures	F186	N/A	M.8.e
<i>Memoranda Items 8.f and 8.g are to be completed by banks \$100 billion or more in total assets that are required to complete Schedule RI, Memorandum items 8.a through 8.e, above.(1)</i>			
f. Impact on trading revenue of changes in the creditworthiness of the bank's derivatives counterparties on the bank's derivative assets (included in Memorandum items 8.a through 8.e above)	K090	N/A	M.8.f
g. Impact on trading revenue of changes in the creditworthiness of the bank on the bank's derivative liabilities (included in Memorandum items 8.a. through 8.e above)	K094	N/A	M.8.g
9. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			
a. Net gains (losses) on credit derivatives held for trading	C889	0	M.9.a
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890	0	M.9.b
10. To be completed by banks with \$300 million or more in total assets:(1) Credit losses on derivatives (see instructions)	A251	N/A	M.10
11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year?	RIAD	YES / NO	M.11
	A530	YES	
<i>Memorandum item 12 is to be completed by banks that are required to complete Schedule RC-C, part I, Memorandum items 8.b and 8.c.</i>			
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))	Year-to-date		
	RIAD	Bil Mil Thou	
	F228	N/A	M.12

(1) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2011, Report of Condition.

(2) For example, a bank acquired on March 1, 2012, would report 2012/03/01

Village Bank

Legal Title of Bank

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Schedule RI—Continued

Memoranda — Continued

	Year-to-date		
Dollar Amounts in Thousands			
<i>Memorandum item 13 is to be completed by banks that have elected to account for assets and liabilities under a fair value option.</i>			
13. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets	F551	N/A	M.13.a
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	N/A	M.13.a.1
b. Net gains (losses) on liabilities	F553	N/A	M.13.b
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554	N/A	M.13.b.1
14. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:			
a. Total other-than-temporary impairment losses	J319	0	M.14.a
b. Portion of losses recognized in other comprehensive income (before income taxes)	J320	0	M.14.b
c. Net impairment losses recognized in earnings (included in Schedule RI, items 6.a and 6.b) (Memorandum item 14.a minus Memorandum item 14.b)	J321	0	M.14.c

Village Bank

Legal Title of Bank

FDIC Certificate Number: 33761

Schedule RI-A—Changes in Bank Equity Capital

Indicate decreases and losses in parentheses. Dollar Amounts in Thousands

	RIAD	Bil Mil Thou	
1. Total bank equity capital most recently reported for the December 31, 2011, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	3217	9,208	1
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors*	B507	0	2
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	9,208	3
4. Net income (loss) attributable to bank (must equal Schedule RI, item 14)	4340	(1,467)	4
5. Sale, conversion, acquisition, or retirement of capital stock, net (excluding treasury stock transactions)	B509	0	5
6. Treasury stock transactions, net	B510	0	6
7. Changes incident to business combinations, net	4356	0	7
8. LESS: Cash dividends declared on preferred stock	4470	0	8
9. LESS: Cash dividends declared on common stock	4460	0	9
10. Other comprehensive income(1)	B511	(16)	10
11. Other transactions with parent holding company* (not included in items 5, 6, 8, or 9 above)	4415	0	11
12. Total bank equity capital end of current period (sum of items 3 through 11)(must equal Schedule RC, item 27.a)	3210	7,725	12

* Describe on Schedule RI-E - Explanations.

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, and pension and other postretirement plan-related changes other than net periodic benefit cost.

Schedule RI-B—Charge-offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

Part I. Charge-offs and Recoveries on Loans and Leases

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

Dollar Amounts in Thousands

	(Column A) Charge-offs(1)		(Column B) Recoveries		
	Calendar year-to-date				
	RIAD	Bil Mil Thou	RIAD	Bil Mil Thou	
1. Loans secured by real estate:					
a. Construction, land development, and other land loans:					
(1) 1-4 family residential construction loans	C891	0	C892	0	1.a.1
(2) Other construction loans and all land development and other land loans	C893	827	C894	16	1.a.2
b. Secured by farmland	3584	0	3585	0	1.b
c. Secured by 1-4 family residential properties:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411	115	5412	0	1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens	C234	160	C217	32	1.c.2.a
(b) Secured by junior liens	C235	315	C218	1	1.c.2.b
d. Secured by multifamily (5 or more) residential properties	3588	0	3589	0	1.d
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	1,022	C896	0	1.e.1
(2) Loans secured by other nonfarm nonresidential properties	C897	720	C898	1	1.e.2
(3) Loans secured by other nonfarm nonresidential properties	4481	0	4482	0	2
2. Loans to depository institutions and acceptances of other banks					
3. Not applicable					
4. Commercial and industrial loans	4638	658	4608	158	4
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	0	B515	0	5.a
b. Automobile Loans	K129	0	K133	0	5.b
c. Other (includes revolving credit plans other than credit cards and other consumer loans)	K205	4	K206	0	5.c
6. Loans to foreign governments and official institutions	4643	0	4627	0	6
7. All other loans (2)	4644	20	4628	3	7
8. Lease financing receivables	4266	0	4267	0	8
9. Total (sum of items 1 through 8)	4635	3,841	4605	211	9

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

(2) Includes charge-offs and recoveries on "Loans to finance agricultural production and other loans to farmers," "Obligations

Schedule RI-B Continued

Part II. Changes in Allowance for Loan and Lease Losses

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
1. Balance most recently reported for the December 31, 2011, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income)	B522	9,616	1
2. Recoveries (must equal part I, item 9, column B, above)	4605	211	2
3. LESS: Charge-offs (must equal part I, item 9, column A, above less Schedule RI-B, part II, item 4)	C079	3,841	3
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523	0	4
5. Provision for loan and lease losses (must equal Schedule RI, item 4)	4230	1,765	5
6. Adjustments* (see instructions for this schedule)	C233	0	6
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule RC, item 4.c)	3123	7,751	7

* Describe on Schedule RI-E—Explanations.

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
Memoranda			
1. Allocated transfer risk reserve included in Schedule RI-B, part II, item 7, above <i>Memorandum items 2 and 3 are to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.</i>	C435	0	M.1
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	N/A	M.2
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges <i>Memorandum item 4 is to be completed by all banks.</i>	C390	N/A	M.3
4. Amount of allowance for post-acquisition credit losses on purchased credit impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (included in Schedule RI-B, part II, item 7, above)	C781	0	M.4

Village Bank

Legal Title of Bank

FDIC Certificate Number: 33761

Schedule RI-E—Explanations

Schedule RI-E is to be completed each quarter on a calendar year-to-date basis.

Detail all adjustments in Schedule RI-A and RI-B, all extraordinary items and other adjustments in Schedule RI, and all significant items of other noninterest income and other noninterest expense in Schedule RI. (See instructions for details.)

		Year-to-date		Dollar Amounts in Thousands	
				RIAD	Bl Mil Thou
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:					
	a.	Income and fees from the printing and sale of checks	C013	0	1.a
	b.	Earnings on/increase in value of cash surrender value of life insurance	C014	0	1.b
	c.	Income and fees from automated teller machines (ATMs)	C016	0	1.c
	d.	Rent and other income from other real estate owned	4042	145	1.d
	e.	Safe deposit box rent	C015	0	1.e
	f.	Net change in the fair values of financial instruments accounted for under a fair value option	F229	0	1.f
	g.	Bank card and credit card interchange fees	F555	192	1.g
	h.	Gains on bargain purchases	J447	0	1.h
	TEXT				
i.	4461		4461	0	1.i
j.	4462		4462	0	1.j
k.	4463		4463	0	1.k
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:					
	a.	Data processing expenses	C017	127	2.a
	b.	Advertising and marketing expenses	0497	71	2.b
	c.	Directors' fees	4136	0	2.c
	d.	Printing, stationery, and supplies	C018	0	2.d
	e.	Postage	8403	0	2.e
	f.	Legal fees and expenses	4141	0	2.f
	g.	FDIC deposit insurance assessments	4146	380	2.g
	h.	Accounting and auditing expenses	F556	0	2.h
	i.	Consulting and advisory expenses	F557	104	2.i
	j.	Automated teller machine (ATM) and interchange expenses	F558	0	2.j
	k.	Telecommunications expenses	F559	0	2.k
	TEXT				
l.	4464	Loan and collections	4464	279	2.l
m.	4467	OREO expenses	4467	692	2.m
n.	4468		4468	0	2.n
3. Extraordinary items and other adjustments and applicable income tax effect (from Schedule RI, item 11) (Itemize and describe all extraordinary items and other adjustments):					
	TEXT				
a.(1)	4469		4469	0	3.a.1
(2)		Applicable income tax effect	4486	0	3.a.2
b.(1)	4487		4487	0	3.b.1
(2)		Applicable income tax effect	4488	0	3.b.2
c.(1)	4489		4489	0	3.c.1
(2)		Applicable income tax effect	4491	0	3.c.2

Village Bank

Legal Title of Bank

St. Francis

City

MN **55070**

State Zip Code

FDIC Certificate Number: 33761

**Consolidated Report of Condition for Insured Banks
and Savings Associations for June 30, 2012****All schedules are to be reported in thousands of dollars. Unless otherwise indicated,
report the amount outstanding as of the last business day of the quarter.****Schedule RC—Balance Sheet**

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
Assets						
1. Cash and balances due from depository institutions (from Schedule RC-A):						
a. Noninterest-bearing balances and currency and coin(1)				0081	6,233	1.a
b. Interest-bearing balances(2)				0071	22,513	1.b
2. Securities:						
a. Held-to-maturity securities (from Schedule RC-B, column A)				1754	0	2.a
b. Available-for-sale securities (from Schedule RC-B, column D)				1773	19,065	2.b
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold				B987	0	3.a
b. Securities purchased under agreements to resell(3)				B989	0	3.b
4. Loans and lease financing receivables (from Schedule RC-C):						
a. Loans and leases held for sale				5369	0	4.a
b. Loans and leases, net of unearned income		B528	135,479			4.b
c. LESS: Allowance for loan and lease losses (must equal Report of Income Schedule RI B, part II, item 7)		3123	7,751			4.c
d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c)				B529	127,728	4.d
5. Trading assets (from Schedule RC-D)				3545	0	5
6. Premises and fixed assets (including capitalized leases)				2145	5,625	6
7. Other real estate owned (from Schedule RC-M)				2150	8,188	7
8. Investments in unconsolidated subsidiaries and associated companies				2130	0	8
9. Direct and indirect investments in real estate ventures				3656	0	9
10. Intangible assets:						
a. Goodwill				3163	0	10.a
b. Other intangible assets (from Schedule RC-M)				0426	0	10.b
11. Other assets (from Schedule RC-F)				2160	1,363	11
12. Total assets (sum of items 1 through 11)				2170	190,715	12

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Includes all securities resale agreements, regardless of maturity.

Village Bank

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Schedule RC - Continued

		Dollar Amounts in Thousands		RCON	Bl Mil Thou	
Liabilities						
13. Deposits:						
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E)				2200	176,560	13.a
(1) Noninterest-bearing(1)		6631	41,513			13.a.1
(2) Interest-bearing		6636	135,047			13.a.2
b. Not Applicable						
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased(2)				B993	0	14.a
b. Securities sold under agreements to repurchase(3)				B995	0	14.b
15. Trading liabilities (from Schedule RC-D)						
				3548	0	15
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M)						
				3190	5,000	16
17. and 18. Not Applicable						
19. Subordinated notes and debentures(4)						
				3200	0	19
20. Other liabilities (from Schedule RC-G)						
				2930	1,430	20
21. Total liabilities (sum of items 13 through 20)						
				2948	182,990	21
22. Not Applicable						
Equity Capital						
Bank Equity Capital						
23. Perpetual preferred stock and related surplus						
				3838	0	23
24. Common stock						
				3230	141	24
25. Surplus (excludes all surplus related to preferred stock)						
				3839	20,859	25
26. a. Retained earnings						
				3632	(13,611)	26.a
b. Accumulated other comprehensive income(5)						
				B530	336	26.b
c. Other equity capital components (6)						
				A130	0	26.c
27. a. Total bank equity capital (sum of items 23 through 26.c)						
				3210	7,725	27.a
b. Noncontrolling (minority) interests in consolidated subsidiaries						
				3000	0	27.b
28. Total equity capital (sum of items 27.a and 27.b)						
				G105	7,725	28
29. Total liabilities and equity capital (sum of items 21 and 28)						
				3300	190,715	29

Memoranda

To be reported with the March Report of Condition.

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 2011

RCON	Number
6724	N/A

M.1

- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm

- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

To be reported with the March Report of Condition.

2. Bank's fiscal year-end date

RCON	MM / DD
8678	N/A

M.2

- (1) Includes noninterest-bearing demand, time, and savings deposits.
- (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."
- (3) Includes all securities repurchase agreements, regardless of maturity.
- (4) Includes limited-life preferred stock and related surplus.
- (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and accumulated defined benefit pension and other post retirement plan adjustments.
- (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Village Bank

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

Schedule RC-A is to be completed only by banks with \$300 million or more in total assets.
Exclude assets held for trading.

	Dollar Amounts in Thousands		RCON	Bil Mil Thou	
	RCON	Bil Mil Thou			
1. Cash items in process of collection, unposted debits, and currency and coin:					
a. Cash items in process of collection and unposted debits	0020			N/A	1.a
b. Currency and coin	0080			N/A	1.b
2. Balances due from depository institutions in the U.S.:					
a. U.S. branches and agencies of foreign banks	0083			N/A	2.a
b. Other commercial banks in the U.S. and other depository institutions in the U.S.	0085			N/A	2.b
3. Balances due from banks in foreign countries and foreign central banks:					
a. Foreign branches of other U.S. banks	0073			N/A	3.a
b. Other banks in foreign countries and foreign central banks	0074			N/A	3.b
4. Balances due from Federal Reserve Banks	0090			N/A	4
5. Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1.a and 1.b)	0010			N/A	5

Schedule RC-B—Securities

Exclude assets held for trading.

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
1. U.S. Treasury securities	0211	0	0213	0	1286	1,023	1287	1,037	1
2. U.S. Government agency obligations (exclude mortgage-backed securities):									
a. Issued by U.S. Government-agencies(1)	1289	0	1290	0	1291	0	1293	0	2.a
b. Issued by U.S. Government-sponsored agencies(2)	1294	0	1295	0	1297	1,903	1298	1,943	2.b
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	374	8499	391	3

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

(2) Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Schedule RC-B—Continued

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
4. Mortgage-backed securities (MBS):									
a. Residential mortgage									
pass-through securities:									
(1) Guaranteed by GNMA	G300	0	G301	0	G302	1,539	G303	1,586	4.a.1
(2) Issued by FNMA and FHLMC	G304	0	G305	0	G306	4,907	G307	4,990	4.a.2
(3) Other pass-through securities	G308	0	G309	0	G310	0	G311	0	4.a.3
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies.(1)	G312	0	G313	0	G314	7,471	G315	7,573	4.b.1
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies.(1)	G316	0	G317	0	G318	0	G319	0	4.b.2
(3) All other residential MBS	G320	0	G321	0	G322	0	G323	0	4.b.3
c. Commercial MBS:									
(1) Commercial mortgage pass-through securities:									
(a). Issued or guaranteed by FNMA, FHLMC or GNMA	K142	0	K143	0	K144	1,512	K145	1,545	4.c.1.a
(b). Other pass-through securities	K146	0	K147	0	K148	0	K149	0	4.c.1.b
(2) Other commercial MBS:									
(a). Issued or guaranteed by U.S. Government agencies or sponsored agencies(1)	K150	0	K151	0	K152	0	K153	0	4.c.2.a
(b). All other commercial MBS	K154	0	K155	0	K156	0	K157	0	4.c.2.b

(1) U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

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Schedule RC-B—Continued

Dollar Amounts in Thousands	Held-to-maturity				Available-for-sale						
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value				
	RC0N	Bil Mil Thou	RC0N	Bil Mil Thou	RC0N	Bil Mil Thou	RC0N	Bil Mil Thou			
5. Asset-backed securities and structured financial products:											
a. Asset-backed securities (ABS)	C026	0	C988	0	C989	0	C027	0	5.a		
b. Structured financial products:											
(1) Cash	G336	0	G337	0	G338	0	G339	0	5.b.1		
(2) Synthetic	G340	0	G341	0	G342	0	G343	0	5.b.2		
(3) Hybrid	G344	0	G345	0	G346	0	G347	0	5.b.3		
6. Other debt securities:											
a. Other domestic debt securities	1737	0	1738	0	1739	0	1741	0	6.a		
b. Foreign debt securities	1742	0	1743	0	1744	0	1746	0	6.b		
7. Investments in mutual funds and other equity securities with readily determinable fair values(1)							A510	0	A511	0	7
8. Total (sum of items 1 through 7) (total of column A must equal Schedule RC, item 2.a) (total of column D must equal Schedule RC, item 2.b)	1754	0	1771	0	1772	18,729	1773	19,065	8		

(1) Report Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock in Schedule RC-F, item 4.

Schedule RC-B—Continued

Memoranda

	Dollar Amounts in Thousands		
	RCON	Bil Mil Thou	
1. Pledged securities(1)	0416	7,215	M.1
2. Maturity and repricing data for debt securities(1,2) (excluding those in nonaccrual status):			
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:(3,4)			
(1) Three months or less	A549	257	M.2.a.1
(2) Over three months through 12 months	A550	0	M.2.a.2
(3) Over one year through three years	A551	1,316	M.2.a.3
(4) Over three years through five years	A552	1,185	M.2.a.4
(5) Over five years through 15 years	A553	1,638	M.2.a.5
(6) Over 15 years	A554	520	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:(3,5)			
(1) Three months or less	A555	916	M.2.b.1
(2) Over three months through 12 months	A556	285	M.2.b.2
(3) Over one year through three years	A557	98	M.2.b.3
(4) Over three years through five years	A558	402	M.2.b.4
(5) Over five years through 15 years	A559	3,842	M.2.b.5
(6) Over 15 years	A560	1,033	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:(6)			
(1) Three years or less	A561	659	M.2.c.1
(2) Over three years	A562	6,914	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)	A248	275	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)	1778	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	8782	413	M.4.a
b. Fair value	8783	429	M.4.b

- (1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
- (2) Exclude investments in mutual funds and other equity securities with readily determinable fair values.
- (3) Report fixed rate debt securities by remaining maturity and floating rate debt securities by next repricing date.
- (4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus any nonaccrual debt securities in the categories of debt securities reported in Memorandum item 2.a that are included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 1, 2, 3, 4.c.(1), 5, and 6, columns A and D, plus residential mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus any nonaccrual mortgage pass-through securities backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, item 4.a, sum of columns A and D, less the amount of residential mortgage pass-through securities other than those backed by closed-end first lien 1-4 family residential mortgages included in Schedule RC-B, item 4.a, columns A and D.
- (6) Sum of Memorandum items 2.c.(1) and 2.c.(2) plus any nonaccrual "Other mortgage-backed securities" included in Schedule RC-N, item 9, column C, must equal Schedule RC-B, sum of items 4.b and 4.c.(2), columns A and D.

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Schedule RC-B—Continued

Memoranda — Continued

Dollar Amounts in Thousands	Held-to-maturity								Available-for-sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
<i>Memorandum items 5.a through 5.f are to be completed by banks with \$1 billion or more in total assets.(1)</i>																	
5. Asset-backed securities (ABS)(for each column, sum of Memorandum items 5.a through 5.f must equal Schedule RC-B, item 5.a):																	
a. Credit card receivables	B838		N/A		B839		N/A		B840		N/A		B841		N/A		M.5.a
b. Home equity lines	B842		N/A		B843		N/A		B844		N/A		B845		N/A		M.5.b
c. Automobile loans	B846		N/A		B847		N/A		B848		N/A		B849		N/A		M.5.c
d. Other consumer loans	B850		N/A		B851		N/A		B852		N/A		B853		N/A		M.5.d
e. Commercial and industrial loans	B854		N/A		B855		N/A		B856		N/A		B857		N/A		M.5.e
f. Other	B858		N/A		B859		N/A		B860		N/A		B861		N/A		M.5.f

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2011, Report of Condition.

Schedule RC-B—Continued

Memoranda — Continued

Dollar Amounts in Thousands

	Held-to-maturity				Available-for-sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule RC-B sum of items 5.b(1) through (3)):									
a. Trust preferred securities issued by financial institutions	G348	0	G349	0	G350	0	G351	0	M.6.a
b. Trust preferred securities issued by real estate investment trusts	G352	0	G353	0	G354	0	G355	0	M.6.b
c. Corporate and similar loans	G356	0	G357	0	G358	0	G359	0	M.6.c
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360	0	G361	0	G362	0	G363	0	M.6.d
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G364	0	G365	0	G366	0	G367	0	M.6.e
f. Diversified (mixed) pools of structured financial products	G368	0	G369	0	G370	0	G371	0	M.6.f
g. Other collateral or reference assets	G372	0	G373	0	G374	0	G375	0	M.6.g

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Schedule RC-C—Loans and Lease Financing Receivables

Part I. Loans and Leases

Do not deduct the allowance for loan and lease losses or the allocated transfer risk reserve from amounts reported in this schedule. Report

- (1) loans and leases held for sale at the lower of cost or fair value,
- (2) loans and leases held for investment, net of unearned income, and
- (3) loans and leases accounted for at fair value under a fair value option.

Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands

	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets(1)			(Column B) To Be Completed by All Banks			
	RCON	Bil Mil Thou		RCON	Bil Mil Thou		
1. Loans secured by real estate:							
a. Construction, land development, and other land loans:				F158	1,492		1.a.1
(1) 1-4 family residential construction loans							
(2) Other construction loans and all land development and other land loans				F159	17,127		1.a.2
b. Secured by farmland (including farm residential and other improvements)				1420	0		1.b
c. Secured by 1-4 family residential properties:							
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit				1797	5,653		1.c.1
(2) Closed-end loans secured by 1-4 family residential properties:							
(a) Secured by first liens				5367	12,481		1.c.2.a
(b) Secured by junior liens				5368	1,959		1.c.2.b
d. Secured by multifamily (5 or more) residential properties				1460	0		1.d
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties				F160	46,239		1.e.1
(2) Loans secured by other nonfarm nonresidential properties				F161	17,697		1.e.2
2. Loans to depository institutions and acceptances of other banks				1288	0		2
a. To commercial banks in the U.S.:							
(1) To U.S. branches and agencies of foreign banks	B532	N/A					2.a.1
(2) To other commercial banks in the U.S.	B533	N/A					2.a.2
b. To other depository institutions in the U.S.	B534	N/A					2.b
c. To banks in foreign countries:							
(1) To foreign branches of other U.S. banks	B536	N/A					2.c.1
(2) To other banks in foreign countries	B537	N/A					2.c.2
3. Loans to finance agricultural production and other loans to farmers				1590	0		3
4. Commercial and industrial loans				1766	26,639		4
a. To U.S. addressees (domicile)	1763	N/A					4.a
b. To non-U.S. addressees (domicile)	1764	N/A					4.b
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
a. Credit cards				B538	0		6.a
b. Other revolving credit plans				B539	291		6.b
c. Automobile Loans				K137	149		6.c
d. Other consumer loans (includes single payment, installment, and all student loans)				K207	906		6.d
7. Loans to foreign governments and official institutions (including foreign central banks)				2081	0		7
8. Obligations (other than securities and leases) of states and political subdivisions in the U.S.				2107	4,817		8

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2011, Report of Condition.

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Schedule RC-C—Continued

Part I. Continued

Dollar Amounts in Thousands	(Column A) To Be Completed by Banks with \$300 Million or More in Total Assets(1)				(Column B) To Be Completed by All Banks				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
	9. Loans to nondepository financial institutions and other loans:								
a. Loans to nondepository financial institutions					J454			0	9.a
b. Other loans					J464			29	9.b
(1) Loans for purchasing or carrying securities (secured and unsecured)	1545			N/A					9.b.1
(2) All other loans (exclude consumer loans)	J451			N/A					9.b.2
10. Lease financing receivables (net of unearned income)					2165			0	10
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162			N/A					10.a
b. All other leases	F163			N/A					10.b
11. LESS: Any unearned income on loans reflected in items 1-9 above					2123			0	11.
12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (must equal Schedule RC, sum of items 4.a and 4.b)					2122			135,479	12

Memoranda

Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule RC-C, Part 1, and not reported as past due or nonaccrual in Schedule RC-N, Memorandum item 1):					
a. Construction, land development, and other land loans:					
(1) 1 - 4 family residential construction loans	K158			0	M.1.a.1
(2) Other construction loans and all land development and other land loans	K159			791	M.1.a.2
b. Loans secured by 1-4 residential properties	F576			614	M.1.b
c. Secured by multifamily (5 or more) residential properties	K160			0	M.1.c
d. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161			0	M.1.d.1
(2) Loans secured by other nonfarm nonresidential properties	K162			1,162	M.1.d.2
e. Commercial and Industrial loans:	K256			1,117	M.1.e
<i>Memorandum items 1.e.(1) and (2) are to be completed by banks with \$300 million or more in total assets (1) (Sum of Memorandum items 1.e.(1) and (2) must equal Memorandum item 1.e):</i>					
(1) To U.S. addressees (domicile)	K163			N/A	M.1.e.1
(2) To non-U.S. addressees (domicile)	K164			N/A	M.1.e.2
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	K165			1,065	M.1.f
<i>Itemize loan categories included in memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructutings that are in compliance with their modified terms (sum of memorandum items 1.a through 1.e plus 1.f):</i>					
(1) Loans secured by farmland	K166			0	M.1.f.1
(2) Loans to depository institutions and acceptances of other banks	K167			0	M.1.f.2
(3) Not applicable					

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2011, Report of Condition.

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Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued

Dollar Amounts in Thousands

	RCON	Bil Mil Thou	
1.f. (4) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit Cards	K098	0	M.1.f.4(a)
(b) Automobile Loans	K203	0	M.1.f.4(b)
(c) Other (includes revolving credit plans other than credit cards and other consumer loans)	K204	0	M.1.f.4(c)
(5) Loans to foreign governments and official institutions	K212	0	M.1.f.5
(6) Other loans(1)	K267	1,065	M.1.f.6
<i>Memorandum item 1.f.(6)(a) is to be completed by(2):</i>			
- Banks with \$300 million or more in total assets			
- Banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans			
(a) Loans to finance agricultural production and other loans to farmers included in Schedule RC-C, part I, Memorandum item 1.f.(6), above	K168	N/A	M.1.f.6(a)
2. Maturity and repricing data for loans and leases (excluding those in nonaccrual status):			
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:(3,4)			
(1) Three months or less	A564	1,888	M.2.a.1
(2) Over three months through 12 months	A565	3,158	M.2.a.2
(3) Over one year through three years	A566	6,681	M.2.a.3
(4) Over three years through five years	A567	483	M.2.a.4
(5) Over five years through 15 years	A568	0	M.2.a.5
(6) Over 15 years	A569	0	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:(3,5)			
(1) Three months or less	A570	26,417	M.2.b.1
(2) Over three months through 12 months	A571	28,003	M.2.b.2
(3) Over one year through three years	A572	48,167	M.2.b.3
(4) Over three years through five years	A573	7,393	M.2.b.4
(5) Over five years through 15 years	A574	1,169	M.2.b.5
(6) Over 15 years	A575	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)	A247	47,610	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(6)	2746	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)	5370	0	M.4

(1) Includes "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and loans) of states and political subdivisions in the US.," and "Loans to nondepository financial institutions and other loans."
(2) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2011, Report of Condition.
(3) Report fixed rate loans and leases by remaining maturity and floating rate loans by next repricing date.
(4) Sum of Memorandum items 2.a.(1) through 2.a.(6) plus total nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.
(5) Sum of Memorandum items 2.b.(1) through 2.b.(6) plus total nonaccrual loans and leases from Schedule RC-N, sum of items 1 through 8, column C, minus nonaccrual closed-end loans secured by first liens on 1-4 family residential properties included in Schedule RC-N, item 1.c.(2)(a), column C, must equal total loans and leases from Schedule RC-C, part I, sum of items 1 through 10, column B, minus total closed-end loans secured by first liens on 1-4 family residential properties from Schedule RC-C, part I, item 1.c.(2)(a), column B.
(6) Exclude loans secured by real estate that are included in Schedule RC-C, part I, items 1.a through 1.e, column B.

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued

Dollar Amounts in Thousands

	RCON	Bl Mil Thou	
5. To be completed by banks with \$300 million or more in total assets:(1) 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)	B837	N/A	M.5
Memorandum item 6 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.			
6. Outstanding credit card fees and finance charges included in Schedule RC-C, part I, item 6.a.	C391	N/A	M.6
Memorandum item 7 is to be completed by all banks.			
7. Purchased credit-impaired loans held for investment accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (exclude loans held for sale):			
a. Outstanding balance	C779	0	M.7.a
b. Carrying amount included in Schedule RC-C, part I, items 1 through 9	C780	0	M.7.b
8. Closed-end loans with negative amortization features secured by 1-4 family residential properties:			
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 (b))	F230	0	M.8.a
Memorandum items 8.b and 8.c are to be completed by banks that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule RC-C, part I, Memorandum item 8.a.) as of December 31, 2011, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income (as reported in Schedule RC-C, part I, item 12, column B).			
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	F231	N/A	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	F232	N/A	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))	F577	0	M.9
Memorandum items 10 and 11 are to be completed by banks that have elected to measure loans included in Schedule RC-C, part I, items 1 through 9, at fair value under a fair value option.			
10. Loans measured at fair value (included in Schedule RC-C, part I, items 1 through 9):			
a. Loans secured by real estate:			
(1) Construction, land development, and other land loans	F578	N/A	M.10.a.1
(2) Secured by farmland (including farm residential and other improvements)	F579	N/A	M.10.a.2
(3) Secured by 1-4 family residential properties:			
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F580	N/A	M.10.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:			
(1) Secured by first liens	F581	N/A	M.10.a.3.b.1
(2) Secured by junior liens	F582	N/A	M.10.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F583	N/A	M.10.a.4
(5) Secured by nonfarm nonresidential properties	F584	N/A	M.10.a.5
b. Commercial and industrial loans	F585	N/A	M.10.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards	F586	N/A	M.10.c.1
(2) Other revolving credit plans	F587	N/A	M.10.c.2
(3) Automobile loans	K196	N/A	M.10.c.3
(4) Other consumer loans	K208	N/A	M.10.c.4
d. Other loans	F589	N/A	M.10.d

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2011, Report of Condition.

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
11. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-C, part I, Memorandum Item 10):				
a. Loans secured by real estate:				
(1) Construction, land development, and other land loans		F590	N/A	M.11.a.1
(2) Secured by farmland (including farm residential and other improvements)		F591	N/A	M.11.a.2
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		F592	N/A	M.11.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:				
(1) Secured by first liens		F593	N/A	M.11.a.3.b.1
(2) Secured by junior liens		F594	N/A	M.11.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties		F595	N/A	M.11.a.4
(5) Secured by nonfarm nonresidential properties		F596	N/A	M.11.a.5
b. Commercial and industrial loans		F597	N/A	M.11.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards		F598	N/A	M.11.c.1
(2) Other revolving credit plans		F599	N/A	M.11.c.2
(3) Automobile loans		K195	N/A	M.11.c.3
(4) Other consumer loans		K209	N/A	M.11.c.4
d. Other loans		F601	N/A	M.11.d

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition date		(Column C) Best estimate at acquisition date of of contractual cash flows not expected to be collected		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
12. Loans (not subject to the requirements of FASB ASC 310-30 (former AICPA Statement of Position 03-3)) and leases held for investment that were acquired in business combinations with acquisition dates in the current calendar year:							
a. Loans secured by real estate	G091	0	G092	0	G093	0	M.12.a
b. Commercial and industrial loans	G094	0	G095	0	G096	0	M.12.b
c. Loans to individuals for household, family, and other personal expenditures							
	G097	0	G098	0	G099	0	M.12.c
d. All other loans and all leases	G100	0	G101	0	G102	0	M.12.d

Schedule RC-C—Continued

Part I. Continued

Memoranda — Continued

Dollar Amounts in Thousands		RCON	Bl Mil Thou	
<i>Memorandum item 13 is to be completed by banks that had construction, land development, and other land loans (as reported in Schedule RC-C, part I, item 1.a, column B) that exceeded 100 percent of total risk-based capital (as reported in Schedule RC-R, item 21) as of December 31, 2011.</i>				
13. Construction, land development, and other land loans with interest reserves:				
a. Amount of loans that provide for the use of interest reserves (included in Schedule RC-C, part I, item 1.a, column B)		G376	0	M.13.a
b. Amount of interest capitalized from interest reserves on construction, land development, and other land loans that is included in interest and fee income on loans during the quarter (included in Schedule RI, item 1a.(1)(b))				
		RIAD		
		G377	0	M.13.b
<i>Memorandum item 14 is to be completed by all banks.</i>				
14. Pledged loans and leases		RCON		
		G378	43,214	M.14
<i>Memorandum item 15 is to be completed for the December report only.</i>				
15. Reverse mortgages:				
a. Reverse mortgages outstanding that are held for investment (included in Schedule RC-C, item 1.c, above):				
(1) Home Equity Conversion Mortgage (HECM) reverse mortgages		J466	N/A	M.15.a.1
(2) Proprietary reverse mortgages		J467	N/A	M.15.a.2
b. Estimated number of reverse mortgage loan referrals to other lenders during the year from whom compensation has been received for services performed in connection with the origination of the reverse mortgages:				
		RCON	Number	
(1) Home Equity Conversion Mortgage (HECM) reverse mortgages		J468	N/A	M.15.b.1
(2) Proprietary reverse mortgages		J469	N/A	M.15.b.2
c. Principal amount of reverse mortgage originations that have been sold during the year:				
		RCON	Bl Mil Thou	
(1) Home Equity Conversion Mortgage (HECM) reverse mortgages		J470	N/A	M.15.c.1
(2) Proprietary reverse mortgages		J471	N/A	M.15.c.2

Schedule RC-C—Continued

Part II. Loans to Small Businesses and Small Farms

Report the number and amount currently outstanding as of the report date of business loans with "original amounts" of \$1,000,000 or less and farm loans with "original amounts" of \$500,000 or less. The following guidelines should be used to determine the "original amount" of a loan: (1) For loans drawn down under lines of credit or loan commitments, the "original amount" of the loan is the size of the line of credit or loan commitment was most recently approved, extended, or renewed prior to the report date. However, if the amount currently outstanding as of the report date exceeds this size, the "original amount" is the amount currently outstanding on the report date. (2) For loan participations and syndications, the "original amount" of the loan participation or syndication is the entire amount of the credit originated by the lead lender. (3) For all other loans, the "original amount" is the total amount of the loan at origination or the amount currently outstanding as of the report date, whichever is larger.

Loans to Small Businesses

1. Indicate in the 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, (1) have original amounts of \$ 100,000 or less (If your bank has no loans outstanding in both of these two loan categories, place the word "NO" in the box to the right.)

RCON	YES / NO
6999	NO

1

If YES, complete items 2.a and 2.b below, skip items 3 and 4, and go to item 5.

If NO, and your bank has loans outstanding in either loan category, skip items 2.a and 2.b, complete items 3 and 4 below, and go to item 5.

If NO and your bank has no loans outstanding in both loan categories, skip items 2 through 4, and go to item 5.

2. Report the total number of loans currently outstanding for each of the following Schedule RC-C, part I, loan categories:

a. "Loans secured by nonfarm nonresidential properties" reported in Schedule RC-C, part I, items 1.e.(1) and 1.e.(2) (Note: Sum of items 1.e.(1) and 1.e.(2) divided by the number of loans should NOT exceed \$100,000.)

b. "Commercial and industrial loans " reported in Schedule RC-C, part I, Item 4,(1) (Note: Item 4,(1) divided by the number of loans should NOT exceed \$100,000.)

Number of Loans	
RCON	
5562	N/A
RCON	
5563	N/A

2.a

2.b

	(Column A) Number of Loans		(Column B) Amount Currently Outstanding		
	RCON		RCON	Bil Mil Thou	
Dollar Amounts in Thousands					
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) (sum of items 3.a through 3.c must be less than or equal to Schedule RC-C, part I, sum of items 1.e.(1) and 1.e.(2)):					
a. With original amounts of \$100,000 or less	5564	14	5565	610	3.a
b. With original amounts of more than \$100,000 through \$250,000	5566	26	5567	3,791	3.b
c. With original amounts of more than \$250,000 through \$1,000,000	5568	68	5569	23,362	3.c
4. Number and amount currently outstanding of "Commercial and industrial loans" reported in Schedule RC-C, part I, item 4 1 (sum of items 4.a through 4.c must be less than or equal to Schedule RC-C, part I, item 4 1):					
a. With original amounts of \$100,000 or less	5570	193	5571	5,430	4.a
b. With original amounts of more than \$100,000 through \$250,000	5572	63	5573	7,328	4.b
c. With original amounts of more than \$250,000 through \$1,000,000	5574	35	5575	8,446	4.c

(1) Banks with \$300 million or more in total assets should provide the requested information for "Commercial and industrial loans" based on the loans reported in Schedule RC-C, part I item 4.a, column A, "Commercial and industrial loans to U.S. addressees."

Village Bank

Legal Title of Bank

FDIC Certificate Number: 33761

Schedule RC-C—Continued

Part II. Continued

Agricultural Loans to Small Farms

5. Indicate in the 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 (If your bank has no loans outstanding in both of these two loan categories, place the word "NO" in the box to the right.)

RCON	YES / NO
6860	NO

5

If YES, complete items 6.a and 6.b below and do not complete items 7 and 8.

If NO and your bank has loans outstanding in either loan category, skip items 6.a and 6.b and complete items 7 and 8 below.

If NO and your bank has no loans outstanding in both loan categories, do not complete items 6 through 8.

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, (Note: Item 1.b divided by the number of loans should NOT exceed \$100,000.)
- b. "Loans to finance agricultural production and other loans to farmers" reported in Schedule RC-C, part I, item 3 (Note: Item 3 divided by the number of loans should NOT exceed \$100,000.)

Number of Loans	
RCON	
5576	N/A
RCON	
5577	N/A

6.a

6.b

Dollar Amounts in Thousands

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 (sum of items 7.a through 7.c must be less than or equal to Schedule RC-C, part I, item 1.b):

- a. With original amounts of \$100,000 or less
- b. With original amounts of more than \$100,000 through \$250,000
- c. With original amounts of more than \$250,000 through \$500,000

(Column A) Number of Loans		(Column B) Amount Currently Outstanding	
RCON		RCON	Bill Mil Thou
5578	N/A	5579	N/A
5580	N/A	5581	N/A
5582	N/A	5583	N/A
5584	N/A	5585	N/A
5586	N/A	5587	N/A
5588	N/A	5589	N/A

7.a

7.b

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 (sum of items 8.a through 8.c must be less than or equal to Schedule RC-C, part I, item 3):

- a. With original amounts of \$100,000 or less
- b. With original amounts of more than \$100,000 through \$250,000
- c. With original amounts of more than \$250,000 through \$500,000

8.a

8.b

8.c

Village Bank

Legal Title of Bank

FDIC Certificate Number: 33761

Schedule RC-D - Trading Assets and Liabilities

Schedule RC-D is to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$2 million or more in any of the four preceding calendar quarters.

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
Assets						
1.	U.S. Treasury securities			3531	N/A	1
2.	U.S. Government agency obligations (exclude mortgage-backed securities)			3532	N/A	2
3.	Securities issued by states and political subdivisions in the U.S.			3533	N/A	3
4.	Mortgage-backed securities (MBS):					
a.	Residential mortgage pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA			G379	N/A	4.a
b.	Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored agencies(1)(include CMOs, REMICs, and stripped MBS)			G380	N/A	4.b
c.	All other residential MBS			G381	N/A	4.c
d.	Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies(1)			K197	N/A	4.d
e.	All other commercial MBS			K198	N/A	4.e
5.	Other debt securities:					
a.	Structured financial products:					
(1)	Cash			G383	N/A	5.a.1
(2)	Synthetic			G384	N/A	5.a.2
(3)	Hybrid			G385	N/A	5.a.3
b.	All other debt securities			G386	N/A	5.b
6.	Loans:					
a.	Loans secured by real estate:					
(1)	Construction, land development, and other land loans			F604	N/A	6.a.1
(2)	Secured by farmland (including farm residential and other improvements)			F605	N/A	6.a.2
(3)	Secured by 1-4 family residential properties:					
(a)	Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			F606	N/A	6.a.3.a
(b)	Closed-end loans secured by 1-4 family residential properties:					
(1)	Secured by first liens			F607	N/A	6.a.3.b.1
(2)	Secured by junior liens			F611	N/A	6.a.3.b.2
(4)	Secured by multifamily (5 or more) residential properties			F612	N/A	6.a.4
(5)	Secured by nonfarm nonresidential properties			F613	N/A	6.a.5
b.	Commercial and industrial loans			F614	N/A	6.b
c.	Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1)	Credit cards			F615	N/A	6.c.1
(2)	Other revolving credit plans			F616	N/A	6.c.2
(3)	Automobile Loans			K199	N/A	6.c.3
(4)	Other consumer loans			K210	N/A	6.c.4
d.	Other loans			F618	N/A	6.d
7. and 8.	Not applicable					
9.	Other trading assets			3541	N/A	9
10.	Not applicable					
11.	Derivatives with a positive fair value			3543	N/A	11
12.	Total trading assets (sum of items 1 through 11) (must equal Schedule RC, item 5)			3545	N/A	12
Liabilities						
13. a.	Liability for short positions			3546	N/A	13.a
b.	Other trading liabilities			F624	N/A	13.b
14.	Derivatives with a negative fair value			3547	N/A	14
15.	Total trading liabilities (sum of items 13.a through 14) (must equal Schedule RC, item 15)			3548	N/A	15

(1) U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

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Schedule RC-D - Continued

Memoranda

	Dollar Amounts in Thousands		RCON	Bill Mil Thou	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule RC-D, items 6.a.(1) through 6.d):					
a. Loans secured by real estate:					
(1) Construction, land development, and other land loans	F625	N/A			M.1.a.1
(2) Secured by farmland (including farm residential and other improvements)	F626	N/A			M.1.a.2
(3) Secured by 1-4 family residential properties:					
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	F627	N/A			M.1.a.3.a
(b) Closed-end loans secured by 1-4 family residential properties:					
(1) Secured by first liens	F628	N/A			M.1.a.3.b.1
(2) Secured by junior liens	F629	N/A			M.1.a.3.b.2
(4) Secured by multifamily (5 or more) residential properties	F630	N/A			M.1.a.4
(5) Secured by nonfarm nonresidential properties	F631	N/A			M.1.a.5
b. Commercial and industrial loans	F632	N/A			M.1.b
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F633	N/A			M.1.c.1
(2) Other revolving credit plans	F634	N/A			M.1.c.2
(3) Automobile Loans	K200	N/A			M.1.c.3
(4) Other consumer loans	K211	N/A			M.1.c.4
d. Other loans	F636	N/A			M.1.d
2. Loans measured at fair value that are past due 90 days or more:					
a. Fair value	F639	N/A			M.2.a
b. Unpaid principal balance	F640	N/A			M.2.b
3. Structured financial products by underlying collateral or reference assets (sum of Memorandum items 3.a through 3.g must equal Schedule RC-D, sum of items 5.a.(1) through (3)):					
a. Trust preferred securities issued by financial institutions	G299	N/A			M.3.a
b. Trust preferred securities issued by real estate investment trusts	G332	N/A			M.3.b
c. Corporate and similar loans	G333	N/A			M.3.c
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334	N/A			M.3.d
e. 1-4 family residential MBS not issued or guaranteed by GSEs	G335	N/A			M.3.e
f. Diversified (mixed) pools of structured financial products	G651	N/A			M.3.f
g. Other collateral or reference assets	G652	N/A			M.3.g
4. Pledged trading assets:					
a. Pledged securities	G387	N/A			M.4.a
b. Pledged Loans	G388	N/A			M.4.b
<i>Memorandum items 5 through 10 are to be completed by banks that reported average trading assets (Schedule RC-K, item 7) of \$1 billion or more in any of the four preceding calendar quarters.</i>					
5. Asset-backed securities:					
a. Credit card receivables	F643	N/A			M.5.a
b. Home equity lines	F644	N/A			M.5.b
c. Automobile loans	F645	N/A			M.5.c
d. Other consumer loans	F646	N/A			M.5.d
e. Commercial and industrial loans	F647	N/A			M.5.e
f. Other	F648	N/A			M.5.f
6. Retained beneficial interests in securitizations (first-loss or equity tranches)	F651	N/A			M.6
7. Equity securities (included in Schedule RC-D, item 9, above):					
a. Readily determinable fair values	F652	N/A			M.7.a
b. Other	F653	N/A			M.7.b
8. Loans pending securitization	F654	N/A			M.8

Village Bank

Legal Title of Bank

FDIC Certificate Number: 33761

Schedule RC-D - Continued

Memoranda - Continued

Dollar Amounts in Thousands

		RCON	Bil Mil Thou	
9. Other trading assets (itemize and describe amounts included in Schedule RC-D, item 9, that are greater than \$25,000 and exceed 25 percent of the item): (1)				
TEXT				
a.	F655 N/A	F655	N/A	M.9.a
b.	F656 N/A	F656	N/A	M.9.b
c.	F657 N/A	F657	N/A	M.9.c
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):				
TEXT				
a.	F658 N/A	F658	N/A	M.10.a
b.	F659 N/A	F659	N/A	M.10.b
c.	F660 N/A	F660	N/A	M.10.c

(1) Exclude equity securities.

Schedule RC-E—Deposit Liabilities

Dollar Amounts in Thousands	Transaction Accounts						Nontransaction Accounts						
	(Column A) Total transaction accounts (including total demand deposits)			(Column B) Memo: Total demand deposits(1) (included in column A)			(Column C) Total nontransaction accounts (including MMDAs)						
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
Deposits of:													
1. Individuals, partnerships, and corporations (include all certified and official checks)	B549			55,112					B550			112,754	1
2. U.S. Government	2202			0					2520			0	2
3. States and political subdivisions in the U.S.	2203			4,412					2530			4,282	3
4. Commercial banks and other depository institutions in the U.S.	B551			0					B552			0	4
5. Banks in foreign countries	2213			0					2236			0	5
6. Foreign governments and official institutions (Including foreign central banks)	2216			0					2377			0	6
7. Total (sum of items 1 through 6) (sum of columns A and C must equal Schedule RC, item 13.a)	2215			59,524	2210			41,450	2385			117,036	7

Memoranda

Dollar Amounts in Thousands	RCON	Bil	Mil	Thou	
1. Selected components of total deposits (i.e., sum of item 7, columns A and C):					
a. Total Individual Retirement Accounts (IRAs) and Keogh Plan accounts	6835			9,000	M.1.a
b. Total brokered deposits	2365			7,000	M.1.b
c. Fully insured brokered deposits (included in Memorandum item 1.b above):(2)					
(1) Brokered deposits of less than \$100,000	2343			7,000	M.1.c.1
(2) Brokered deposits of \$100,000 through \$250,000 and certain brokered retirement deposit accounts	J472			0	M.1.c.2
d. Maturity data for brokered deposits:					
(1) Brokered deposits of less than \$100,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(1) above)	A243			7,000	M.1.d.1
(2) Brokered deposits of \$100,000 through \$250,000 with a remaining maturity of one year or less (included in Memorandum item 1.c.(2) above)	K219			0	M.1.d.2
(3) Brokered deposits of more than \$250,000 with a remaining maturity of one year or less (included in Memorandum item 1.b above)	K220			0	M.1.d.3
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)	5590			N/A	M.1.e
f. Estimated amount of deposits obtained through the use of deposit listing services that are not brokered deposits	K223			16,161	M.1.f
2. Components of total nontransaction accounts (sum of Memorandum items 2.a through 2.d must equal item 7, column C above):					
a. Savings deposits:					
(1) Money market deposit accounts (MMDAs)	6810			36,561	M.2.a.1
(2) Other savings deposits (excludes MMDAs)	0352			15,261	M.2.a.2
b. Total time deposits of less than \$100,000	6648			41,806	M.2.b
c. Total time deposits of \$100,000 through \$250,000	J473			19,385	M.2.c
d. Total time deposits of more than \$250,000	J474			4,022	M.2.d
e. Individual Retirement Accounts (IRAs) and Keogh Plan accounts of \$100,000 or more included in Memorandum item 2.c and 2.d above	F233			3,457	M.2.e

(1) Includes interest-bearing and noninterest-bearing demand deposits.

(2) The dollar amounts used as the basis for reporting in Memorandum items 1.c.(1) and (2) reflect the deposit insurance limits in effect on the report date.

Schedule RC-E—Continued

Memoranda — Continued

Dollar Amounts in Thousands	RCON	Bil Mil Thou	
3. Maturity and repricing data for time deposits of less than \$100,000:			
a. Time deposits of less than \$100,000 with a remaining maturity or next repricing date of:(1,2)			
(1) Three months or less	A579	8,259	M.3.a.1
(2) Over three months through 12 months	A580	19,464	M.3.a.2
(3) Over one year through three years	A581	12,466	M.3.a.3
(4) Over three years	A582	1,617	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)(3)	A241	27,630	M.3.b
4. Maturity and repricing data for time deposits of \$100,000 or more:			
a. Time deposits of \$100,000 or more with a remaining maturity or next repricing date of:(1,4)			
(1) Three months or less	A584	2,880	M.4.a.1
(2) Over three months through 12 months	A585	10,588	M.4.a.2
(3) Over one year through three years	A586	8,367	M.4.a.3
(4) Over three years	A587	1,572	M.4.a.4
b. Time deposits of \$100,000 through \$250,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above)(3)	K221	11,316	M.4.b
c. Time deposits of more than \$250,000 with a REMAINING MATURITY of one year or less (included in Memorandum items 4.a.(1) and 4.a.(2) above)(3)	K222	2,151	M.4.c

- (1) Report fixed rate time deposits by remaining maturity and floating rate time deposits by next repricing date.
- (2) Sum of Memorandum items 3.a.(1) through 3.a.(4) must equal Schedule RC-E, Memorandum item 2.b.
- (3) Report both fixed and floating rate time deposits by remaining maturity. Exclude floating rate time deposits with a next repricing date of one year or less that have a remaining maturity of over one year.
- (4) Sum of Memorandum items 4.a.(1) through 4.a.(4) must equal Schedule RC-E, sum of Memorandum items 2.c and 2.d.

Schedule RC-F—Other Assets

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1.	Accrued interest receivable(1)			B556	552	1
2.	Net deferred tax assets(2)			2148	0	2
3.	Interest-only strips receivable (not in the form of a security)(3)on:					
a.	Mortgage loans			A519	0	3.a
b.	Other financial assets			A520	0	3.b
4.	Equity securities that DO NOT have readily determinable fair values(4)			1752	524	4
5.	Life insurance assets					
a.	General account life insurance assets			K201	0	5.a
b.	Separate account life insurance assets			K202	0	5.b
c.	Hybrid account life insurance assets			K270	0	5.c
6.	All other assets (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2168	287	6
a.	Prepaid expenses (excluding prepaid assessments)	2166	169			6.a
b.	Repossessed personal property (including vehicles)	1578	111			6.b
c.	Derivatives with a positive fair value held for purposes other than trading	C010	0			6.c
d.	Retained interests in accrued interest receivable related to securitized credit cards	C436	0			6.d
e.	FDIC loss-sharing indemnification assets	J448	0			6.e
f.	Prepaid deposit insurance assessments	J449	0			6.f
	TEXT					
g.	3549	3549	0			6.g
h.	3550	3550	0			6.h
i.	3551	3551	0			6.i
7.	Total (sum of items 1 through 6) (must equal Schedule RC, item 11)			2160	1,363	7

- (1) Includes accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets.
- (2) See discussion of deferred income taxes in Glossary entry on "income taxes."
- (3) Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule RC, item 2.b, or as trading assets in Schedule RC, item 5, as appropriate.
- (4) Includes Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule RC-G—Other Liabilities

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. a.	Interest accrued and unpaid on deposits(1)			3645	284	1.a
b.	Other expenses accrued and unpaid (includes accrued income taxes payable)			3646	235	1.b
2.	Net deferred tax liabilities(2)			3049	0	2
3.	Allowance for credit losses on off-balance sheet credit exposures			B557	0	3
4.	All other liabilities (itemize and describe amounts greater than \$25,000 that exceed 25% of this item)			2938	911	4
a.	Accounts Payable	3066	0			4.a
b.	Deferred compensation liabilities	C011	306			4.b
c.	Dividends declared but not yet payable	2932	0			4.c
d.	Derivatives with a negative fair value held for purposes other than trading	C012	0			4.d
	TEXT					
e.	3552 Deferred Gains FAS 66	3552	365			4.e
f.	3553	3553	0			4.f
g.	3554	3554	0			4.g
5.	Total (sum of items 1 through 4) (must equal Schedule RC, item 20)			2930	1,430	5

- (1) For savings banks, include "dividends" accrued and unpaid on deposits.
- (2) See discussion of deferred income taxes in Glossary entry on "income taxes."

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Schedule RC-K—Quarterly Averages (1)

		Dollar Amounts in Thousands		
		RCON	Bil Mil Thou	
Assets				
1.	Interest-bearing balances due from depository institutions	3381	24,289	1
2.	U.S. Treasury securities and U.S. Government agency obligations(2) <i>(excluding mortgage-backed securities)</i>	B558	3,090	2
3.	Mortgage-backed securities(2)	B559	15,029	3
4.	All other securities(2,3) <i>(includes securities issued by states and political subdivisions in the U.S.)</i>	B560	374	4
5.	Federal funds sold and securities purchased under agreements to resell	3365	0	5
6.	Loans:			
a.	Total loans	3360	140,584	6.a
b.	Loans secured by real estate:			
(1)	Loans secured by 1-4 family residential properties	3465	21,162	6.b.1
(2)	All other loans secured by real estate	3466	84,511	6.b.2
c.	Commercial and industrial loans	3387	31,603	6.c
d.	Loans to individuals for household, family, and other personal expenditures:			
(1)	Credit cards	B561	0	6.d.1
(2)	Other (includes revolving credit plans other than credit cards, automobile loans, and other consumer loans)	B562	1,390	6.d.2
7.	To be completed by banks with \$100 million or more in total assets:(4) Trading assets	3401	0	7
8.	Lease financing receivables (net of unearned income)	3484	0	8
9.	Total assets(5)	3368	197,817	9
Liabilities				
10.	Interest-bearing transaction accounts (interest-bearing demand deposits, NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts)	3485	18,167	10
11.	Nontransaction accounts:			
a.	Savings deposits (includes MMDAs)	B563	50,420	11.a
b.	Time deposits of \$100,000 or more	A514	22,337	11.b
c.	Time deposits of less than \$100,000	A529	45,537	11.c
12.	Federal funds purchased and securities sold under agreements to repurchase	3353	0	12
13.	To be completed by banks with \$100 million or more in total assets:(4) Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	3355	8,824	13

Memorandum

		Dollar Amounts in Thousands		
		RCON	Bil Mil Thou	
<i>Memorandum item 1 is to be completed by:(4)</i>				
<ul style="list-style-type: none"> • banks with \$300 million or more in total assets, and • banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans. 				
1.	Loans to finance agricultural production and other loans to farmers	3386	N/A	M.1

- (1) For all items, banks have the option of reporting either (1) an average of DAILY figures for the quarter, or (2) an average of WEEKLY figures (i.e., the Wednesday of each week of the quarter).
- (2) Quarterly averages for all debt securities should be based on amortized cost.
- (3) Quarterly averages for all equity securities should be based on historical cost.
- (4) The asset size tests and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2011, Report of Condition.
- (5) The quarterly average for total assets should reflect all debt securities (not held for trading) at amortized cost, equity securities with readily determinable fair values at the lower of cost or fair value, and equity securities without readily determinable fair values at historical cost.

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

Please read carefully the instructions for the preparation of Schedule RC-L. Some of the amounts reported in Schedule RC-L are regarded as volume indicators and not necessarily as measures of risk.

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Unused commitments:						
a.	Revolving, open-end lines secured by 1-4 family residential properties, e.g., home equity lines			3814	2,350	1.a
<i>Items 1.a.(1) and 1.a.(2) are to be completed for the December report only.</i>						
(1)	Unused commitments for Home Equity Conversion Mortgage (HECM) reverse mortgages outstanding that are held for investment (included in item 1.a above)			J477	N/A	1.a.(1)
(2)	Unused commitments for proprietary reverse mortgages outstanding that are held for investment (included in item 1.a above)			J478	N/A	1.a.(2)
b.	Credit card lines			3815	0	1.b
<i>Items 1.b.(1) and 1.b.(2) are to be completed by banks with either \$300 million or more in total assets or \$300 million or more in credit card lines.(1)</i>						
<i>(Sum of items 1.b.(1) and 1.b.(2) must equal item 1.b)</i>						
(1)	Unused consumer credit card lines			J455	N/A	1.b.(1)
(2)	Other unused credit card lines			J456	N/A	1.b.(2)
c. Commitments to fund commercial real estate, construction, and land development loans:						
(1)	Secured by real estate:					
(a)	1-4 family residential construction loan commitments			F164	701	1.c.1.a
(b)	Commercial real estate, other construction loan, and land development loan commitments			F165	2,390	1.c.1.b
(2)	NOT secured by real estate			6550	0	1.c.2
d.	Securities underwriting			3817	0	1.d
e. Other unused commitments:						
(1)	Commercial and industrial loans			J457	6,487	1.e.(1)
(2)	Loans to financial institutions			J458	0	1.e.(2)
(3)	All other unused commitments			J459	969	1.e.(3)
				3819	694	2
2. Financial standby letters of credit						
<i>Item 2.a is to be completed by banks with \$1 billion or more in total assets.(1)</i>						
a.	Amount of financial standby letters of credit conveyed to others	3820	N/A			2.a
				3821	0	3
3. Performance standby letters of credit						
<i>Item 3.a is to be completed by banks with \$1 billion or more in total assets.(1)</i>						
a.	Amount of performance standby letters of credit conveyed to others	3822	N/A			3.a
				3411	0	4
4. Commercial and similar letters of credit						
5. Not applicable						
6. Securities lent (including customers' securities lent where the customer is indemnified against loss by the reporting bank)						
				3433	0	6
7. Credit derivatives:						
		(Column A) Sold Protection		(Column B) Purchased Protection		
		RCON	Bil Mil Thou	RCON	Bil Mil Thou	
a.	Notional amounts:					
(1)	Credit default swaps	C968	0	C969	0	7.a.(1)
(2)	Total return swaps	C970	0	C971	0	7.a.(2)
(3)	Credit options	C972	0	C973	0	7.a.(3)
(4)	Other credit derivatives	C974	0	C975	0	7.a.(4)
b. Gross fair values:						
(1)	Gross positive fair value	C219	0	C221	0	7.b.(1)
(2)	Gross negative fair value	C220	0	C222	0	7.b.(2)

(1) The asset size tests and the \$300 million credit card lines test are generally based on the total assets and credit card lines reported in June 30, 2011, Report of Condition.

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Schedule RC-L—Continued

Dollar Amounts in Thousands		RCON	Bil Mil Thou	
7.c. Notional amounts by regulatory capital treatment:(1)				
(1) Positions covered under the Market Risk Rule:				
(a) Sold protection		G401	0	7.c.(1)(a)
(b) Purchased protection		G402	0	7.c.(1)(b)
(2) All other positions:				
(a) Sold protection		G403	0	7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes		G404	0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes		G405	0	7.c.(2)(c)

Dollar Amounts in Thousands	Remaining Maturity of:						
	(Column A) One Year or Less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
7.d. Notional amounts by remaining maturity:							
(1) Sold credit protection:(2)							
(a) Investment grade	G406	0	G407	0	G408	0	7.d.(1)(a)
(b) Subinvestment grade	G409	0	G410	0	G411	0	7.d.(1)(b)
(2) Purchased credit protection:(3)							
(a) Investment grade	G412	0	G413	0	G414	0	7.d.(2)(a)
(b) Subinvestment grade	G415	0	G416	0	G417	0	7.d.(2)(b)

		RCON	Tril Bil Mil Thou	
8. Spot foreign exchange contracts		8765	0	8
9. All other off-balance sheet liabilities (exclude derivatives) (Itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")		3430	5,500	9
TEXT				
a. Securities borrowed	3432	0		9.a
b. Commitments to purchase when-issued securities	3434	0		9.b
c. Standby letters of credit issued by a Federal Home Loan Bank on the bank's behalf	C978	5,500		9.c
d. 3555	3555	0		9.d
e. 3556	3556	0		9.e
f. 3557	3557	0		9.f
10. All other off-balance sheet assets (exclude derivatives) (Itemize and describe each component of this item over 25% of Schedule RC, item 27.a, "Total bank equity capital")		5591	0	10
TEXT				
a. Commitments to sell when-issued securities	3435	0		10.a
b. 5592	5592	0		10.b
c. 5593	5593	0		10.c
d. 5594	5594	0		10.d
e. 5595	5595	0		10.e

		RCON	Tril Bil Mil Thou	
11. Year-to-date merchant credit card sales volume:				
a. Sales for which the reporting bank is the acquiring bank	C223	0		11.a
b. Sales for which the reporting bank is the agent bank with risk	C224	0		11.b

(1) Sum of items 7.c.(1)(a) and 7.c.(2)(a) must equal sum of items 7.a.(1) through (4), column A. Sum of items 7.c.(1)(b), 7.c.(2)(b) and 7.c.(2)(c) must equal sum of items 7.a.(1) through (4), column B.

(2) Sum of items 7.d.(1)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column A.

(3) Sum of items 7.d.(2)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column B.

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Schedule RC-L—Continued

Dollar Amounts in Thousands		(Column A)	(Column B)	(Column C)	(Column D)
Derivatives Position Indicators		Interest Rate Contracts	Foreign Exchange Contracts	Equity Derivative Contracts	Commodity and Other Contracts
12. Gross amounts (e.g., notional amounts) (for each column, sum of items 12.a through 12.e must equal sum of items 13 and 14):					
	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	Tril Bil Mil Thou	
a. Futures contracts	RCON 8693 0	RCON 8694 0	RCON 8695 0	RCON 8696 0	12.a
b. Forward contracts	RCON 8697 0	RCON 8698 0	RCON 8699 0	RCON 8700 0	12.b
c. Exchange-traded option contracts:	RCON 8701	RCON 8702	RCON 8703	RCON 8704	
(1) Written options	0	0	0	0	12.c.1
(2) Purchased options	RCON 8705 0	RCON 8706 0	RCON 8707 0	RCON 8708 0	12.c.2
d. Over-the-counter option contracts:	RCON 8709	RCON 8710	RCON 8711	RCON 8712	
(1) Written options	0	0	0	0	12.d.1
(2) Purchased options	RCON 8713 0	RCON 8714 0	RCON 8715 0	RCON 8716 0	12.d.2
e. Swaps	RCON 3450 0	RCON 3826 0	RCON 8719 0	RCON 8720 0	12.e
13. Total gross notional amount of derivative contracts held for trading	RCON A126 0	RCON A127 0	RCON 8723 0	RCON 8724 0	13
14. Total gross notional amount of derivative contracts held for purposes other than trading	RCON 8725 0	RCON 8726 0	RCON 8727 0	RCON 8728 0	14
a. Interest rate swaps where the bank has agreed to pay a fixed rate	RCON A589 0				14.a
15. Gross fair values of derivative contracts:					
a. Contracts held for trading:	RCON 8733	RCON 8734	RCON 8735	RCON 8736	
(1) Gross positive fair value	0	0	0	0	15.a.1
(2) Gross negative fair value	RCON 8737 0	RCON 8738 0	RCON 8739 0	RCON 8740 0	15.a.2
b. Contracts held for purposes other than trading:	RCON 8741	RCON 8742	RCON 8743	RCON 8744	
(1) Gross positive fair value	0	0	0	0	15.b.1
(2) Gross negative fair value	RCON 8745 0	RCON 8746 0	RCON 8747 0	RCON 8748 0	15.b.2

Schedule RC-L—Continued

Item 16 is to be completed only by banks with total assets of \$10 billion or more.1

	(Column A) Banks and Securities Firms		(Column B) Monoline Financial Guarantors		(Column C) Hedge Funds		(Column D) Sovereign Governments		(Column E) Corporations and All Other Counterparties		
	RCON	Bill Mil Thou	RCON	Bill Mil Thou	RCON	Bill Mil Thou	RCON	Bill Mil Thou	RCON	Bill Mil Thou	
16. Over-the-counter derivatives:											
a. Net current credit exposure											16.a
b. Fair value of collateral:											
(1) Cash - U.S. dollar	G423	N/A	G424	N/A	G425	N/A	G426	N/A	G427	N/A	16.b(1)
(2) Cash - Other currencies	G428	N/A	G429	N/A	G430	N/A	G431	N/A	G432	N/A	16.b(2)
(3) U.S. Treasury securities	G433	N/A	G434	N/A	G435	N/A	G436	N/A	G437	N/A	16.b(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities	G438	N/A	G439	N/A	G440	N/A	G441	N/A	G442	N/A	16.b(4)
(5) Corporate bonds	G443	N/A	G444	N/A	G445	N/A	G446	N/A	G447	N/A	16.b(5)
(6) Equity securities	G448	N/A	G449	N/A	G450	N/A	G451	N/A	G452	N/A	16.b(6)
(7) All other collateral	G453	N/A	G454	N/A	G455	N/A	G456	N/A	G457	N/A	16.b(7)
(8) Total fair value of collateral (sum of items 16.b.(1) through (7))	G458	N/A	G459	N/A	G460	N/A	G461	N/A	G462	N/A	16.b(8)

(1) The \$10 billion asset size test is generally based on the total assets reported on the June 30, 2011, Report of Condition.

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Schedule RC-M—Memoranda

Dollar Amounts in Thousands		RCON	Bl Mil Thou					
1. Extensions of credit by the reporting bank to its executive officers, directors, principal shareholders, and their related interests as of the report date:								
a. Aggregate amount of all extensions of credit to all executive officers, directors, principal shareholders, and their related interests		6164	1,883	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	<table border="1"> <thead> <tr> <th>RCON</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>6165</td> <td>3</td> </tr> </tbody> </table>	RCON	Number	6165	3			1.b
RCON	Number							
6165	3							
2. Intangible assets other than goodwill:								
a. Mortgage servicing assets		3164	0	2.a				
(1) Estimated fair value of mortgage servicing assets	A590	0		2.a.1				
b. Purchased credit card relationships and nonmortgage servicing assets		B026	0	2.b				
c. All other identifiable intangible assets		5507	0	2.c				
d. Total (sum of items 2.a, 2.b, and 2.c) (must equal Schedule RC, item 10.b)		0426	0	2.d				
3. Other real estate owned:								
a. Construction, land development, and other land		5508	2,799	3.a				
b. Farmland		5509	0	3.b				
c. 1-4 family residential properties		5510	293	3.c				
d. Multifamily (5 or more) residential properties		5511	0	3.d				
e. Nonfarm nonresidential properties		5512	5,096	3.e				
f. Foreclosed properties from "GNMA loans"		C979	0	3.f				
g. Total (sum of items 3.a through 3.f) (must equal Schedule RC, item 7)		2150	8,188	3.g				
4. Not Applicable								
5. Other borrowed money:								
a. Federal Home Loan Bank advances:								
(1) Advances with a remaining maturity or next repricing date of:(1)								
(a) One year or less		F055	5,000	5.a.1.a				
(b) Over one year through three years		F056	0	5.a.1.b				
(c) Over three years through five years		F057	0	5.a.1.c				
(d) Over five years		F058	0	5.a.1.d				
(2) Advances with a REMAINING MATURITY of one year or less (included in item 5.a.(1)(a) above)(2)								
		2651	5,000	5.a.2				
(3) Structured advances (included in items 5.a.(1)(a)-(d) above)								
		F059	0	5.a.3				
b. Other borrowings:								
(1) Other borrowings with a remaining maturity or next repricing date of:(3)								
(a) One year or less		F060	0	5.b.1.a				
(b) Over one year through three years		F061	0	5.b.1.b				
(c) Over three years through five years		F062	0	5.b.1.c				
(d) Over five years		F063	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)(4)								
		B571	0	5.b.2				
c. Total (sum of items 5.a.(1)(a)-(d) and items 5.b.(1)(a)-(d)) (must equal Schedule RC, item 16)		3190	5,000	5.c				

- (1) Report fixed rate advances by remaining maturity and floating rate advances by next repricing date.
- (2) Report both fixed and floating rate advances by remaining maturity. Exclude floating rate advances with a next repricing date of one year or less that have a remaining maturity of over one year.
- (3) Report fixed rate other borrowings by remaining maturity and floating rate other borrowings by next repricing date.
- (4) Report both fixed and floating rate other borrowings by remaining maturity. Exclude floating rate other borrowings with a next repricing date of one year or less that have a remaining maturity of over one year.

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Schedule RC-M—Continued

	Dollar Amounts in Thousands	RCON	YES / NO	
6. Does the reporting bank sell private label or third party mutual funds and annuities?		B569	NO	6
7. Assets under the reporting bank's management in proprietary mutual funds and annuities		B570	Bil Mil Thou 0	7
8. Primary Internet Web site address of the bank (home page), if any (Example: www.examplebank.com) (TEXT 4087) http://www.villagebankonline.com				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?		4088	YES	9
10. Secured liabilities:		RCON	Bil Mil Thou	
a. Amount of "Federal funds purchased" that are secured (included in Schedule RC, item 14.a)		F064	0	10.a
b. Amount of "Other borrowings" that are secured (included in Schedule RC-M, items 5.b.(1)(a)-(d))		F065	0	10.b
11. Does the bank act as trustee or custodian for Individual Retirement Accounts, Health Savings Accounts, and other similar accounts?		G463	YES	11
12. Does the bank provide custody, safekeeping, or other services involving the acceptance of orders for the sale or purchase of securities?		G464	NO	12
13. Assets covered by loss-sharing agreements with the FDIC:		RCON	Bil Mil Thou	
a. Loans and leases (included in Schedule RC, items 4.a and 4.b):				
(1) Loans secured by real estate:				
(a) Construction, land development, and other land loans:				
(1) 1-4 family residential construction loans		K169	0	13.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans		K170	0	13.a.(1)(a)(2)
(b) Secured by farmland		K171	0	13.a.(1)(b)
(c) Secured by 1-4 family residential properties:				
(1) Revolving open-end loans secured by 1-4 family residential properties and extended under lines of credit		K172	0	13.a(1)(c)(1)
(2) Closed-end loans secured by 1-4 family residential properties:				
(a) Secured by first liens		K173	0	13.a.(1)(c)(2)(a)
(b) Secured by junior liens		K174	0	13.a.(1)(c)(2)(b)
(d) Secured by multifamily(5 or more) residential properties		K175	0	13.a.(1)(d)
(e) Secured by nonfarm, nonresidential properties:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties		K176	0	13.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties		K177	0	13.a.(1)(e)(2)
(2) Not Applicable				
(3) Commercial and industrial loans		K179	0	13.a.(3)
(4) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards		K180	0	13.a.(4)(a)
(b) Automobile loans		K181	0	13.a.(4)(b)
(c) Other (includes revolving credit plans other than credit cards and other consumer loans)		K182	0	13.a.(4)(c)

Schedule RC-M—Continued

	RCON	Bil Mil Thou	
13. a. (5) All other loans and all leases	K183	0	13.a.(5)
<i>Itemize the categories of loans and leases (as defined in Schedule RC-C, part 1) included in item 13.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 13.a.1.(1) through (5)):</i>			
(a) Loans to depository institutions and acceptances of other banks	K184	0	13.a.(5)(a)
(b) Loans to foreign government and official institutions	K185	0	13.a.(5)(b)
(c) Other loans(1)	K186	0	13.a.(5)(c)
<i>Item 13.a.(5)(c)(1) is to be completed by:(2)</i>			
<i>- Banks with \$300 million or more in total assets</i>			
<i>- Banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part 1, item 3) exceeding five percent of total loans</i>			
(1) Loans to finance agricultural production and other loans to farmers included in Schedule RC-M, item 13.a.(5)(c), above	K178	N/A	13.a.(5)(c)(1)
(d) Lease financing receivables	K273	0	13.a.(5)(d)
b. Other real estate owned (included in Schedule RC, item 7):			
(1) Construction, land development, and other land	K187	0	13.b.(1)
(2) Farmland	K188	0	13.b.(2)
(3) 1-4 family residential properties	K189	0	13.b.(3)
(4) Multifamily (5 or more) residential properties	K190	0	13.b.(4)
(5) Nonfarm nonresidential properties	K191	0	13.b.(5)
(6) Not applicable			
(7) Portion of covered other real estate owned included in items 13.b.(1) through (5) above that is protected by FDIC loss-sharing agreements	K192	0	13.b.(7)
c. Debt securities (included in Schedule RC, items 2.a and 2.b)	J461	0	13.c
d. Other assets (exclude FDIC loss-sharing indemnification assets)	J462	0	13.d
14. Captive insurance and reinsurance subsidiaries:			
a. Total assets of captive insurance subsidiaries(3)	K193	0	14.a
b. Total assets of captive reinsurance subsidiaries(3)	K194	0	14.b
Item 15 is to be completed by institutions that are required or have elected to be treated as a Qualified Thrift Lender.			
15. Qualified Thrift Lender (QTL) test:			
a. Does the institution use the Home Owners' Loan Act (HOLA) QTL test or the Internal Revenue Service Domestic Building and Loan Association (IRS DBLA) test to determine its QTL compliance? (for the HOLA QTL test, enter 1; for the IRS DBLA test, enter 2)			
	RCON	Number	
	L133	N/A	15.a
b. Has the institution been in compliance with the HOLA QTL test as of each month end during the quarter or the IRS DBLA test for its most recent taxable year, as applicable?			
	RCON	YES / NO	
	L135	N/A	15.b

(1) Includes "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and loans) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans"

(2) The 300 million asset size test and the 5 percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2011, Report of Condition.

(3) Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting bank.

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						
	RCON	Bil	Mill	Thou	RCON	Bil	Mill	Thou	RCON		Bil	Mill	Thou
	1. Loans secured by real estate:												
a. Construction, land development, and other land loans:													
(1) 1-4 family residential construction loans	F172		0		F174		0		F176		0		1.a.(1)
(2) Other construction loans and all land development and other land loans	F173		401		F175		0		F177		3,962		1.a.(2)
b. Secured by farmland	3493		0		3494		0		3495		0		1.b
c. Secured by 1-4 family residential properties:													
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398		0		5399		0		5400		110		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens	C236		185		C237		0		C229		271		1.c.(2)(a)
(b) Secured by junior liens	C238		0		C239		0		C230		67		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties	3499		0		3500		0		3501		0		1.d
e. Secured by nonfarm nonresidential properties:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F178		1,684		F180		0		F182		2,853		1.e(1)
(2) Loans secured by other nonfarm nonresidential properties	F179		267		F181		0		F183		1,332		1.e(2)
2. Loans to depository institutions and acceptances of other banks													
	B834		0		B835		0		B836		0		2
3. Not applicable													
4. Commercial and industrial loans													
	1606		1,183		1607		0		1608		3,523		4
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575		0		B576		0		B577		0		5.a
b. Automobile loans	K213		11		K214		0		K215		0		5.b
c. Other (includes revolving credit plans other than credit cards and other consumer loans)	K216		14		K217		0		K218		0		5.c
6. Loans to foreign governments and official institutions													
	5389		0		5390		0		5391		0		6
7. All other loans(1)													
	5459		0		5460		0		5461		0		7
8. Lease financing receivables													
	1226		0		1227		0		1228		0		8
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)													
	3505		0		3506		0		3507		0		9

(1) Includes past due and nonaccrual "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans."

Schedule RC-N—Continued

Amounts reported in Schedule RC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 10 and 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

	(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				
	Dollar Amounts in Thousands												
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
10. Loans and leases reported in items 1 through 8 above that are wholly or partially guaranteed by the U.S. Government, excluding loans and leases covered by loss-sharing agreements with the FDIC	K036			334	K037			0	K038			307	10
a. Guaranteed portion of loans and leases included in item 10 above, excluding rebooked "GNMA loans"	K039			243	K040			0	K041			99	10.a
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 10 above	K042			0	K043			0	K044			0	10.b
11. Loans and leases reported in items 1 through 8 above that are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate:													
(1) Construction, land development, and other land loans:													
(a) 1-4 family residential construction loans	K045			0	K046			0	K047			0	11.a.(1)(a)
(b) Other construction loans and all land development and other land loans	K048			0	K049			0	K050			0	11.a.(1)(b)
(2) Secured by farmland	K051			0	K052			0	K053			0	11.a.2
(3) Secured by 1-4 family residential properties:													
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	K054			0	K055			0	K056			0	11.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:													
(1) Secured by first liens	K057			0	K058			0	K059			0	11.a.(3)(b)(1)
(2) Secured by junior liens	K060			0	K061			0	K062			0	11.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties	K063			0	K064			0	K065			0	11.a.(4)
(5) Secured by nonfarm nonresidential properties:													
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066			0	K067			0	K068			0	11.a.(5)(a)
(b) Loans secured by other nonfarm nonresidential properties	K069			0	K070			0	K071			0	11.a.(5)(b)
b. Not applicable													
c. Commercial and industrial loans	K075			0	K076			0	K077			0	11.c

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Schedule RC-N—Continued

	(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			
	RCN	Bil Mil Thou		RCN	Bil Mil Thou		RCN	Bil Mil Thou		
Dollar Amounts in Thousands										
11.d. Loans to individuals for household, family, and other personal expenditures:										
(1) Credit cards	K078	0		K079	0		K080	0		11.d.(1)
(2) Automobile loans	K081	0		K082	0		K083	0		11.d.(2)
(3) Other (includes revolving credit plans other than credit cards and other consumer loans)	K084	0		K085	0		K086	0		11.d.(3)
e. All other loans and all leases	K087	0		K088	0		K089	0		11.e
Itemize the past due and nonaccrual amounts included in item 11.e above for the loan and lease categories for which amounts were reported in Schedule RC-M, items 13.a.(5)(a) through (d):										
(1) Loans to depository institutions and acceptances of other banks	K091	0		K092	0		K093	0		11.e.(1)
(2) Loans to foreign governments and official institutions	K095	0		K096	0		K097	0		11.e.(2)
(3) Other loans(1)	K099	0		K100	0		K101	0		11.e.(3)
<i>Item 11.e.(3)(a) is to be completed by:(2)</i>										
<i>. Banks with \$300 million or more in total assets</i>										
<i>. Banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans</i>										
(a) Loans to finance agricultural production and other loans to farmers included in Schedule RC-N, item 11.e.(3), above	K072	N/A		K073	N/A		K074	N/A		11.e.(3)(a)
(4) Lease financing receivables	K269	0		K271	0		K272	0		11.e.(4)
f. Portion of covered loans and leases included in items 11.a through 11.e.3 above that is protected by FDIC loss-sharing agreements	K102	0		K103	0		K104	0		11.f

(1) Includes "Loans to finance agricultural prouction and other loans to farmers," "Obligations (other than securities and loans) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans."

(2) The \$300 million asset size test and the 5 percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2011, Report of Condition.

Schedule RC-N—Continued

Memoranda

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			
	RCON				RCON				RCON			
	Bil	Mil	Thou		Bil	Mil	Thou		Bil	Mil	Thou	
1. Loans restructured in troubled debt restructurings included in Schedule RC-N, items 1 through 7, above (and not reported in Schedule RC-C, Part 1, Memorandum item 1):												
a. Construction, land development, and other land loans:												
(1) 1-4 family residential construction loans	K105		0		K106		0		K107		0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K108		0		K109		0		K110		2,522	M.1.a.(2)
b. Loans secured by 1-4 family residential properties	F661		0		F662		0		F663		0	M.1.b
c. Secured by multifamily (5 or more) residential properties	K111		0		K112		0		K113		0	M.1.c
d. Secured by nonfarm nonresidential properties:												
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114		0		K115		0		K116		1,484	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117		0		K118		0		K119		154	M.1.d.(2)
e. Commercial and industrial loans:	K257		0		K258		0		K259		1,729	M.1.e
<i>Memorandum items 1.e.(1) and (2) are to be completed by banks with \$300 million or more in total assets. (Sum of Memorandum items 1.e.(1) and (2) must equal Memorandum item 1.e):(1)</i>												
(1) To U.S. addressees (domicile)	K120		N/A		K121		N/A		K122		N/A	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K123		N/A		K124		N/A		K125		N/A	M.1.e.(2)
f. All other loans (Include loans to individuals for household, family, and other personal expenditures)	K126		0		K127		0		K128		0	M.1.f
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.e plus 1.f, columns A through C):</i>												
(1) Loans secured by farmland	K130		0		K131		0		K132		0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	K134		0		K135		0		K136		0	M.1.f.(2)
(3) Not applicable												
(4) Loans to individuals for household, family, and other personal expenditures:												
(a) Credit cards	K274		0		K275		0		K276		0	M.1.f.(4)(a)
(b) Automobile loans	K277		0		K278		0		K279		0	M.1.f.(4)(b)
(c) Other (includes revolving credit plans other than credit cards and other consumer loans)	K280		0		K281		0		K282		0	M.1.f.(4)(c)

(1) The \$300 million asset size test is generally based on the total assets reported on the June 30, 2011, Report of Condition.

Schedule RC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	RCON		Bil Mil Thou		RCON		Bil Mil Thou		RCON		Bil Mil Thou		
1.f.(5) Loans to foreign governments and official institutions	K283		0		K284		0		K285			0	M.1.f.(5)
(6) Other Loans(1)	K286		0		K287		0		K288			0	M.1.f.(6)
<i>Memorandum item 1.f.(6)(a) is to be completed by:(2)</i>													
- Banks with \$300 million or more in total assets													
- Banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part 1, item 3) exceeding five percent of total loans													
(a) Loans to finance agricultural production and other loans to farmers included in Schedule RC-N, Memorandum item 1.f.(6), above	K138		N/A		K139		N/A		K140			N/A	M.1.f.(6)(a)
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	6558		0		6559		0		6560			0	M.2
3. Memorandum items 3.a through 3.d are to be completed by banks with \$300 million in total assets:(2)													
a. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule RC-N, item 1, above)	1248		N/A		1249		N/A		1250			N/A	M.3.a
b. Loans to and acceptances of foreign banks (included in Schedule RC-N, item 2, above)	5380		N/A		5381		N/A		5382			N/A	M.3.b
c. Commercial and industrial loans to non-U.S. addressees (domicile) (included in Schedule RC-N, item 4, above)	1254		N/A		1255		N/A		1256			N/A	M.3.c
d. Leases to individuals for household, family, and other personal expenditures (included in Schedule RC-N, item 8, above)	F166		N/A		F167		N/A		F168			N/A	M.3.d

(1) Includes "Loans to finance agricultural production and other loans to farmers," "Obligations (other than securities and loans) of states and political subdivisions in the U.S.," and "Loans to nondepository financial institutions and other loans."

(2) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2011, Report of Condition.

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Schedule RC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
<i>Memorandum item 4 is to be completed by:(1)</i>							
• banks with \$300 million or more in total assets							
• banks with less than \$300 million in total assets that have loans to finance agricultural production and other loans to farmers (Schedule RC-C, part I, item 3) exceeding five percent of total loans:							
4. Loans to finance agricultural production and other loans to farmers (included in Schedule RC-N, item 7, above)	1594	N/A	1597	N/A	1583	N/A	M.4
5. Loans and leases held for sale and loans measured at fair value (included Schedule RC-N, items 1 through 8, above):							
a. Loans and leases held for sale	C240	0	C241	0	C226	0	M.5.a
b. Loans measured at fair value:							
(1) Fair value	F664	0	F665	0	F666	0	M.5.b.(1)
(2) Unpaid principal balance	F667	0	F668	0	F669	0	M.5.b.(2)

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
<i>Memorandum item 6 is to be completed by banks with \$300 million or more in total assets:(1)</i>					
6. Derivative contracts:					
Fair value of amounts carried as assets	3529	N/A	3530	N/A	M.6
7. Additions to nonaccrual assets during the quarter	RCON	Bil Mil Thou			
	C410	2,536			
8. Nonaccrual assets sold during the quarter	RCON	Bil Mil Thou			
	C411	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		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):							
a. Outstanding balance	L183	0	L184	0	L185	0	M.9.a
b. Carrying amount included in Schedule RC-N, items 1 through 7, above	L186	0	L187	0	L188	0	M.9.b

(1) The \$300 million asset size test and the five percent of total loans test are generally based on the total assets and total loans reported on the June 30, 2011, Report of Condition.

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

All FDIC-insured depository institutions must complete items 1 and 2, 4 through 9, 10, and 11, Memorandum items 1 and 5, and, if applicable, item 9.a, Memorandum items 2, 3, and 6 through 17 each quarter. Unless otherwise indicated, complete items 1 through 11 and Memorandum items 1 through 5 on an "unconsolidated single FDIC certificate number basis" (see instructions) and complete Memorandum items 6 through 17 on a fully consolidated basis.

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1.	Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	F236	176,844			1
2.	Total allowable exclusions, including interest accrued and unpaid on allowable exclusions	F237	0			2
3.	Not applicable					
4.	Average consolidated total assets	K652	197,817			4
	a. Averaging method used (for daily averaging, enter 1, for weekly averaging, enter 2)	K653	Number 1			4.a
					Bil Mil Thou	
5.	Average tangible equity(1)	K654	7,745			5
6.	Holdings of long-term unsecured debt issued by other FDIC-insured depository institutions	K655	0			6
7.	Unsecured "Other borrowings" with a remaining maturity of (sum of items 7.a through 7.d must be less than or equal to Schedule RC-M, items 5.b.(1)(a)-(d) minus item 10.b):					
	a. One year or less	G465	0			7.a
	b. Over one year through three years	G466	0			7.b
	c. Over three years through five years	G467	0			7.c
	d. Over five years	G468	0			7.d
8.	Subordinated notes and debentures with a remaining maturity of (sum of items 8.a through 8.d must equal Schedule RC, item 19):					
	a. One year or less	G469	0			8.a
	b. Over one year through three years	G470	0			8.b
	c. Over three years through five years	G471	0			8.c
	d. Over five years	G472	0			8.d
9.	Reciprocal brokered deposits (Included in Schedule RC-E, Memorandum item 1.b)	G803	0			9
	Item 9.a is to be completed on a fully consolidated basis by all institutions that own another insured depository institution.					
	a. Fully consolidated reciprocal brokered deposits	L190	N/A			9.a
10.	Banker's bank certification:				YES / NO	
	Does the reporting institution meet both the statutory definition of a banker's bank and the business conduct test set forth in FDIC regulations?	K656	NO			10
	If the answer to item 10 is "YES," complete items 10.a and 10.b.				Bil Mil Thou	
	a. Banker's bank deduction	K657	N/A			10.a
	b. Banker's bank deduction limit	K658	N/A			10.b
11.	Custodial bank certification:				YES / NO	
	Does the reporting institution meet the definition of a custodial bank set forth in FDIC regulations?	K659	NO			11
	If the answer to item 11 is "YES," complete items 11.a and 11.b.				Bil Mil Thou	
	a. Custodial bank deduction	K660	N/A			11.a
	b. Custodial bank deduction limit	K661	N/A			11.b

(1) Tangible equity is defined as Tier 1 capital as set forth in the banking agencies' regulatory capital standards and reported in Schedule RC-R, item 11.

Schedule RC-O—Continued

Memoranda

		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
1. Total deposit liabilities of the bank, including related interest accrued and unpaid, less allowable exclusions, including related interest accrued and unpaid (sum of Memorandum items 1.a.(1), 1.b.(1), 1.c.(1), and 1.d.(1) must equal Schedule RC-O, item 1 less item 2):						
a. Deposit accounts (excluding retirement accounts) of \$250,000 or less:(1)				F049	133,980	M.1.a.(1)
(1) Amount of deposit accounts (excluding retirement accounts) of \$250,000 or less						
(2) Number of deposit accounts (excluding retirement accounts) of \$250,000 or less		RCON	Number			
		F050	14,161			
b. Deposit accounts (excluding retirement accounts) of more than \$250,000:(1)				F051	33,484	M.1.b.(1)
(1) Amount of deposit accounts (excluding retirement accounts) of more than \$250,000						
(2) Number of deposit accounts (excluding retirement accounts) of more than \$250,000		RCON	Number			
		F052	64			
c. Retirement deposit accounts of \$250,000 or less:(1)				F045	8,843	M.1.c.(1)
(1) Amount of retirement deposit accounts of \$250,000 or less						
(2) Number of retirement deposit accounts of \$250,000 or less		RCON	Number			
		F046	556			
d. Retirement deposit accounts of more than \$250,000:(1)				F047	537	M.1.d.(1)
(1) Amount of retirement deposit accounts of more than \$250,000						
(2) Number of retirement deposit accounts of more than \$250,000		RCON	Number			
		F048	1			
<i>Memorandum item 2 is to be completed by banks with \$1 billion or more in total assets.(2)</i>						
2. Estimated amount of uninsured deposits, including related interest accrued and unpaid (see instructions):(3)				5597	N/A	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:						
TEXT				RCON	FDIC Cert No.	
A545				A545	0	M.3
		Dollar Amounts in Thousands		RCON	Bil Mil Thou	
4. Not Applicable <i>Memorandum items 5.a and 5.b are to be completed by all banks.</i>						
5. Noninterest-bearing transaction accounts (as defined in Section 343 of the Dodd-Frank Act) of more than \$250,000 (see instructions):(4)				J944	10,365	M.5.a
a. Amount of noninterest-bearing transaction accounts of more than \$250,000						
b. Number of noninterest-bearing transaction accounts of more than \$250,000		RCON	Number			
		J945	18			
<p>(1) The dollar amounts used as the basis for reporting in Memorandum items 1.a through 1.d reflect the deposit insurance limits in effect on the report date excluding the temporary unlimited insurance coverage on noninterest-bearing transaction accounts.</p> <p>(2) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2011, Report of Condition.</p> <p>(3) Uninsured deposits should be estimated based on the deposit insurance limits set forth in Memorandum items 1.a through 1.d and the temporary unlimited insurance coverage on noninterest-bearing transaction accounts.</p> <p>(4) Excludes interest-bearing demand deposits.</p>						

Village Bank

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Schedule RC-O—Continued

Amounts reported in Memorandum items 6 through 9, 14, and 15 will not be made available to the public on an individual institution basis

Memoranda—Continued

	Dollar Amounts in Thousands		
	RCON	Bil Mil Thou	
<i>Memorandum items 6 through 12 are to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations.</i>			
6. Criticized and classified items:			
a. Special mention	K663	N/A	M.6.a
b. Substandard	K664	N/A	M.6.b
c. Doubtful	K665	N/A	M.6.c
d. Loss	K666	N/A	M.6.d
7. "Nontraditional 1–4 family residential mortgage loans" as defined for assessment purposes only in FDIC regulations	K675	N/A	M.7
8. "Subprime consumer loans" as defined for assessment purposes only in FDIC regulations	K667	N/A	M.8
9. "Leveraged loans and securities" as defined for assessment purposes only in FDIC regulations	K668	N/A	M.9
10. Commitments to fund construction, land development, and other land loans secured by real estate:			
a. Total unfunded commitments	K676	N/A	M.10.a
b. Portion of unfunded commitments guaranteed or insured by the U.S. government (including the FDIC)	K677	N/A	M.10.b
11. Amount of other real estate owned recoverable from the U.S. government under guarantee or insurance provisions (excluding FDIC loss-sharing agreements)	K669	N/A	M.11
12. Nonbrokered time deposits of more than \$250,000 (included in Schedule RC-E, Memorandum item 2.d)	K678	N/A	M.12
<i>Memorandum item 13.a is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations. Memorandum items 13.b through 13.g are to be completed by "large institutions" only.</i>			
13. Portion of funded loans guaranteed or insured by the U.S. government (excluding FDIC loss-sharing agreements):			
a. Construction, land development, and other land loans secured by real estate	K679	N/A	M.13.a
b. Loans secured by multifamily residential and nonfarm nonresidential properties	K680	N/A	M.13.b
c. Closed-end loans secured by first liens on 1-4 family residential properties	K681	N/A	M.13.c
d. Closed-end loans secured by junior liens on 1-4 family residential properties and revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	K682	N/A	M.13.d
e. Commercial and industrial loans	K670	N/A	M.13.e
f. Credit card loans to individuals for household, family, and other personal expenditures	K671	N/A	M.13.f
g. Revolving credit plans other than credit cards, automobile loans, and other consumer loans	K672	N/A	M.13.g
<i>Memorandum items 14 and 15 are to be completed by "highly complex institutions" as defined in FDIC regulations.</i>			
14. Amount of the institution's largest counterparty exposure	K673	N/A	M.14
15. Total amount of the institution's 20 largest counterparty exposures	K674	N/A	M.15

Schedule RC-O—Continued

Memoranda—Continued

Dollar Amounts in Thousands	RCON	Bil Mil Thou	
Memorandum item 16 is to be completed by "large institutions" and "highly complex institutions" as defined in FDIC regulations.			
16. Portion of loans restructured in troubled debt restructurings that are in compliance with their modified terms and are guaranteed or insured by the U.S. government (including the FDIC) (included in Schedule RC-C, Part I, Memorandum item 1)	L189	N/A	M.16
Memorandum item 17 is to be completed on a fully consolidated basis by those "large institutions" and "highly complex institutions" as defined in FDIC regulations that own another insured depository institution.			
17. Selected fully consolidated data for deposit insurance assessment purposes:			
a. Total deposit liabilities before exclusions (gross) as defined in Section 3(l) of the Federal Deposit Insurance Act and FDIC regulations	L194	N/A	M.17.a
b. Total allowable exclusions, including interest accrued and unpaid on allowable exclusions	L195	N/A	M.17.b
c. Unsecured "Other borrowings" with a remaining maturity of one year or less	L196	N/A	M.17.c
d. Estimated amount of uninsured deposits, including related interest accrued and unpaid	L197	N/A	M.17.d

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

Schedule RC-P is to be completed by (1) all banks with \$1 billion or more in total assets¹ and (2) banks with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale exceed \$10 million for two consecutive quarters.

	Dollar Amounts in Thousands		RCON	Bl Mil Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:(2)					
a. Closed-end first liens	F066	N/A			1.a
b. Closed-end junior liens	F067	N/A			1.b
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	F670	N/A			1.c.(1)
(2) Principal amount funded under the lines of credit	F671	N/A			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	F068	N/A			2.a
b. Closed-end junior liens	F069	N/A			2.b
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	F672	N/A			2.c.(1)
(2) Principal amount funded under the lines of credit	F673	N/A			2.c.(2)
3. 1-4 family residential mortgage loans sold during the quarter:					
a. Closed-end first liens	F070	N/A			3.a
b. Closed-end junior liens	F071	N/A			3.b
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	F674	N/A			3.c.(1)
(2) Principal amount funded under the lines of credit	F675	N/A			3.c.(2)
4. 1-4 family residential mortgage loans held for sale at quarter-end (included in Schedule RC, item 4.a and 5):					
a. Closed-end first liens	F072	N/A			4.a
b. Closed-end junior liens	F073	N/A			4.b
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	F676	N/A			4.c.(1)
(2) Principal amount funded under the lines of credit	F677	N/A			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):					
a. Closed-end 1-4 family residential mortgage loans	RIAD				
b. Open-end 1-4 family residential mortgage loans extended under lines of credit	F184	N/A			5.a
	F560	N/A			5.b
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:					
a. Closed-end first liens	RCON				
b. Closed-end junior liens	F678	N/A			6.a
	F679	N/A			6.b
c. Open-end loans extended under line of credit:					
(1) Total commitment under the lines of credit	F680	N/A			6.c.(1)
(2) Principal amount funded under the lines of credit	F681	N/A			6.c.(2)
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:					
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	L191	N/A			7.a
b. For representations and warranties made to other parties	L192	N/A			7.b

(1) The \$1 billion asset size test is generally based on the total assets reported on the June 30, 2011, Report of Condition.

(2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

Schedule RC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule RC-Q is to be completed by banks that:

- (1) Had total assets of \$500 million or more as of the beginning of their fiscal year; or
- (2) Had total assets of less than \$500 million as of the beginning of their fiscal year and either:
 - (a) Have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or
 - (b) Are required to complete Schedule RC-D, Trading Assets and Liabilities.

	(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	
	RCON	Bill Mil Thou	RCON	Bill Mil Thou	RCON	Bill Mil Thou	RCON	Bill Mil Thou	RCON	Bill Mil Thou
Dollar Amounts in Thousands										
Assets										
1. Available-for-sale securities	1773	N/A	G474	N/A	G475	N/A	G476	N/A	G477	N/A
2. Federal funds sold and securities purchased under agreements to resell	G478	N/A	G479	N/A	G480	N/A	G481	N/A	G482	N/A
3. Loans and leases held for sale	G483	N/A	G484	N/A	G485	N/A	G486	N/A	G487	N/A
4. Loans and leases held for investment	G488	N/A	G489	N/A	G490	N/A	G491	N/A	G492	N/A
5. Trading assets:										
a. Derivative assets	3543	N/A	G493	N/A	G494	N/A	G495	N/A	G496	N/A
b. Other trading assets	G497	N/A	G498	N/A	G499	N/A	G500	N/A	G501	N/A
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule RC-Q, item 5.b, above)										
6. All other assets	F240	N/A	F684	N/A	F692	N/A	F241	N/A	F242	N/A
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5b plus item 6.)	G391	N/A	G392	N/A	G395	N/A	G396	N/A	G804	N/A
	G502	N/A	G503	N/A	G504	N/A	G505	N/A	G506	N/A

Schedule RC-Q—Continued

	(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		
	RCON	Bill Mil Thou	RCON	Bill Mil Thou	RCON	Bill Mil Thou	RCON	Bill Mil Thou	RCON	Bill Mil Thou	
Dollar Amounts in Thousands											
Liabilities											
8. Deposits	F252	N/A	F686	N/A	F694	N/A	F253	N/A	F254	N/A	8
9. Federal funds purchased and securities sold under agreements to repurchase	G507	N/A	G508	N/A	G509	N/A	G510	N/A	G511	N/A	9
10. Trading liabilities:											
a. Derivative liabilities	3547	N/A	G512	N/A	G513	N/A	G514	N/A	G515	N/A	10.a
b. Other trading liabilities	G516	N/A	G517	N/A	G518	N/A	G519	N/A	G520	N/A	10.b
11. Other borrowed money	G521	N/A	G522	N/A	G523	N/A	G524	N/A	G525	N/A	11
12. Subordinated notes and debentures	G526	N/A	G527	N/A	G528	N/A	G529	N/A	G530	N/A	12
13. All other liabilities	G805	N/A	G806	N/A	G807	N/A	G808	N/A	G809	N/A	13
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13)	G531	N/A	G532	N/A	G533	N/A	G534	N/A	G535	N/A	14

Schedule RC-Q—Continued

	Dollar Amounts in Thousands			(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					
	RCON	Bill	Mill	Thou	RCON	Bill	Mill	Thou	RCON	Bill	Mill	Thou	RCON	Bill	Mill	Thou	RCON	Bill	Mill	Thou	
Memoranda																					
1. All other assets (itemize and describe amounts included in Schedule RC-Q, item 6, that are greater than \$25,000 and exceed 25% of item 6):																					
a. Mortgage servicing assets	G536	N/A	G537	N/A	G538	N/A	G539	N/A	G540	N/A	G541	N/A	G542	N/A	G543	N/A	G544	N/A	G545	N/A	M.1.a
b. Nontrading derivative assets	G541	N/A	G542	N/A	G543	N/A	G544	N/A	G545	N/A	G546	N/A	G547	N/A	G548	N/A	G549	N/A	G550	N/A	M.1.b
TEXT																					
c.	G546	N/A	G547	N/A	G548	N/A	G549	N/A	G550	N/A	G551	N/A	G552	N/A	G553	N/A	G554	N/A	G555	N/A	M.1.c
d.	G551	N/A	G552	N/A	G553	N/A	G554	N/A	G555	N/A	G556	N/A	G557	N/A	G558	N/A	G559	N/A	G560	N/A	M.1.d
e.	G556	N/A	G557	N/A	G558	N/A	G559	N/A	G560	N/A	G561	N/A	G562	N/A	G563	N/A	G564	N/A	G565	N/A	M.1.e
f.	G561	N/A	G562	N/A	G563	N/A	G564	N/A	G565	N/A	G566	N/A	G567	N/A	G568	N/A	G569	N/A	G570	N/A	M.1.f
2. All other liabilities (itemize and describe amounts included in Schedule RC-Q, item 13, that are greater than \$25,000 and exceed 25% of item 13)																					
a. Loan commitments (not accounted for as derivatives)	F261	N/A	F689	N/A	F697	N/A	F262	N/A	F263	N/A	F264	N/A	F265	N/A	F266	N/A	F267	N/A	F268	N/A	M.2.a
b. Nontrading derivative liabilities	G566	N/A	G567	N/A	G568	N/A	G569	N/A	G570	N/A	G571	N/A	G572	N/A	G573	N/A	G574	N/A	G575	N/A	M.2.b
TEXT																					
c.	G571	N/A	G572	N/A	G573	N/A	G574	N/A	G575	N/A	G576	N/A	G577	N/A	G578	N/A	G579	N/A	G580	N/A	M.2.c
d.	G576	N/A	G577	N/A	G578	N/A	G579	N/A	G580	N/A	G581	N/A	G582	N/A	G583	N/A	G584	N/A	G585	N/A	M.2.d
e.	G581	N/A	G582	N/A	G583	N/A	G584	N/A	G585	N/A	G586	N/A	G587	N/A	G588	N/A	G589	N/A	G590	N/A	M.2.e
f.	G586	N/A	G587	N/A	G588	N/A	G589	N/A	G590	N/A	G591	N/A	G592	N/A	G593	N/A	G594	N/A	G595	N/A	M.2.f

Schedule RC-R—Regulatory Capital

Dollar Amounts In Thousands

	RCON	Bil Mil Thou	
Tier 1 capital			
1. Total bank equity capital (from Schedule RC, item 27.a)	3210	7,725	1
2. LESS: Net unrealized gains (losses) on available-for-sale securities(1) (if a gain, report as a positive value; if a loss, report as a negative value)	8434	336	2
3. LESS: Net unrealized loss on available-for-sale EQUITY securities(1)(report loss as a positive value)	A221	0	3
4. LESS: Accumulated net gains (losses) on cash flow hedges(1) and amounts recorded in AOC1 resulting from the 701-20(former FASB Statement No, 128) to defined benefit post retirement plans. (if a gain, report as a positive value; if a loss, report as a negative value)	4336	0	4
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5
6. Qualifying noncontrolling (minority) interests in consolidated subsidiaries	B589	0	6
7.a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	0	7.a
b. LESS: 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 (if a net gain, report as a positive value; if a net loss, report as a negative value)	F264	0	7.b
8. Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5, 7.a, and 7.b)	C227	7,389	8
9.a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	0	9.a
b. LESS: Disallowed deferred tax assets	5610	0	9.b
10. Other additions to (deductions from) Tier 1 capital	B592	0	10
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	7,389	11
Tier 2 capital			
12. Qualifying subordinated debt and redeemable preferred stock	5306	0	12
13. Cumulative perpetual preferred stock includible in Tier 2 capital	B593	0	13
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	1,827	14
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	0	15
16. Other Tier 2 capital components	B594	0	16
17. Tier 2 capital (sum of items 12 through 16)	5311	1,827	17
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	1,827	18
19. Tier 3 capital allocated for market risk	1395	0	19
20. LESS: Deductions for total risk-based capital	B595	0	20
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792	9,216	21
Total assets for leverage ratio			
22. Total assets (for banks, from Schedule RC-K, item 9; for savings associations, from Schedule RC, item 12)	L136	197,817	22
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	0	23
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	0	24
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	0	25
26. Other additions to (deductions from) assets for leverage capital purposes	L137	0	26
27. Total assets for leverage capital purposes (sum of items 22 and 26 less items 23 through 25)	L138	197,817	27
Adjustments for financial subsidiaries			
28. a. Adjustment to Tier 1 capital reported in item 11	C228	0	28.a
b. Adjustment to total risk-based capital reported in item 21	B503	0	28.b
29. Adjustment to risk-weighted assets reported in item 62	B504	0	29
30. Adjustment to average total assets reported in item 27	B505	0	30

(1) Report amount included in Schedule RC, item 26.b, "Accumulated other comprehensive income(AOC1)."

Village Bank

Legal Title of Bank

FDIC Certificate Number: 33761

Schedule RC-R—Regulatory Capital

Dollar Amounts in Thousands

RCN	Bil Mil Thou
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Capital ratios

(Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries.)

	(Column A)		(Column B)		
	RCN	Percentage	RCN	Percentage	
31. Tier 1 leverage ratio(1)	7273	0.00%	7204	3.74%	31
32. Tier 1 risk-based capital ratio(2)	7274	0.00%	7206	5.30%	32
33. Total risk-based capital ratio(3)	7275	0.00%	7205	6.61%	33

(1) The ratio for column B is item 11 divided by item 27. The ratio for column A is item 11 minus item 28.a divided by (item 27 minus item 30).

(2) The ratio for column B is item 11 divided by item 62. The ratio for column A is item 11 minus item 28.a divided by (item 62 minus item 29).

(3) The ratio for column B is item 21 divided by item 62. The ratio for column A is item 21 minus item 28.b divided by (item 62 minus item 29).

Schedule RC-R—Continued

Banks are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule RC-R, each bank should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

	(Column A) Totals (from Schedule RC) Bil Mil Thou	(Column B) Items Not Subject to Risk-Weighting Bil Mil Thou	(Column C) Allocation by Risk Weight Category			(Column E) Bil Mil Thou	(Column F) Bil Mil Thou
			0%	20%	50%		
Balance Sheet Asset Categories							
34. Cash and balances due from depository institutions (Column A equals the sum of Schedule RC items 1.a and 1.b)	RCON 0010 28,746	RCON C869 0	RCON B600 28,565	RCON B601 180			RCON B602 0
35. Held-to-maturity securities(Column A must equal Schedule RC-B, item 8, column A)	RCON 1754 0	RCON B603 0	RCON B604 0	RCON B605 0	RCON B606 0		RCON B607 0
36. Available-for-sale securities(Column A must equal Schedule RC-B, item 8, column D)	RCON 1773 19,065	RCON B608 336	RCON B609 10,033	RCON B610 8,696	RCON B611 0		RCON B612 0
37. Federal funds sold and securities purchased under agreements to resell	RCON C225 0		RCON C063 0	RCON C064 0			RCON B520 0
38. Loans and leases held for sale(Column A must equal RC 4.a)	RCON 5369 0	RCON B617 0	RCON B618 0	RCON B619 0	RCON B620 0		RCON B621 0
39. Loans and leases, net of unearned income(Col A must equal RC 4.b)	RCON B528 135,479	RCON B622 0	RCON B623 219	RCON B624 2,201	RCON B625 12,164		RCON B626 120,895
40. LESS: Allowance for loan and lease losses	RCON 3123 7,751	RCON 3123 7,751					
41. Trading assets (Column A must equal RC 5)	RCON 3545 0	RCON B627 0	RCON B628 0	RCON B629 0	RCON B630 0		RCON B631 0
42. All other assets(1)	RCON B639 15,176	RCON B640 0	RCON B641 10	RCON B642 581	RCON B643 0		RCON 5339 14,585
43. Total assets (sum of items 34 through 42)	RCON 2170 190,715	RCON B644 (7,415)	RCON 5320 38,827	RCON 5327 11,658	RCON 5334 12,164		RCON 5340 135,480

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, direct and indirect investments in real estate ventures, intangible assets, and other assets.

Schedule RC-R—Continued

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount(1)	(Column C) Allocation by Risk Weight Category			(Column E) 50% Bill Mil Thou	(Column F) 100% Bill Mil Thou
				0% Bill Mil Thou	20% Bill Mil Thou	50% Bill Mil Thou		
Dollar Amounts in Thousands								
Derivatives and Off-Balance Sheet Items								
44. Financial standby letters of credit	RCON B546 694	See footnote(2) 1.00	RCON B547 694	RCON B548 324	RCON B581 0	RCON B582 0	RCON B583 370	
45. Performance standby letters of credit(Column A must equal RC-L.3)	RCON 3821 0	.50	RCON B650 0	RCON B651 0	RCON B652 0	RCON B653 0	RCON B654 0	
46. Commercial and similar letters of credit(Column A must equal RC-L.4)	RCON 3411 0	.20	RCON B655 0	RCON B656 0	RCON B657 0	RCON B658 0	RCON B659 0	
47. Risk participations in bankers acceptances acquired by the reporting institution.	RCON 3429 0	1.00	RCON B660 0	RCON B661 0	RCON B662 0		RCON B663 0	
48. Securities lent (must equal RC-L.6)	RCON 3433 0	1.00	RCON B664 0	RCON B665 0	RCON B666 0	RCON B667 0	RCON B668 0	
49. Retained recourse on small business obligations sold with recourse(Column A must equal RC-S.M.1.b)	RCON A250 0	1.00	RCON B669 0	RCON B670 0	RCON B671 0	RCON B672 0	RCON B673 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 (Column F must equal Column B)	RCON B541 0	See footnote(3) 12.500	RCON B542 0				RCON B543 0	
51. All other financial assets sold with recourse	RCON B675 0	1.00	RCON B676 0	RCON B677 0	RCON B678 0	RCON B679 0	RCON B680 0	
52. All other off-balance sheet liabilities	RCON B681 0	1.00	RCON B682 0	RCON B683 0	RCON B684 0	RCON B685 0	RCON B686 0	
53. Unused commitments:								
a. With an original maturity exceeding one year	RCON 3833 2,350	.50	RCON B687 1,175	RCON B688 0	RCON B689 0	RCON B690 0	RCON B691 1,175	
b. With an original maturity of one year or less to asset-backed commercial paper conduits	RCON G591 0	.10	RCON G592 0	RCON G593 0	RCON G594 0	RCON G595 0	RCON G596 0	
54. Derivative contracts			RCON A167 0	RCON B693 0	RCON B694 0	RCON B695 0		

(1) Column A multiplied by credit conversion factor.

(2) For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution-specific factor.

(3) Or institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information. (Entering an 'M' allows for data entry in Column B.)

Schedule RC-R—Continued

	(Column C) Dollar Amounts in Thousands	(Column D) Allocation by Risk Weight Category			(Column E) 50% Bill Mil Thou	(Column F) 100% Bill Mil Thou
		0% Bill Mil Thou	20% Bill Mil Thou	50% Bill Mil Thou		
Totals						
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	39,151	11,658	12,164	137,025		
56. Risk weight factor	x 0%	x 20%	x 50%	x 100%		
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	0	2,332	6,082	137,025		
58. Market risk equivalent assets				1651		
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				439		
60. LESS: Excess allowance for loan and lease losses				924		
61. LESS: Allocated transfer risk reserve				0		
62. Total risk-weighted assets (item 59 minus items 60 and 61)				139,515		

Memoranda		Dollar Amounts in Thousands	
		RCON	Bill Mil Thou
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards		8764	0

Schedule RC-R—Continued

Memoranda—Continued

Dollar Amounts in Thousands

2. Notional principal amounts of derivative contracts: (1)

	With a remaining maturity of						
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years		
	RCON	Tril Bil Mil Thou	RCON	Tril Bil Mil Thou	RCON	Tril Bil Mil Thou	
a. Interest rate contracts	3809	0	8766	0	8767	0	M.2.a
b. Foreign exchange contracts	3812	0	8769	0	8770	0	M.2.b
c. Gold contracts	8771	0	8772	0	8773	0	M.2.c
d. Other precious metals contracts	8774	0	8775	0	8776	0	M.2.d
e. Other commodity contracts	8777	0	8778	0	8779	0	M.2.e
f. Equity derivative contracts	A000	0	A001	0	A002	0	M.2.f
g. Credit derivative contracts: Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:							
(1) Investment grade	G597	0	G598	0	G599	0	M.2.g.1
(2) Subinvestment grade	G600	0	G601	0	G602	0	M.2.g.2

(1) Exclude foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.

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

Dollar Amounts in Thousands		(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
		Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou
Bank Securitization Activities								
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		RCON B705 0	RCON B706 0	RCON B707 0	RCON B708 0	RCON B709 0	RCON B710 0	RCON B711 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)		RCON B712 0	RCON B713 0	RCON B714 0	RCON B715 0	RCON B716 0	RCON B717 0	RCON B718 0
b. Subordinated securities and other residual interests		RCON C393 0	RCON C394 0	RCON C395 0	RCON C396 0	RCON C397 0	RCON C398 0	RCON C399 0
c. Standby letters of credit and other enhancements		RCON C400 0	RCON C401 0	RCON C402 0	RCON C403 0	RCON C404 0	RCON C405 0	RCON C406 0
3. Reporting bank's unused commitments to provide liquidity to structures reported in item 1		RCON B726 0	RCON B727 0	RCON B728 0	RCON B729 0	RCON B730 0	RCON B731 0	RCON B732 0
4. Past due loan amounts included in item 1:		RCON B733 0	RCON B734 0	RCON B735 0	RCON B736 0	RCON B737 0	RCON B738 0	RCON B739 0
a. 30-89 days past due		RCON B740 0	RCON B741 0	RCON B742 0	RCON B743 0	RCON B744 0	RCON B745 0	RCON B746 0
b. 90 days or more past due								
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		RIAD B747 0	RIAD B748 0	RIAD B749 0	RIAD B750 0	RIAD B751 0	RIAD B752 0	RIAD B753 0
b. Recoveries		RIAD B754 0	RIAD B755 0	RIAD B756 0	RIAD B757 0	RIAD B758 0	RIAD B759 0	RIAD B760 0

1

2.a

2.b

2.c

3

4.a

4.b

5.a

5.b

Schedule RC-S—Continued

	(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
	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou
6. Amount of ownership (or seller's) interests carried as:							
a. Securities (included in Schedule RC-B or in Schedule RC, item 5)							
b. Loans (included in Schedule RC-C)							
7. Past due loan amounts included in interests reported in item 6.a:							
a. 30-89 days past due							6.a
b. 90 days or more past due							6.b
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):							7.a
a. Charge-offs							7.b
b. Recoveries							8.a
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							8.b
10. Reporting bank's unused commitments to provide liquidity to other institutions' securitization structures							9
	RCON B776	RCON B777	RCON B778	RCON B779	RCON B780	RCON B781	RCON B782
	0	0	0	0	0	0	0
	RCON B783	RCON B784	RCON B785	RCON B786	RCON B787	RCON B788	RCON B789
	0	0	0	0	0	0	0

Schedule RC-S—Continued

	Dollar Amounts in Thousands						
	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou	Bill Mil Thou
Bank Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized by the reporting bank	RCON B790	RCON B791	RCON B792	RCON B793	RCON B794	RCON B795	RCON B796
	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	RCON B797	RCON B798	RCON B799	RCON B800	RCON B801	RCON B802	RCON B803
	0	0	0	0	0	0	0

11

12

Memoranda

	Dollar Amounts in Thousands	
	RCON	Bill Mil Thou
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:		
a. Outstanding principal balance	A249	0
	A250	0
b. Amount of retained recourse on these obligations as of the report date		
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):		
a. Closed-end 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804	0
b. Closed-end 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	0
c. Other financial assets (includes home equity lines)(1)	A591	0
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	F699	0
3. Asset-backed commercial paper conduits:		
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:		
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	B806	0
(2) Conduits sponsored by other unrelated institutions	B807	0
b. Unused commitments to provide liquidity to conduit structures:		
(1) Conduits sponsored by the bank, a bank affiliate, or the bank's holding company	B808	0
(2) Conduits sponsored by other unrelated institutions	B809	0
4. Outstanding credit card fees and finance charges included in Schedule RC-S, item 1, column C(2)	C407	N/A

M.1.a

M.1.b

M.2.a

M.2.b

M.2.c

M.2.d

M.3.a.1

M.3.a.2

M.3.b.1

M.3.b.2

M.4

(1) Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.
 (2) Memorandum item 4 is to be completed by banks that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) are credit card specialty banks as defined for Uniform Bank Performance Report purposes.

Schedule RC-T—Fiduciary and Related Services

1. Does the institution have fiduciary powers? (If "NO," do not complete Schedule RC-T)	RCON A345	YES / NO NO	1
2. Does the institution exercise the fiduciary powers it has been granted?	RCON A346	YES / NO NO	2
3. Does the institution have any fiduciary or related activity (in the form of assets or accounts) to report in this schedule? (If "NO," do not complete the rest of Schedule RC-T.)	RCON B867	YES / NO NO	3

If the answer to item 3 is "YES," complete the applicable items of Schedule RC-T, as follows:

Institutions with total fiduciary assets (item 10, sum of columns A and B) greater than \$250 million (as of the preceding December 31) or with gross fiduciary and related services income greater than 10% of revenue (net interest income plus noninterest income) for the preceding calendar year must complete:

- Items 4 through 22 and Memorandum item 3 quarterly,
- Items 23 through 26 annually with the December report, and
- Memorandum items 1,2, and 4 annually with the December report.

Institutions with total fiduciary assets (item 10, sum of columns A and B) greater than \$100 million but less than or equal to \$250 million (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 26 annually with the December report, and
- Memorandum items 1 through 4 annually with the December report.

Institutions with total fiduciary assets (item 10, sum of columns A and B) of \$100 million or less (as of the preceding December 31) that do not meet the fiduciary income test for quarterly reporting must complete:

- Items 4 through 13 annually with the December report, and
- Memorandum items 1 through 3 annually with the December report.

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
	Tril Bil Mil Thou	Tril Bil Mil Thou			
Dollar Amounts in Thousands					
Fiduciary and Related Assets	RCON B868	RCON B869	RCON B870	RCON B871	
4. Personal trust and agency accounts	N/A	N/A	N/A	N/A	4
5. Employee benefit and retirement-related trust and agency accounts:	RCON B872	RCON B873	RCON B874	RCON B875	
a. Employee benefit-defined contribution	N/A	N/A	N/A	N/A	5.a
b. Employee benefit-defined benefit	RCON B876	RCON B877	RCON B878	RCON B879	5.b
c. Other employee benefit and retirement-related accounts	N/A	N/A	N/A	N/A	5.c
	RCON B884	RCON B885	RCON C001	RCON C002	
6. Corporate trust and agency accounts	N/A	N/A	N/A	N/A	6
7. Investment management and investment advisory agency accounts	RCON B886	RCON J253	RCON B888	RCON J254	7
	N/A	N/A	N/A	N/A	
8. Foundation and endowment trust and agency accounts	RCON J255	RCON J256	RCON J257	RCON J258	8
	N/A	N/A	N/A	N/A	
9. Other fiduciary accounts	RCON B890	RCON B891	RCON B892	RCON B893	9
	N/A	N/A	N/A	N/A	
10. Total fiduciary accounts (sum of items 4 through 9)	RCON B894	RCON B895	RCON B896	RCON B897	10
	N/A	N/A	N/A	N/A	

Village Bank

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Schedule RC-T—Continued

	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts	
	Tril Bil Mil Thou	Tril Bil Mil Thou			
Dollar Amounts in Thousands					
11. Custody and safekeeping accounts		RCON B898		RCON B899	11
12. Not applicable		N/A		N/A	
13. Individual Retirement Accounts, Health Savings Accounts, and other similar accounts (included in items 5.c and 11)	RCON J259	RCON J260	RCON J261	RCON J262	13
	N/A	N/A	N/A	N/A	

	Dollar Amounts in Thousands		
	RIAD	Bil Mil Thou	
Fiduciary and Related Services Income			
14. Personal trust and agency accounts	B904	N/A	14
15. Employee benefit and retirement-related trust and agency accounts:			
a. Employee benefit—defined contribution	B905	N/A	15.a
b. Employee benefit—defined benefit	B906	N/A	15.b
c. Other employee benefit and retirement-related accounts	B907	N/A	15.c
16. Corporate trust and agency accounts	A479	N/A	16
17. Investment management and investment advisory agency accounts	J315	N/A	17
18. Foundation and endowment trust and agency accounts	J316	N/A	18
19. Other fiduciary accounts	A480	N/A	19
20. Custody and safekeeping accounts	B909	N/A	20
21. Other fiduciary and related services income	B910	N/A	21
22. Total gross fiduciary and related services income (sum of items 14 through 21) (must equal Schedule RI, item 5.a)	4070	N/A	22
23. LESS: Expenses	C058	N/A	23
24. LESS: Net losses from fiduciary and related services	A488	N/A	24
25. PLUS: Intracompany income credits for fiduciary and related services	B911	N/A	25
26. Net fiduciary and related services income	A491	N/A	26

Memoranda

	(Column A) Personal Trust and Agency and Investment Management Agency Accounts		(Column B) Employee Benefit and Retirement- Related Trust and Agency Accounts		(Column C) All Other Accounts		
	RCON	Bil Mil Thou	RCON	Bil Mil Thou	RCON	Bil Mil Thou	
Dollar Amounts in Thousands							
1. Managed assets held in fiduciary accounts:							
a. Noninterest-bearing deposits	J263	N/A	J264	N/A	J265	N/A	M.1.a
b. Interest-bearing deposits	J266	N/A	J267	N/A	J268	N/A	M.1.b
c. U.S. Treasury and U.S. Government agency obligations	J269	N/A	J270	N/A	J271	N/A	M.1.c
d. State, county, and municipal obligations	J272	N/A	J273	N/A	J274	N/A	M.1.d
e. Money market mutual funds	J275	N/A	J276	N/A	J277	N/A	M.1.e
f. Equity mutual funds	J278	N/A	J279	N/A	J280	N/A	M.1.f
g. Other mutual funds	J281	N/A	J282	N/A	J283	N/A	M.1.g
h. Common trust funds and collective investment funds	J284	N/A	J285	N/A	J286	N/A	M.1.h
i. Other short-term obligations	J287	N/A	J288	N/A	J289	N/A	M.1.i
j. Other notes and bonds	J290	N/A	J291	N/A	J292	N/A	M.1.j
k. Investments in unregistered funds and private equity investments	J293	N/A	J294	N/A	J295	N/A	M.1.k

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Schedule RC-T—Continued

Memoranda—Continued

	(Column A) Personal Trust and Agency and Investment Management Agency Accounts		(Column B) Employee Benefit and Retirement- Related Trust and Agency Accounts		(Column C) All Other Accounts		
	RCON	Bill Mil Thou	RCON	Bill Mil Thou	RCON	Bill Mil Thou	
Dollar Amounts in Thousands							
1. l. Other common and preferred stocks	J296	N/A	J297	N/A	J298	N/A	M.1.l
m. Real estate mortgages	J299	N/A	J300	N/A	J301	N/A	M.1.m
n. Real estate	J302	N/A	J303	N/A	J304	N/A	M.1.n
o. Miscellaneous assets	J305	N/A	J306	N/A	J307	N/A	M.1.o
p. Total managed assets held in fiduciary accounts (for each column, sum of Memorandum items 1.a through 1.o)	J308	N/A	J309	N/A	J310	N/A	M.1.p

	(Column A) Managed Assets		(Column B) Number of Managed Accounts		
	RCON	Bill Mil Thou	RCON		
Dollar Amounts in Thousands					
1. q. Investments of managed fiduciary accounts in advised or sponsored mutual funds	J311	N/A	J312	N/A	M.1.q

	(Column A) Number of Issues		(Column B) Principal Amount Outstanding		
	RCON		Tril Bil Mil Thou		
Dollar Amounts in Thousands					
2. Corporate trust and agency accounts:				RCON B928	
a. Corporate and municipal trusteeships	B927	N/A		N/A	M.2.a
(1) Issues reported in Memorandum item 2.a. that are in default	J313	N/A		N/A	M.2.a.1
b. Transfer agent, registrar, paying agent, and other corporate agency	B929	N/A			M.2.b

	(Column A) Number of Funds		(Column B) Market Value of Fund Assets		
	RCON		RCON	Bill Mil Thou	
Dollar Amounts in Thousands					
3. Collective investment funds and common trust funds:					
a. Domestic equity	B931	N/A	B932	N/A	M.3.a
b. International/Global equity	B933	N/A	B934	N/A	M.3.b
c. Stock/Bond blend	B935	N/A	B936	N/A	M.3.c
d. Taxable bond	B937	N/A	B938	N/A	M.3.d
e. Municipal bond	B939	N/A	B940	N/A	M.3.e
f. Short term investments/Money market	B941	N/A	B942	N/A	M.3.f
g. Specialty/Other	B943	N/A	B944	N/A	M.3.g
h. Total collective investment funds (sum of Memorandum items 3.a through 3.g)	B945	N/A	B946	N/A	M.3.h

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Schedule RC-T—Continued

Memoranda—Continued

	(Column A) Gross Losses Managed Accounts		(Column B) Gross Losses Non-Managed Accounts		(Column C) Recoveries		
	RIAD	Mil Thou	RIAD	Mil Thou	RIAD	Mil Thou	
Dollar Amounts in Thousands							
4. Fiduciary settlements, surcharges and other losses:							
a. Personal trust and agency accounts	B947	N/A	B948	N/A	B949	N/A	M.4.a
b. Employee benefit and retirement related trust and agency accounts	B950	N/A	B951	N/A	B952	N/A	M.4.b
c. Investment management and investment advisory agency accounts	B953	N/A	B954	N/A	B955	N/A	M.4.c
d. Other fiduciary accounts and related services	B956	N/A	B957	N/A	B958	N/A	M.4.d
e. Total fiduciary settlements, surcharges, and other losses (sum of Memorandum items 4.a through 4.d) (sum of columns A and B minus column C must equal Schedule RC-T, item 24)	B959	N/A	B960	N/A	B961	N/A	M.4.e

Person to whom questions about Schedule RC-T—Fiduciary and Related Services should be directed:

N/A
Name and Title (TEXT B962)

N/A
E-mail Address (TEXT B926)

N/A
Telephone: Area code/phone number/extension (TEXT B963)

N/A
FAX: Area code/phone number (TEXT B964)

Village Bank

Legal Title of Bank

FDIC Certificate Number: 33761

Schedule RC-V— Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles				(Column B) ABCP Conduits				(Column C) Other VIEs				
	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	RCON	Bil	Mil	Thou	
	1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of the consolidated VIEs:												
a. Cash and balances due from depository institutions	J981		0		J982		0		J983		0		1.a
b. Held-to-maturity securities	J984		0		J985		0		J986		0		1.b
c. Available-for-sale securities	J987		0		J988		0		J989		0		1.c
d. Securities purchased under agreements to resell													
	J990		0		J991		0		J992		0		1.d
e. Loans and leases held for sale													
	J993		0		J994		0		J995		0		1.e
f. Loans and leases, net of unearned income													
	J996		0		J997		0		J998		0		1.f
g. Less: Allowance for loan and lease losses													
	J999		0		K001		0		K002		0		1.g
h. Trading assets (other than derivatives)													
	K003		0		K004		0		K005		0		1.h
i. Derivative trading assets													
	K006		0		K007		0		K008		0		1.i
j. Other real estate owned													
	K009		0		K010		0		K011		0		1.j
k. Other assets													
	K012		0		K013		0		K014		0		1.k
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank:													
a. Securities sold under agreements to repurchase													
	K015		0		K016		0		K017		0		2.a
b. Derivative trading liabilities													
	K018		0		K019		0		K020		0		2.b
c. Commercial paper													
	K021		0		K022		0		K023		0		2.c
d. Other borrowed money (exclude commercial paper)													
	K024		0		K025		0		K026		0		2.d
e. Other liabilities													
	K027		0		K028		0		K029		0		2.e
3. All other assets of consolidated VIEs (not included in items 1.a. through 1.k above)													
	K030		0		K031		0		K032		0		3
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above)													
	K033		0		K034		0		K035		0		4

