
APPLICATIONS
to the
OFFICE OF THE COMPTROLLER OF THE CURRENCY
and
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
by
OCEANFIRST FINANCIAL CORP.
and
OCEANFIRST BANK, NATIONAL ASSOCIATION
to acquire by merger
FLUSHING FINANCIAL CORPORATION
and its New York state nonmember bank subsidiary
FLUSHING BANK

Volume A

January 26, 2026

TABLE OF CONTENTS

REQUEST FOR CONFIDENTIAL TREATMENT

CONTACT INFORMATION

EXHIBITS

VOLUME A PUBLIC	
Overview	1
OCC Streamlined Business Combination Application	2
Federal Reserve Form FR Y-3	3
Form of Newspaper Notice	4
Branches of the Resulting Institution	5
Market Share and Pro Forma HHI Information	6
CRA Policy	7
CRA Assessment Area of Resulting Institution	8
Community Support for the Transaction	9
Recent Representative Examples of Community Engagement and Outreach	10
OCFCorp Federal Reserve Form FR Y-9C	11
OCFCorp NIC Organization Hierarchy	12

VOLUME B CONFIDENTIAL	
Directors and Senior Executive Officers	13
Subsidiaries and Other Equity Investments	14
Pro Forma Financial Information	15
Pro Forma Ownership of the Resulting Institution	16
Key Diligence Findings	17
Integration Preparedness	18
Corporate Governance Approvals: OceanFirst	19
Corporate Governance Approvals: Flushing	20
Additional Confidential Response	21

VOLUME C CONFIDENTIAL	
Merger Agreement	22
Bank Merger Agreement	23
Investment Agreement with WP Investor	24

REQUEST FOR CONFIDENTIAL TREATMENT

The parties respectfully request confidential treatment for the information included in the confidential portion of these applications and in any other documents marked “confidential” or for which confidential treatment may otherwise be requested (the “Confidential Material”). The Confidential Material contains highly sensitive, non-public, business, financial, supervisory, and personal information regarding the parties to the proposed transactions. The Confidential Material includes information regarding business and investment plans that are not otherwise available to the public, counterparties, and competitors. Disclosure of the Confidential Material would create a competitive disadvantage for the parties. If they obtained Confidential Material, competitors and other market participants would be able to develop business and investment strategies to the disadvantage of the parties. In addition, the Confidential Material contains confidential supervisory information related to the parties. Disclosure of the Confidential Material would weaken the parties’ ability to provide comprehensive and detailed information as part of the important confidential supervisory relationship.

Accordingly, the Confidential Material is exempt from disclosure under the Freedom of Information Act (5 U.S.C. § 552(b)(4), (6), (8)), the New York Freedom of Information Law (including N.Y. Pub. Off. Law § 87(2)(a), (b), and (d)), analogous state laws, and their implementing regulations (including 12 CFR 261.15(a)(4), (6), (8) and 12 CFR 4.12(b)(4), (6), (8)). The Confidential Material may also be exempt from disclosure under other provisions of law. The parties request that the agencies notify them of any request for disclosure of the Confidential Material and, prior to any such disclosure, provide the parties with an opportunity to respond.

CONTACT INFORMATION

Steven J. Tsimbinos
General Counsel & Senior Executive VP
OceanFirst Bank, National Association
110 W. Front Street
Red Bank, NJ 07701
732.240.4500 ext. 27508
stsimbin@oceanfirst.com

Brian D. Christiansen
Partner
Simpson Thacher & Bartlett LLP
900 G Street, N.W.
Washington, D.C. 20001
202.636.5940
brian.christiansen@stblaw.com

EXHIBIT 1

Overview

Overview

Unless the context requires otherwise, these application materials use the defined terms set forth in the table below.

Transaction	All of the legal steps and transactions contemplated herein, including actions incidental thereto
OceanFirst	OCFCorp and its subsidiaries, including OCFBank
OCFCorp	OceanFirst Financial Corp. a Delaware corporation and financial holding company
OCFBank	OceanFirst Bank, National Association a national bank with its main office in Toms River, New Jersey
Flushing	FCorp and its subsidiaries, including FBank
FCorp	Flushing Financial Corporation a Delaware corporation and bank holding company
FBank	Flushing Bank a New York-chartered nonmember state bank with its main office in Uniondale, New York
WP Investor	WPGG 14 Orion L.P. and WPFS II Orion L.P., affiliates of funds managed by Warburg Pincus LLC
Federal Reserve	Board of Governors of the Federal Reserve System
OCC	Office of the Comptroller of the Currency
NYDFS	New York State Department of Financial Services

1 Introduction

These applications relate to a combination of two well-capitalized, profitable, community-focused banking organizations with Outstanding ratings under the Community Reinvestment Act. As the resulting institution of the Transaction, OceanFirst will have approximately \$23 billion of total assets and continue to provide a range of banking products and services to business and individual customers in the same communities now served by OceanFirst and Flushing. The Transaction will not involve any change in the senior executive officers or fundamental business strategy of OceanFirst, which is and will remain to build a strong community-focused banking franchise with a product suite and scale capable of competing effectively with much larger institutions.

2 Approvals Requested

The parties hereby respectfully request:

- approval of the Federal Reserve under the Bank Holding Company Act of 1956 (the “BHC Act”) at 12 U.S.C. § 1842;
- approval of the OCC under the Bank Merger Act at 12 U.S.C. § 1828(c) and other federal banking statutes, including 12 U.S.C. §§ 215a and 1831u; and
- such other approvals, consents, or waivers as may be deemed necessary in connection with the Transaction.

3 Parties to the Transactions

This section describes the parties to the Transaction.

3.1 OceanFirst

OCFBank is a national bank with its main office in Toms River, New Jersey. OCFBank provides a wide range of community-focused banking products and services to business and consumer clients, including commercial and residential financing solutions, trust and asset management, and deposit services. OCFBank is one of the oldest community-based financial institutions headquartered in New Jersey. OCFBank has approximately 1,000 employees and serves customers through its main office and forty-one branches in New Jersey, New York, and Pennsylvania, as well as through non-branch offices and mobile and online channels.

OCFBank is wholly owned by OCFCorp. OCFCorp is a bank holding company registered with the Federal Reserve that has elected to be a financial holding company. The common stock of OCFCorp is publicly traded on the NASDAQ under the ticker symbol OCFC. OCFCorp has been profitable for more than twenty-five consecutive years. Summary financial information for OceanFirst is provided below.

<i>OceanFirst</i> 9/30/25 (\$ 000s)		
	<i>OCFBank</i>	<i>OCFCorp</i>
Total assets	\$14,230,921	\$14,335,220
Total liabilities	\$12,521,358	\$12,681,793
Total deposits	\$10,560,343	\$10,506,856
Total equity capital	\$1,709,563	\$1,634,664
Tier 1 leverage ratio	9.07%	9.10%
Common equity tier 1 risk-based capital ratio	11.27%	10.56%
Tier 1 risk-based capital ratio	11.27%	11.28%
Total risk-based capital ratio	12.10%	13.06%
Net income (nine months ended 9/30/25)	\$63,546	\$57,884

Additional information about OceanFirst is available at <www.oceanfirst.com>.

3.2 Flushing

FBank is a New York state-chartered, non-member bank with its main office located in Uniondale, New York. FBank was established in 1929 and is a community bank that provides traditional commercial and consumer banking services to individuals, small and medium-sized businesses, and professionals. FBank has more than 573 employees as of January 11, 2026, and serves customers through its main office and thirty branches located in New York, as well as through mobile and online channels.

F Corp is the parent bank holding company for F Bank. The common stock of F Corp is publicly traded on the NASDAQ under the ticker symbol FFIC. Summary financial information for Flushing is provided below.

<i>Flushing</i> <i>9/30/25</i> <i>(\$ 000s)</i>		
	<i>F Bank</i>	<i>F Corp</i>
Total assets	\$8,872,087	\$8,871,991
Total liabilities	\$7,970,431	\$8,160,765
Total deposits	\$7,458,306	\$7,408,688
Total equity capital	\$901,656	\$711,226
Tier 1 leverage ratio	10.30%	8.64%
Common equity tier 1 risk-based capital ratio	13.38%	10.51%
Tier 1 risk-based capital ratio	13.38%	11.23%
Total risk-based capital ratio	14.02%	14.70%
Net income (nine months ended 9/30/25)	\$25,395	\$14,854

Additional information about Flushing is available at <www.flushingbank.com>.

3.3 The WP Investor

Warburg Pincus LLC (“Warburg Pincus”) is a leading global private equity firm. Founded in 1966, Warburg Pincus has more than \$85 billion in assets under management. The firm’s active portfolio of more than 215 companies is diversified by stage, sector, and geography. Since its founding, Warburg Pincus has raised 25 private equity funds, which have invested more than \$125 billion in over 1,100 companies in more than 45 countries. Warburg Pincus is an experienced partner to management teams seeking to build durable companies with sustainable value. Warburg Pincus is headquartered in New York, with more than 15 offices globally. Warburg Pincus is a leader in financial services investments. Warburg Pincus invests across the full spectrum of financial services sub-sectors globally, including banks, insurance, asset and wealth management, specialty finance, payments and financial services-focused software, infrastructure and services. Warburg Pincus funds currently have investments in the following bank holding companies: Banc of California, Inc. (Los Angeles, CA); EverBank Financial Corp (Jacksonville, FL); Varo Money, Inc. (San Francisco, CA).

4 The Transaction

This section describes the strategic rationale, key diligence findings, integration preparedness, and legal steps and documentation of the Transaction.

4.1 Strategic Rationale

The Transaction promotes OceanFirst’s strategy to build a strong community-focused banking franchise with a product suite and scale capable of competing effectively with much larger institutions. OceanFirst believes the Transaction’s strategic rationale is supported by the following key points.

- The Transaction will allow for delivery of OceanFirst’s more robust suite of products and services through Flushing’s longstanding and attractive branch network and distribution channels in Long Island and New York City—a contiguous extension of OceanFirst’s existing branch footprint.
- The Transaction will meaningfully improve OceanFirst’s pro forma earnings profile and ability to generate internal capital. OceanFirst projects that the Transaction will improve its return on average assets to 1.0% and return on average tangible common equity to 12.6%, in each case in 2027.
- The Transaction facilitates a more diversified loan portfolio, maintains a conservative credit risk profile, and includes an investment of \$225 million in new capital to the resulting institution for a continued strong capital position.
- The Transaction creates a scaled, high performing franchise and accelerates OceanFirst’s expansion in the Long Island and New York City areas. The Transaction creates a regional bank with healthy profitability characteristics.

These benefits will support OceanFirst’s strategy and improve its earnings, capacity for internal capital generation, and overall future prospects.

4.2 Key Diligence Findings

OceanFirst conducted a thorough diligence review of Flushing. OceanFirst is comfortable that it can prudently integrate and manage the acquired assets, operations, and business. A summary of OceanFirst’s key diligence findings is provided at Exhibit 17.

4.3 Integration Preparedness

OceanFirst has significant experience integrating and converting acquisitions. Additional information regarding OceanFirst’s integration preparedness is provided at Exhibit 18.

4.4 Corporate Steps

The Transaction will be completed through the following corporate steps.

- *MergerSub Formed.* OCFCorp has formed a Delaware corporation as a wholly owned subsidiary named Apollo Merger Sub Corp. (“MergerSub”) for the sole purpose of facilitating the Transaction.
- The following steps will occur on the closing date near simultaneously.
 - *First-Step Merger.* FCorp will merge with MergerSub, with FCorp as the surviving entity. The transaction documents refer to this merger as the “First-Step Merger.” As a result of the First-Step Merger, FCorp will become a wholly owned subsidiary of OCFCorp. In exchange for each share of FCorp common stock, the shareholders of FCorp will receive 0.85 shares of newly issued shares of OCFCorp common stock. The approximate value of the aggregate stock consideration is approximately \$579 million.¹

¹ This estimate of the aggregate value of the stock consideration is based on OCFCorp’s common stock price of \$19.76 on December 26, 2025, which was the business day immediately preceding signing of the definitive agreements.

- *Second-Step Merger.* Immediately following the First-Step Merger, FCorp will merge with OCFCorp, with OCFCorp as the surviving entity. The transaction documents refer to this merger as the “Second-Step Merger.” As a result of the Second-Step Merger, FCorp will cease to exist as a separate legal entity and FBank will become a direct wholly owned subsidiary of OCFCorp.
- *WP Investment.* The WP Investor will invest \$225 million of cash capital in OCFCorp in exchange for newly issued shares of voting Common Stock, newly issued shares of Non-Voting Common Equivalent Stock (“NVCE Stock”), and warrants to acquire additional NVCE Stock. On a pro forma basis, the WP Investor will own approximately 9.9% of the issued and outstanding voting common stock (and approximately 12% of the total outstanding voting and nonvoting shares) of OCFCorp. Additional information regarding the pro forma ownership of the WP Investor for purposes of the BHC Act and Change in Bank Control Act is provided at Exhibit 16. Subject to conditions, the WP Investor will be entitled designate one individual for nomination to the board of directors of OCFCorp and OCFBank.
- *Bank Merger.* At 12:01 AM on the day immediately following the closing, FBank will merge with OCFBank, with OCFBank as the resulting institution. These materials refer to this bank-level merger as the “Bank Merger.” The main office and branches of FBank will be retained as branches of OCFBank.

Following the Transaction, OCFCorp will remain the publicly traded, parent bank holding company of OCFBank.

4.5 Legal Documentation

The Transaction is governed by the legal documents summarized in the table below.

<i>Legal Documentation of the Transaction</i>		
<i>Name</i>	<i>Purpose</i>	<i>Exhibit</i>
Merger Agreement Agreement and Plan of Merger by and among OceanFirst Financial Corp., Apollo Merger Sub Corp. and Flushing Financial Corporation, dated as of December 29, 2025	The Merger Agreement governs the First-Step Merger and the Second-Step Merger. It is the principal document setting forth the substantive terms and conditions between OceanFirst and Flushing regarding the Transaction. The Merger Agreement has several exhibits, including the form of support agreements to be entered into by certain officers and all of the directors of each of OCFCorp and FCorp.	Exhibit 22
Bank Merger Agreement Agreement and Plan of Merger by and between OceanFirst Bank, National Association and Flushing Bank, dated as of December 29, 2025	The Bank Merger Agreement governs the Bank Merger.	Exhibit 23

<i>Legal Documentation of the Transaction</i>		
<i>Name</i>	<i>Purpose</i>	<i>Exhibit</i>
Investment Agreement Investment Agreement by and between OceanFirst Financial Corp., WPGG 14 Orion L.P. and WPFS II Orion L.P., dated as of December 29, 2025	<p>The Investment Agreement governs the investment by the WP Investor in OceanFirst. OCFCorp entered into a legally binding investment agreement with the WP Investor to invest \$225 million, which will be funded concurrently with closing of the Transaction. The WP Investor will contribute \$225 million in cash for newly issued shares of OCFCorp voting common stock, NVCE Stock, and warrants to purchase additional NVCE Stock. The NVCE Stock will be treated as a non-voting security for purposes of 12 CFR 225.2(q)(2) and as common equity Tier 1 capital for purposes of 12 CFR pt. 217.</p> <p>The Investment Agreement has several exhibits, including the forms of the Certificate of Designations setting for the terms of the NVCE Stock; the warrant under which the WP Investor may acquire additional shares of NVCE Stock; and registration rights agreement governing the circumstances under which the WP Investor may cause its securities of OCFCorp to be registered under federal securities laws.</p>	Exhibit 24

The Merger Agreement and Investment Agreement each provide that a party may elect to terminate if the Transaction is not closed by September 29, 2026. If receipt of required regulatory approvals is the sole outstanding condition, then the agreements may be extended automatically for three additional months (i.e., until December 29, 2026) subject to certain exceptions.

Corporate governance resolutions approving the Transaction are provided at Exhibits 19 and 20.

The Transaction requires approval of the shareholders of OCFCorp and FCorp. OCFCorp and FCorp are jointly preparing a Form S-4 related to the Transaction, which will be filed with the Securities and Exchange Commission and be available through that agency's EDGAR system.

5 Regulatory Considerations

This section addresses certain statutory and regulatory factors that are to be considered in evaluating these applications.

5.1 Competitive Considerations

Consideration of the competitive impact of the Transaction supports approval of these applications. Consummation of the Transaction will not result in a monopoly, substantially lessen competition, or have a significantly adverse effect on competition or on the concentration of resources in any relevant banking market.

The Federal Reserve generally analyzes the competitive impact of a bank merger by calculating the Herfindahl-Hirschman Index (“HHI”) for each relevant geographic market based on reported in-market deposits, with market analysis typically based on banking markets defined by the Federal Reserve. OceanFirst and Flushing currently maintain branches in a *single* overlapping banking market: the Metro New York City, NY-NJ-CT-PA market (the “Metro NYC Market”). Consummation of the Transaction would be consistent with Federal Reserve and OCC precedent and within the thresholds in the 1995 Bank

Merger Guidelines in the Metro NYC Market.² On consummation, the Metro NYC Market would remain moderately concentrated, as measured by the HHI. The HHI would remain virtually unchanged and numerous competitors would remain in the Metro NYC Market.

OCFBank is the thirty-seventh largest depository organization in the Metro NYC Market by weighted deposits, controlling approximately \$6.1 billion of deposits, which represents less than 1% of market deposits. FBank is the twenty-ninth largest depository organization in the Metro NYC Market by weighted deposits, controlling approximately \$7.3 billion of deposits, which represents less than 1% of market deposits. On consummation of the Transaction, OCFBank would become twenty-second largest depository organization by weighted deposits in the market, controlling deposits of approximately \$13.5 billion, which would continue to represent less than 1% of market deposits. The HHI for the Metro NYC Market would increase by less than 1 point and remain at 1,598 and 186 depository institution competitors would remain in the market. The table below shows the pro forma impact of the Transaction on HHI in the Metro NYC Market. Information regarding the deposit-based market share of each institution is provided at Exhibit 6.

<i>Pro Forma Impact of Transaction on Weighted HHI on Metro New York City, NY-NJ-CT-PA Market</i>				
<i>Source: Federal Reserve CASSIDI Banking Competitive Analysis (report run January 6, 2026, using most recent deposit data as of June 30, 2025)</i>				
	<i>Pre-Merger HHI</i>	<i>Change in HHI</i>	<i>Post-Merger HHI</i>	<i>Resulting Institution Deposit Share Post-Merger</i>
OCFCorp acquisition of FCorp	1,598.341	0.127	1,598.468	0.506%

The parties are not aware of any facts or circumstances unique or relevant to the Transaction or its parties that would otherwise suggest that the Transaction will have a significant adverse effect on competition in any relevant banking market. OceanFirst and Flushing each have less than \$50 billion in total assets, as will the resulting institution. OceanFirst and Flushing today compete with banks of all sizes, including community banks, regional banks, and larger systemically important financial institutions. They also compete with other nonbank lenders. The Transaction promotes competition in the relevant market as it will facilitate the resulting institution being able to offer a wider array of products and services to compete with other banks and lenders in the markets in which the resulting institution will operate. Accordingly, competitive considerations support approval of these applications.

5.2 Financial Resources; Future Prospects

The financial resources of OceanFirst and Flushing support approval of these applications. Pro forma and projected financial information is provided at Exhibit 15. OceanFirst is and will remain well capitalized on consummation of the Transaction. The Transaction will include an investment of \$225 million of cash

² The 1995 Bank Merger Guidelines had been adopted together with the federal banking agencies, and none of the federal banking agencies has withdrawn from the 1995 Bank Merger Guidelines. The Federal Reserve has traditionally considered a market unconcentrated if the post-merger HHI is under 1000, moderately concentrated if the post-merger HHI is between 1000 and 1800, and highly concentrated if the post-merger HHI exceeds 1800. See, e.g., Chemical Banking Corporation, 78 Federal Reserve Bulletin 74 (1992). In addition, the Federal Reserve has traditionally considered a merger not to have an anticompetitive effect where the proposed merger would not increase the HHI by more than 200 points in any banking market, in the absence of other factors indicating anticompetitive effects.

capital to be included as common equity tier 1 capital. The asset quality, earnings, and liquidity of OceanFirst and Flushing are consistent with approval. OceanFirst has adequate resources to absorb the costs of the Transaction and to complete the integration of the institutions' operations.

The future prospects of OceanFirst are consistent with approval. OceanFirst has been profitable for more than 25 consecutive years. The Transaction will provide OceanFirst with improved scale and earnings, which will enhance its ability to invest in talent, products, and technology.

5.3 Managerial Resources

The managerial resources of OceanFirst and Flushing support approval of these applications. OceanFirst as the resulting institution will remain well managed.

5.3.1 Board of Directors

Upon consummation of the Transaction, the resulting boards of directors of OCFCorp and OCFBank will each be expanded to consist of seventeen members: ten individuals who currently serve as directors of OceanFirst; six individuals who currently serve as directors of Flushing; and one individual who will be designated by the WP Investor.

John Buran, who is the current Chairman and CEO of Flushing, will become the Non-Executive Chairman of OCFCorp and OCFBank.³ Anthony Coscia, who is a former bank executive, independent director, and the current Lead Independent Director of OceanFirst, will remain the Lead Independent Director of OCFCorp and OCFBank.

All of the individuals who will serve as directors of the resulting institution have experience serving as a director of one or more well-capitalized, well-managed, and profitable depository institutions. Although the specific individuals from each institution's board who will continue with the resulting bank will be selected closer to closing of the Transaction, OCFBank does expect to require any citizenship or residency waivers in connection with the Transaction. Additional information regarding the directors of the resulting institution is provided at Exhibit 13.

5.3.2 Senior Executive Officers

The Transaction will not result in any change in the senior executive officers of OceanFirst. Christopher Maher will remain the CEO of both OCFCorp and OCFBank. The senior executive officers of OceanFirst have demonstrated the competence, experience, and integrity to serve in these roles at the resulting institution. They have substantial management experience in the financial services industry, including executive-level experience. They also have a deep understanding of the relevant banking market as well as experience and knowledge regarding relevant banking laws and regulations that are necessary to successfully operate the resulting institution. In addition, the senior executive team has substantial and successful experience integrating and converting acquisitions and the practical skills to successfully execute and integrate the Transaction. Additional information regarding the senior executive officers of the resulting institution is provided at Exhibit 13.

³ As Non-Executive Chairman, Mr. Buran will not be an executive or officer of either OCFCorp or OCFBank. Mr. Buran will hold the Non-Executive Chairman position until 2028, at which time Christopher Maher will return to the position of Chairman of both OCFCorp and OCFBank.

5.4 Convenience and Needs of the Community; CRA

Consideration of the convenience and needs of the community supports approval of these applications. Both institutions have an outstanding record of helping to meet the convenience and needs of their respective communities, as evidenced by their most recent performance evaluations under the Community Reinvestment Act (“CRA”). The Transaction will have a positive impact on the resulting institution’s ability to meet the existing and anticipated needs of its communities going forward. On consummation of the Transaction, OceanFirst, as the resulting institution, intends to continue its outstanding record of serving those within its communities, including small businesses and areas with minority or LMI concentrations. Furthermore, in connection with the Transaction, OceanFirst Bank will be donating \$5 million in stock to the OceanFirst Foundation that will be dedicated to providing support for non-profit organizations whose services and programs benefit residents and small businesses in Flushing’s existing CRA assessment area.

5.4.1 Businesses of the Involved Institutions

OceanFirst’s products include checking, savings, certificates of deposit, and money market deposit accounts for business and consumer customers, real estate lending, commercial and industrial loans, trust services, as well as more specialized products like deposit accounts for children and students and investment and insurance products. OceanFirst markets and distributes its banking products and services through its integrated online and mobile financial portal and through its branches in New Jersey, New York, and Pennsylvania.

Flushing’s products include checking, savings, certificates of deposit, and money market deposit accounts for business and consumer customers, individual retirement accounts, residential mortgages, commercial and construction mortgages, commercial lines of credit, commercial term loans, and Small Business Administration guaranteed loan programs. Flushing markets and distributes its banking products and services through its integrated online and mobile financial portal and through its branches in New York. In addition, Flushing maintains two internet banking divisions, iGobanking.com and BankPurely.com, which offer deposit products to consumers nationwide.

5.4.2 Records of Performance under the CRA

The table below summarizes the results of the most recent CRA examinations of the participating depository institutions.

	<i>Lending</i>	<i>Investment</i>	<i>Service</i>	<i>Overall</i>
OceanFirst Bank, National Association (exam by OCC dated November 18, 2024)				
Overall	Outstanding	Outstanding	High Satisfactory	Outstanding
New York-Newark, NY-NJ-CT-PA MMSA	Outstanding	Outstanding	High Satisfactory	Outstanding
Philadelphia-Reading-Camden, PA-NJ-DE-MD MMSA	High Satisfactory	High Satisfactory	High Satisfactory	High Satisfactory
Flushing Bank (exam by FDIC dated February 21, 2025)				
Overall	Outstanding	High Satisfactory	High Satisfactory	Outstanding
New York-Newark, NY-NJ-PA MSA	Outstanding	High Satisfactory	High Satisfactory	Outstanding

OceanFirst. OCFBank was examined under the Large Institution examination procedures and received an overall rating of Outstanding at its most recent CRA performance evaluation by the OCC, as of November 18, 2024.⁴ The bank received Outstanding ratings for both the Lending and Investment Tests and a High Satisfactory rating for the Service Test.⁵

- Under the Lending Test, examiners found that, in the New York MMSA, OCFBank’s lending levels reflected excellent responsiveness to credit needs and exhibited an excellent geographic distribution of loans and good distribution among borrowers of different income levels and businesses of different sizes. The OCC concluded that, in the Philadelphia MMSA, OCFBank’s lending levels reflected good responsiveness to credit needs and an adequate distribution of loans among individuals of different income levels and business of different sizes. Examiners noted that OCFBank used innovative or flexible lending practices in order to serve credit needs in both assessment areas. In addition, examiners concluded that OCFBank was a leader in making community development loans in both assessment areas.
- Under the Investment Test, examiners found that OCFBank had an excellent level of qualified community development investment and grants which were responsive in addressing community needs in the New York MMSA and a good level of qualified community development investment and grants in the Philadelphia MMSA.
- Under the Service Test, examiners determined that OCFBank’s service delivery systems were accessible to geographies and individuals of different income levels in both its assessment areas. Examiners found that OCFBank provided a relatively high level of community development services in the New York MMSA and an adequate level of community development services in the Philadelphia MMSA. In both assessment areas, OCFBank’s community development services were responsive in addressing community needs.

The OCC’s most recent CRA examination also considered OCFBank’s compliance with fair lending laws, taking into account its voluntary (i) Consent Order with the United States Department of Justice dated October 1, 2024, and (ii) Conciliation Agreement with the United States Department of Housing and Urban Development dated September 18, 2024. Both of these actions arose from allegations that OCFBank violated the Equal Credit Opportunity Act and Fair Housing Act in the New Brunswick-Lakewood, New Jersey lending area. These allegations were based on statistical analysis purporting to show a disparate impact in a particular geographic area. OCFBank maintained, and maintains, that it treated all of its customers fairly and without regard to impermissible factors such as race, color, and national origin. OCFBank entered into these voluntary actions in order to avoid costly litigation and did not admit or deny the allegations.

OCFBank has completed all of the substantive action items required by these DOJ and HUD actions. OCFBank’s completion of these requirements was validated by a third party. HUD terminated its

⁴ Examiners evaluated home mortgage loans; small loans to businesses; community development loans; qualified investments; and community development and retail services from January 1, 2021, through December 31, 2023.

⁵ OCFBank’s CRA evaluation involved a full-scope review of OCFBank’s activities in its New York-Newark-Jersey City, NY-NJ-PA multistate metropolitan statistical area (“MMSA”) and Philadelphia-Reading-Camden, PA-NJ-DE-MD MMSA assessment areas.

Conciliation Agreement by letter dated September 3, 2025. The OCC assigned OCFBank an Outstanding rating and concluded as follows: “As part of this evaluation process, the OCC consults with other federal agencies with responsibility for compliance with the relevant laws and regulations, including the U.S. Department of Justice, the U.S. Department of Housing and Urban Development, and the Bureau of Consumer Financial Protection, as applicable. The OCC has not identified that this institution (or any affiliate whose loans have been considered as part of the institution’s lending performance) has engaged in discriminatory or other illegal credit practices that require consideration in this evaluation.”

Flushing. FBank was examined under the Large Institution examination procedures and received an overall rating of Outstanding at its most recent CRA performance evaluation by the Federal Deposit Insurance Corporation (“FDIC”), as of February 11, 2025.⁶ The bank received an Outstanding rating for the Lending Test and “High Satisfactory” ratings for both the Investment and Service Tests.⁷

- Under the Lending Test, examiners concluded that FBank’s lending levels reflect excellent responsiveness to assessment area credit needs. The FDIC noted that FBank is a leader in originating multi-family mortgage loans and community development loans and actively originates small business and 1–4 family home mortgage loans. Moreover, examiners observed that the geographic distribution of FBank’s loans reflects excellent penetration throughout the assessment area.
- Under the Investment Test, examiners found that FBank has a significant level of qualified community development investments and grants, occasionally in a leadership position, particularly those that are not routinely provided by private investors. Examiners also found that FBank exhibits good responsiveness to assessment area credit and community economic development needs. FBank’s qualified investments primarily promoted affordable housing efforts.
- Under the Service Test, examiners found that FBank is a leader in providing community development services. Examiners also concluded that FBank’s delivery systems are accessible to essentially all portions of the assessment area and its alternative delivery systems, which include online and mobile banking, remote deposit capture, telephone banking, safe deposit, and direct deposit, increase the accessibility of banking services.

FBank is also subject to provisions of the New York Banking Law that impose obligations on a banking institution organized in New York to serve the credit needs of its local community. The most recent rating received by FBank under the New York regime was Outstanding.

The resulting institution will adhere to the existing CRA policy for OCFBank, a copy of which is provided at Exhibit 7. Letters from community groups offering support for the Transaction are provided at Exhibit 9.

⁶ Examiners reviewed mortgage loans and small business loans from January 1, 2021, through December 31, 2023, and community development loans, qualified investments, and community development services from July 9, 2021, through February 21, 2025.

⁷ FBank’s CRA evaluation involved a full-scope review of FBank’s activities in its New York-Newark-Jersey City, NY-NJ-PA metropolitan statistical area (“MSA”) assessment area.

5.4.3 Additional Considerations Related to Convenience and Needs

A finding that the Transaction will enhance the convenience and needs of the community is further supported by the resulting institution's business model, intended marketing and outreach, existing and anticipated product and service offerings, anticipated efforts to serve the convenience and needs of its communities, and other considerations.

Business Model. The Transaction will combine two complementary franchises and will create a stronger and expanded organization with an enhanced ability to serve the convenience and needs of its communities and be beneficial to both constituent organizations' existing customers and communities. As a result of the Transaction, OceanFirst, as the resulting institution, will be able to deliver a broader set of products and services to its customers, offer an expanded branch and ATM network, and provide access to a wider variety of banking products and services, to customers of Flushing and OceanFirst. In addition, a larger balance sheet and increased capital base will provide OceanFirst with greater resources with which to serve the convenience and needs of the communities in which it operates. For example, greater scale will allow for greater technology spending to enhance client experience and conveniences.

Marketing and Outreach. OceanFirst will continue to attract customers through its branch network and online presence and complement its traditional service delivery methods with alternative retail delivery systems across the communities served by both banks. The resulting institution will also be able to compete more effectively with the larger financial institutions that operate in the communities it serves, while maintaining the personal service of a community bank.

Product and Service Offerings. OceanFirst does not anticipate that the Transaction will result in any material reduction or adverse changes to the products or services currently offered by Flushing. The community banking products and services of OceanFirst align closely with those offered by Flushing, OceanFirst anticipates being able to smoothly migrate customers of Flushing to comparable community banking products and services of OceanFirst. Indeed, OceanFirst offers a somewhat wider range of products and services than does Flushing. For example, OceanFirst has trust powers and is able to provide trust and asset management services not offered by Flushing. OceanFirst as the resulting institution will have a higher legal lending limit, which will allow for increased credit to small- and medium-sized business in the markets now served by Flushing. After the Transaction, the customers and communities now served by Flushing will gain access to these additional products and services.

Anticipated Efforts to Serve Convenience & Needs of Communities. OceanFirst believes that community engagement is a key factor in assessing and meeting the credit needs of the communities in which it does business. OceanFirst's senior officers periodically meet with community representatives, including community leaders, community-based organizations, government agencies, political leaders, religious organizations, and concerned individuals, within the bank's delineated assessment area to better understand the community's needs. Officers, employees, and directors are encouraged to volunteer to serve on boards of community organizations. Through these regular interactions, senior officers obtain information to inform decisions about products, services, and delivery channels and how to best meet the needs of the community. Representative examples of community engagement and outreach activities by the involved banks are provided at Exhibit 10. OceanFirst established its Advisory Board in 2018. The Advisory Board consists of community business leaders, including an accountant, hospital president, utility company executive, telecommunications executive, insurance advisor, several attorneys and business owners, and respected retired community leaders. The Advisory Board meets four to five times a year with members of the OceanFirst executive team to share information about the communities and industries they serve, assess the individual credit needs of these communities, and discuss the OceanFirst's initiatives and business strategies. After the Transaction, OceanFirst will maintain its

Advisory Board and supplement its functions by expanding its membership, or establishing separate advisory boards, with members of the communities now served by Flushing.

OceanFirst Foundation. OceanFirst Foundation was formed in 1996 as part of the mutual to stock conversion of OCFBank. Since then, it has provided over \$50 million in grants to non-profits to support families, organizations, schools and communities in the OCFBank footprint. In connection with the Transaction, OCFBank will be donating \$5 million in stock to OceanFirst Foundation that will be dedicated to providing support for non-profit organizations whose services and programs benefit residents and small businesses in Flushing's existing CRA assessment area.

Geographic Area Served. OceanFirst does not anticipate any reduction in the geographic footprint to be served by branches of the combined institution. OceanFirst does not currently anticipate any branch closures or consolidations in connection with the Transaction. The pro forma CRA assessment area of the resulting institution, which includes all of the geographic areas currently within the respective CRA assessments areas of OceanFirst and Flushing, is provided at Exhibit 8.

For the reasons outlined above, approval of the Transaction is consistent with the convenience and needs of the community.

5.5 Financial Stability

The Transaction will not increase systemic risk or adversely affect financial stability. The Transaction involves community-focused banking organizations. The Transaction involves the acquisition of an institution with less than \$10 billion of assets and results in a combined institution with less than \$100 billion of assets.⁸

The involved institutions provide traditional community banking products. None of the institutions engages in complex, unusual, or unique activities for which there are few substitutes. None of the institutions engages in any material cross-border transactions. None of the institutions engages in underwriting or dealing in securities or derivatives. The Transaction will not increase the complexity or inter-connectedness of the U.S. financial system. The resulting institution will remain a domestic community bank that, in the event of failure, could be readily resolved by the FDIC in its traditional capacity as receiver.

5.6 Anti-Money Laundering

OceanFirst has, and will continue to have, a strong record in preventing money laundering and terrorism financing. OceanFirst maintains a satisfactory anti-money laundering program as required by the Bank Secrecy Act and USA PATRIOT Act and a satisfactory sanctions compliance program. OceanFirst has made investments in that program to ensure that it is scalable to accommodate its strategic growth. The BSA/AML/sanctions program of the resulting institution will integrate the organizational structures and staffing dedicated to BSA/AML/sanctions oversight and review data and systems components. The

⁸ See Federal Reserve Board Order Approving People's United Financial, Inc. to Acquire Suffolk Bancorp (Mar. 16, 2017) (“[T]he Board’s experience has shown that proposals involving an acquisition of less than \$10 billion in assets, or that result in a firm with less than \$100 billion in total assets, are generally not likely to create institutions that pose systemic risks. Transactions below either of these asset thresholds have typically not involved, or resulted in, firms with activities, structures, and operations that are complex or opaque. Such transactions have also not materially increased the interconnectedness or complexity of the financial system. Accordingly, the Board now presumes that a proposal does not raise material financial stability concerns if the assets involved fall below either of the aforementioned size thresholds, absent evidence that the transaction would result in a significant increase in interconnectedness, complexity, cross-border activities, or other risk factors.”).

resulting BSA/AML/sanctions program will continue to include the five required pillars of an effective BSA/AML/sanctions program.

5.7 Impact on the Deposit Insurance Fund

After the Transaction, OceanFirst will remain well capitalized with strong asset quality and liquidity, an expanded franchise, improved earnings, and strong future prospects. These factors will decrease risk to the Deposit Insurance Fund.

5.8 Legal Authority

This section addresses the authority for the Transaction under applicable federal and state laws.

5.8.1 Bank Holding Company Act of 1956

Section 3(a). Section 3(a) of the BHC Act relates to the acquisition of control of a bank by a company. OCFCorp will acquire direct control of FCorp and thereby acquire indirect control of FBank. OCFCorp will therefore have indirect control of FBank for the very short time prior to FBank’s merger into OCFBank at 12:01 AM the immediately following day. Thus, this component of the Transaction requires prior approval of the Federal Reserve pursuant to section 3 of the BHC Act. A completed Federal Reserve Form FR Y-3 is provided at Exhibit 3.

Section 3(d). Section 3(d) of the BHC Act sets forth requirements applicable to certain interstate banking transactions. OCFCorp meets the capital and management standards required under section 3(d) of the BHC Act and, for purposes of the BHC Act, its home state is New Jersey. As outlined below, the Transaction complies with the applicable requirements in section 3(d) of the BHC Act. First, the Transaction complies with the maximum five-year state age requirement. FBank is a New York state chartered nonmember bank located in New York that was originally chartered in 1929. Second, the Transaction complies with the 10% nationwide and 30% statewide deposit concentration limits. On consummation of the Transaction, OCFCorp would control less than 1% of the total deposits of insured depository institutions in the United States, less than 3% in New Jersey, and less than 1% in New York.⁹ Third, the Transaction complies with the applicable state-imposed deposit caps. New York does not impose a limit on the total amount of in-state deposits. New Jersey imposes a 30% limit on the total amount of in-state deposits that a single banking organization may control. As noted above, OCFCorp as the resulting institution will remain well below that threshold.¹⁰ Fourth, FBank received an “Outstanding” rating on its most recent community reinvestment examination under the New York Banking Law, and OCFBank and FBank each received an “Outstanding” rating on its most recent CRA examination. As described in the Overview at Exhibit 1, the Transaction will have a positive impact on OceanFirst’s ability to meet the existing and anticipated needs of its communities. Fifth, the merger of FBank into OCFBank is authorized under section 137(1) of the New York Banking Law, which provides for the merger of a New York state bank into a national bank without approval of the NYDFS. Also, OceanFirst and Flushing currently maintain branches in a single overlapping banking market defined by the Federal Reserve (i.e., the Metro NYC Market) and the pre-merger HHI and the post-merger HHI in that market would increase by less than one point.

Section 4. The acquisition of FCorp’s nonbank subsidiaries does not require any separate approval or prior notice pursuant to Section 4 of the BHC Act. The Transaction does not involve OCFCorp acquiring control or shares of any nonbank company other than (i) three statutory trusts that are related to the

⁹ The deposit percentages are based on the most recent FDIC deposit data as of June 30, 2025.

¹⁰ N.J. Stat. Ann. § 17:9A-133.1(b).

issuance of trust preferred securities by FCorp and (ii) subsidiaries to be held by OCFBank, which is a national bank. The acquisition of the three statutory trusts is permissible under Section 4(c)(1)(C) of the BHC Act. OCFCorp will hold the other acquired nonbank subsidiaries through OCFBank, which is a subsidiary national bank.¹¹ In addition, OCFCorp has elected financial holding company status under section 4(l) of the BHC Act and may therefore also rely on 12 CFR 225.85, as applicable. Information regarding the nonbank subsidiaries of the resulting institution is provided at Exhibit 14.

5.8.2 Bank Merger Act; Expedited Review

The Bank Merger involves FBank merge into OCFBank. Because OCFBank is a national bank and will be the resulting institution, the Bank Merger requires prior approval of the OCC pursuant to the Bank Merger Act.

The Bank Merger meets the definition of a “business reorganization” at 12 CFR 5.33(d)(3)(i) because (i) OCFBank is an “eligible bank” as defined at 12 CFR 5.3; (ii) FBank is an “eligible depository institution” as defined at 12 CFR 5.3; and (iii) as a result of the First-Step Merger, OCFBank and FBank will both be controlled by OCFCorp prior to the Bank Merger. For this reason, the Bank Merger qualifies for expedited review pursuant of 12 CFR 5.33(i) and use of the streamlined application form pursuant to OCC Licensing procedures. A completed OCC Streamlined Business Combination Application is provided at Exhibit 2.

5.8.3 National Bank Act

The Bank Merger involves the merger of FBank (a New York state bank with branches only in New York) into OCFBank (a national bank with its main office in New Jersey and branches in New York). The Bank Merger is authorized by the National Bank Act pursuant to 12 U.S.C. § 215a, which provides for the merger of a state bank with and into a national bank located in the same state.¹² FBank and OCF Bank are each located in New York.

5.8.4 Riegle-Neal Interstate Banking and Branching Efficiency Act

As noted in the preceding section, the Bank Merger is authorized pursuant to 12 U.S.C. § 215a, which does *not* impose the additional requirements of the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (the “RN Act”).¹³ Nevertheless, the Bank Merger *alternatively* meets the requirements of the RN Act, which are addressed in item 6 of the OCC Streamlined Business Combination Application at Exhibit 2.

5.8.5 New York Banking Law

OCFCorp will have indirect control of FBank (a New York nonmember bank) for the very short time between closing of the First-Step Merger and consummation of the Bank Merger at 12:01 AM the

¹¹ See 12 CFR 225.22 (“A national bank or its subsidiary may, without the Board’s approval under this subpart, acquire or retain securities on the basis of section 4(c)(5) of the BHC Act in accordance with the regulations of the Comptroller of the Currency.”).

¹² 12 U.S.C. § 215a.

¹³ FBank and OCFBank are both “located” in the same state for purposes of section 215a because OCFBank and FBank each maintain at least one branch in New York. FBank does not maintain any branches outside of New York.

immediately following day. Accordingly, this component of the Transaction requires prior approval of NYDFS pursuant to section 143-b of the New York Banking Law.

The Bank Merger is authorized under applicable New York law. Section 137(1) of the New York Banking Law provides for the merger of a New York state bank into a national bank without approval of the NYDFS.

5.8.6 Depository Institution Management Interlocks Act

The WP Investor is expected to designate Todd Schell for nomination to the boards of directors of OCFCorp and OCFBank. Mr. Schell is a Managing Director on the Financial Institutions team at the WP Investor. He currently serves as a director of another depository institution with greater than \$10 billion of assets, which is the “major assets” threshold set forth at 12 CFR 212.3(c). Therefore, his service as a director of OCFCorp and OCFBank will require waivers under the Depository Institution Management Interlocks Act from the Federal Reserve (with respect to his service at OCFCorp) and the OCC (with respect to his service at OCFBank). The request for those waivers will be provided under separate cover by the WP Investor.

6 Conclusion

Consideration of the legal and regulatory factors described above supports approval of these applications. OceanFirst is, and will continue to be, a well-capitalized institution committed to serving the convenience and needs of its communities. Approval and consummation of the Transaction will better serve the convenience and needs of the community. The Transaction will contribute to the financial condition and future prospects of OceanFirst as the resulting institution. The Transaction will result in a stronger institution with improved economies of scale. The Transaction is consistent with OceanFirst’s strategy to enhance its already strong community banking franchise.

The parties respectfully request that the Federal Reserve and OCC approve these applications on or before March 20, 2026.

EXHIBIT 2

OCC Streamlined Business Combination Application

Streamlined Business Combination Application

Checklist

Authority To File a Streamlined Submission

Check the following to certify the appropriateness of a streamlined submission. [NOTE: One or more must be checked to qualify for a streamlined submission. Otherwise, a complete “Interagency Bank Merger Act Application” is required.] National banks and federal savings associations are referred to collectively as “banks” unless otherwise noted.

1. The transaction is a business combination between eligible banks, or between an eligible bank and an eligible depository institution, that are controlled by the same holding company, or that will be controlled by the same holding company prior to the combination.

As a result of the First-Step Merger, OCFBank and FBank will be controlled by the same holding company (i.e., OCFCorp) prior to the Bank Merger.

2. The transaction is a business combination between an eligible bank and an interim bank chartered in a transaction in which a person or group of persons exchanges its shares of the eligible bank for shares of a newly formed holding company and receives after the transaction substantially the same proportional share interest in the holding company as it held in the eligible bank (except for changes in interests resulting from the exercise of dissenters’ rights), and the reorganization involves no other transactions involving the bank.
3. At least one party to the transaction is an eligible bank, and all other parties to the transaction are eligible banks or eligible depository institutions, the resultant bank will be well capitalized immediately following consummation of the transaction, and the total assets of the target institutions combined are no more than 50 percent of the total assets of the acquiring bank, as reported in each institution’s Consolidated Report of Condition and Income filed for the quarter immediately preceding the filing of the application.
4. The acquiring bank is an eligible bank, the target is not an eligible bank or an eligible depository institution, the resultant bank will be well capitalized immediately following consummation of the transaction, and the applicants in a prefiling communication, request and obtain approval from the appropriate district office to use the streamlined application.¹⁴
5. The acquiring bank is an eligible bank, the target bank is not an eligible bank or an eligible depository institution, the resultant bank will be well capitalized immediately following consummation of the transaction, and the total assets acquired do not exceed 10 percent of the total assets of the acquiring bank, as reported in each institution’s Consolidated Report of Condition and Income filed for the quarter immediately preceding the filing of the application.

¹⁴ Approval of the use of the streamlined process by the district office under standard 4 may not be used for a transaction that exceeds the size test in standard 3.

Checklist of Attached Information

- X Request for confidentiality, if applicable
- Other corporate requests

Specific Information for Streamlined Application (as appropriate)

- X Copy of the following documents:
 - X Draft or, if available, executed merger or transaction agreement, including any amendments
 - X Any board of directors' resolutions related to the transaction
 - N/A Interim charter's Articles of Association, names of organizers, and related documents, if applicable
- X Financial Information as of the end of the most recent quarter for the applicant, target, and resultant institution:
 - X Balance sheet
 - X Regulatory capital schedule
- X Confirmation of the public notice publication, including a statement containing the name and address of the newspaper in which the notice was published and dates of publication.
- X Merger Screen for combinations where the acquiring national bank and target depository institution compete in any relevant geographic banking market.
- N/A If applicable, confirmation that the resulting federal savings association meets the requirements of 12 USC 1464(c) and 1467a(m)

Desired Action Date: March 20, 2026

Streamlined Business Combination Application

Check all that apply:

Type of Filing	Form of Transaction	Filed Pursuant To
<input type="checkbox"/> Affiliate/Corporate Reorganization	<input checked="" type="checkbox"/> Merger	<input checked="" type="checkbox"/> 12 USC 1828(c)
<input type="checkbox"/> Combination with Interim Depository Institution	<input type="checkbox"/> Consolidation	<input type="checkbox"/> 12 USC 1815(a)
<input checked="" type="checkbox"/> Nonaffiliate Combination	<input type="checkbox"/> Purchase and Assumption	<input checked="" type="checkbox"/> 12 USC 215, 215a-c
<input type="checkbox"/> Other _____	<input type="checkbox"/> Branch Purchase and Assumption	<input type="checkbox"/> 12 USC 215a-1
	<input type="checkbox"/> Other _____	<input type="checkbox"/> 12 USC 215a-3
		<input type="checkbox"/> 12 USC 215c
		<input type="checkbox"/> Other _____

Applicant Depository Institution

OceanFirst Bank, National Association <i>national bank</i>	FDIC Certificate:	28359
	OCC Charter:	25150

975 Hooper Avenue
Toms River, NJ 08753

Target Institution

Flushing Bank <i>New York state non-member bank</i>	FDIC Certificate:	58564
--	-------------------	-------

220 RXR Plaza
Uniondale, NY 11556

Resultant Institution (if different than Applicant)

same as applicant

Contact Persons

Steven J. Tsimbinos
General Counsel & Senior Executive VP
OceanFirst Bank, National Association
110 W. Front Street
Red Bank, NJ 07701
732.240.4500 ext. 27508
stsimbin@oceanfirst.com

Brian D. Christiansen
Partner
Simpson Thacher & Bartlett LLP
900 G Street, N.W.
Washington, D.C. 20001
202.636.5940
brian.christiansen@stblaw.com

Streamlined Business Combination Application

- 1. Are there any material aspects of the transaction (for example, financing arrangements) that are not reflected in the agreement, or any features (for example, structure and significant terms and conditions) that are not customary or usual in the agreement?**

If the answer is yes, explain

Yes No

The Transaction's purpose, structure, significant terms, conditions and termination dates are provided in the Overview at Exhibit 1.

Other than the investment to be made by the WP Investor pursuant to the Investment Agreement, OceanFirst does not have any plan to raise additional equity or incur debt in connection with the Transaction.

OceanFirst respectfully requests that the OCC approve this application on or before March 20, 2026.

- 2. Are there any issues regarding the permissibility under applicable state or federal laws or regulations of the proposed transaction (for example, nonbank activities, branching, qualified thrift lender's test, investment in bank premises)?**

If the answer is yes, describe the issues.

Yes No

OceanFirst is not aware of any issues regarding the permissibility of the Bank Merger with regard to applicable state or federal laws or regulations.

- 3. Will the applicant or resultant bank retain any nonconforming or impermissible assets or activities?**

If the answer is yes, describe them, including the method of and anticipated time period for divestiture or disposal.

Yes No

OceanFirst is not aware of any nonconforming or impermissible assets.

4. Does the applicant anticipate any significant changes in products or services, including fee increases or branch closings, that would result from the consummation of the proposed transaction?

If the answer is yes, list those changes, including the anticipated effect on the community to be served. If any products or services will be discontinued, branches will be closed, or fees increased, describe and explain reasons.

Yes No

OceanFirst and Flushing are both community-focused banking organizations. They have like-minded approaches to community banking with complementary niches. OceanFirst offers a somewhat wider suite of banking products and services than does Flushing. It is expected that the resulting institution will offer these enhanced products and services through Flushing delivery channels and to the communities now served by Flushing.

Flushing’s existing branch network in the New York and Long Island areas is an attractive component of the Transaction for OceanFirst. OceanFirst does not currently have any plans to close branches as a result of the Transaction.

5a. Will the proposed transaction affect the applicant’s ability to meet the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA), including the needs of low- and moderate-income geographies and individuals?

If the answer is yes, discuss the effect.

Yes No

As described in detail in the Overview at Exhibit 1, the Transaction will have a positive impact on the parties’ ability to meet the existing and anticipated needs of its communities.

5b. Will the applicant’s assessment area change?

If the answer is yes, describe the change.

Yes No

The pro forma CRA assessment area of OCFBank following the Transaction is provided at Exhibit 8 and will include all portions of the current CRA assessment area of FBank.

5c. At its most recent federal regulatory examination, did any of the combining institutions receive a CRA rating of “needs to improve” or “substantial noncompliance” institution-wide, or where applicable in a state or a multi-state MSA, or receive an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the acquiring bank is expanding as a result of the consolidation?

If the answer is yes, describe what actions, if any, have been taken to redress deficiencies in the institution’s CRA record of performance since the examination.

Yes No

Not applicable.

6. Is the transaction subject to the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994?

If the answer is yes, discuss authority; compliance with state age limits and host state(s) filing requirements; and applicability of nationwide and statewide concentration limits. In addition, discuss any other restrictions that the states seek to apply (including state antitrust restrictions).

Yes No

FBank and OCFBank are both “located” in the same state for purposes of section 215a because OCFBank and FBank each maintain at least one branch in New York. FBank does not maintain any branches outside of New York. Thus, the Bank Merger is authorized pursuant to 12 U.S.C. § 215a, which does not impose the additional requirements of the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (the “RN Act”).

Alternatively, the Bank Merger meets the additional requirements of the RN Act.

- First, neither New Jersey nor New York has enacted a law prohibiting interstate merger transactions. The Bank Merger is authorized under NYBL section 137(1), which provides for the merger of a New York state bank into a national bank without approval of the NYDFS.
- Second, FBank was originally chartered more than five years ago and therefore satisfies the maximum five-year state age requirement permitted under RN Act.¹⁵
- Third, the Bank Merger will not result in OCFBank having any new host states because OCFBank already maintains branches in New York.¹⁶
- Fourth, the deposits of OCFBank as the resulting institution will not exceed the 10% nationwide deposit cap or any state deposit cap.¹⁷
- Fifth, the records of each bank involved in the Bank Merger support approval.¹⁸ FBank received an Outstanding rating on its most recent community reinvestment examination under the New York Banking Law. In addition, OCFBank and FBank each received an Outstanding rating on their most recent CRA examinations. As described in the Overview at Exhibit 1, the Bank Merger will have a positive impact on its ability to meet the existing and anticipated needs of its communities.
- Sixth, the Bank Merger satisfies the adequacy of capital and management skills requirement under the RN Act, as FBank and OCFBank are each adequately capitalized and OCFBank, as the resulting institution, will be well capitalized and well managed.¹⁹

¹⁵ 12 U.S.C. § 1831u(a)(5), N.J. Stat. Ann. §§ 17:9A-133.1, 17:9A-148; N.Y. Banking Law §§ 225, 222(1).

¹⁶ 12 U.S.C. § 1831u(b)(1).

¹⁷ 12 U.S.C. § 1831u(b)(2).

¹⁸ 12 U.S.C. § 1831u(b)(3).

¹⁹ 12 U.S.C. § 1831u(b)(4).

- Seventh, OCFBank will retain as branches the main office and branches of FBank.
- Eighth, NYDFS has received a copy of these application materials.

7. Will any banking offices that have not been certified as banking offices by the OCC: (a) be established or retained as branches, including the main office, and branches of the target institution; (b) be approved, but unopened branch(es) of the target institution, including the date the current federal and state agencies granted approval(s); and (c) be retained as branches in the applicant’s original home state in the event the applicant is relocating its main office to another state.

If the answer is yes, provide the popular name, street address, city, county, state, and ZIP Code for each location being established or retained, approved and unopened, retained in the applicant’s original home state in the event the applicant is relocating its main office to another state.

Yes No

A schedule showing the main office and branches of the resulting institution is provided at Exhibit 5.

Upon consummation of the Bank Merger, the main office and branches of FBank will be retained as branches of OCFBank.

OceanFirst does not currently have any plans to close branches as a result of the Transaction. Consistent with applicable regulatory requirements, OceanFirst regularly evaluates the efficiency and rationale of its branch footprint and makes decisions to open, close or consolidate branches, taking into account the safety and soundness of the institution, the convenience and needs of the community, and compliance with applicable laws and regulations, including the 90-day customer and regulatory prior notice requirement of section 42 of the Federal Deposit Insurance Act and the Joint Policy Statement Concerning Branch Closing Notices and Policies.

8. Will the resultant bank acquire any subsidiaries with activities or investments not previously approved by the OCC for either the acquiring or target banks?

If the answer is yes, provide the information and analysis for the activities of each subsidiary or investment that would be required if it were established pursuant to 12 CFR 5.34, 5.36, 5.38, 5.39 or 5.58.

Yes No

The required information is provided at Exhibit 14.

9. Will the resultant bank avoid any commitments entered into by any of the combining institutions with community organizations, civic associations, or similar entities to provide banking services to the community?

If the answer is yes, describe the commitment, explain the reasons for not assuming the commitment, and the effect on the relevant community.

Yes No

Not applicable.

- 10. Will the applicant be or become affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator as a result of the transaction?**

If the answer is yes, provide: (a) The name of company. (b) A description of the insurance activity in which the company is engaged and plans to conduct. (c) A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

Yes No

Not applicable. Neither OceanFirst nor Flushing is affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator.

- 11. Provide a copy of (a) the draft or, if available, executed merger or transaction agreement, including any amendments; (b) any board of directors' resolutions related to the transaction; and (c) interim charter, names of organizers, and related documents, if applicable; and (d) a copy of the pro forma balance sheet and regulatory capital schedule. (See instructions for explanation of the information to include.)**

Copies of the legal documentation of the Transaction, including the executed Bank Merger Agreement, are provided at Exhibits 22 through 24.

Copies of corporate governance approvals are provided at Exhibits 19 and 20.

The Transaction does not involve any interim charter.

Pro forma financial information is provided at Exhibit 15.

Applicants for a nonaffiliate transaction also must complete items 12 through 14.

Items 12 through 14 are not applicable because the Bank Merger will be a transaction between depository institutions that, at the time of the Bank Merger, will be controlled by the same holding company.

A description of the effect of the overall Transaction and analysis of relevant competitive factors and data is provided in the Overview at Exhibit 1. Market share and pro forma HHI information is provided at Exhibit 6. The Transaction does not involve a branch sale or other divestiture to mitigate competitive effects. As noted in the Overview at Exhibit 1, interlock waivers from the OCC and Federal Reserve will be required with respect to Mr. Schell's contemplated service as a director of OCFBank and OCFCorp. The request for those waivers will be provided under separate cover by the WP Investor.

12. Do the acquiring bank and target compete in any relevant geographic market (see Bank Merger Screen)?

Yes No

If the answer is yes,

a. Does the HHI for any relevant banking market increase by more than 200 points with a post-acquisition HHI of at least 1800?

Yes No

b. Excluding markets in which the acquiring bank has 35 percent or more of the deposits, will the resultant bank have greater than 35 percent of the deposits in a relevant market?

Yes No

A "yes" answer for either question will result in the application being removed from expedited processing for additional competitive review. In such circumstances, the applicant may consult the Competitive Review Appendix in the "Business Combinations" booklet of the *Comptroller's Licensing Manual* for guidance on addressing competitive issues or contact the appropriate OCC District Licensing office directly for specific instructions.

13. Does the proposed transaction involve a branch sale or any other divestiture of all or any portion of the bank, savings association, or nonbank company, or any other action to mitigate competitive effects?

If the answer is yes, discuss the timing of the branch sale or divestiture, purchaser, and other specific information.

Yes No

14. Will any management interlocking relationships (12 USC 3201-3208) exist following consummation?

If the answer is yes, describe the management interlocking relationship, including a discussion of the permissibility of the interlock for relevant laws and regulations.

Yes No

CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 USC 1001 and 1007.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Date Signed January 26, 2026

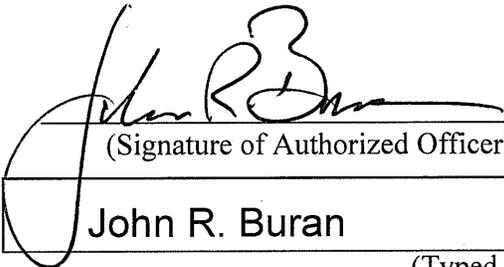
OceanFirst Bank, National Association
by _____
(Applicant)

(Signature of Authorized Officer)¹

(Typed Name)

(Title)

Flushing Bank
by _____
(Target)*


(Signature of Authorized Officer)¹

John R. Buran
(Typed Name)

President & CEO
(Title)

* Certification by Target institution does not relate to confidential information prepared and submitted by Applicant.

¹ In multiple-step combinations, applicants should ensure that authorized officers of the combining institutions sign.

CERTIFICATION

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 USC 1001 and 1007.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Date Signed

January 26, 2026

OceanFirst Bank, National Association
by
(Applicant)


(Signature of Authorized Officer)¹

Steven J. Tsimbinos
(Typed Name)

Senior Executive Vice President, General Counsel &
Corporate Secretary
(Title)

Flushing Bank
by
(Target)

(Signature of Authorized Officer)¹

(Typed Name)

(Title)

¹In multiple-step combinations, applicants should ensure that authorized officers of the combining institutions sign.

EXHIBIT 3

Federal Reserve Form FR Y-3

Board of Governors of the Federal Reserve System



Application to Become a Bank Holding Company and/or Acquire an Additional Bank or Bank Holding Company—FR Y-3

OceanFirst Financial Corp.

Corporate Title of Applicant

975 Hooper Avenue

Street Address

Toms River

NJ

08753

City

State

Zip Code

Corporation

(Type of organization, such as corporation, partnership, business trust, association, or trust)

Hereby applies to the Board pursuant to:

- (1) Section 3(a)(1) of the Bank Holding Company Act of 1956, as amended, ("BHC Act"—12 U.S.C. §1842), under "Procedures for other bank acquisition proposals" as described in section 225.15 of Regulation Y;
- (2) Section 3(a)(3) of the BHC Act, under "Procedures for other bank acquisition proposals" as described in section 225.15 of Regulation Y; or
- (3) Section 3(a)(5) of the BHC Act, under "Procedures for other bank acquisition proposals" as described in section 225.15 of Regulation Y.

for prior approval of the acquisition of direct or indirect ownership, control, or power to vote at least _____ (100 %) of a class of voting shares or otherwise to control: _____
Number Percent

Flushing Financial Corporation

Corporate Title of Bank or Bank Holding Company

220 RXR Plaza

Street Address

Uniondale

NY

11556

City

State

Zip Code

Does applicant request confidential treatment for any portion of this submission?

- Yes
- As required by the General Instructions, a letter justifying the request for confidential treatment is included.
- The information for which confidential treatment is being sought is separately bound and labeled "Confidential."
- No

Public reporting burden for this collection of information for applications filed pursuant to section 3(a)(1) of the BHC Act are estimated to average 52.53 hours per response while applications filed pursuant to section 3(a)(3) or section 3(a)(5) of the BHC Act are estimated to average 66.28 hours per response, including the time to gather and maintain data in the required form, to review instructions and to complete the information collection. The Federal Reserve may not conduct or sponsor, and an organization is not required to respond to, a collection of information unless it displays a currently valid OMB control number. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0121), Washington, DC 20503.

Name, title, address, telephone number, and email address of person(s) to whom inquiries concerning this application may be directed:

Steven J. Tsimbinos
 Name
 SEVP, General Counsel & Corporate Secretary
 Title
 110 W. Front Street
 Street Address
 Red Bank NJ 07701
 City State Zip Code
 732.240.4500 ext. 27508
 Area Code / Phone Number
 stsimbin@oceanfirst.com
 Email Address

Brian D. Christiansen
 Name
 Partner (Simpson Thacher & Bartlett LLP)
 Title
 900 G Street, N.W.
 Street Address
 Washington DC 20001
 City State Zip Code
 202.636.5940
 Area Code / Phone Number
 brian.christiansen@stblaw.com
 Email Address

Certification

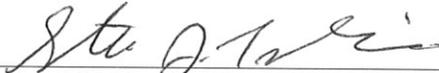
I certify that the information contained in this application has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission to the best of my knowledge and belief. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.

I also certify, with respect to any information pertaining to an individual and submitted to the Board in (or in connection with) this application, that the applicant has the authority, on behalf of the individual, to provide such information to the Board and to consent or to object to public release of such information. I certify that the applicant and the involved individual consent to public release of any such information, except to the extent set forth in a written request by the applicant or the individual, submitted in accordance with the Instructions to this form and the Board's Rules Regarding

Availability of Information (12 C.F.R. Part 261), requesting confidential treatment for the information.

I acknowledge that approval of this application is in the discretion of the Board of Governors of the Federal Reserve System (the "Federal Reserve"). Actions or communications, whether oral, written, or electronic, by the Federal Reserve or its employees in connection with this filing, including approval if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, the United States or any other entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of the Federal Reserve to exercise its supervisory, regulatory, or examination powers under applicable laws and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agency of the Federal Reserve or of the United States.

Signed this 26 day of January, 2026
Day Month Year


Signature of Chief Executive Officer or Designee

Steven J. Tsimbinos SEVP, General Counsel & Corporate Secretary
Print or Type Name Title

Proposed Transaction

1. **Describe the transaction's purpose. Identify any changes to the business plan of the Bank/Bank Holding Company to be acquired or the Resultant Institution. Identify any new business lines.**

The purpose, structure, and significant terms and conditions of the Transaction are described in the Overview at Exhibit 1.

The Transaction is consistent with the strategic plan of OceanFirst. OceanFirst does not anticipate that the Transaction will change its fundamental business strategy or operations or involve entering any new business lines.

2. **Provide a copy of the Applicant's integration plan to merge the operations of the combined organization. The integration plan should specify how risk management systems, operational processes, products and services, and other functions/processes of the Applicant and Target companies would be combined to achieve the strategic, financial, and operational goals of the proposed transaction. The plan should delineate the expected timeline to complete the integration process, focusing on core system conversions, and should identify the integration plan leadership and/or key personnel responsible for monitoring and completing the principal elements of the plan. As appropriate, the plan should specify completion dates for key elements of the integration plans.**

The integration plan is provided at Exhibit 18.

3. **Provide the following with respect to the Bank/Bank Holding Company to be acquired:**

- a. **Total number of shares of each class of stock outstanding;**

As of December 24, 2025, which is two business days immediately preceding the date of the Merger Agreement, there were:

- 33,778,438 shares of FCorp Common Stock issued and outstanding;
- 4,899,349 shares of FCorp Common Stock held in treasury;
- 521,366 shares of FCorp Common Stock reserved for issuance upon the settlement of the outstanding time-vested OCF RSU Awards
- 139,050 shares of FCorp Common Stock reserved for issuance upon the settlement of the outstanding FCorp RSU Awards that are subject to performance-vesting conditions assuming that performance with respect thereto is achieved at the target level (and 208,575 shares of FCorp Common Stock assuming that performance is achieved at the maximum level);
- 48,000 shares of FCorp Common Stock reserved for issuance upon the settlement of the outstanding Company Director RSU Awards;
- 647,051 shares of FCorp Common Stock covered by the outstanding FCorp Phantom Stock Awards; and
- no other shares of capital stock or other equity or voting securities of FCorp issued, reserved for issuance or outstanding.

- b. Number of shares of each class now owned or under option by the applicant, by subsidiaries of the applicant, by principals of the applicant,²⁰ by trustees for the benefit of the applicant, its subsidiaries, shareholders, and employees as a class, or by an escrow arrangement instituted by the applicant;**

OCFCorp does not currently directly or indirectly own, or have under option, any shares of FCorp or FBank. To the best of OceanFirst's knowledge, other than indirect and passive beneficial ownership through a mutual fund or similar arrangement, OceanFirst's principals do not currently own, or have under option, any shares of FCorp or FBank.

- c. Number of shares of each class to be acquired by cash purchase; the amount to be paid, per share and in total; and the source of funds to be applied to the purchase;**

Not applicable. The consideration to be paid in the First-Step Merger will be newly issued common stock of OCFCorp.

- d. Number of shares of each class to be acquired by exchange of stock, the exchange ratio, and the number and description of each class of applicant's shares to be exchanged; and**

Upon closing of the First-Step Merger, each share of FCorp Common Stock will be converted into the right to receive 0.85 of a share of OCFCorp Common Stock.

- e. A copy of the purchase, operating, shareholder, trust or other agreements associated with the proposed transaction. Also, provide the expiration dates of any contractual arrangement between the parties involved in this application and a brief description of any unusual contractual terms, especially those terms not disclosed elsewhere in the application. Note any other circumstances that might affect timing of the proposal.**

A summary of the legal documents governing the Transaction is provided in the Overview at Exhibit 1. Copies of the Merger Agreement, Bank Merger Agreement, and Investment Agreement, together with their respective exhibits and schedules, are provided at Exhibits 22 through 24. OceanFirst does not believe these agreements include any unusual terms.

The Merger Agreement and Investment Agreement each provide that a party may elect to terminate if the Transaction is not closed by September 29, 2026, unless the receipt of required regulatory approvals is the sole remaining outstanding condition, in which case the term of the agreement may be extended automatically for three additional months (i.e., December 29, 2026) subject to certain exceptions.

- 4. If the proposed transaction is an acquisition of assets and assumption of liabilities, indicate the total price and the source of funds that the applicant intends to use for the proposed purchase, and discuss the effect of the transaction on the operations of the applicant.**

²⁰ The term principal as used herein means any individual, corporation, or other entity that (1) owns, or controls, directly or indirectly, individually or as a member of a group acting in concert, 10 percent or more of any class of voting securities or other voting equity interest of the entity; (2) is a director, trustee, partner, or executive officer; or (3) with or without ownership interest, participates, or has the authority to participate in major policy-making functions, whether or not the individual has an official title or is serving without compensation. If the applicant believes that any such individual should not be regarded as a principal, the applicant should so indicate and give reasons for such opinion.

Not applicable. The Transaction takes the form of a merger. It is not a purchase of assets or assumption of liabilities.

- 5. If the proposed transaction involves the acquisition of an unaffiliated banking operation or otherwise represents a change in ownership of established banking operations, describe briefly the due diligence review conducted on the target operations by the applicant. Indicate the scope of and resources committed to the review, explain any significant adverse findings, and describe the corrective action(s) to be taken to address those weaknesses.**

A description of the due diligence review and key findings is provided at Exhibit 17.

- 6. Provide a list of all regulatory approvals and filings required for the proposed transaction and the status of each filing.**

The Transaction requires prior approval of the Federal Reserve and the OCC under federal banking laws. The applications to the Federal Reserve and OCC are being made simultaneously in these consolidated materials.

As noted in the Overview at Exhibit 1, interlock waivers from the OCC and Federal Reserve will be required with respect to Mr. Schell's contemplated service as a director of OCFBank and OCFCorp. The request for those waivers will be provided under separate cover by the WP Investor.

The Transaction also requires prior approval of the NYDFS as a result of the moment in time between the First-Step Merger and the Bank Merger. The application to the NYDFS is being made under separate cover and includes a copy of these consolidated materials.

OCFCorp and FCorp each require the approval of their respective stockholders in connection with the Transaction. OCFCorp and FCorp are jointly preparing a Form S-4 related to the Transaction, which will be filed with the Securities and Exchange Commission and be available on that agency's EDGAR system. The Form S-4 provides additional information regarding the Transaction.

Additional information about the regulatory approvals and filings for the Transaction is provided in the Overview at Exhibit 1.

- 7. Provide a copy of any findings, orders, approvals, denials or other documentation regarding the proposed transaction issued by any regulatory authority.**

Not applicable.

- 8. For applications filed pursuant to section 3(a)(1) of the BHC Act, if the proposed transaction would result in an organization other than a shell one-bank holding company, submit a pro forma organization chart showing the applicant's percentage of ownership of all banks and companies, both domestic and foreign, in which it directly or indirectly will own or control more than 5 percent of the outstanding voting shares.**

Not applicable. This application is not filed pursuant to section 3(a)(1).

Financial and Managerial Information

9. a. For an applicant that is not or would not be subject to consolidated capital standards following consummation of the proposed transaction,²¹ provide a parent company balance sheet as of the end of the most recent quarter, showing separately each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by detailed footnotes) reflecting the proposed transaction; and the resulting pro forma balance sheet. The pro forma balance sheet should reflect the adjustments required under business combination and fair value accounting standards;
- b. For an applicant that is or would be subject to consolidated capital standards following consummation of the proposed transaction,²² provide parent company and consolidated balance sheets as of the end of the most recent quarter, showing separately each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by detailed footnotes) reflecting the proposed transaction; and the resulting pro forma balance sheets; and
- the financial information provided should be prepared in accordance with GAAP, and be in sufficient detail to reflect any:
- Common equity and preferred stock;
 - Other qualifying capital;²³
 - Long and short-term debt;
 - Goodwill and all other types of intangible assets;
 - Material changes between the date of the balance sheet and the date of the application (explained by footnotes).
- c. Provide a broad discussion on the valuation of the target entity and any anticipated goodwill and other intangible assets. Also discuss the application of fair value and any election to apply push-down accounting adjustments, as appropriate.
- d. For an applicant regardless of whether it is subject to consolidated capital standards, provide a breakdown of the pro forma equity of the applicant by dollar amount, number of shares and class of stock, as appropriate, including voting and non-voting shares of the applicant.

Pro forma and projected financial information, including key valuation and other assumptions, is provided at Exhibit 15.

10. For an applicant that is or would be subject to consolidated capital requirements under Regulation Q (12 CFR part 217) following consummation of the proposed transaction,

²¹ This type of applicant includes a company or similar organization that on a pro forma basis would be subject to the Board's Small Bank Holding Company Policy Statement.

²² This type of applicant includes a company or similar organization that on a pro forma basis would not be subject to Board's Small Bank Holding Company Policy Statement.

²³ Other qualifying capital includes, but is not limited to, trust preferred securities.

provide a breakdown of the organization's existing and pro forma risk-adjusted assets as of the end of the most recent fiscal quarter, showing each principal group of on- and off-balance sheet assets and the relevant risk-weight. Also, identify the existing and pro forma components of common equity tier 1, additional tier 1 and tier 2 capital pursuant to the capital adequacy regulations as of the end of the most recent quarter, and provide calculations of applicant's existing and pro forma common equity tier 1 capital, tier 1 capital, total capital, and leverage ratios pursuant to the capital adequacy regulations. If applicable, also provide the applicant's existing and pro forma supplementary leverage ratio pursuant to the capital adequacy regulations.

Pro forma and projected regulatory capital information is provided at Exhibit 15.

11. Provide for the applicant and any other Bank(s)/Bank Holding Company(ies) that would result from the proposal:

- a. A description of any plans (in connection with the proposed transaction, or otherwise) to issue, incur, or assume additional common equity, preferred stock, other qualifying capital, and/or debt. Specify the amount, purpose, name and location of the issuer and/or lender; provide a copy of any loan agreement, loan commitment letter from the lender, or other underlying agreement which provides the interest rate, maturity, collateral, and proposed amortization schedule; and discuss what resources would be used to service any debt or capital instruments arising from the proposed transaction; and**

The consideration for the merger is stock. Other than as described in connection with the investment by the WP Investor and the issuance of stock to the shareholders of FCorp as consideration for the First-Step Merger, OCFCorp does not plan to issue, incur, or assume additional equity or debt in connection with the Transaction.

- b. Cash flow projections under the following limited circumstances;**
- (i) For an applicant that is or would be subject to consolidated capital standards following consummation of the proposed transaction and that would incur or assume any debt in the proposal such that parent company long-term debt would exceed 30 percent of parent company equity capital, provide cash flow projections for the parent company for each of the next three years, along with supporting schedules for each material cash receipt and disbursement. If an applicant projects that dividends or other payments from subsidiary banks will be used to service parent company debt and/or other obligations, provide projections of subsidiary bank(s) assets, earnings, and dividends, as well as common equity tier 1, additional tier 1, total capital, and leverage ratios (including the supplementary leverage ratio, if applicable) or Community Bank Leverage Ratio, pursuant to the capital adequacy regulations. If the combined assets of the subsidiary banks exceed the asset threshold of the Board's Small Bank Holding Company Policy Statement, subsidiary bank data may be shown on an aggregate basis.**
- (ii) For an applicant that is not or would not be subject to consolidated capital standards following consummation of the proposed transaction and that would incur or assume any debt or other obligations in the proposal such**

that parent company debt²⁴ would exceed 30 percent of parent company equity capital, provide cash flow projections for the parent company for each of the next twelve years, along with supporting schedules for each material cash receipt and disbursement. These projections must clearly demonstrate the ability of the parent company to reduce the debt to equity ratio to 30 percent or less within twelve years of consummation and must take into account the schedule of principal reduction required by the parent company's creditor(s). Include projections of subsidiary bank(s) assets, earnings, dividends, and other payments to affiliates, as well as common equity tier 1 capital, tier 1 capital, total capital and leverage ratios or Community Bank Leverage Ratio, as appropriate. Explain the methods and assumptions utilized in the projections.

Not applicable.

- c. **Provide a current and pro forma shareholders list of the ownership of applicant. For the current and pro forma shareholders of the applicant identify those shareholders who are, or would be, presumed to be acting in concert pursuant to 12 CFR Section 225.41(d).**

A table showing shareholders that will, on a pro forma basis, own or control 5% or more of OCF Corp as the resulting institution is provided at Exhibit 16. Given the publicly traded nature of the parties, shareholder information is necessarily based on estimates using the information most recently and reasonably available to OceanFirst.

- d. **If the subject transaction will be funded in whole, or in part, through the issuance of additional stock instruments, describe the current status of the stock raising efforts. Provide copies of the prospectus, private placement memorandum, and other documents associated with the capital raise. In addition, provide copies of any stock commitments, subscription agreements, or escrow account statements evidencing capital raised. Before submitting a final application, please contact the appropriate Reserve Bank to discuss the timing considerations of the capital raising efforts with regard to submission of the application.**

Information regarding the investment by the WP Investor is included in the Overview at Exhibit 1. The entirety of the \$225 million capital to be contributed pursuant to the investment by the WP Investor is the subject of the executed and legally binding Investment Agreement with the WP Investor, a copy of which is provided at Exhibit 24.

12. **For applications filed pursuant to section 3(a)(1) of the BHC Act, provide for the applicant and the Bank a list of principals (including changes or additions to this list to reflect consummation of the transaction), providing information with respect to each as follows:**
- a. **Name and address (City and State/Country). If the principal's country of citizenship is different from his or her country of residence, then state the country of citizenship;**
 - b. **Title or positions with the applicant and the Bank;**

²⁴ Including any debt issued/incurred by nonbanking subsidiaries, such as trust preferred securities.

- c. **Number and percentage of each class of shares of the applicant and the Bank owned, controlled, or held with power to vote by this individual;²⁵**
- d. **Principal occupation if other than with the applicant or the Bank;**
- e. **Percentage of direct or indirect ownership, if such ownership represents 10 percent or more of any class of shares, or positions held in any other depository institution or depository institution holding company.²⁶ Give the name and location of such other depository institution or depository institution holding company. (Information that has been collected or updated within the past 12 months may be submitted, unless applicant has reason to believe that such information is incorrect.);**
- f. **Interagency Biographical and Financial Reports (IBFRs) are required for certain individuals. Consult with the appropriate Reserve Bank for guidance on who should provide an IBFR. See SR 15-8 Name Check Process for Domestic and International Applications for more details and SR 20-20 Updated Finger-printing Process Related to Applications Reviewed by the Federal Reserve for more details; and**
- g. **If the principal is a corporation or partnership, provide financial statements (balance sheets and income statements) for the two most recent fiscal years and the most recent quarter end. Discuss any negative trends in the financial statements.**

Not applicable. The application is not being filed pursuant to section 3(a)(1) of the BHC Act.

- 13. For applications filed pursuant to sections 3(a)(3) or 3(a)(5) of the BHC Act, list any changes in management or other principal relationships for the applicant and any other Bank(s)/Bank Holding Company(ies) that would result from the proposal. For any existing or proposed principal of the applicant or Bank/Bank Holding Company that is also a principal of any other depository institution or depository institution holding company, provide the following information:**
- a. **Name, address, and title or position with Applicant, Bank/Bank Holding Company, and any other depository institution or depository institution holding company (give the name and location of the other depository institution or depository institution holding company);**
 - b. **Number and percentage of each class of shares of the applicant and Bank/Bank Holding Company owned, controlled, or held with power to vote by this individual;**
 - c. **Principal occupation if other than with the applicant or Bank/Bank Holding Company;**
 - d. **Percentage of direct or indirect ownership held in the other depository institution or depository institution holding company if such ownership represents 10 percent or more of any class of shares. (Information that has been collected or updated within the past 12 months may be submitted, unless the applicant has reason to believe that such information is incorrect; and**

²⁵ Include shares owned, controlled or held with power to vote by principal's spouse, dependents and other immediate family members. Give record ownership and, to the extent information is available, beneficial ownership of shares held by trustees, nominees, or in street names.

²⁶ For purposes of this application, a "depository institution" is defined as a commercial bank (including a private bank), a savings bank, a trust company, a savings and loan association, a homestead association, a cooperative bank, an industrial bank, or a credit union.

- e. For any new (to applicant) principal shareholders, directors, or senior executive officer, provide an IBFR including completion of all required financial information.**

Information regarding the directors and senior executive officers of the resulting institution is provided at Exhibit 13 and are also described in the Overview at Exhibit 1. The Transaction does not involve any new principal shareholder or senior executive officer of OceanFirst.

The Transaction will involve seven new individuals becoming directors of OceanFirst: six individuals who are current directors of Flushing and Todd Schell, who will be the designee of the WP Investor.

With respect to the six individuals who are current directors of Flushing: As is the case in many similar transactions, it is not expected that the parties will identify which of the current directors of Flushing will continue as directors of OceanFirst until closer in time to closing of the Transaction. The parties understand that it has not been the practice of the Federal Reserve in the combination of two healthy bank holding companies to require IBFRs from existing target company directors who will continue as directors of the resulting bank holding company.

With respect to Mr. Schell: Mr. Schell is a managing director on the financial services team at Warburg Pincus, a leading global private equity firm. He focuses on banking and specialty finance. Mr. Schell serves on the board of directors of Banc of California, Inc. Mr. Schell also serves on the boards of directors of IntraFi, Facet Wealth and PayJoy and was involved in Warburg Pincus's investments in Varo Bank, Edelman Financial Engines, Santander Asset Management, Santander Consumer USA, SCM Insurance Services, Webster Bank and Sterling Bank. Prior to his tenure at Warburg Pincus, Mr. Schell covered financial institutions in the investment banking division at Barclays Capital. Mr. Schell holds a bachelor's degree from Amherst College and an MBA from Harvard Business School. Additional background information for Mr. Schell will be provided supplementally by counsel to the WP Investor.

- 14. If the consolidated assets of the resulting organization are less than the asset threshold of the Board's Small Bank Holding Company Policy Statement for each principal of the applicant who either would retain personal indebtedness or act as guarantor for any debt that was incurred in the acquisition of shares of the applicant or Bank/Bank Holding Company, provide the following:**
- a. Name of borrower and title, position, or other designation that makes the borrower a principal of the applicant;**
 - b. Amount of personal indebtedness to be retained;**
 - c. A description of the terms of the borrowing, the name and location of the lender, and a copy of any related loan agreement or loan commitment letter from the lender;**
 - d. Statement of net worth as of a date within three months of the applicant's final filing of the application. The statement of net worth should be in sufficient detail to indicate each principal group of assets and liabilities of the reporting principal, and the basis for the valuation of assets (provide supporting documentation, as appropriate). In addition to debts and liabilities, the reporting principal should state on a separate schedule, any endorsed, guaranteed, or otherwise indirect or contingent liability for the obligation of others; and**
 - e. Statement of most current year's income. In addition to indicating each principal source of annual income, the reporting principal should list annual fixed obligations**

arising from amortization and other debt servicing. (If the most current year's statement is not representative of the future, the reporting principal should submit a pro forma income statement and discuss the significant changes and the basis for those changes.)

Not applicable. The consolidated assets of OCFCorp after the Transaction will exceed the asset threshold of the Federal Reserve's Small Bank Holding Company Policy Statement.

- 15. Identify any management official of the applicant, as defined in the Board's Regulation L, who also is a management official at another depository institution, bank holding company or savings and loan holding company.**

The WP Investor is expected to designate Todd Schell for nomination to the boards of directors of OCFCorp and OCFBank. Mr. Schell is a Managing Director on the Financial Institutions team at the WP Investor. He currently serves as a director of another depository institution with greater than \$10 billion of assets, which is the "major assets" threshold set forth at 12 CFR 212.3(c). Therefore, his service as a director of OCFCorp and OCFBank will require waivers under the Depository Institution Management Interlocks Act from the Federal Reserve (with respect to his service at OCFCorp) and the OCC (with respect to his service at OCFBank). The request for those waivers will be provided under separate cover by the WP Investor.

- 16. Describe any litigation or investigation by local, state, or federal authorities involving the applicant or any of its subsidiaries or the target or any of its subsidiaries that is currently pending or was resolved within the last two years.**

Information regarding this item is provided at Exhibit 21.

Competition

If the subject transaction is a bank holding company formation involving only one bank or an application filed pursuant to section 3(a)(3) or 3(a)(5) of the BHC Act to acquire a *de novo* bank, a response to items 17 and 18 is not required. Otherwise, the applicant should contact the appropriate Reserve Bank to determine whether a response to items 15 and 16 will be necessary. If a response is required, the applicant should obtain a preliminary definition of the relevant banking markets from the appropriate Reserve Bank. If the applicant disagrees with the Reserve Bank's preliminary definition of the banking market(s), it may in addition to supplying the information requested on the basis of the Reserve Bank's definition of the banking market(s), include its own definition of the banking market(s), with supportive data, and answer the questions based on its definition. If later analysis leads Federal Reserve staff to alter the preliminary definition provided, The applicant will be so informed.

- 17. Discuss the effects of the proposed transaction on competition considering the structural criteria specified in the Board's Rules Regarding Delegation of Authority (section 265.20(c)(12)(v)(A). The applicant may be required to provide additional information if Federal Reserve staff determines that the proposal exceeds existing competitive guidelines. Also, if divestiture of all or any portion of any bank or nonbanking company constitutes part of this proposal, discuss in detail the specifics and timing of such divestiture.**

A description of the effect of the Transaction on competition is provided in the Overview at Exhibit 1. Deposit market share and pro forma HHI information is provided at Exhibit 6.

- 18. If the proposal involves the acquisition of nonbank operations under sections 4(c)(8) and 4(j) of the Bank Holding Company Act, a Form FR Y-4 should be submitted in connection**

with FR Y-3 filing. At a minimum, the information related to the nonbank operations should include the following:

- a. A description of the proposed activity(ies);
- b. The name and location of the applicant's and Bank's direct or indirect subsidiaries that engage in the proposed activity(ies);
- c. Identification of the geographic and product markets in which competition would be affected by the proposal;
- d. A description of the effect of the proposal on competition in the relevant markets; and
- e. A list of major competitors in each affected market.

In addition, the applicant should identify any other nonbank operations to be acquired, with brief descriptions of the activities provided.

Not applicable. The Transaction does not involve OCFCorp acquiring control or shares of any nonbank company other than (i) certain subsidiaries established for the purpose of issuing trust preferred securities and (ii) indirectly through OCFBank, which is a national bank. Therefore, the Transaction does not require OCFCorp to obtain approval or non-objection of the Federal Reserve pursuant to sections 4(c)(8) or 4(j) of the BHC Act.²⁷ In addition, OCFCorp has elected financial holding company status under Section 4(l) of the BHC Act. Information regarding the nonbank subsidiaries of the resulting institution is provided at Exhibit 14.

19. In an application in which any principal of the applicant or Bank/Bank Holding Company is also a principal of any other insured depository institution or depository institution holding company, give the name and location of each office of such other institution that is located within the relevant banking market of Bank/Bank Holding Company, and give the approximate road miles by the most accessible and traveled route between those offices and each of the offices of Bank/Bank Holding Company.

As noted in the Overview at Exhibit 1, interlock waivers from the OCC and Federal Reserve will be required with respect to Mr. Schell's contemplated service as a director of OCFBank and OCFCorp. The request for those waivers will be provided under separate cover by the WP Investor.

Convenience and Needs

20. Describe how the proposal would assist in meeting the convenience and needs of the community(ies) to be served, including but not limited to the following:
- a. Summarize efforts undertaken or contemplated by the applicant to ascertain and address the needs of the community(ies) to be served, including community outreach activities, as a result of the proposal.
 - b. For the combining institutions, list any significant anticipated changes in services or products offered by the depository subsidiary(ies) of the applicant or target that would result from the consummation of the transaction.

²⁷ See 12 USC 1842(c)(1)(C); 12 CFR 225.22 ("A national bank or its subsidiary may, without the Board's approval under this subpart, acquire or retain securities on the basis of section 4(c)(5) of the BHC Act in accordance with the regulations of the Comptroller of the Currency.")

- c. **To the extent that any products or services of the depository subsidiary(ies) of the applicant or target would be offered in replacement of any products or services to be discontinued, indicate what these are and how they would assist in meeting the convenience and needs of the communities affected by the transaction.**
- d. **Discuss any enhancements in products or services expected to result from the transaction.**

A description how the Transaction will assist in meeting the convenience and needs of the community is provided in the Overview at Exhibit 1. The resulting institution will adhere to the existing CRA policy for OCFBank, a copy of which is provided at Exhibit 7. The pro forma CRA assessment area of OCFBank following the Transaction is provided at Exhibit 8.

21. Describe how the applicant and resultant institution, including its depository subsidiary(ies) would assist in meeting the existing and anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA) and its implementing regulations, including the needs of low- and moderate-income geographies and individuals. This discussion should include, but not necessarily be limited to, a description of the following:

- a. **The significant current and anticipated programs, products, and activities, including lending, investments, and services, as appropriate, of the depository subsidiary(ies) of the applicant and the resultant institution.**
- b. **The anticipated CRA assessment areas of the depository subsidiary(ies) of the combined institution. If assessment areas of the depository subsidiary(ies) of the resultant institution would not include any portion of the current assessment area of that subsidiary, describe the excluded areas.**
- c. **The plans for administering the CRA program for the depository subsidiary(ies) of the resultant institution following the transaction.**
- d. **The plans for administering the CRA program for the depository subsidiary(ies) of the resultant institution following the transaction. For a subsidiary of the applicant or target that has received a CRA composite rating of “needs to improve” or “substantial noncompliance” institution-wide or, where applicable, in a state or multi-state Metropolitan Statistical Area (MSA), or has received an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the applicant is expanding as a result of the transaction, describe the specific actions, if any, that have been taken to address the deficiencies in the institution’s CRA performance record since the rating.**

Detailed information regarding the CRA and community-oriented activities of OCFBank and FBank is provided in the Overview at Exhibit 1. The resulting institution will adhere to the existing CRA policy for OCFBank, a copy of which is provided at Exhibit 7. The pro forma CRA assessment area of OCFBank following the Transaction is provided at Exhibit 8 and will include all portions of the current CRA assessment area of FBank. As described throughout these application materials, the combined resources and increased capital of the resulting institution will better position the organization to lend, invest, and serve its communities.

22. List all offices of the depository subsidiary(ies) of the applicant or target that (a) will be established or retained as branches, including the main office, of the target’s depository

subsidiary(ies), (b) are approved but unopened branch(es) of the target's depository subsidiary(ies), including the date the current federal and state agencies granted approval(s), and (c) are existing branches that will be closed or consolidated as a result of the proposal (to the extent the information is available) and indicate the effect on the branch customers served. For each branch, list the popular name, street address, city, county, state, and zip code specifying any that are in low- and moderate-income geographies.²⁸

A schedule showing the main office and branches of the resulting institution is provided at Exhibit 5.

OceanFirst does not currently have any plans to close branches as a result of the Transaction. Consistent with applicable regulatory requirements, OceanFirst regularly evaluates the efficiency and rationale of its branch footprint and makes decisions to open, close or consolidate branches, taking into account the safety and soundness of the institution, the convenience and needs of the community, and compliance with applicable laws and regulations, including the 90-day customer and regulatory prior notice requirement of section 42 of the Federal Deposit Insurance Act and the Joint Policy Statement Concerning Branch Closing Notices and Policies.

Interstate Banking

23. **If the transaction involves the acquisition of a bank located in a State other than the home State of the applicant, please provide the following information, as applicable:**
- a. **Identify any host state(s) involved with this transaction that require the target to be in operation for a minimum number of years and discuss compliance with this age requirement.**
 - b. **Discuss compliance with nationwide and statewide deposit concentration limits to the transaction.**
 - c. **Discuss compliance with state-imposed deposit caps.**
 - d. **Discuss compliance with community reinvestment laws.**
 - e. **Discuss any other restrictions that the host state(s) seek to apply (including state antitrust restrictions).**

Information regarding the applicability of Section 3(d) of the BHC Act is provided in the Overview at Exhibit 1.

Financial Stability

If either the acquirer or the target's total assets exceeds \$10 billion as of the most recent quarter for which data is available, address the following questions:

24. **If either the acquirer or the target conducts any cross-border activities, please describe the nature of these activities and the amounts of cross-border assets and liabilities as of the most recent quarter for which data is available.**

²⁸ Please designate branch consolidations as those terms are used in the Joint Policy Statement on Branch Closings, [64 FR 34844 (June 29, 1999)].

Neither OceanFirst nor Flushing has locations or significant operations, activities, assets or liabilities outside the United States. Accordingly, the Transaction will not result in any increased risks to the stability of the U.S. banking or financial systems due to the resulting institution's cross-border activity.

25. **For each financial service below, if the dollar volume related to the service provided either by the acquirer or the target exceeds \$1 billion, please report the annual volume of the past 12 months (otherwise, do not report).**

Financial Service	Acquirer	Target
Short-term funding (e.g., in repos, fed funds)		
Underwriting services (e.g., equity, corporate bonds, commercial paper, ABS)		
Trading activities (e.g., equity, corporate bonds, derivatives)		
Payments, clearing, settlement, and custody services		
Prime brokerage		
Securities lending		
Corporate trust		
Correspondent banking		
Wealth management		
Insurance (including reinsurance)		

Not applicable. Neither OceanFirst nor Flushing provides \$1 billion of dollar value in any of the services in the table above.

EXHIBIT 4

Form of Newspaper Notice

Form of Newspaper Notice

The following notice will be published three times in newspapers of general circulation in Toms River, New Jersey, and Uniondale, New York.

Notice is given that an application has been made to the Office of the Comptroller of the Currency for consent to merge Flushing Bank (Uniondale, New York) into OceanFirst Bank, N.A. (Toms River, New Jersey). The main office of OceanFirst Bank, N.A., as the resulting bank of the merger, will be located in Toms River, New Jersey. It is expected that the main office and branches of Flushing Bank will be retained as branches of OceanFirst Bank, N.A. This notice is published pursuant to 12 USC 1828(c) and 12 CFR 5. Anyone may submit written comments on these applications by the closing date of the comment period to the Director of District Licensing, Office of the Comptroller of the Currency; 340 Madison Avenue, Fifth Floor, New York, New York 10173-0002; tel: (212) 790-4055; fax: (571)-293-4010; NE.Licensing@occ.treas.gov. The public may find information regarding this application (including the closing date of the public comment period) in the OCC's Corporate Applications Search (CAS) available at www.occ.gov. The public file is available for inspection in the district office during regular business hours. Written requests for a copy of the public file on the application should be sent to the Director of District Licensing at the address above.

OceanFirst Bank, N.A.
Flushing Bank

Toms River, New Jersey
Uniondale, New York

OceanFirst Financial Corp. (Toms River, New Jersey) has applied to the Federal Reserve Board for permission to acquire Flushing Financial Corporation (Uniondale, New York). We intend to acquire control of Flushing Bank (Uniondale, New York), which we intend to merge into our existing bank subsidiary, OceanFirst Bank, N.A. The Federal Reserve considers a number of factors in deciding whether to approve the application, including the record of performance of banks we own in helping to meet local credit needs. You are invited to submit comments in writing on these applications to James W. Corkery at the Federal Reserve Bank of Philadelphia, Ten Independence Mall, Philadelphia, PA 19106 or via email: comments.applications@phil.frb.org. The comment period will not end before [DATE NO LESS THAN 30 DAYS FROM FIRST PUBLICATION] and may be somewhat longer. The Board's procedures for processing applications may be found at 12 CFR Part 262. Procedures for processing protested applications may be found at 12 CFR 262.25. To obtain a copy of the Federal Reserve Board's procedures, or if you need more information about how to submit your comments on the application/notice, contact James W. Corkery, Assistant Vice President, at (215) 574-6416. The Federal Reserve will consider your comments and any request for a public meeting or formal hearing on the application if they are received in writing by the Reserve Bank on or before the last day of the comment period.

EXHIBIT 5

Branches of the Resulting Institution

Existing Main Office and Branches of OCFBank

Main Office	975 Hooper Avenue, Toms River, NJ 08753	Ocean	
<i>Branch Name</i>	<i>Branch Address</i>	<i>County</i>	<i>LMI</i>
Atlantic City	1801 Atlantic Avenue, Atlantic City, NJ 08401	Atlantic	X
Brick - Chambers Bridge	321 Chambers Bridge Rd, Brick, NJ 08723	Ocean	
Brick - Pavilion	70 Brick Blvd, Brick, NJ 08723	Ocean	X
Bridgeton	85 W Broad St, Bridgeton, NJ 08302	Cumberland	X
Cape May	217 Jackson St, Cape May, NJ 08204	Cape May	
Cape May Court House	907 Route 9 S, Cape May Court House, NJ 08210	Cape May	
Egg Harbor Township - Fire Rd.	3003 Fire Road, Egg Harbor Township, NJ 08234	Atlantic	
Flagship	655 Third Avenue, Ground Floor, New York, NY 10017	New York	
Forked River - Lacey	900 Lacey Rd, Forked River, NJ 08731	Ocean	
Freehold - Marketplace	308 W Main St, Freehold, NJ 07728	Monmouth	
Hammonton	702 12th Street & First Road, Hammonton, NJ 08037	Atlantic	
Jackson - Leesville	10 Leesville Rd, Jackson, NJ 08527	Ocean	
Linwood	1777 New Rd, Linwood, NJ 08221	Atlantic	
Little Egg Harbor	425 Route 9 S, Little Egg Harbor, NJ 08087	Ocean	X
Manahawkin	205 Route 72 W, Manahawkin, NJ 08050	Ocean	X
Manasquan - Wall	2445 Route 34, Manasquan, NJ 08736	Monmouth	
Maple Shade	597 Route 38 W, Maple Shade, NJ 08052	Burlington	X
Margate City	7806 Ventnor Ave, Margate City, NJ 08402	Atlantic	
Matawan	267 Main St, Matawan, NJ 07747	Monmouth	
Mays Landing	5401 Harding Hwy, Mays Landing, NJ 08330	Atlantic	
Melville	58 S Service Rd, Melville, NY 11747	Suffolk	
Middletown	442 Highway 35, Red Bank, NJ 07701	Monmouth	
Millville	1107 High St N, Millville, NJ 08332	Cumberland	
New Brunswick	133 Neilson St, New Brunswick, NJ 08901	Middlesex	X
Ocean City	1001 Asbury Ave, Ocean City, NJ 08226	Cape May	
Perth Amboy	145 Fayette St, Perth Amboy, NJ 08861	Middlesex	X
Philadelphia - Market Street	1500 Market St, Philadelphia, PA 19102	Philadelphia	
Point Pleasant Boro	2400 Bridge Ave, Point Pleasant, NJ 08742	Ocean	
Port Monmouth	357 Highway 36, Port Monmouth, NJ 07758	Monmouth	
Riverdale	583 W 235th St, Bronx, NY 10463	Bronx	
Scarsdale	80 Garth Rd, Scarsdale, NY 10583	Westchester	
Swedesboro - Logan Twp	303 Village Center Dr, Logan Township, NJ 08085	Gloucester	

Tinton Falls	656 Shrewsbury Ave, Tinton Falls, NJ 07701	Monmouth	
Toms River - Lake Ridge	147 Route 70, Ste 1, Toms River, NJ 08755	Ocean	X
Toms River - Route 37	55 Bananier Dr, Toms River, NJ 08755	Ocean	
Trenton - Hamilton Square	411 Route 33, Trenton, NJ 08619	Mercer	
Vineland-Main Road	175 S Main Rd, Vineland, NJ 08360	Cumberland	
Westfield	520 South Ave W, Westfield, NJ 07090	Union	
Whiting	400 Lacey Rd, Whiting, NJ 08759	Ocean	X
Woodlawn	4349 Katonah Ave, Bronx, NY 10470	Bronx	

Main Office and Branches of FBank to be Acquired and Retained as Branches

Main Office	220 RXR Plaza, Uniondale, NY 11556	Nassau	X
<i>Branch Name</i>	<i>Branch Address</i>	<i>County</i>	<i>LMI</i>
New Hyde Park	697B Hillside Avenue, New Hyde Park, NY 11040	Nassau	
Springfield	61-14 Springfield Blvd, Bayside, NY 11364	Queens	
Bay Ridge	7102 3rd Ave, Brooklyn, NY 11209	Kings	
1402 Avenue J	1402 Avenue J, Brooklyn, NY 11230	Kings	X
Islandia	1707 Veterans Hwy, Ste 8, Islandia, NY 11749	Suffolk	X
Kissena Boulevard	44-43 Kissena Blvd, Flushing, NY 11355	Queens	
Astoria	31-16 30th Ave, Astoria, NY 11102	Queens	
Bayside	213-03 Northern Blvd, Bayside, NY 11361	Queens	
Park Avenue South	225 Park Ave South, New York, NY 10003	New York	
Shirley	1404 William Floyd Pkwy, Shirley, NY 11967	Suffolk	
Montague Street	186 Montague St, Brooklyn, NY 11201	Kings	
Port Jefferson Station	4747 Nesconset Hwy, Port Jefferson Station, NY 11776	Suffolk	
Garden City	1122 Franklin Ave, Garden City, NY 11530	Nassau	
Forest Hills	107-11 Continental Ave, Forest Hills, NY 11375	Queens	
Roosevelt Avenue	136-41 Roosevelt Ave, Flushing, NY 11354	Queens	X
Williamsburg	217 Havemeyer St, Brooklyn, NY 11211	Kings	X
Borough Park	4616 13th Ave, Brooklyn, NY 11219	Kings	X
RXR Plaza Branch	220E RXR Plaza, Uniondale, NY 11556	Nassau	
99 Park Avenue	99 Park Ave, New York, NY 10016	New York	
Broadway Station	164-20 Northern Blvd, Flushing, NY 11358	Queens	X
Murray Hill	147-42 Northern Blvd, Flushing, NY 11354	Queens	X
Chinatown	183 Canal St, New York, NY 10013	New York	
Hicksville	268 North Broadway, Hicksville, NY 11801	Nassau	
Jamaica	89-12 Sutphin Blvd, Jamaica, NY 11435	Queens	X
Elmhurst	85-15 Queens Blvd, Elmhurst, NY 11373	Queens	
Hauppauge	160 Adams Avenue, Hauppauge, NY 11788	Suffolk	
Bensonhurst	86-16 21st Avenue, Brooklyn, NY 11214	Kings	
Melville	555 Broadhollow Road, Suite 1, Melville, NY 11747	Suffolk	
Jackson Heights	37-44 74th Street, Jackson Heights, NY 11372	Queens	
Chatham Square	5 Chatham Square, New York, NY 10038	New York	X

EXHIBIT 6

Market Share and Pro Forma HHI Information



Metro New York City, NY-NJ-CT-PA Banking Market HHI Deposit Analysis* (For Commercial Bank and Thrift Organizations)

Report Date: Tuesday, January 6, 2026 at 10:43:53 EST.

	Pre Merger	Post Merger
Total Organizations	187	186
Total Banking Organizations:	150	149
Total Thrift Organizations:	37	37

	Pre Merger	Post Merger	Change in HHI
Herfindahl-Hirschman Index			
HHI Unweighted Deposits	1401	1401	0
HHI Weighted Deposits	1598	1598	0

RSSDID	Type	Branches	Name	City	State	Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
						Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%
Target Organization																	
2393274	BHC	30	FLUSHING FINANCIAL CORPORATION	UNIONDALE	NY	7,341.104	30	0.25	7,341.104	29	0.28	0.000	0	0.00	0.000	0	0.00
959304	Bank	30	FLUSHING BANK	UNIONDALE	NY	7,341.104			7,341.104								
Buyer Organization																	
2609975	BHC	25	OCEANFIRST FINANCIAL CORP.	TOMS RIVER	NJ	6,139.893	38	0.21	6,139.893	37	0.23						
85472	Bank	25	OCEANFIRST BANK, NATIONAL ASSOCIATION	TOMS RIVER	NJ	6,139.893			6,139.893								
Resulting Organization																	
2609975	BHC	55	OCEANFIRST FINANCIAL CORP.	TOMS RIVER	NJ							13,480.997	23	0.46	13,480.997	22	0.51
85472	Bank	25	OCEANFIRST BANK, NATIONAL ASSOCIATION	TOMS RIVER	NJ							6,139.893			6,139.893		
959304	Bank	30	FLUSHING BANK	UNIONDALE	NY							7,341.104			7,341.104		

Other Organizations

RSSDID	Type	Branches	Name	City	State	Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
						Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%
1039502	BHC	735	JPMORGAN CHASE & CO.	NEW YORK	NY	972,214.267	1	33.39	972,214.267	1	36.47	972,214.267	1	33.39	972,214.267	1	36.47

RSSDID	Type	Branches	Name	City	State	Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
						Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%
852218	Bank	735	JPMORGAN CHASE BANK, NATIONAL ASSOCIATION	COLUMBUS	OH	972,214.267			972,214.267			972,214.267			972,214.267		
3587146	BHC	9	THE BANK OF NEW YORK MELLON CORPORATION	NEW YORK	NY	227,667.000	2	7.82	227,667.000	2	8.54	227,667.000	2	7.82	227,667.000	2	8.54
398668	Bank	1	THE BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION	LOS ANGELES	CA	0.000			0.000			0.000			0.000		
541101	Bank	8	THE BANK OF NEW YORK MELLON	NEW YORK	NY	227,667.000			227,667.000			227,667.000			227,667.000		
2162966	BHC	1	MORGAN STANLEY	NEW YORK	NY	212,449.000	4	7.30	212,449.000	3	7.97	212,449.000	4	7.30	212,449.000	3	7.97
2489805	Bank	1	MORGAN STANLEY PRIVATE BANK, NATIONAL ASSOCIATION	PURCHASE	NY	212,449.000			212,449.000			212,449.000			212,449.000		
1073757	BHC	392	BANK OF AMERICA CORPORATION	CHARLOTTE	NC	195,945.352	5	6.73	195,945.352	4	7.35	195,945.352	5	6.73	195,945.352	4	7.35
480228	Bank	392	BANK OF AMERICA, NATIONAL ASSOCIATION	CHARLOTTE	NC	195,945.352			195,945.352			195,945.352			195,945.352		
1951350	BHC	236	CITIGROUP INC.	NEW YORK	NY	116,756.000	6	4.01	116,756.000	5	4.38	116,756.000	6	4.01	116,756.000	5	4.38
476810	Bank	236	CITIBANK, NATIONAL ASSOCIATION	SIOUX FALLS	SD	116,756.000			116,756.000			116,756.000			116,756.000		
1857108	BHC	8	HSBC HOLDINGS PLC	LONDON		106,161.883	7	3.65	106,161.883	6	3.98	106,161.883	7	3.65	106,161.883	6	3.98
413208	Bank	8	HSBC BANK USA, NATIONAL ASSOCIATION	MCLEAN	VA	106,161.883			106,161.883			106,161.883			106,161.883		
1238565	BHC	407	THE TORONTO-DOMINION BANK	TORONTO		97,836.837	8	3.36	97,836.837	7	3.67	97,836.837	8	3.36	97,836.837	7	3.67
497404	Bank	407	TD BANK, NATIONAL ASSOCIATION	WILMINGTON	DE	97,836.837			97,836.837			97,836.837			97,836.837		
1120754	BHC	291	WELLS FARGO & COMPANY	SAN FRANCISCO	CA	80,328.944	9	2.76	80,328.944	8	3.01	80,328.944	9	2.76	80,328.944	8	3.01
451965	Bank	291	WELLS FARGO BANK, NATIONAL ASSOCIATION	SIOUX FALLS	SD	80,328.944			80,328.944			80,328.944			80,328.944		
1145476	BHC	123	WEBSTER FINANCIAL CORPORATION	STAMFORD	CT	56,844.579	10	1.95	56,844.579	9	2.13	56,844.579	10	1.95	56,844.579	9	2.13
761806	Bank	123	WEBSTER BANK, NATIONAL ASSOCIATION	STAMFORD	CT	56,844.579			56,844.579			56,844.579			56,844.579		
1048773	BHC	168	VALLEY NATIONAL BANCORP	NEW YORK	NY	37,832.869	11	1.30	37,832.869	10	1.42	37,832.869	11	1.30	37,832.869	10	1.42
229801	Bank	168	VALLEY NATIONAL BANK	PASSAIC	NJ	37,832.869			37,832.869			37,832.869			37,832.869		
694904	Bank	139	FLAGSTAR BANK, NATIONAL ASSOCIATION	HICKSVILLE	NY	36,625.755	12	1.26	36,625.755	11	1.37	36,625.755	12	1.26	36,625.755	11	1.37
1037003	BHC	244	M&T BANK CORPORATION	BUFFALO	NY	35,552.220	13	1.22	35,552.220	12	1.33	35,552.220	13	1.22	35,552.220	12	1.33
2265456	Bank	8	WILMINGTON TRUST, NATIONAL ASSOCIATION	WILMINGTON	DE	0.000			0.000			0.000			0.000		
501105	Bank	236	MANUFACTURERS AND TRADERS TRUST COMPANY	BUFFALO	NY	35,552.220			35,552.220			35,552.220			35,552.220		
1069778	BHC	144	THE PNC FINANCIAL SERVICES GROUP, INC.	PITTSBURGH	PA	34,703.457	14	1.19	34,703.457	13	1.30	34,703.457	14	1.19	34,703.457	13	1.30

RSSDID	Type	Branches	Name	City	State	Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
						Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%
817824	Bank	144	PNC BANK, NATIONAL ASSOCIATION	WILMINGTON	DE	34,703.457			34,703.457			34,703.457			34,703.457		
2277860	BHC	99	CAPITAL ONE FINANCIAL CORPORATION	MCLEAN	VA	33,419.956	15	1.15	33,419.956	14	1.25	33,419.956	15	1.15	33,419.956	14	1.25
112837	Bank	99	CAPITAL ONE, NATIONAL ASSOCIATION	MCLEAN	VA	33,419.956			33,419.956			33,419.956			33,419.956		
1242423	BHC	1	DEUTSCHE BANK AKTIENGESELLSCHAFT	FRANKFURT		30,415.000	16	1.04	30,415.000	15	1.14	30,415.000	16	1.04	30,415.000	15	1.14
214807	Bank	1	DEUTSCHE BANK TRUST COMPANY AMERICAS	NEW YORK	NY	30,415.000			30,415.000			30,415.000			30,415.000		
1239254	BHC	139	BANCO SANTANDER, S.A.	BOADILLA DEL MONTE MADRID		24,159.081	17	0.83	24,159.081	16	0.91	24,159.081	17	0.83	24,159.081	16	0.91
722777	Bank	139	SANTANDER BANK, N.A.	WILMINGTON	DE	24,159.081			24,159.081			24,159.081			24,159.081		
1132449	BHC	196	CITIZENS FINANCIAL GROUP, INC.	PROVIDENCE	RI	24,113.608	18	0.83	24,113.608	17	0.90	24,113.608	18	0.83	24,113.608	17	0.90
3303298	Bank	196	CITIZENS BANK, NATIONAL ASSOCIATION	PROVIDENCE	RI	24,113.608			24,113.608			24,113.608			24,113.608		
908508	Bank	1	BANK OF CHINA	NEW YORK	NY	18,446.621	19	0.63	18,446.621	18	0.69	18,446.621	19	0.63	18,446.621	18	0.69
3133637	BHC	137	PROVIDENT FINANCIAL SERVICES, INC.	JERSEY CITY	NJ	18,297.949	20	0.63	18,297.949	19	0.69	18,297.949	20	0.63	18,297.949	19	0.69
204004	Thrift	137	PROVIDENT BANK	JERSEY CITY	NJ	18,297.949			18,297.949			18,297.949			18,297.949		
1232497	BHC	6	ROYAL BANK OF CANADA	MONTREAL		17,751.423	21	0.61	17,751.423	20	0.67	17,751.423	21	0.61	17,751.423	20	0.67
63069	Bank	6	CITY NATIONAL BANK	LOS ANGELES	CA	17,751.423			17,751.423			17,751.423			17,751.423		
3446412	BHC	80	APPLE FINANCIAL HOLDINGS, INC.	NEW YORK	NY	14,679.566	22	0.50	14,679.566	21	0.55	14,679.566	22	0.50	14,679.566	21	0.55
249612	Thrift	80	APPLE BANK	NEW YORK	NY	14,679.566			14,679.566			14,679.566			14,679.566		
95716	Bank	1	STATE BANK OF INDIA	NEW YORK	NY	12,720.709	23	0.44	12,720.709	22	0.48	12,720.709	24	0.44	12,720.709	23	0.48
1416523	BHC	64	DIME COMMUNITY BANCSHARES, INC.	HAUPPAUGE	NY	11,830.011	24	0.41	11,830.011	23	0.44	11,830.011	25	0.41	11,830.011	24	0.44
23504	Bank	64	DIME COMMUNITY BANK	HAUPPAUGE	NY	11,830.011			11,830.011			11,830.011			11,830.011		
1048764	BHC	60	CONNECTONE BANCORP, INC.	ENGLEWOOD CLIFFS	NJ	11,051.264	25	0.38	11,051.264	24	0.41	11,051.264	26	0.38	11,051.264	25	0.41
3317932	Bank	60	CONNECTONE BANK	ENGLEWOOD CLIFFS	NJ	11,051.264			11,051.264			11,051.264			11,051.264		
4284536	BHC	1	CUSTOMERS BANCORP, INC	WEST READING	PA	10,314.689	26	0.35	10,314.689	25	0.39	10,314.689	27	0.35	10,314.689	26	0.39
2354985	Bank	1	CUSTOMERS BANK	MALVERN	PA	10,314.689			10,314.689			10,314.689			10,314.689		
909000	Bank	1	BANK OF BARODA	NEW YORK	NY	8,912.373	27	0.31	8,912.373	26	0.33	8,912.373	28	0.31	8,912.373	27	0.33
1240737	BHC	4	ISRAEL DISCOUNT BANK LIMITED	RISHON LEZION		8,786.441	28	0.30	8,786.441	27	0.33	8,786.441	29	0.30	8,786.441	28	0.33
320119	Bank	4	ISRAEL DISCOUNT BANK OF NEW YORK	NEW YORK	NY	8,786.441			8,786.441			8,786.441			8,786.441		
1129382	BHC	27	POPULAR, INC.	SAN JUAN	PR	8,141.673	29	0.28	8,141.673	28	0.31	8,141.673	30	0.28	8,141.673	29	0.31
2736291	Bank	27	POPULAR BANK	NEW YORK	NY	8,141.673			8,141.673			8,141.673			8,141.673		
2571120	SLHC	61	COLUMBIA BANK MHC	FAIR LAWN	NJ	7,163.494	31	0.25	7,163.494	30	0.27	7,163.494	31	0.25	7,163.494	30	0.27
174572	Thrift	61	COLUMBIA BANK	FAIR LAWN	NJ	7,163.494			7,163.494			7,163.494			7,163.494		
4028712	BHC	4	BANKUNITED, INC.	MIAMI LAKES	FL	7,131.538	32	0.24	7,131.538	31	0.27	7,131.538	32	0.24	7,131.538	31	0.27

RSSDID	Type	Branches	Name	City	State	Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
						Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%
3938186	Bank	4	BANKUNITED, NATIONAL ASSOCIATION	MIAMI LAKES	FL	7,131.538			7,131.538			7,131.538			7,131.538		
790105	Bank	1	BANK HAPOALIM B.M.	NEW YORK	NY	7,064.826	33	0.24	7,064.826	32	0.27	7,064.826	33	0.24	7,064.826	32	0.27
2820211	BHC	8	METROPOLITAN BANK HOLDING CORP.	NEW YORK	NY	6,825.477	34	0.23	6,825.477	33	0.26	6,825.477	34	0.23	6,825.477	33	0.26
2705895	Bank	8	METROPOLITAN COMMERCIAL BANK	NEW YORK	NY	6,825.477			6,825.477			6,825.477			6,825.477		
4389329	BHC	1	CRB GROUP, INC.	FORT LEE	NJ	6,648.813	35	0.23	6,648.813	34	0.25	6,648.813	35	0.23	6,648.813	34	0.25
3783313	Bank	1	CROSS RIVER BANK	TEANECK	NJ	6,648.813			6,648.813			6,648.813			6,648.813		
2651590	BHC	19	PEAPACK-GLADSTONE FINANCIAL CORPORATION	BEDMINSTER	NJ	6,379.824	36	0.22	6,379.824	35	0.24	6,379.824	36	0.22	6,379.824	35	0.24
236706	Bank	19	PEAPACK PRIVATE BANK AND TRUST	BEDMINSTER	NJ	6,379.824			6,379.824			6,379.824			6,379.824		
2368106	BHC	1	SNBNY HOLDINGS LIMITED	GIBRALTAR		6,301.559	37	0.22	6,301.559	36	0.24	6,301.559	37	0.22	6,301.559	36	0.24
918918	Bank	1	SAFRA NATIONAL BANK OF NEW YORK	NEW YORK	NY	6,301.559			6,301.559			6,301.559			6,301.559		
4400336	BHC	4	WORKERS UNITED	PHILADELPHIA	PA	6,042.974	39	0.21	6,042.974	38	0.23	6,042.974	38	0.21	6,042.974	37	0.23
661308	Bank	4	AMALGAMATED BANK	NEW YORK	NY	6,042.974			6,042.974			6,042.974			6,042.974		
727709	Bank	1	BANK OF INDIA	NEW YORK	NY	5,702.244	42	0.20	5,702.244	39	0.21	5,702.244	41	0.20	5,702.244	38	0.21
1068025	BHC	58	KEYCORP	CLEVELAND	OH	5,558.431	43	0.19	5,558.431	40	0.21	5,558.431	42	0.19	5,558.431	39	0.21
280110	Bank	58	KEYBANK NATIONAL ASSOCIATION	CLEVELAND	OH	5,558.431			5,558.431			5,558.431			5,558.431		
3185355	BHC	1	MIZUHO FINANCIAL GROUP, INC.	TOKYO		5,168.614	44	0.18	5,168.614	41	0.19	5,168.614	43	0.18	5,168.614	40	0.19
229913	Bank	1	MIZUHO BANK (USA)	NEW YORK	NY	5,168.614			5,168.614			5,168.614			5,168.614		
1246159	BHC	2	THE BESSEMER GROUP, INCORPORATED	WOODBIDGE	NJ	4,533.643	45	0.16	4,533.643	42	0.17	4,533.643	44	0.16	4,533.643	41	0.17
7009	Bank	1	BESSEMER TRUST COMPANY	WOODBIDGE	NJ	1,581.478			1,581.478			1,581.478			1,581.478		
976703	Bank	1	BESSEMER TRUST COMPANY, NATIONAL ASSOCIATION	NEW YORK	NY	2,952.165			2,952.165			2,952.165			2,952.165		
3212091	BHC	6	NEW YORK PRIVATE BANK & TRUST CORPORATION	NEW YORK	NY	4,417.932	46	0.15	4,417.932	43	0.17	4,417.932	45	0.15	4,417.932	42	0.17
137915	Bank	5	EMIGRANT BANK	MIAMI	FL	4,417.432			4,417.432			4,417.432			4,417.432		
3268173	Bank	1	EMIGRANT MERCANTILE BANK	NEW YORK	NY	0.500			0.500			0.500			0.500		
2734233	BHC	7	EAST WEST BANCORP, INC.	PASADENA	CA	4,091.331	47	0.14	4,091.331	44	0.15	4,091.331	46	0.14	4,091.331	43	0.15
197478	Bank	7	EAST WEST BANK	PASADENA	CA	4,091.331			4,091.331			4,091.331			4,091.331		
4224297	BHC	1	SUMITOMO MITSUI TRUST GROUP, INC.	TOKYO		3,467.155	49	0.12	3,467.155	45	0.13	3,467.155	48	0.12	3,467.155	44	0.13
925411	Bank	1	SUMITOMO MITSUI TRUST BANK (U.S.A.) LIMITED	HOBOKEN	NJ	3,467.155			3,467.155			3,467.155			3,467.155		
1751420	Bank	1	THE BANK OF EAST ASIA LTD.	NEW YORK	NY	2,933.955	52	0.10	2,933.955	46	0.11	2,933.955	51	0.10	2,933.955	45	0.11

RSSDID	Type	Branches	Name	City	State	Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
						Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%
859712	Thrift	38	RIDGEWOOD SAVINGS BANK	RIDGEWOOD	NY	5,778.928	40	0.20	2,889.464	47	0.11	5,778.928	39	0.20	2,889.464	46	0.11
3099443	SLHC	41	KEARNY FINANCIAL CORP.	FAIRFIELD	NJ	5,703.348	41	0.20	2,851.674	48	0.11	5,703.348	40	0.20	2,851.674	47	0.11
633378	Thrift	41	KEARNY BANK	KEARNY	NJ	5,703.348			2,851.674			5,703.348			2,851.674		
2589714	BHC	15	MB MUTUAL HOLDING COMPANY	WALL TOWNSHIP	NJ	2,829.066	53	0.10	2,829.066	49	0.11	2,829.066	52	0.10	2,829.066	48	0.11
459671	Thrift	15	MANASQUAN BANK	MANASQUAN	NJ	2,829.066			2,829.066			2,829.066			2,829.066		
3553815	BHC	9	BANKWELL FINANCIAL GROUP, INC.	NEW CANAAN	CT	2,772.537	54	0.10	2,772.537	50	0.10	2,772.537	53	0.10	2,772.537	49	0.10
3109043	Bank	9	BANKWELL BANK	NEW CANAAN	CT	2,772.537			2,772.537			2,772.537			2,772.537		
3170539	BHC	27	BCB BANCORP, INC.	BAYONNE	NJ	2,662.510	55	0.09	2,662.510	51	0.10	2,662.510	54	0.09	2,662.510	50	0.10
2954059	Bank	27	BCB COMMUNITY BANK	BAYONNE	NJ	2,662.510			2,662.510			2,662.510			2,662.510		
2961879	BHC	9	HOPE BANCORP, INC.	LOS ANGELES	CA	2,365.243	56	0.08	2,365.243	52	0.09	2,365.243	55	0.08	2,365.243	51	0.09
671464	Bank	9	BANK OF HOPE	LOS ANGELES	CA	2,365.243			2,365.243			2,365.243			2,365.243		
2611718	BHC	23	AMBOY BANCORPORATION	OLD BRIDGE	NJ	2,316.570	57	0.08	2,316.570	53	0.09	2,316.570	56	0.08	2,316.570	52	0.09
9807	Bank	23	AMBOY BANK	OLD BRIDGE	NJ	2,316.570			2,316.570			2,316.570			2,316.570		
1117129	BHC	21	FULTON FINANCIAL CORPORATION	LANCASTER	PA	2,302.483	58	0.08	2,302.483	54	0.09	2,302.483	57	0.08	2,302.483	53	0.09
474919	Bank	21	FULTON BANK, NATIONAL ASSOCIATION	LANCASTER	PA	2,302.483			2,302.483			2,302.483			2,302.483		
3596009	BHC	17	ORANGE COUNTY BANCORP, INC.	MIDDLETOWN	NY	2,284.991	59	0.08	2,284.991	55	0.09	2,284.991	58	0.08	2,284.991	54	0.09
176101	Bank	17	ORANGE BANK & TRUST COMPANY	MIDDLETOWN	NY	2,284.991			2,284.991			2,284.991			2,284.991		
1843080	BHC	10	CATHAY GENERAL BANCORP	LOS ANGELES	CA	2,251.822	60	0.08	2,251.822	56	0.08	2,251.822	59	0.08	2,251.822	55	0.08
595869	Bank	10	CATHAY BANK	LOS ANGELES	CA	2,251.822			2,251.822			2,251.822			2,251.822		
5301421	BHC	23	USB BANCORP, INC.	DANBURY	CT	2,249.409	61	0.08	2,249.409	57	0.08	2,249.409	60	0.08	2,249.409	56	0.08
443205	Thrift	23	UNION SAVINGS BANK	DANBURY	CT	2,249.409			2,249.409			2,249.409			2,249.409		
3912766	BHC	32	ION FINANCIAL, MHC, INC.	NAUGATUCK	CT	2,138.785	62	0.07	2,138.785	58	0.08	2,138.785	61	0.07	2,138.785	57	0.08
407506	Thrift	32	ION BANK	NAUGATUCK	CT	2,138.785			2,138.785			2,138.785			2,138.785		
5653018	BHC	14	PONCE FINANCIAL GROUP, INC.	BRONX	NY	2,065.934	63	0.07	2,065.934	59	0.08	2,065.934	62	0.07	2,065.934	58	0.08
897170	Bank	14	PONCE BANK, NATIONAL ASSOCIATION	BRONX	NY	2,065.934			2,065.934			2,065.934			2,065.934		
2181426	BHC	19	UNITY BANCORP, INC.	CLINTON	NJ	2,002.005	64	0.07	2,002.005	60	0.08	2,002.005	63	0.07	2,002.005	59	0.08
1890525	Bank	19	UNITY BANK	CLINTON	NJ	2,002.005			2,002.005			2,002.005			2,002.005		
5309306	BHC	9	WOORI FINANCIAL GROUP INC.	SEOUL		2,001.594	65	0.07	2,001.594	61	0.08	2,001.594	64	0.07	2,001.594	60	0.08
384018	Bank	9	WOORI AMERICA BANK	NEW YORK	NY	2,001.594			2,001.594			2,001.594			2,001.594		
3132863	SLHC	36	NORTHFIELD BANCORP, INC.	WOODBIDGE	NJ	3,945.774	48	0.14	1,972.887	62	0.07	3,945.774	47	0.14	1,972.887	61	0.07
28013	Thrift	36	NORTHFIELD BANK	STATEN ISLAND	NY	3,945.774			1,972.887			3,945.774			1,972.887		
5010134	BHC	10	HANOVER BANCORP, INC.	MINEOLA	NY	1,951.528	66	0.07	1,951.528	63	0.07	1,951.528	65	0.07	1,951.528	62	0.07

RSSDID	Type	Branches	Name	City	State	Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
						Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%
3793714	Bank	10	HANOVER COMMUNITY BANK	GARDEN CITY PARK	NY	1,951.528			1,951.528			1,951.528			1,951.528		
4267427	BHC	2	ESQUIRE FINANCIAL HOLDINGS, INC.	JERICO	NY	1,796.674	67	0.06	1,796.674	64	0.07	1,796.674	66	0.06	1,796.674	63	0.07
3447820	Bank	2	ESQUIRE BANK, NATIONAL ASSOCIATION	JERICO	NY	1,796.674			1,796.674			1,796.674			1,796.674		
2333663	BHC	15	BEACON FINANCIAL CORPORATION	BOSTON	MA	1,776.695	68	0.06	1,776.695	65	0.07	1,776.695	67	0.06	1,776.695	64	0.07
782306	Bank	15	BEACON BANK AND TRUST	BROOKLINE	MA	1,776.695			1,776.695			1,776.695			1,776.695		
845573	Thrift	28	SPENCER SAVINGS BANK, SLA	ELMWOOD PARK	NJ	3,085.118	50	0.11	1,542.559	66	0.06	3,085.118	49	0.11	1,542.559	65	0.06
2728595	SLHC	10	GREENE COUNTY BANCORP, MHC	CATSKILL	NY	3,073.107	51	0.11	1,536.554	67	0.06	3,073.107	50	0.11	1,536.554	66	0.06
3268249	Bank	1	GREENE COUNTY COMMERCIAL BANK	CATSKILL	NY	1,184.514			592.257			1,184.514			592.257		
214106	Thrift	9	THE BANK OF GREENE COUNTY	CATSKILL	NY	1,888.593			944.296			1,888.593			944.296		
5045444	BHC	19	NSB MUTUAL HOLDING COMPANY	NEWTOWN	CT	1,487.214	70	0.05	1,487.214	68	0.06	1,487.214	69	0.05	1,487.214	67	0.06
507509	Thrift	19	NEWTOWN SAVINGS BANK	NEWTOWN	CT	1,487.214			1,487.214			1,487.214			1,487.214		
3401970	Bank	11	FIRST BANK	HAMILTON	NJ	1,485.375	71	0.05	1,485.375	69	0.06	1,485.375	70	0.05	1,485.375	68	0.06
5650781	BHC	22	BLUE FOUNDRY BANCORP	RUTHERFORD	NJ	1,453.722	72	0.05	1,453.722	70	0.05	1,453.722	71	0.05	1,453.722	69	0.05
797775	Thrift	22	BLUE FOUNDRY BANK	RUTHERFORD	NJ	1,453.722			1,453.722			1,453.722			1,453.722		
2367921	BHC	12	TOMPKINS FINANCIAL CORPORATION	ITHACA	NY	1,435.292	73	0.05	1,435.292	71	0.05	1,435.292	72	0.05	1,435.292	70	0.05
433608	Bank	12	TOMPKINS COMMUNITY BANK	ITHACA	NY	1,435.292			1,435.292			1,435.292			1,435.292		
538802	Bank	1	INTERAUDI BANK	NEW YORK	NY	1,382.862	76	0.05	1,382.862	72	0.05	1,382.862	75	0.05	1,382.862	71	0.05
4097978	BHC	4	CHINA INVESTMENT CORPORATION	BEIJING		1,353.288	78	0.05	1,353.288	73	0.05	1,353.288	77	0.05	1,353.288	72	0.05
1015560	Bank	4	INDUSTRIAL AND COMMERCIAL BANK OF CHINA (USA), NATIONAL ASSOCIATION	NEW YORK	NY	1,353.288			1,353.288			1,353.288			1,353.288		
1139279	BHC	16	NBT BANCORP INC.	NORWICH	NY	1,284.958	80	0.04	1,284.958	74	0.05	1,284.958	79	0.04	1,284.958	73	0.05
702117	Bank	16	NBT BANK, NATIONAL ASSOCIATION	NORWICH	NY	1,284.958			1,284.958			1,284.958			1,284.958		
3633173	Bank	13	ALMA BANK	ASTORIA	NY	1,280.379	81	0.04	1,280.379	75	0.05	1,280.379	80	0.04	1,280.379	74	0.05
5471360	BHC	16	IVES MUTUAL HOLDING COMPANY, INC.	DANBURY	CT	1,274.375	82	0.04	1,274.375	76	0.05	1,274.375	81	0.04	1,274.375	75	0.05
626101	Thrift	16	IVES BANK	DANBURY	CT	1,274.375			1,274.375			1,274.375			1,274.375		
5809066	BHC	10	FIRST COMMERCE BANCORP, INC	LAKEWOOD	NJ	1,192.371	84	0.04	1,192.371	77	0.04	1,192.371	83	0.04	1,192.371	76	0.04
3404373	Bank	10	FIRST COMMERCE BANK	LAKEWOOD	NJ	1,192.371			1,192.371			1,192.371			1,192.371		
2817930	BHC	4	MAHAM BETEILIGUNGSGESELLSCHAFT AG	ZURICH		1,117.900	85	0.04	1,117.900	78	0.04	1,117.900	84	0.04	1,117.900	77	0.04
245016	Bank	4	HABIB AMERICAN BANK	NEW YORK	NY	1,117.900			1,117.900			1,117.900			1,117.900		

RSSDID	Type	Branches	Name	City	State	Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
						Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%
3271230	BHC	16	RHINEBECK BANCORP, MHC	POUGHKEEPSIE	NY	1,092.031	86	0.04	1,092.031	79	0.04	1,092.031	85	0.04	1,092.031	78	0.04
195111	Thrift	16	RHINEBECK BANK	RHINEBECK	NY	1,092.031			1,092.031			1,092.031			1,092.031		
5756133	BHC	17	PRINCETON BANCORP, INC.	PRINCETON	NJ	1,001.697	88	0.03	1,001.697	80	0.04	1,001.697	87	0.03	1,001.697	79	0.04
3595271	Bank	17	THE BANK OF PRINCETON	MOORESTOWN	NJ	1,001.697			1,001.697			1,001.697			1,001.697		
6005472	BHC	10	LIBERTY FINANCIAL CORPORATION	MIDDLETOWN	CT	942.580	89	0.03	942.580	81	0.04	942.580	88	0.03	942.580	80	0.04
587800	Thrift	10	LIBERTY BANK	MIDDLETOWN	CT	942.580			942.580			942.580			942.580		
1199611	BHC	2	NORTHERN TRUST CORPORATION	CHICAGO	IL	898.225	90	0.03	898.225	82	0.03	898.225	89	0.03	898.225	81	0.03
210434	Bank	2	THE NORTHERN TRUST COMPANY	CHICAGO	IL	898.225			898.225			898.225			898.225		
3948439	BHC	9	HAVEN BANCORP, MHC	HOBOKEN	NJ	888.672	91	0.03	888.672	83	0.03	888.672	90	0.03	888.672	82	0.03
918477	Thrift	9	HAVEN SAVINGS BANK	HOBOKEN	NJ	888.672			888.672			888.672			888.672		
958204	Thrift	13	FIRST COUNTY BANK	STAMFORD	CT	1,755.079	69	0.06	877.540	84	0.03	1,755.079	68	0.06	877.540	83	0.03
5215715	BHC	1	GRASSHOPPER BANCORP, INC.	NEW YORK	NY	871.772	92	0.03	871.772	85	0.03	871.772	91	0.03	871.772	84	0.03
5210989	Bank	1	GRASSHOPPER BANK, N.A.	NEW YORK	NY	871.772			871.772			871.772			871.772		
5097340	BHC	2	FIELDPOINT PRIVATE HOLDINGS, INC.	GREENWICH	CT	856.295	94	0.03	856.295	86	0.03	856.295	93	0.03	856.295	85	0.03
3664588	Thrift	2	FIELDPOINT PRIVATE BANK & TRUST	GREENWICH	CT	856.295			856.295			856.295			856.295		
5805657	BHC	14	SR BANCORP, INC.	BOUND BROOK	NJ	851.433	95	0.03	851.433	87	0.03	851.433	94	0.03	851.433	86	0.03
159971	Bank	14	SOMERSET REGAL BANK	BOUND BROOK	NJ	851.433			851.433			851.433			851.433		
2840479	BHC	8	PATRIOT NATIONAL BANCORP, INC.	STAMFORD	CT	842.523	96	0.03	842.523	88	0.03	842.523	95	0.03	842.523	87	0.03
2236821	Bank	8	PATRIOT BANK, NATIONAL ASSOCIATION	STAMFORD	CT	842.523			842.523			842.523			842.523		
3382846	BHC	7	MAGYAR BANCORP, INC.	NEW BRUNSWICK	NJ	825.532	97	0.03	825.532	89	0.03	825.532	96	0.03	825.532	88	0.03
548771	Thrift	7	MAGYAR BANK	NEW BRUNSWICK	NJ	825.532			825.532			825.532			825.532		
1118340	BHC	6	CNB FINANCIAL CORPORATION	CLEARFIELD	PA	818.530	98	0.03	818.530	90	0.03	818.530	97	0.03	818.530	89	0.03
399517	Bank	6	CNB BANK	CLEARFIELD	PA	818.530			818.530			818.530			818.530		
5011832	BHC	8	NMB FINANCIAL CORPORATION	FORT LEE	NJ	719.862	100	0.02	719.862	91	0.03	719.862	99	0.02	719.862	90	0.03
2833882	Bank	8	NEW MILLENNIUM BANK	FORT LEE	NJ	719.862			719.862			719.862			719.862		
4176855	BHC	8	RBB BANCORP	LOS ANGELES	CA	717.221	101	0.02	717.221	92	0.03	717.221	100	0.02	717.221	91	0.03
3835454	Bank	8	ROYAL BUSINESS BANK	LOS ANGELES	CA	717.221			717.221			717.221			717.221		
3824373	SLHC	17	FAIRFIELD COUNTY BANK, MHC	RIDGEFIELD	CT	1,429.675	74	0.05	714.838	93	0.03	1,429.675	73	0.05	714.838	92	0.03
882701	Thrift	17	FAIRFIELD COUNTY BANK	RIDGEFIELD	CT	1,429.675			714.838			1,429.675			714.838		
3793125	SLHC	1	COMMUNITY FSB HOLDING COMPANY	WOODHAVEN	NY	712.107	102	0.02	712.107	94	0.03	712.107	101	0.02	712.107	93	0.03

RSSDID	Type	Branches	Name	City	State	Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
						Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%
3040418	Thrift	1	COMMUNITY FEDERAL SAVINGS BANK	WOODHAVEN	NY	712.107			712.107			712.107			712.107		
373601	Thrift	4	UNION COUNTY SAVINGS BANK	ELIZABETH	NJ	1,385.939	75	0.05	692.970	95	0.03	1,385.939	74	0.05	692.970	94	0.03
4894588	BHC	3	FIRST GREENWICH FINANCIAL, INC.	COS COB	CT	686.964	103	0.02	686.964	96	0.03	686.964	102	0.02	686.964	95	0.03
3466988	Bank	3	THE FIRST BANK OF GREENWICH	COS COB	CT	686.964			686.964			686.964			686.964		
29878	Thrift	8	MASPETH FEDERAL SAVINGS AND LOAN ASSOCIATION	MASPETH	NY	1,357.978	77	0.05	678.989	97	0.03	1,357.978	76	0.05	678.989	96	0.03
3435742	SLHC	9	NORTHEAST COMMUNITY BANCORP, INC.	WHITE PLAINS	NY	1,323.818	79	0.05	661.909	98	0.02	1,323.818	78	0.05	661.909	97	0.02
823478	Thrift	9	NORTHEAST COMMUNITY BANK	WHITE PLAINS	NY	1,323.818			661.909			1,323.818			661.909		
5010844	BHC	5	FREEDOM BANCORP, INC.	MAYWOOD	NJ	652.360	106	0.02	652.360	99	0.02	652.360	105	0.02	652.360	98	0.02
3729124	Bank	5	FREEDOM BANK	MAYWOOD	NJ	652.360			652.360			652.360			652.360		
5423547	BHC	9	BOGOTA FINANCIAL, MHC	TEANECK	NJ	638.175	107	0.02	638.175	100	0.02	638.175	106	0.02	638.175	99	0.02
927479	Thrift	9	BOGOTA SAVINGS BANK	TEANECK	NJ	638.175			638.175			638.175			638.175		
1094640	BHC	1	FIRST HORIZON CORPORATION	MEMPHIS	TN	619.719	108	0.02	619.719	101	0.02	619.719	107	0.02	619.719	100	0.02
485559	Bank	1	FIRST HORIZON BANK	MEMPHIS	TN	619.719			619.719			619.719			619.719		
301800	Thrift	15	ULSTER SAVINGS BANK	KINGSTON	NY	1,223.991	83	0.04	611.996	102	0.02	1,223.991	82	0.04	611.996	101	0.02
3958821	BHC	2	ALCAR INC.	NEW YORK	NY	597.409	109	0.02	597.409	103	0.02	597.409	108	0.02	597.409	102	0.02
3428258	Bank	2	DR BANK	DARIEN	CT	597.409			597.409			597.409			597.409		
3609132	BHC	6	FIRST HOPE BANCORP	HOPE	NJ	586.313	110	0.02	586.313	104	0.02	586.313	109	0.02	586.313	103	0.02
434203	Bank	6	FIRST HOPE BANK, A NATIONAL BANKING ASSOCIATION	HOPE	NJ	586.313			586.313			586.313			586.313		
1918344	Bank	2	PREFERRED BANK	LOS ANGELES	CA	570.760	111	0.02	570.760	105	0.02	570.760	110	0.02	570.760	104	0.02
1169650	Bank	3	AMERASIA BANK	FLUSHING	NY	566.616	112	0.02	566.616	106	0.02	566.616	111	0.02	566.616	105	0.02
1048504	BHC	10	JEFFERSONVILLE BANCORP	JEFFERSONVILLE	NY	564.478	113	0.02	564.478	107	0.02	564.478	112	0.02	564.478	106	0.02
306908	Bank	10	JEFF BANK	JEFFERSONVILLE	NY	564.478			564.478			564.478			564.478		
2365356	BHC	11	NORWOOD FINANCIAL CORP.	HONESDALE	PA	556.588	114	0.02	556.588	108	0.02	556.588	113	0.02	556.588	107	0.02
59316	Bank	11	WAYNE BANK	HONESDALE	PA	556.588			556.588			556.588			556.588		
3080209	BHC	3	CTBC FINANCIAL HOLDING CO., LTD.	TAIPEI		549.421	116	0.02	549.421	109	0.02	549.421	115	0.02	549.421	108	0.02
996260	Bank	3	CTBC BANK CORP. (USA)	LOS ANGELES	CA	549.421			549.421			549.421			549.421		
3439610	BHC	6	ES BANCSHARES, INC.	STATEN ISLAND	NY	535.818	117	0.02	535.818	110	0.02	535.818	116	0.02	535.818	109	0.02
3277241	Bank	6	EMPIRE STATE BANK	STATEN ISLAND	NY	535.818			535.818			535.818			535.818		
3720000	BHC	2	MODERN BANK MANAGEMENT LLC	NEW YORK	NY	533.925	118	0.02	533.925	111	0.02	533.925	117	0.02	533.925	110	0.02
2398701	Bank	2	MODERN BANK, NATIONAL ASSOCIATION	NEW YORK	NY	533.925			533.925			533.925			533.925		

RSSDID	Type	Branches	Name	City	State	Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
						Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%
3472859	Bank	6	NEWBANK	FLUSHING	NY	532.506	119	0.02	532.506	112	0.02	532.506	118	0.02	532.506	111	0.02
120609	Thrift	10	THOMASTON SAVINGS BANK	THOMASTON	CT	1,052.478	87	0.04	526.239	113	0.02	1,052.478	86	0.04	526.239	112	0.02
3400937	BHC	3	HANA FINANCIAL GROUP INC.	SEOUL		519.143	120	0.02	519.143	114	0.02	519.143	119	0.02	519.143	113	0.02
609609	Bank	3	HANA BANK USA, NATIONAL ASSOCIATION	FORT LEE	NJ	519.143			519.143			519.143			519.143		
2065432	BHC	5	DIMECO, INC	HONESDALE	PA	494.242	122	0.02	494.242	115	0.02	494.242	121	0.02	494.242	114	0.02
56717	Bank	5	THE DIME BANK	HONESDALE	PA	494.242			494.242			494.242			494.242		
3107964	BHC	6	SHINHAN FINANCIAL GROUP CO., LTD.	SEOUL		479.761	123	0.02	479.761	116	0.02	479.761	122	0.02	479.761	115	0.02
1494914	Bank	6	SHINHAN BANK AMERICA	NEW YORK	NY	479.761			479.761			479.761			479.761		
2686211	Bank	12	CROWN BANK	ELIZABETH	NJ	465.203	125	0.02	465.203	117	0.02	465.203	124	0.02	465.203	116	0.02
2728157	BHC	8	BERKSHIRE BANCORP INC.	NEW YORK	NY	440.182	128	0.02	440.182	118	0.02	440.182	127	0.02	440.182	117	0.02
1396764	Bank	8	THE BERKSHIRE BANK	NEW YORK	NY	440.182			440.182			440.182			440.182		
2349815	BHC	1	WESTERN ALLIANCE BANCORPORATION	PHOENIX	AZ	431.357	129	0.01	431.357	119	0.02	431.357	128	0.01	431.357	118	0.02
3138146	Bank	1	WESTERN ALLIANCE BANK	PHOENIX	AZ	431.357			431.357			431.357			431.357		
3368916	BHC	2	CHECKSPRING COMMUNITY CORPORATION	BRONX	NY	430.236	130	0.01	430.236	120	0.02	430.236	129	0.01	430.236	119	0.02
3368925	Bank	2	SPRING BANK	BRONX	NY	430.236			430.236			430.236			430.236		
2797359	Thrift	10	FIRST CENTRAL SAVINGS BANK	GLEN COVE	NY	858.955	93	0.03	429.478	121	0.02	858.955	92	0.03	429.478	120	0.02
341310	Thrift	11	WALDEN SAVINGS BANK	MONTGOMERY	NY	802.872	99	0.03	401.436	122	0.02	802.872	98	0.03	401.436	121	0.02
5342974	Bank	1	PIERMONT BANK	NEW YORK	NY	377.391	132	0.01	377.391	123	0.01	377.391	131	0.01	377.391	122	0.01
2863946	BHC	9	ASSOCIATED COMMUNITY BANCORP, INC.	GREENWICH	CT	328.849	134	0.01	328.849	124	0.01	328.849	133	0.01	328.849	123	0.01
2756909	Bank	9	CONNECTICUT COMMUNITY BANK, NATIONAL ASSOCIATION	NORWALK	CT	328.849			328.849			328.849			328.849		
2531245	SLHC	7	CARVER BANCORP, INC.	NEW YORK	NY	653.299	104	0.02	326.650	125	0.01	653.299	103	0.02	326.650	124	0.01
268677	Thrift	7	CARVER FEDERAL SAVINGS BANK	NEW YORK	NY	653.299			326.650			653.299			326.650		
4098537	SLHC	1	QUONTIC BANK ACQUISITION CORP.	ASTORIA	NY	653.191	105	0.02	326.596	126	0.01	653.191	104	0.02	326.596	125	0.01
3340725	Thrift	1	QUONTIC BANK	ASTORIA	NY	653.191			326.596			653.191			326.596		
1117213	BHC	5	PALM BANCORP	PALMERTON	PA	322.998	135	0.01	322.998	127	0.01	322.998	134	0.01	322.998	126	0.01
186717	Bank	5	FIRST NORTHERN BANK AND TRUST COMPANY	PALMERTON	PA	322.998			322.998			322.998			322.998		
125707	Bank	1	BANK OF CHINA	FLUSHING	NY	287.909	138	0.01	287.909	128	0.01	287.909	137	0.01	287.909	127	0.01
2937100	BHC	3	CONNECTICUT MUTUAL HOLDING COMPANY	WINSTED	CT	281.296	139	0.01	281.296	129	0.01	281.296	138	0.01	281.296	128	0.01
545604	Thrift	3	NORTHWEST COMMUNITY BANK	WINSTED	CT	281.296			281.296			281.296			281.296		

RSSDID	Type	Branches	Name	City	State	Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
						Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%
1048513	SLHC	21	TRUSTCO BANK CORP NY	GLENVILLE	NY	554.976	115	0.02	277.488	130	0.01	554.976	114	0.02	277.488	129	0.01
677176	Thrift	21	TRUSTCO BANK	GLENVILLE	NY	554.976			277.488			554.976			277.488		
2900261	BHC	2	HANMI FINANCIAL CORPORATION	LOS ANGELES	CA	271.614	140	0.01	271.614	131	0.01	271.614	139	0.01	271.614	130	0.01
657365	Bank	2	HANMI BANK	LOS ANGELES	CA	271.614			271.614			271.614			271.614		
2589666	BHC	2	UNITED ROOSEVELT MHC	CARTERET	NJ	256.052	141	0.01	256.052	132	0.01	256.052	140	0.01	256.052	131	0.01
644776	Thrift	2	UNITED ROOSEVELT SAVINGS BANK	CARTERET	NJ	256.052			256.052			256.052			256.052		
258306	Thrift	6	THE MILFORD BANK	MILFORD	CT	504.954	121	0.02	252.477	133	0.01	504.954	120	0.02	252.477	132	0.01
2646998	BHC	5	MILLBROOK BANK SYSTEM, INC.	MILLBROOK	NY	249.039	142	0.01	249.039	134	0.01	249.039	141	0.01	249.039	133	0.01
175609	Bank	5	BANK OF MILLBROOK	MILLBROOK	NY	249.039			249.039			249.039			249.039		
4439354	SLHC	1	EMPLOYEES' STOCK OWNERSHIP PLAN OF CENLAR CAPITAL CORPORATION	EWING	NJ	472.732	124	0.02	236.366	135	0.01	472.732	123	0.02	236.366	134	0.01
934271	Thrift	1	CENLAR FSB	EWING	NJ	472.732			236.366			472.732			236.366		
4111584	BHC	5	AMERICAN COMMUNITY BANCORP, INC.	GLEN COVE	NY	234.776	145	0.01	234.776	136	0.01	234.776	144	0.01	234.776	135	0.01
2871558	Bank	5	AMERICAN COMMUNITY BANK	GLEN COVE	NY	234.776			234.776			234.776			234.776		
425108	Thrift	5	RONDOUT SAVINGS BANK	KINGSTON	NY	458.818	126	0.02	229.409	137	0.01	458.818	125	0.02	229.409	136	0.01
1007873	Thrift	6	CROSS COUNTY SAVINGS BANK	MIDDLE VILLAGE	NY	456.285	127	0.02	228.142	138	0.01	456.285	126	0.02	228.142	137	0.01
3595084	BHC	3	PCB BANCORP	LOS ANGELES	CA	224.621	146	0.01	224.621	139	0.01	224.621	145	0.01	224.621	138	0.01
3212402	Bank	3	PCB BANK	LOS ANGELES	CA	224.621			224.621			224.621			224.621		
1944204	BHC	3	MID PENN BANCORP, INC.	HARRISBURG	PA	221.232	147	0.01	221.232	140	0.01	221.232	146	0.01	221.232	139	0.01
786612	Bank	3	MID PENN BANK	MILLERSBURG	PA	221.232			221.232			221.232			221.232		
2606693	BHC	3	IRON BANCSHARES, INC.	SALISBURY	CT	217.667	148	0.01	217.667	141	0.01	217.667	147	0.01	217.667	140	0.01
1008209	Bank	3	THE NATIONAL IRON BANK	SALISBURY	CT	217.667			217.667			217.667			217.667		
5117592	SLHC	9	WALLKILL VALLEY BANCORP MHC	WALLKILL	NY	410.450	131	0.01	205.225	142	0.01	410.450	130	0.01	205.225	141	0.01
7072	Thrift	9	WALLKILL VALLEY FEDERAL SAVINGS AND LOAN ASSOCIATION	WALLKILL	NY	410.450			205.225			410.450			205.225		
3561771	Bank	2	GLOBAL BANK	NEW YORK	NY	185.313	149	0.01	185.313	143	0.01	185.313	148	0.01	185.313	142	0.01
1118265	BHC	3	FIRST KEYSTONE CORPORATION	BERWICK	PA	173.873	150	0.01	173.873	144	0.01	173.873	149	0.01	173.873	143	0.01
790918	Bank	3	FIRST KEYSTONE COMMUNITY BANK	BERWICK	PA	173.873			173.873			173.873			173.873		
3789986	SLHC	4	LUSITANIA FINANCIAL, MHC	NEWARK	NJ	331.361	133	0.01	165.680	145	0.01	331.361	132	0.01	165.680	144	0.01
385686	Thrift	4	LUSITANIA SAVINGS BANK	NEWARK	NJ	331.361			165.680			331.361			165.680		

RSSDID	Type	Branches	Name	City	State	Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
						Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%
2326179	BHC	3	IBW FINANCIAL CORPORATION	WASHINGTON D.C.	DC	163.304	151	0.01	163.304	146	0.01	163.304	150	0.01	163.304	145	0.01
536527	Bank	3	INDUSTRIAL BANK	WASHINGTON D.C.	DC	163.304			163.304			163.304			163.304		
5879096	BHC	1	HELIOS BANCORP, INC.	NEW YORK	NY	162.326	152	0.01	162.326	147	0.01	162.326	151	0.01	162.326	146	0.01
2889227	Bank	1	ALPINE CAPITAL BANK	NEW YORK	NY	162.326			162.326			162.326			162.326		
1139541	BHC	2	PEOPLES FINANCIAL SERVICES CORP.	DUNMORE	PA	155.163	153	0.01	155.163	148	0.01	155.163	152	0.01	155.163	147	0.01
278818	Bank	2	PEOPLES SECURITY BANK AND TRUST COMPANY	DUNMORE	PA	155.163			155.163			155.163			155.163		
147679	Thrift	5	ASCENDIA BANK	GLEN ROCK	NJ	306.619	136	0.01	153.310	149	0.01	306.619	135	0.01	153.310	148	0.01
4750086	BHC	5	METROCITY BANKSHARES, INC.	DORAVILLE	GA	148.023	154	0.01	148.023	150	0.01	148.023	153	0.01	148.023	149	0.01
3437456	Bank	5	METRO CITY BANK	DORAVILLE	GA	148.023			148.023			148.023			148.023		
2916534	Thrift	1	M.Y. SAFRA BANK, FSB	NEW YORK	NY	293.045	137	0.01	146.522	151	0.01	293.045	136	0.01	146.522	150	0.01
1491409	BHC	1	HOME BANCSHARES, INC.	CONWAY	AR	140.469	155	0.00	140.469	152	0.01	140.469	154	0.00	140.469	151	0.01
456045	Bank	1	CENTENNIAL BANK	CONWAY	AR	140.469			140.469			140.469			140.469		
287007	Bank	6	THE PUTNAM COUNTY NATIONAL BANK OF CARMEL	CARMEL	NY	128.291	157	0.00	128.291	153	0.00	128.291	156	0.00	128.291	152	0.00
605610	Thrift	4	SAWYER SAVINGS BANK	SAUGERTIES	NY	237.311	143	0.01	118.656	154	0.00	237.311	142	0.01	118.656	153	0.00
762773	Thrift	4	ABACUS FEDERAL SAVINGS BANK	NEW YORK	NY	237.052	144	0.01	118.526	155	0.00	237.052	143	0.01	118.526	154	0.00
5419205	BHC	1	IFB BANCORP, INC.	MIAMI	FL	108.812	159	0.00	108.812	156	0.00	108.812	158	0.00	108.812	155	0.00
867632	Bank	1	INTERNATIONAL FINANCE BANK	MIAMI	FL	108.812			108.812			108.812			108.812		
565170	Thrift	1	FIRST FEDERAL SAVINGS OF MIDDLETOWN	MIDDLETOWN	NY	108.581	160	0.00	108.581	157	0.00	108.581	159	0.00	108.581	156	0.00
2698906	BHC	1	EVERGREEN HOLDINGS, LLC	NEW YORK	NY	106.675	162	0.00	106.675	158	0.00	106.675	161	0.00	106.675	157	0.00
98717	Bank	1	EASTBANK, NATIONAL ASSOCIATION	NEW YORK	NY	106.675			106.675			106.675			106.675		
1074156	BHC	2	TRUIST FINANCIAL CORPORATION	CHARLOTTE	NC	100.931	163	0.00	100.931	159	0.00	100.931	162	0.00	100.931	158	0.00
852320	Bank	2	TRUIST BANK	CHARLOTTE	NC	100.931			100.931			100.931			100.931		
1048867	BHC	2	COMMUNITY FINANCIAL SYSTEM, INC.	DE WITT	NY	91.302	164	0.00	91.302	160	0.00	91.302	163	0.00	91.302	159	0.00
202907	Bank	2	COMMUNITY BANK, NATIONAL ASSOCIATION	CANTON	NY	91.302			91.302			91.302			91.302		
5419700	BHC	1	ASCEND MUTUAL HOLDING COMPANY	GUILFORD	CT	82.988	166	0.00	82.988	161	0.00	82.988	165	0.00	82.988	160	0.00
831008	Thrift	1	ASCEND BANK	GUILFORD	CT	82.988			82.988			82.988			82.988		
1144107	BHC	2	HONAT BANCORP, INC.	HONESDALE	PA	78.272	167	0.00	78.272	162	0.00	78.272	166	0.00	78.272	161	0.00
465618	Bank	2	THE HONESDALE NATIONAL BANK	HONESDALE	PA	78.272			78.272			78.272			78.272		
70218	Bank	2	UNITED ORIENT BANK	NEW YORK	NY	68.572	169	0.00	68.572	163	0.00	68.572	168	0.00	68.572	162	0.00
2339759	BHC	1	IBC BANCORP, INC.	CHICAGO	IL	66.600	170	0.00	66.600	164	0.00	66.600	169	0.00	66.600	163	0.00

RSSDID	Type	Branches	Name	City	State	Pre Merger						Post Merger					
						Unweighted			Weighted ***			Unweighted			Weighted ***		
						Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%
2006024	Bank	1	INTERNATIONAL BANK OF CHICAGO	CHICAGO	IL	66.600			66.600			66.600			66.600		
564678	Thrift	2	GSL SAVINGS BANK	GUTTENBERG	NJ	131.766	156	0.00	65.883	165	0.00	131.766	155	0.00	65.883	164	0.00
3844269	SLHC	1	WSFS FINANCIAL CORPORATION	WILMINGTON	DE	117.808	158	0.00	58.904	166	0.00	117.808	157	0.00	58.904	165	0.00
437914	Thrift	1	WILMINGTON SAVINGS FUND SOCIETY, FSB	WILMINGTON	DE	117.808			58.904			117.808			58.904		
5124938	BHC	1	CBB BANCORP, INC.	LOS ANGELES	CA	53.958	171	0.00	53.958	167	0.00	53.958	170	0.00	53.958	166	0.00
3337097	Bank	1	COMMONWEALTH BUSINESS BANK	LOS ANGELES	CA	53.958			53.958			53.958			53.958		
657178	Thrift	2	SCHUYLER SAVINGS BANK	KEARNY	NJ	107.324	161	0.00	53.662	168	0.00	107.324	160	0.00	53.662	167	0.00
3005332	BHC	1	F.N.B. CORPORATION	PITTSBURGH	PA	48.706	172	0.00	48.706	169	0.00	48.706	171	0.00	48.706	168	0.00
379920	Bank	1	FIRST NATIONAL BANK OF PENNSYLVANIA	GREENVILLE	PA	48.706			48.706			48.706			48.706		
65205	Thrift	2	THE TORRINGTON SAVINGS BANK	TORRINGTON	CT	89.109	165	0.00	44.554	170	0.00	89.109	164	0.00	44.554	169	0.00
5620636	SLHC	1	VECTA PARTNERS LLC	NEW YORK	NY	75.997	168	0.00	37.998	171	0.00	75.997	167	0.00	37.998	170	0.00
516873	Thrift	1	SUNNYSIDE FEDERAL SAVINGS AND LOAN ASSOCIATION OF IRVINGTON	IRVINGTON	NY	75.997			37.998			75.997			37.998		
3838857	BHC	2	EVERBANK FINANCIAL CORP	JACKSONVILLE	FL	27.031	174	0.00	27.031	172	0.00	27.031	173	0.00	27.031	171	0.00
2735146	Bank	2	EVERBANK, NATIONAL ASSOCIATION	JACKSONVILLE	FL	27.031			27.031			27.031			27.031		
828473	Thrift	1	CITIZENS SAVINGS BANK	CLARKS SUMMIT	PA	34.452	173	0.00	17.226	173	0.00	34.452	172	0.00	17.226	172	0.00
4816320	BHC	1	PROMISEONE BANCORP, INC.	DULUTH	GA	17.083	175	0.00	17.083	174	0.00	17.083	174	0.00	17.083	173	0.00
3832127	Bank	1	PROMISEONE BANK	DULUTH	GA	17.083			17.083			17.083			17.083		
4199229	BHC	3	WOODFOREST FINANCIAL GROUP EMPLOYEE STOCK OWNERSHIP PLAN (WITH 401(K) PROVISIONS) (AMENDED AND RESTATED EFF. 01/01/21)	THE WOODLANDS	TX	15.864	176	0.00	15.864	175	0.00	15.864	175	0.00	15.864	174	0.00
412751	Bank	3	WOODFOREST NATIONAL BANK	THE WOODLANDS	TX	15.864			15.864			15.864			15.864		
449515	Bank	1	METROPOLITAN BANK AND TRUST COMPANY	NEW YORK	NY	8.072	177	0.00	8.072	176	0.00	8.072	176	0.00	8.072	175	0.00
2380443	BHC	2	THE GOLDMAN SACHS GROUP, INC.	NEW YORK	NY	226,112.000	3	7.77	0.000	177	0.00	226,112.000	3	7.77	0.000	176	0.00
2182786	Bank	2	GOLDMAN SACHS BANK USA	NEW YORK	NY	226,112.000			0.000			226,112.000			0.000		
1250138	SLHC	1	42 NORTH PRIVATE HOLDINGS, INC.	CANTON	MA	0.000	178	0.00	0.000	178	0.00	0.000	177	0.00	0.000	177	0.00
541307	Thrift	1	42 NORTH PRIVATE BANK	CANTON	MA	0.000			0.000			0.000			0.000		
3583700	BHC	1	AMG NATIONAL CORP.	GREENWOOD VILLAGE	CO	0.000	179	0.00	0.000	179	0.00	0.000	178	0.00	0.000	178	0.00

RSSDID	Type	Branches	Name	City	State	Pre Merger						Post Merger								
						Unweighted			Weighted ***			Unweighted			Weighted ***					
						Deposits**	Rank	%	Deposits	Rank	%	Deposits**	Rank	%	Deposits	Rank	%			
3015939	Bank	1	AMG NATIONAL TRUST BANK	BOULDER	CO	0.000			0.000			0.000			0.000					
4923497	BHC	1	ATLANTIC COMMUNITY BANCSHARES INC	CAMP HILL	PA	0.000	180	0.00	0.000	180	0.00	0.000	179	0.00	0.000	179	0.00			
959715	Bank	1	ATLANTIC COMMUNITY BANKERS BANK	CAMP HILL	PA	0.000			0.000			0.000			0.000					
1231342	BHC	1	CANADIAN IMPERIAL BANK OF COMMERCE	TORONTO		0.000	181	0.00	0.000	181	0.00	0.000	180	0.00	0.000	180	0.00			
975751	Bank	1	CIBC NATIONAL TRUST COMPANY	ATLANTA	GA	0.000			0.000			0.000			0.000					
1199844	BHC	1	COMERICA INCORPORATED	DALLAS	TX	0.000	182	0.00	0.000	182	0.00	0.000	181	0.00	0.000	181	0.00			
60143	Bank	1	COMERICA BANK	DALLAS	TX	0.000			0.000			0.000			0.000					
5882500	Bank	1	FIVE RIVERS BANK	PARAMUS	NJ	0.000	183	0.00	0.000	183	0.00	0.000	182	0.00	0.000	182	0.00			
1095843	BHC	1	MAGNOLIA BANCSHARES, INC.	HODGENVILLE	KY	0.000	184	0.00	0.000	184	0.00	0.000	183	0.00	0.000	183	0.00			
261146	Bank	1	MAGNOLIA BANK, INCORPORATED	ELIZABETHTOWN	KY	0.000			0.000			0.000			0.000					
2795083	BHC	4	MHBC INVESTMENTS LIMITED PARTNERSHIP I LLLP	ENGLAND	AR	0.000	185	0.00	0.000	185	0.00	0.000	184	0.00	0.000	184	0.00			
244149	Bank	4	BANK OF ENGLAND	ENGLAND	AR	0.000			0.000			0.000			0.000					
1111435	BHC	1	STATE STREET CORPORATION	BOSTON	MA	0.000	186	0.00	0.000	186	0.00	0.000	185	0.00	0.000	185	0.00			
35301	Bank	1	STATE STREET BANK AND TRUST COMPANY	BOSTON	MA	0.000			0.000			0.000			0.000					
1115349	BHC	1	WASHINGTON TRUST BANCORP, INC.	WESTERLY	RI	0.000	187	0.00	0.000	187	0.00	0.000	186	0.00	0.000	186	0.00			
816603	Bank	1	THE WASHINGTON TRUST COMPANY, OF WESTERLY	WESTERLY	RI	0.000			0.000			0.000			0.000					
Totals:						4978			2,911,405.83		100.0	2,665,842.03		100.0	2,911,405.83		100.0	2,665,842.03		100.0
									4		0	0		0	4		0	0		0

Notes:

* The geographic market is defined as: Fairfield County, CT; Bethlehem, Bridgewater, Canaan, Cornwall, Goshen, Kent, Litchfield, Morris, New Milford, North Canaan, Plymouth, Roxbury, Salisbury, Sharon, Thomaston, Warren, Washington, Watertown, and Woodbury towns in Litchfield County, CT; Ansonia, Beacon Falls, Bethany, Cheshire, Derby, Hamden, Meriden, Middlebury, Milford, Naugatuck, North Haven, Orange, Oxford, Prospect, Seymour, Southbury, Wallingford, Waterbury, Wolcott, and Woodbridge in New Haven County, CT; Bronx, Dutchess, Kings, Nassau, New York, Orange, Putnam, Queens, Richmond, Rockland, Suffolk, Sullivan, Ulster and Westchester Counties, NY; Hudson city, Ancram, Clermont, Copake, Gallatin, Germantown, Greenport, Livingston, and Taghkanic towns in Columbia County, NY; Catskill, Halcott, Hunter, and Lexington towns in Greene County, NY; Bergen, Essex, Hudson, Hunterdon, Middlesex, Monmouth, Morris, Ocean, Passaic, Somerset, Sussex, and Union Counties, NJ;

Pemberton and Wrightstown boroughs, Bass River, New Hanover, North Hanover, Pemberton, Shamong, Southampton, Tabernacle, Washington, and Woodland townships in Burlington County, NJ;

Hightstown, Hopewell, Pennington, Princeton boroughs, East Windsor, Ewing, Hopewell, Lawrence, Princeton, Robbinsville, and West Windsor townships in Mercer County, NJ;

Washington borough, Belvidere and Hackettstown towns, Allamuchy, Blairstown, Franklin, Frelinghuysen, Greenwich, Hardwick, Harmony, Hope, Independence, Knowlton,

Liberty, Lopatcong, Mansfield, Oxford, Washington, and White townships in Warren County, NJ;

Pike County, PA;

Delaware Water Gap, East Stroudsburg, Mount Pocono, and Stroudsburg boroughs, Barrett, Coolbaugh, Middle Smithfield, Paradise, Pocono, Price, Smithfield, and Stroud townships in Monroe County, PA; and

Hawley borough, Berlin, Damascus, Dreher, Lebanon, Manchester, Oregon, Palmyra, Paupack, Salem, and Sterling townships in Wayne County, PA.

**** Financial data (in millions of dollars) is as of June 30, 2025, and reflects currently known ownership structure.**

***** Deposits of thrift institutions are weighted at 50 percent, unless otherwise noted. Deposits of thrift subsidiaries of commercial banking organizations, however, are weighted at 100 percent. Deposits of CSA thrift institutions are weighted at 100 percent.**

EXHIBIT 7

CRA Policy

CRA Policy

December 16

2025

This Policy establishes guidelines for Community Reinvestment Act (CRA) compliance.



Policy Name:	CRA Policy		
Effective Date:	12/16/2025	Replaces Policy Dated:	12/15/2024

CONTENTS

- I. POLICY FRAMEWORK..... 3
- II. ROLES & RESPONSIBILITIES..... 3
 - 2.1 BOARD OF DIRECTORS..... 3
 - 2.2 SENIOR OFFICERS..... 3
 - 2.3 CRA OFFICER..... 3
- III. ASSESSMENT AREA DELINEATION 4
- IV. PRODUCTS & SERVICES 4
- V. COMMUNITY DEVELOPMENT 5
- VI. MARKETING..... 5
- VII. ONGOING MONITORING & EVALUATION 5
- VIII. RECORDS, REPORTING, AND DISCLOSURE REQUIREMENTS..... 5
 - 8.1 DATA COLLECTION, REPORTING & DISCLOSURE 5
 - 8.2 PUBLIC NOTICE..... 5
 - 8.3 PUBLIC FILE..... 5
- IX. TRAINING 6
- X. POLICY ROLES AND RESPONSIBILITIES 6
- XI. REPORTING FREQUENCY / FORMAT 6
- XII. POLICY EXCEPTION REQUIREMENTS 6
- XIII. POLICY APPROVAL HISTORY 6

Policy Name:	CRA Policy		
Effective Date:	12/16/2025	Replaces Policy Dated:	12/15/2024

I. POLICY FRAMEWORK

The Community Reinvestment Act (CRA or Act) requires OceanFirst Bank to help meet the credit needs of our local communities, including low-to-moderate income (LMI) areas, consistent with the safe and sound operation of the institution. The Act establishes requirements for records, reporting, and disclosures; prohibits use of interstate branches primarily for deposit production; and establishes standards for assessing performance under the Act. This Policy is designed to ensure OceanFirst Bank, N.A. (OFB or Bank) maintains compliance with regulatory requirements and satisfactory CRA performance.

II. ROLES & RESPONSIBILITIES

2.1 BOARD OF DIRECTORS

As part of its governance responsibilities, the Board of Directors (the Board), or delegated committee of the Board, shall understand community credit needs, including unmet or underserved banking needs, and how management meets them. The Board, or delegated committee, should understand which activities meet the requirements of CRA and consider how Bank strategies may affect its ability to meet community credit needs. The Board, or delegated committee, maintains oversight responsibilities for the bank CRA Program, with respect to the operation and effectiveness of the Bank's CRA Program. The Board, or delegated committee, delegates authority and responsibility for program performance to Management's Fair Banking Committee, execution to senior officers and the CRA Officer, as described herein.

2.2 SENIOR OFFICERS

The Bank's senior officers are responsible for ascertaining community credit needs and developing and implementing strategies to meet such needs. Senior officers shall periodically meet with community representatives to identify community credit needs. In addition, all officers, employees, and directors of the Bank are encouraged to serve on boards of community organizations. Through these routine interactions, senior officers obtain information to help inform decisions about products, services, and delivery channels and how to best meet the needs of the community. Senior officers and their responsibilities are described in the CRA Program; they include the President of the Community Bank, Regional Presidents, Chief Credit Officer, Treasurer, and the Director of Corporate Communications and Marketing.

2.3 CRA OFFICER

The CRA Officer is appointed by the Board of Directors, or delegated committee, and is responsible for tracking and monitoring the Bank's compliance with technical requirements of the Act, as well as evaluating and reporting on the Bank's CRA performance to the Fair Banking Committee comprised of senior management, along with the Board of Directors, or delegated committee. The CRA Officer analyzes CRA performance, makes recommendations regarding CRA assessment areas, and serves as a resource in developing strategies to meet community credit needs. The CRA Officer

Policy Name:	CRA Policy		
Effective Date:	12/16/2025	Replaces Policy Dated:	12/15/2024

is responsible for the CRA training program and technical requirements related to public notices and files.

The CRA Officer shall routinely evaluate the Bank's performance to identify gaps that may be indicative of CRA risk. Department Management is responsible for ensuring appropriate directives are implemented and administered in compliance with the approved policy to address any apparent performance gaps.

As outlined in the Bank's Branch Closing Policy, the potential impact, if any, on the Bank's CRA and Fair Lending performance should be discussed prior to a decision being rendered for branch closure.

Additional Roles and Responsibilities are further elaborated on in the CRA Program and the Regulatory Compliance Risk Matrix.

III. ASSESSMENT AREA DELINEATION

The CRA Officer shall evaluate the Bank's delineated CRA assessment area (AA) at least annually based on factors including, but not limited to, the Bank's ability to reasonably serve the community and Board-approved business strategies. Assessment area delineation will comply with regulatory requirements. The CRA Officer will make recommendations regarding the delineation of the AA to the Board of Directors, which may delegate review to a committee of the Board. The AA may be evaluated more frequently based on major business decisions, such as mergers, acquisitions, and branch network changes.

IV. PRODUCTS & SERVICES

The Bank offers a wide range of deposit and loan products through multiple channels, including physical branches and digital banking services. Products and services are offered on a non-discriminatory basis to consumers, businesses, government/municipal entities, and community-based organizations within the communities OFB serves. The specific terms, interest rates, fees, and conditions are subject to change as deemed necessary due to the economic environment. The Bank accepts and considers all written applications for credit and will grant such based on safe and sound banking principles. Credit services are provided based on the creditworthiness of the applicants.

Management shall periodically evaluate the appropriateness of product and service offerings in light of community credit needs. The Bank will include low- and moderate-income, distressed, or underserved areas in its marketing of products and services. Based on analysis, the Bank will determine if there is a need to develop any special loan or deposit programs.

Policy Name:	CRA Policy		
Effective Date:	12/16/2025	Replaces Policy Dated:	12/15/2024

V. COMMUNITY DEVELOPMENT

The Bank will engage in community development activities that are consistent with the Bank's business strategy and align with the Board of Director's risk appetite. The Bank's responsiveness to credit and community development needs, as well as the innovativeness and complexity of the Bank's community development lending, qualified investments, and community development services are key factors in evaluating the Bank's CRA performance. These loans, investments and services have a primary purpose of community development and are described in the CRA Program.

VI. MARKETING

Management must ensure marketing activities and practices are designed to reach all markets and do not exclude any persons or regions.

VII. ONGOING MONITORING & EVALUATION

The CRA Officer is responsible for routinely monitoring the Bank's performance and evaluating its effectiveness in meeting community credit needs. The Bank has established key indicators for monitoring CRA performance. Reporting is provided to management, the Fair Banking Committee, and the Board of Directors, or delegated committee, per a cadence set in the CRA Program.

VIII. RECORDS, REPORTING, AND DISCLOSURE REQUIREMENTS

8.1 DATA COLLECTION, REPORTING & DISCLOSURE

The Bank shall collect, maintain, and report all required data including small business, small farm, community development loan data, and assessment area delineation by March 1 of each year. The Bank shall retain this data according to regulatory requirements.

8.2 PUBLIC NOTICE

Each branch office must have conspicuously posted a Community Reinvestment Act notice. In addition, the Community Reinvestment Act notice shall be posted on the Bank's website. All employees must be able to direct customers to the notice, upon request. The CRA Officer is responsible for ensuring all notices are in compliance with CRA regulations.

8.3 PUBLIC FILE

The CRA Officer shall maintain the institution's public file, which must be updated as of April 1 of each year. The Bank's public file will be comprised of the information prescribed by the CRA regulation, as detailed in the CRA Program. All public file information is available on the Bank's internal intranet and can be accessed and provided by any Bank employee upon public request, free of charge.

Policy Name:	CRA Policy		
Effective Date:	12/16/2025	Replaces Policy Dated:	12/15/2024

IX. TRAINING

The Board of Directors, Executive Management, and all employees whose duties require knowledge of CRA and its implementing procedures are required to complete periodic training. If the regulatory requirements change, or if monitoring indicates violations have occurred, more frequent training will be conducted.

X. POLICY ROLES AND RESPONSIBILITIES

- Policy Owner:** CRA Officer
- Accountable Executive:** Chief Compliance Officer
- Approval Authority** Fair Banking Committee; Board Risk Committee

XI. REPORTING FREQUENCY / FORMAT

The CRA Officer or designee will provide periodic reporting as required within the Policy to the Fair Banking Committee, Executive Management, and the Board of Directors, or delegated committee.

XII. POLICY EXCEPTION REQUIREMENTS

Compliance with this Policy is mandatory for all employees working for OceanFirst. Exceptions to this Policy require explicit approval from the Board of Directors, or delegated committee.

XIII. POLICY APPROVAL HISTORY

- Approval Date:** 12/16/2025
- 12/11/2024
- 12/14/2023
- 11/30/2022

EXHIBIT 8

CRA Assessment Area of Resulting Institution

Metropolitan Statistical Area / Metropolitan Division		State and County
12100	Atlantic City - Hammonton, NJ MSA	NEW JERSEY (34), ATLANTIC COUNTY (001)
15804	Camden, NJ MD	NEW JERSEY (34), CAMDEN COUNTY (007)
		NEW JERSEY (34), BURLINGTON COUNTY (005)
		NEW JERSEY (34), GLOUCESTER COUNTY (015)
36140	Ocean City, NJ MSA	NEW JERSEY (34), CAPE MAY COUNTY (009)
35084	Newark, NJ-PA MD	NEW JERSEY (34), UNION COUNTY (039)
35154	New Brunswick - Lakewood, NJ MD	NEW JERSEY (34), MIDDLESEX COUNTY (023)
		NEW JERSEY (34), MONMOUTH COUNTY (025)
		NEW JERSEY (34), OCEAN COUNTY (029)
47220	Vineland, NJ	NEW JERSEY (34), CUMBERLAND COUNTY (011)
37964	Philadelphia, PA (MSAD)	PENNSYLVANIA (42), PHILADELPHIA COUNTY (101)
45940	Trenton - Princeton, NJ MSA	NEW JERSEY (34), MERCER COUNTY (021)
35614	New York - Jersey City - White Plains, NY-NJ MD	NEW YORK (36), BRONX COUNTY (005)
		NEW YORK (36), NEW YORK COUNTY (061)
		NEW YORK (36), WESTCHESTER COUNTY (119)
		NEW YORK (36), QUEENS COUNTY (081)
		NEW YORK (36), RICHMOND COUNTY (085)
		NEW YORK (36), KINGS COUNTY (047)
35004	Nassau County-Suffolk County, NY (MSAD)	NEW YORK (36), SUFFOLK COUNTY (103)
		NEW YORK (36), NASSAU COUNTY (059)

Flushing Bank

EXHIBIT 9

Community Support for the Transaction



January 14, 2026

Board of Trustees

Kathleen Ellis,
Board President

Paul L. McEvily,
Executive Director

Walter "Chip" Craig, Esq.
*Co-Executive Director/
Secretary*

Rabbi Sally Priesand,
President Emerita

Nicholas Brophy

Gabrielle J. Clissold

Edward D. Johnson

David S. Kountz, MD

Gwendolyn O. Love

Paul Marmora

Carol Ann McLaughlin

Vincent PetruzzIELLO

In Memoriam

Joseph J. Marmora
1935–2024

Advisory Board

Don Brockel

Dennis Donato

John Heavey

Tom Kononowitz

John Marmora

Lynn F. Miller

Sandy Mullaney

Carlo Sestito

James Vaccaro

Board of Directors
OceanFirst Financial Corp.
Red Bank, New Jersey 07701

**Re: Announced Merger – OceanFirst Financial Corp. and
Flushing Financial Corporation**

Members of the Board:

Congratulations on the recently announced merger agreement between OceanFirst Financial Corp. and the Flushing Financial Corporation.

I applaud your efforts to expand the geographic reach of your community-focused approach to the offering of financial services, the successful approach of which has been well-chronicled over your 120 plus years of existence.

I offer these sentiments as a long-standing community partner of yours that has benefited greatly from your ongoing support and that of the OceanFirst Foundation.

More importantly, the alignment of our respective missions, which are fundamentally driven by a desire to first understand and then effectively respond to the expressed needs of the community, benefits all those members of the communities that we jointly serve. These benefits extend well beyond the provision of financial services to include the development of "human capital" as evidenced by your investment in workforce and personal development programs offered by Interfaith Neighbors as well as your much needed and appreciated investment in our neighborhood revitalization initiatives.

I recognize that the merger agreement requires approval of the Office of the Comptroller of the Currency ("OCC") and would be pleased if this letter were to become part of the documentation submitted in support of the merger application.

Respectively,

Paul L. McEvily,
Executive Director



306 W 37th Street • 11th Floor • New York, NY 10018

Tel: 212-519-2500

Fax: 212-727-8171

January 20, 2026

Board of Directors
OceanFirst Financial Corp.
975 Hooper Avenue
Toms River, NJ 08753

Re: Letter of Support for OceanFirst Financial Corp. and its Intended Merger with Flushing Bank

Dear Members of the Board of Directors,

On behalf of Neighborhood Housing Services of New York City, Inc., I am pleased to offer this letter in support of OceanFirst Financial Corp.'s stated intention to merge with Flushing Bank and to expand its collective presence and impact across the New York City market.

NHSNYC is a nonprofit community development organization, HUD-approved housing counseling agency, and Community Development Financial Institution (CDFI) that has served New York City communities for nearly 45 years. Our mission is focused on advancing financial stability, affordable housing, and wealth-building opportunities for low- and moderate-income households across all five boroughs.

We are encouraged by the proposed merger between OceanFirst and Flushing Bank and the combined energy, capacity, and geographic reach that this transaction represents. NHSNYC has partnered with Flushing Bank since 2013 and with OceanFirst Bank over the past three years.

Over the past year alone, NHSNYC served more than 5,000 New Yorkers across all five boroughs, with 30 percent from Queens, 27 percent from the Bronx, 20 percent from Brooklyn, 13 percent from Manhattan, and 4 percent from Staten Island. We welcome the opportunity to partner with the newly merged institution to better serve residents in each borough and to advance inclusive, community-centered economic growth.

Sincerely,

Tonya Ores
Chief Executive Officer



NHSNYC Provides Resources to Stabilize Neighborhoods





January 20, 2026

Board of Directors
OceanFirst Bank
110 West Front Street
Red Bank, New Jersey 07701

Dear Members of the Board:

By way of this letter, I would like to commend OceanFirst Bank on announcing its intention to expand banking operations in the New York City and Long Island markets through a merger agreement between OceanFirst Financial Corp. and Flushing Financial Corporation.

OceanFirst Bank is a long-time supporter and partner of the African American Chamber of Commerce of New Jersey (AACCNJ) and the New York State Black Business Alliance (NYSBBA). These organizations share a mission to sustain African-American communities by facilitating entrepreneurship and free-enterprise activity, while fostering an environment for growth through major educational and public-policy initiatives.

Time and again OceanFirst Bank has demonstrated a meaningful commitment to empowering entrepreneurs, helping them establish and grow successful small businesses that create jobs and strengthen the economies of our local communities. Through our partnership, we have been able to provide minority-owned and operated small businesses with essential resources for growth, including access to capital, technical assistance, connections to companies of all sizes, and a trusted voice within the community.

The AACCNJ and NYSBBA believe that “Together we are stronger.” We also believe that OceanFirst Financial Corp. and Flushing Financial Corporation combined will create a strong valued asset to small business entrepreneurs on both sides of the Hudson.

Please accept this letter as a formal expression of support from both the AACCNJ and NYSBBA as OceanFirst Bank moves forward in seeking approval from the Office of the Comptroller of the Currency (OCC) for this merger.

Sincerely,

Dr. John E. Harmon, Sr. IOM
African American Chamber of Commerce of New Jersey,
Founder, President & CEO
New York State Black Business Alliance
Founder, CEO & Chairman



RENAISSANCE

January 20, 2026

Board of Directors
OceanFirst Financial Corp.
975 Hooper Ave
Toms River, NJ 08753

Dear Board of Directors:

On behalf of Renaissance Economic Development Corporation, we offer our support of OceanFirst Financial Corporation's intention to merge with Flushing Bank and to expand its presence and impact across the NYC market.

Renaissance Economic Development Corporation is a 501(c)(3) nonprofit organization and a U.S. Treasury-certified Community Development Financial Institution. Renaissance's mission is to transform low-to-moderate income (LMI) and under-resourced communities in the New York metro area by providing small businesses with low-interest loans, training and counseling services. Renaissance was founded over 28 years ago by Asian Americans for Equality (AAFE), one of the country's leading community development nonprofits. As an organization deeply rooted in the neighborhoods it serves, Renaissance works hand-in-hand with local business owners to ensure their long-term success. Renaissance maintains offices in Manhattan's Chinatown/Lower East Side, as well as Jackson Heights and Flushing, Queens. Renaissance is a Small Business Administration-approved microlender.

In 2025, we served 1,697 entrepreneurs with 6,386 hours of technical assistance. We provided nearly \$6 million in small business loans to 110 small businesses, of which 70% went to LMI entrepreneurs. OceanFirst's generous support helped Renaissance serve this LMI client base.

We appreciate the overall commitment that OceanFirst has demonstrated for the entrepreneurs that we assist, and we welcome the opportunity to deepen our partnership with OceanFirst's newly merged institution in pursuit of sustained economic growth for all in the NYC markets we serve.

Sincerely,

Jessie Lee
Managing Director

EXHIBIT 10

Recent Representative Examples of Community Engagement and Outreach

Recent Representative Examples of Community Engagement and Outreach

Below are representative examples of community engagement and outreach activities in 2024 and 2025.

OceanFirst Bank (OCFBank)

OCFBank's executive management team conducts market visits (Walkabouts) each year in its CRA Assessment Area (AA). These visits offer an opportunity for open dialogues with nonprofit and municipal leaders, as well as local consumers and entrepreneurs, providing first-hand insights into community banking and economic development needs. Information gathered during Walkabouts is used to determine how OCFBank can best align its products, services, and investments to meet these needs.

OCFBank's Retail Bank partners with Ascendus, Accompany Capital, and Renaissance in NY, and Greater Newark Enterprise Corporation in NJ to refer business entrepreneurs to tap the technical assistance and start-up capital these CDFIs offer. Chairman/CEO Chris Maher met with Ascendus and Accompany Capital and several of their clients during 2024-25 Walkabouts.

OCFBank's Branch and Lending teams sponsor and participate in numerous large conferences and events aimed at providing educational, networking and resource gathering opportunities for nonprofits, affordable housing developers, and entrepreneurs. These include: the Statewide Hispanic Chamber of Commerce (NJ), the African American Chamber of Commerce (NJ), Black Business Alliance (NY), NJ Center for Nonprofits, and the Housing and Community Development Network of New Jersey's (HCDNNJ) Under One Roof.

OCFBank's *Wavemakers* are its employee volunteers who logged 15,192 total hours of service over the two-year period 2024-25 to benefit nonprofits and their clients located within OCFBank's footprint. Of that total, 3,166 hours were invested in providing financial literacy workshops and credit counseling to low- and moderate-income (LMI) individuals and sharing employees' expertise as nonprofit board and committee members. In addition, OCFBank designates four hours of a workday each year during which it closes its operations and encourages close to 900 employees to volunteer with a nonprofit in their community. OCFBank also offers employees eight hours of time off annually for volunteer activities occurring during the workday.

OCFBank partners several times each year with Junior Achievement of New Jersey and Junior Achievement of New York providing employees the opportunity to deliver the nonprofit's middle and high school educational programming (JA in a Day, JA Career Speakers Series, Finance Park and BizTown) to benefit youth from LMI households.

Christopher Maher, Chairman/CEO, serves as Chairman of the Board for Monmouth University, a private university that empowers students to reach their full potential. It is located close to LMI census tracts (Asbury Park, Neptune, Long Branch); and more than 50% of Monmouth's incoming 2025 freshman class qualified for Pell grants.

Joseph Lebel, President/COO, served as a Board member and is now Chair of the Capital Expansion Campaign of Fulfill, a nonprofit whose mission is to alleviate hunger and build food security, ensuring that all people have access to nutritious food.

Bradley Fouss, Market President, Commercial Lending, serves on the Board of the Children's Scholarship Fund Philadelphia serving under-resourced local families by providing scholarships for quality, tuition-based schools.

Timothy Moffett, SVP, Commercial Lender, NYC Market, serves on the Loan Review Committee for Accompany Capital (AC), a CDFI that creates a pathway to prosperity for underserved entrepreneurs. AC serves entrepreneurs as they launch and grow their businesses with access to affordable credit, financial education, and training in technology and best business practices.

Michelle Berry, Director of Mortgage Operations and Risk, serves as the Board Treasurer for Homes for All, a nonprofit focused on providing low-income individuals with affordable rental and for purchase homes, as well as housing repair assistance.

Helen Steblecki, Community Development Officer, serves on the Board of the HCDNNJ, a statewide association of over 250 nonprofit housing and community development corporations, professional organizations, and prominent NJ corporations that support the creation of housing choices and economic opportunities for LMI individuals.

Rosemary McLaughlin, Managing Director Premier Banking, serves as Board President for the United Home for Aged Hebrews, a Westchester County-based nonprofit established in 1919 with a mission of helping to address the need for affordable housing for LMI senior citizens.

Michelle Bascetta, OCFBank Bronx Branch Manager, serves on the Board of the Riverdale Y, a nonprofit with a mission to enrich lives by cultivating universally shared values through educational, cultural, wellness, and service programs for all.

Daniel J. Harris, EVP/Chief CRE Credit Officer, serves as Director and Treasurer of the Thomas and Agnes Carvel Foundation that establishes funding for nonprofit organizations which focus on youth, education, and low income in the northern New Jersey and New York regions.

Flushing Bank (FBank)

FBank connects with communities on a grassroots level by sponsoring three advisory boards made up of local community and civic leaders who are familiar with the trends, issues, and concerns of their respective communities. These advisory boards provide a unique perspective and meet quarterly with FBank's bankers to share ideas on ways to support the communities' needs and growth.

FBank participates in the Bank On Movement that aims to improve financial stability for individuals who do not have access to traditional banking services. FBank offers consumers a Cities for Financial Empowerment-certified Bank On account, which is a low-cost, basic transaction account designed to provide safe and affordable banking access, particularly for unbanked and underbanked individuals.

FBank is noted as a leader in providing CRA CD services with its employees participating in 358 activities and logging 927 hours to share their financial expertise in providing financial education workshops to students, community members, and senior citizens from LMI households. Workshops cover basic personal finance, identity theft and scams, and first-time homeownership. Activities also include career days and one-on-one technical assistance for prospective small business owners.

FBank also has an innovative Financial Seminar Series that brings financial education into public schools within its CRA AA. FBank employees have delivered presentations at more than 15 elementary, middle, and high schools where a majority of students come from LMI households.

FBank established its employee volunteer program in 2021. FBank provides eight workday hours per year for every employee to volunteer time at a charity of their choice. FBank is a supporter of the NYC Kids

RISE Save for College Program helping fund NYC Scholarship Accounts for public school students in Kindergarten at P.S.110Q.

John R. Buran, President/CEO, is a former Board President of the Neighborhood Housing Services (NHS) of New York City and now serves on the Advisory Board. He also has served as Chairman of the Board of the Long Island Conservatory.

Vincent E. Giovinco, EVP/Director, Commercial Real Estate, serves on the Board of the Long Island Housing Partnership, a nonprofit that provides affordable housing opportunities, down payment assistance, and first-time homebuyer counseling to LMI individuals in Nassau and Suffolk Counties.

Susan Cullen, SEVP/CFO, is a current Board member for Neighborhood Housing Services of New York City. She is also the Chair of the Audit Committee.

EXHIBIT 11

OCFCorp Federal Reserve Form FR Y-9C

Board of Governors of the Federal Reserve System



Consolidated Financial Statements for Holding Companies—FR Y-9C

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

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

This report form is to be filed by holding companies with total consolidated assets of \$3 billion or more. In addition, holding

companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Holding Companies. The Consolidated Financial Statements for Holding Companies is to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).

Date of Report: **September 30, 2025**
Month / Day / Year (BHCK 9999)

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

Patrick Barrett

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

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

11/07/2025

Date of Signature (MM/DD/YYYY) (BHTX J196)

OCEANFIRST FINANCIAL CORP.

Legal Title of Holding Company (RSSD 9017)

975 HOOPER AVENUE

(Mailing Address of the Holding Company) Street / PO Box (RSSD 9110)

TOMS RIVER

NJ

08753

City (RSSD 9130)

State (RSSD 9200)

Zip Code (RSSD 9220)

Person to whom questions about this report should be directed:

Patrick Chong SVP and Principal Accounting Officer

Name / Title (BHTX 8901)

888-623-2633

Area Code / Phone Number (BHTX 8902)

732-341-2579

Area Code / FAX Number (BHTX 9116)

PChong@oceanfirst.com

E-mail Address of Contact (BHTX 4086)

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

S.F. _____

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

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 44.79 hours per response for non-Advanced Approaches holding companies with \$5 billion or more and an average of 35.59 hours per response for non-Advanced Approaches holding companies with less than \$5 billion in total assets and 49.80 hours for Advanced Approaches holding companies, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

Chief Executive Officer Contact Information

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

Chief Executive Officer

Name (BHCK FT42)

Area Code / Phone Number / Extension (BHCK FT43)

E-mail Address (BHCK FT44)

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

Report of Income for Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

Schedule HI—Consolidated Income Statement

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Interest income			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by 1–4 family residential properties.....	4435	104,650	1.a.(1)(a)
(b) All other loans secured by real estate.....	4436	260,382	1.a.(1)(b)
(c) All other loans.....	F821	44,631	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4059		1.a.(2)
b. Income from lease financing receivables.....	4065	680	1.b.
c. Interest income on balances due from depository institutions ¹	4115	3,384	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	710	1.d.(1)
(2) Mortgage-backed securities.....	B489	32,064	1.d.(2)
(3) All other securities.....	4060	19,280	1.d.(3)
e. Interest income from trading assets ²	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	4,941	1.g.
h. Total interest income (sum of items 1.a through 1.g).....	4107	470,722	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of \$250,000 or less.....	HK03	46,151	2.a.(1)(a)
(b) Time deposits of more than \$250,000.....	HK04	12,406	2.a.(1)(b)
(c) Other deposits.....	6761	98,204	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4172		2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase ...	4180	1,284	2.b.
c. Interest on trading liabilities and other borrowed money ² (excluding subordinated notes and debentures).....	4185	36,338	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities ²	4397	7,178	2.d.
e. Other interest expense.....	4398	4,216	2.e.
f. Total interest expense (sum of items 2.a through 2.e).....	4073	205,777	2.f.
3. Net interest income (item 1.h minus item 2.f).....	4074	264,945	3.
4. Provision for credit losses ³	JJ33	12,473	4.
5. Noninterest income:			
a. Income from fiduciary activities.....	4070	1,164	5.a.
b. Service charges on deposit accounts in domestic offices.....	4483	6,609	5.b.
c. Trading revenue ^{2,4}	A220	0	5.c.

1. Includes interest income on time certificates of deposit not held for trading.
 2. To be completed by holding companies with \$5 billion or more in total assets. (Asset-size test is based on the prior year June 30 report date). Income and or expenses pertaining to these items should be reported in the "other" categories 1.g, 2.e, and 5.l, respectively by holding companies with less than \$5 billion in total assets.
 3. **Holding companies** should report in item 4, the provisions for credit losses for all financial assets and off-balance sheet credit exposures.
 4. For holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

Schedule HI—Continued

	Dollar Amounts in Thousands		
	BHCK	Amount	
<i>Holding companies with less than \$5 billion in total assets should report data items 5.d.(6) and 5.d.(7) only and leave 5.d.(1) through 5.d.(5) blank.</i>			
5. d. Income from securities-related and insurance activities:			
(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	5,751	5.d.(5)
(6) Fees and commissions from securities brokerage, investment banking, advisory, and underwriting fees and commissions	KX46		5.d.(6)
(7) Income from insurance activities ⁵	KX47		5.d.(7)
e. Venture capital revenue ⁶	B491	0	5.e.
f. Net servicing fees	B492	155	5.f.
g. Net securitization income ⁶	B493	0	5.g.
h. Not applicable.			
i. Net gains (losses) on sales of loans and lease	8560	2,935	5.i.
j. Net gains (losses) on sales of other real estate owned.....	8561	-178	5.j.
k. Net gains (losses) on sales of other assets ⁷	B496	-2	5.k.
l. Other noninterest income ⁸	B497	18,330	5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	4079	34,764	5.m.
6. a. Realized gains (losses) on held-to-maturity securities.....	3521	0	6.a.
b. Realized gains (losses) on available-for-sale debt securities	3196	-63	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	117,390	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	20,123	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	2,746	7.c.(2)
d. Other noninterest expense ⁹	4092	71,933	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	212,192	7.e.
8. a. Income (loss) before change in net unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (sum of items 3, 5.m, 6.a, 6.b, minus items 4 and 7.e)	HT69	74,981	8.a.
b. Change in net unrealized holding gains (losses) on equity securities not held for trading ¹⁰	HT70	686	8.b.
c. Income (loss) before applicable income taxes and discontinued operations (sum of items 8.a and 8.b)	4301	75,667	8.c.
9. Applicable income taxes (on item 8.c).....	4302	17,734	9.
10. Income (loss) before discontinued operations (item 8.c minus item 9)	4300	57,933	10.
11. Discontinued operations, net of applicable income taxes ¹¹	FT28	0	11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104	57,933	12.
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	49	13.
14. Net income (loss) attributable to holding company (item 12 minus item 13)	4340	57,884	14.

5. Includes underwriting income from insurance and reinsurance activities.
 6. To be completed by holding companies with \$5 billion or more in total assets (Asset-size test is based on the prior year June 30 report date). Income and or expenses pertaining to these items should be reported in the "other" categories.
 7. Excludes net gains (losses) on sales of trading assets and held-to-maturity and available-for-sale debt securities.
 8. See Schedule HI, memoranda item 6.
 9. See Schedule HI, memoranda item 7.
 10. Item 8.b is to be completed by all holding companies. See the instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.
 11. Describe on Schedule HI, memoranda item 8.

Schedule HI—Continued

Memoranda

		Dollar Amounts in Thousands		BHCK	Amount	
<i>Memo Items 1 and 2 are to be reported by holding companies with \$5 billion or more in total assets.¹</i>						
1.	Net interest income (item 3 above) on a fully taxable equivalent basis		4519		265,629	M.1.
2.	Net income before applicable income taxes, and discontinued operations (item 8.c above) on a fully taxable equivalent basis		4592		76,351	M.2.
3.	Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)		4313		151	M.3.
4.	Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)		4507		2,421	M.4.
5.	Number of full-time equivalent employees at end of current period (round to nearest whole number)		BHCK	Number		
			4150		1,058	M.5.
<i>Memo Items 6.a through 6.j are to be completed annually on a calendar year-to-date basis in the December report only by holding companies with less than \$5 billion in total assets. Holding companies with \$5 billion or more in total assets should report these items on a quarterly basis.¹</i>						
6.	Other noninterest income (from Schedule HI, item 5.I, above) (only report amounts greater than \$100,000 that exceed 7 percent of Schedule HI, item 5.I):		BHCK	Amount		
a.	Income and fees from the printing and sale of checks		C013		0	M.6.a.
b.	Earnings on/increase in value of cash surrender value of life insurance		C014		5,626	M.6.b.
c.	Income and fees from automated teller machines (ATMs)		C016		0	M.6.c.
d.	Rent and other income from other real estate owned		4042		0	M.6.d.
e.	Safe deposit box rent		C015		0	M.6.e.
f.	Bank card and credit card interchange fees		F555		3,954	M.6.f.
g.	Income and fees from wire transfers		T047		0	M.6.g.
h.	TEXT	Derivative Fees				
	8562		8562		2,530	M.6.h.
i.	TEXT					
	8563		8563		0	M.6.i.
j.	TEXT					
	8564		8564		0	M.6.j.
<i>Memo Items 7.a through 7.p are to be completed annually on a calendar year-to-date basis in the December report only by holding companies with less than \$5 billion in total assets. Holding companies with \$5 billion or more in total assets should report these items on a quarterly basis.¹</i>						
7.	Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$100,000 that exceed 7 percent of the sum of Schedule HI, item 7.d):					
a.	Data processing expenses		C017		11,322	M.7.a.
b.	Advertising and marketing expenses		0497		0	M.7.b.
c.	Directors' fees		4136		0	M.7.c.
d.	Printing, stationery, and supplies		C018		0	M.7.d.
e.	Postage		8403		0	M.7.e.
f.	Legal fees and expenses		4141		0	M.7.f.
g.	FDIC deposit insurance assessments ²		4146			M.7.g.
h.	Accounting and auditing expenses		F556		0	M.7.h.
i.	Consulting and advisory expenses		F557		0	M.7. i.
j.	Automated teller machine (ATM) and interchange expenses		F558		0	M.7. j.
k.	Telecommunications expenses		F559		0	M.7.k.
l.	Other real estate owned expenses		Y923		0	M.7. l.

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.
 2. Amounts reported in Memorandum item 7.g will not be made available to the public on an individual institution basis.

Schedule HI—Continued

Memoranda—Continued

		Dollar Amounts in Thousands		BHCK	Amount	
7. m.	Insurance expenses (not included in employee expenses, premises and fixed assets expenses, and other real estate owned expenses)		Y924		0	M.7.m.
n.	TEXT 8565	Software Expense		8565	8,737	M.7.n.
o.	TEXT 8566			8566	0	M.7.o.
p.	TEXT 8567			8567	0	M.7.p.
<i>Memo items 8.a.(1) through Memo item 8.b.(2) is reported by holding companies with \$5 billion or more in total assets.¹</i>						
8.	Discontinued operations and applicable income tax effect (from Schedule HI, item 11) (itemize and describe each discontinued operation):					
a. (1)	TEXT FT29		FT29		0	M.8.a.(1)
		(2) Applicable income tax effect	BHCK	FT30	0	M.8.a.(2)
b. (1)	TEXT FT31		FT31		0	M.8.b.(1)
		(2) Applicable income tax effect	BHCK	FT32	0	M.8.b.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)					
<i>Memorandum items 9.a through 9.e are to be completed by holding companies with \$5 billion or more in total assets¹ that reported total trading assets of \$10 million or more for any quarter of the preceding calendar year:</i>						
a.	Interest rate exposures		8757			M.9.a.
b.	Foreign exchange exposures		8758			M.9.b.
c.	Equity security and index exposures		8759			M.9.c.
d.	Commodity and other exposures.....		8760			M.9.d.
e.	Credit exposures		F186			M.9.e.
<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.¹</i>						
f.	Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....		K090			M.9.f.
g.	Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)		K094			M.9.g.
<i>Memorandum items 10.a and 10.b are to be completed by holding companies with \$10 billion or more in total consolidated assets.¹</i>						
10.	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.10.a.
b.	Net gains (losses) on credit derivatives held for purposes other than trading		C890		0	M.10.b.
<i>Memorandum item 11 is to be completed by holding companies with \$5 billion or more in total assets.¹</i>						
11.	Credit losses on derivatives (see instructions)		A251		0	M.11.

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands		BHCK	Amount		
<i>Memorandum items 12.a through 12.c are to be completed by holding companies with \$5 billion or more in total assets.¹</i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		0	M.12.a.	
b. (1) Premiums on insurance related to the extension of credit.....	C242		0	M.12.b.(1)	
(2) All other insurance premiums	C243		0	M.12.b.(2)	
c. Benefits, losses, and expenses from insurance-related activities.....	B983		0	M.12.c.	
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.).....		0=No 1=Yes	BHCK A530	0	M.13.

Dollar Amounts in Thousands		BHCK	Amount	
<i>Memorandum items 14(a) through 14(b)(1) are to be completed by holding companies with \$5 billion or more in total assets that have elected to account for assets and liabilities under a fair value option.¹</i>				
14. 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			M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552			M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553			M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554			M.14.b.(1)
<i>Memorandum item 15 is to be completed by holding companies with \$5 billion or more in total assets.¹</i>				
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409		0	M.15.

16. and 17. Not applicable.

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HI-A—Changes in Holding Company Equity Capital

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Total holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	1,701,649	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	1,701,649	3.
	BHCT		
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	4340	57,884	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK		
a. Sale of perpetual preferred stock, gross	3577	0	5.a.
b. Conversion or retirement of perpetual preferred stock	3578	-55,527	5.b.
6. Sale of common stock:			
a. Sale of common stock, gross	3579	0	6.a.
b. Conversion or retirement of common stock	3580	0	6.b.
7. Sale of treasury stock	4782	0	7.
8. LESS: Purchase of treasury stock	4783	24,350	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	2,008	10.
11. LESS: Cash dividends declared on common stock	4460	34,788	11.
12. Other comprehensive income ¹	B511	7,065	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	2,612	14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT		
	3210	1,652,537	15.

1. Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale debt securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowances for Credit Losses

Part I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)

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		
	BHCK	Amount	BHCK	Amount	
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1–4 family residential construction loans	C891	2,071	C892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	95	C894	0	1.a.(2)
b. Secured by farmland in domestic offices	3584	0	3585	0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411	110	5412	119	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	1,107	C217	52	1.c.(2)(a)
(b) Secured by junior liens	C235	15	C218	7	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	0	3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	0	C896	17	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	47	C898	155	1.e.(2)
f. In foreign offices	B512	0	B513	0	1.f.
2. Not applicable.					
3. Loans to finance agricultural production and other loans to farmers	4655	0	4665	0	3.
<i>Holding companies with less than \$5 billion should report Item 4.c only and leave 4.a and 4.b blank.²</i>					
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	4645	347	4617	223	4.a.
b. To non-U.S. addressees (domicile)	4646	0	4618	0	4.b.
c. To U.S. addressees (domicile) and non-U.S. addressees (domicile)	KX48		KX49		4.c.
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 consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205	271	K206	16	5.c.
<i>Item 6 is to be completed by holding companies with \$5 billion or more in total consolidated assets.²</i>					
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	0	4628	4	7.

1. Include write-downs arising from transfers of loans to a held-for-sale account.
2. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HI-B—Continued

Part I—Continued

Dollar Amounts in Thousands	(Column A) Charge-offs ¹		(Column B) Recoveries		
	BHCK	Amount	BHCK	Amount	
<i>Holding companies with less than \$5 billion in total assets should report data item 8.c and leave item 8.a and 8.b blank.²</i>					
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	F185	0	F187	0	8.a.
b. All other leases	C880	0	F188	0	8.b.
c. Leases to individuals for household, family, and other personal expenditures and all other leases	KX50		KX51		8.c.
9. Total (sum of items 1 through 8.b) ³	4635	4,063	4605	593	9.

1. Include write-downs arising from transfers of loans to a held-for-sale account.
2. Asset-size test is based on the total assets reported as of prior year June 30 report date.
3. For holding companies with less than \$5 billion in total assets, Total loans and leases (sum of items 1 through 7 plus 8c.)

Memoranda

Dollar Amounts in Thousands	(Column A) Charge-offs ¹		(Column B) Recoveries		
	BHCK	Amount	BHCK	Amount	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409	0	5410	0	M.1.
<i>Memorandum item 2 is to be completed by holding companies with \$5 billion or more in total assets.²</i>					
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)	4652	0	4662	0	M.2.

Memorandum item 3 is to be completed by (1) holding companies with \$5 billion or more in total assets² that, 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

	Year-to-date		
	BHCK	Amount	
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for credit losses on loans and leases)	C388		M.3.

1. Include write-downs arising from transfers of loans to a held-for-sale account.
2. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HI-B—Continued

Part II. Changes in Allowances for Credit Losses

Dollar Amounts in Thousands	(Column A) Loans and leases held for investment		(Column B) Held-to-maturity debt securities		(Column C) Available-for-sale debt securities		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income)	B522	73,606	JH88	967	JH94	0	1.
2. Recoveries (column A must equal Part I, item 9, column B, above)	BHCT						
	4605	593	JH89	0	JH95	0	2.
3. LESS: Charge-offs (column A must equal Part I, item 9, column A, above less Schedule HI-B, Part II, item 4, Column A)	BHCK						
	C079	3,618	JH92	0	JH98	0	3.
4. LESS: Write-downs arising from transfers of financial assets	5523	445	JJ00	0	JJ01	0	4.
5. Provisions for credit losses ¹	4230	11,100	JH90	1	JH96	0	5.
6. Adjustments (see instructions for this schedule)	C233	0	JH91	0	JH97	0	6.
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (column A must equal Schedule HC, item 4.c)	BHCT						
	3123	81,236	JH93	968	JH99	0	7.

1. The sum of item 5, columns A through C, plus schedule HI-B, Part II, Memorandum items 5 and 7 below, must equal Schedule HI, item 4.

Schedule HI-B—Continued

Part II—Continued

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
<i>Memoranda Items 1, 2, and 8 are to be completed by holding companies with \$5 billion or more in total assets.¹</i>			
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7, column A, above.....	C435	0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) holding companies that, 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389		M.2.
3. Amount of allowance for credit losses on loans and leases attributable to retail credit card fees and finance charges	C390		M.3.
4. Not applicable.			
5. Provisions for credit losses on other financial assets measured at amortized cost (not included in item 5, above)	JJ02	0	M.5.
6. Allowance for credit losses on other financial assets measured at amortized cost (not included in item 7, above)	JJ03	0	M.6.
7. Provisions for credit losses on off-balance-sheet credit exposures	MG93	1,372	M.7.
8. Estimated amount of expected recoveries of amounts previously written off included within the allowance for credit losses on loans and leases held for investment (include in item 7, column A, "Balance end of current period,"above)	MG94	0	M.8.

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HI-C—Disaggregated Data on the Allowances for Credit Losses

Items 1 through 11 are to be completed semiannually in the June and December reports by holding companies with less than \$5 billion in total assets.¹

	(Column A) Amortized Cost		(Column B) Allowance Balance		
	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands					
Loans and Leases Held for Investment:					
1. Real estate loans:					
a. Construction loans	JJ04	696,891	JJ12	3,758	1.a.
b. Commercial real estate loans	JJ05	5,403,336	JJ13	31,459	1.b.
c. Residential real estate loans.....	JJ06	3,464,167	JJ14	27,097	1.c.
2. Commercial loans ²	JJ07	978,275	JJ15	18,750	2.
3. Credit cards	JJ08	0	JJ16	0	3.
4. Other consumer loans	JJ09	28,419	JJ17	172	4.
5. Unallocated, if any			JJ18	0	5.
6. Total (sum of items 1.a through 5) ³	JJ11	10,571,088	JJ19	81,236	6.

	Allowance Balance		
	BHCK	Amount	
Dollar Amounts in Thousands			
Held-to-Maturity Securities:			
7. Securities issued by states and political subdivisions in the U.S.	JJ20	25	7.
8. Total mortgage-backed securities (MBS) (including CMOs, REMICs and stripped MBS)	JJ21	158	8.
9. Asset-backed securities and structured financial products.....	JJ23	0	9.
10. Other debt securities	JJ24	785	10.
11. Total (sum of items 7 through 10) ⁴	JJ25	968	11.

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.
 2. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in items 1, 3, or 4.
 3. Item 6, column B, must equal schedule HC, item 4.c.
 4. Item 11 must equal Schedule HI-B, Part II item 7, column B.

Notes to the Income Statement—Predecessor Financial Items

For holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

	Dollar Amounts in Thousands	BHBC	Amount	
1. Total interest income		4107		1.
a. Interest income on loans and leases		4094		1.a.
b. Interest income on investment securities		4218		1.b.
2. Total interest expense		4073		2.
a. Interest expense on deposits		4421		2.a.
3. Net interest income		4074		3.
4. Provision for credit losses		JJ33		4.
5. Total noninterest income		4079		5.
a. Income from fiduciary activities		4070		5.a.
b. Trading revenue		A220		5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions		B490		5.c.
d. Venture capital revenue		B491		5.d.
e. Net securitization income		B493		5.e.
f. Insurance commissions and fees		B494		5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities ¹		4091		6.
7. Total noninterest expense		4093		7.
a. Salaries and employee benefits		4135		7.a.
b. Goodwill impairment losses		C216		7.b.
8. Income (loss) before applicable income taxes and discontinued operations		4301		8.
9. Applicable income taxes		4302		9.
10. Noncontrolling (minority) interest		4484		10.
		BHCK		
11. Discontinued operations, net of applicable income taxes and noncontrolling (minority) interest		FT41		11.
		BHBC		
12. Net income (loss)		4340		12.
13. Cash dividends declared		4475		13.
14. Net charge-offs		6061		14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis		4519		15.

1. Includes provisions governing the accounting for investments in equity securities, include realized and unrealized gains (losses) (and all other value changes) on equity securities and other equity investments not held for trading in item 6.

Notes to the Income Statement (Other)

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK	Amount
0000 Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country		
	0000	1350

Notes to the Income Statement (Other)

Dollar Amounts in Thousands

	BHCK	Amount	
1. Not applicable.			
2. Initial allowances for credit losses recognized upon the acquisition of purchased credit-deteriorated assets ¹	JJ27	0	2.
3. Not applicable.			

	TEXT	BHCK	Amount	
4.	5351			
		5351	0	4.
5.	5352			
		5352	0	5.
6.	5353			
		5353	0	6.
7.	5354			
		5354	0	7.
8.	5355			
		5355	0	8.
9.	B042			
		B042	0	9.
10.	B043			
		B043	0	10.

¹ Institutions should report initial allowances for credit losses recognized upon the acquisition of purchased credit-deteriorated assets after the adoption of FASB ASC Topic 326.

Notes to the Income Statement (Other)—Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
11.	B044				
			B044	0	11.
12.	B045				
			B045	0	12.
13.	B046				
			B046	0	13.
14.	B047				
			B047	0	14.
15.	B048				
			B048	0	15.
16.	B049				
			B049	0	16.
17.	B050				
			B050	0	17.
18.	B051				
			B051	0	18.
19.	B052				
			B052	0	19.
20.	B053				
			B053	0	20.
21.	B054				
			B054	0	21.
22.	B055				
			B055	0	22.
23.	B056				
			B056	0	23.

Name of Holding Company

For Federal Reserve Bank Use Only

C.I. _____

Consolidated Financial Statements for Holding Companies

Report at the close of business September 30, 2025

Date

Schedule HC—Consolidated Balance Sheet

		Dollar Amounts in Thousands		BHCK	Amount	
Assets						
1. Cash and balances due from depository institutions:						
a. Noninterest-bearing balances and currency and coin ¹				0081	74,366	1.a.
b. Interest-bearing balances: ²						
(1) In U.S. offices.....				0395	199,758	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....				0397	0	1.b.(2)
2. Securities:						
a. Held-to-maturity securities (from Schedule HC-B, column A) ³				JJ34	919,733	2.a.
b. Available-for-sale debt securities (from Schedule HC-B, column D).....				1773	1,261,579	2.b.
c. Equity securities with readily determinable fair values not held for trading ⁴				JA22	44,987	2.c.
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold in domestic offices.....				BHDM B987	0	3.a.
b. Securities purchased under agreements to resell ^{5, 6}				BHCK B989	0	3.b.
4. Loans and lease financing receivables:						
a. Loans and leases held for sale.....				5369	17,767	4.a.
b. Loans and leases, held for investment.....	B528		10,571,088			4.b.
c. LESS: Allowance for credit losses on loans and leases	3123		81,236			4.c.
d. Loans and leases, held for investment, net of allowance (item 4.b minus 4.c).....				B529	10,489,852	4.d.
5. Trading assets (from Schedule HC-D).....				3545	0	5.
6. Premises and fixed assets (including right-of-use assets).....				2145	129,246	6.
7. Other real estate owned (from Schedule HC-M).....				2150	7,498	7.
8. Investments in unconsolidated subsidiaries and associated companies.....				2130	2,655	8.
9. Direct and indirect investments in real estate ventures.....				3656	0	9.
10. Intangible assets (from Schedule HC-M).....				2143	536,182	10.
11. Other assets (from Schedule HC-F) ⁶				2160	651,597	11.
12. Total assets (sum of items 1 through 11).....				2170	14,335,220	12.

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

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

3. **Holding companies** should report in item 2.a amounts net of any applicable allowance for credit losses, and item 2.a should equal Schedule HC-B, item 8, column A, less Schedule HI-B, Part II, item 7, column B.

4. Item 2.c is to be completed by all holding companies. See the instructions for this item and the Glossary for "Securities Activities" for further detail on accounting for investments in equity securities.

5. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

6. **Holding companies** should report items 3.b and 11 amounts net of any applicable allowance for credit losses.

Schedule HC—Continued

	Dollar Amounts in Thousands		BHDM	Amount	
Liabilities					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631	1,755,469			13.a.(1)
(2) Interest-bearing	6636	8,751,387			13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:			BHFN		
(1) Noninterest-bearing	6631				13.b.(1)
(2) Interest-bearing	6636				13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:			BHDM		
a. Federal funds purchased in domestic offices ²	B993	0			14.a.
b. Securities sold under agreements to repurchase ³	BHCK				
b. Securities sold under agreements to repurchase ³	B995	64,868			14.b.
15. Trading liabilities (from Schedule HC-D)	3548	0			15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)					
17. and 18. Not applicable.					
19. a. Subordinated notes and debentures ⁴	3190	1,706,799			16.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	4062	125,000			19.a.
20. Other liabilities (from Schedule HC-G)	C699	74,579			19.b.
21. Total liabilities (sum of items 13 through 20)	2750	203,691			20.
22. Not applicable.	2948	12,681,793			21.
Equity Capital					
Holding Company Equity Capital					
23. Perpetual preferred stock and related surplus			3283	0	23.
24. Common stock (par value)			3230	625	24.
25. Surplus (exclude all surplus related to preferred stock)			3240	1,116,335	25.
26. a. Retained earnings			3247	660,974	26.a.
b. Accumulated other comprehensive income ⁵			B530	-8,788	26.b.
c. Other equity capital components ⁶			A130	-1,116,609	26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)			3210	1,652,537	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries			3000	890	27.b.
28. Total equity capital (sum of items 27.a and 27.b)			G105	1,653,427	28.
29. Total liabilities and equity capital (sum of items 21 and 28)			3300	14,335,220	29.

1. Includes noninterest-bearing demand, time, and savings deposits.

2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.

4. Includes limited-life preferred stock and related surplus.

5. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.

6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC—Continued

Memoranda (to be completed annually by holding companies for the December 31 report date)

- | | | |
|-------|------|--|
| 0=No | BHCK | |
| 1=Yes | C884 | |
- M.1.
1. Has the holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for Yes, enter "0" for No.)
 2. If response to Memoranda item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.⁷

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

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

 (2) City (TEXT C708)

 (2) E-mail Address (TEXT C705)

NJ

 (3) State Abbreviation (TEXT C714)

 (4) Zip Code (TEXT C715)

⁷ The Federal Reserve regards information submitted in response to Memorandum item 2.b as confidential.

Schedule HC-B—Securities

	Held-to-Maturity			Available-for-Sale		
	(Column A) Amortized Cost		(Column B) Fair Value	(Column C) Amortized Cost		(Column D) Fair Value
	BHCK	Amount	BHCK	Amount	BHCK	Amount
1. U.S. Treasury securities.....	0211	0	0213	0	1286	45,397
2. U.S. government agency and sponsored agency obligations (exclude mortgage-backed securities) ¹	HT50	1,456	HT51	1,423	HT52	8,453
3. Securities issued by states and political subdivisions in the U.S.	8496	168,447	8497	158,521	8498	80,334
<i>Holding companies with less than \$5 billion should report data item 4.a.(4) and should leave 4.a.(1) through 4.a.(3) blank.³</i>						
4. Mortgage-backed securities (MBS)						
a. Residential pass-through securities:						
(1) Guaranteed by GNMA	G300	42,357	G301	41,241	G302	508,404
(2) Issued by FNMA and FHLMC	G304	442,353	G305	396,814	G306	85,432
(3) Other pass-through securities.....	G308	0	G309	0	G310	0
(4) Guaranteed by GNMA, issued by FNMA and FHLMC and other pass-through securities	KX52		KX53		KX54	
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):						
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies ²	G312	125,635	G313	124,899	G314	277,136
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ²	G316	0	G317	0	G318	0
(3) All other residential mortgage-backed securities.....	G320	0	G321	0	G322	0
c. Commercial MBS:						
(1) Commercial pass-through securities:						
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142	6,418	K143	6,203	K144	28,810
(b) Other pass-through securities	K146	0	K147	0	K148	0
(2) Other commercial MBS:						
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies ²	K150	71,321	K151	66,087	K152	494
(b) All other commercial MBS	K154	9,015	K155	8,785	K156	0

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

2. 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).

3. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-B—Continued

	Held-to-Maturity		Available-for-Sale			
	(Column A)		(Column C)		(Column D)	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Fair Value	
	BHCK	Amount	BHCK	Amount	BHCK	Amount
Dollar Amounts in Thousands						
5. Asset-backed securities and structured financial products:						
a. Asset-backed Securities (ABS)	C026	0	C988	0	C027	0
b. Structured financial products	HT58	0	HT59	0	HT61	202,201
6. Other debt securities:						
a. Other domestic debt securities	1737	53,699	1738	52,577	1741	27,820
b. Other foreign debt securities	1742	0	1743	0	1746	0
7. Unallocated portfolio layer fair value hedge basis adjustments ¹						
8. Total (sum of items 1 through 7) ²	1754	920,701	1771	856,550	1773	1,261,579

Memoranda

	Dollar Amounts in Thousands	
	BHCK	Amount
1. Pledged securities ³	0416	1,028,764
2. Remaining maturity or next repricing date of debt securities ⁴ (Schedule HC-B, items 1 through 6.b in columns A and D above):		
a. 1 year and less	0383	207,292
b. Over 1 year to 5 years	0384	700,491
c. Over 5 years	0387	1,274,497
<i>Memorandum item 3 is to be completed semiannually in the June and December reports only.</i>		
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	
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):		
a. Amortized cost	8782	0
b. Fair value	8783	0

1. **This item is to be completed by institutions that have adopted ASU 2022-01, as applicable.**
2. **The total reported in column A must equal Schedule HC, item 2.a, plus Schedule HI-B, Part II, item 7, column B. The total reported in column D must equal Schedule HC, item 2.b. Includes held-to-maturity securities at amortized cost, available-for-sale debt securities at fair value, and equity securities with readily determinable fair values not held for trading (reported in Schedule HC, item 2.c) at fair value.**
4. Report fixed-rate debt securities by remaining maturity and floating-rate debt securities by next repricing date.

Schedule HC-B—Continued
Memoranda—Continued

	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands									
<i>Memorandum items 5.a through 5.f are to be completed by holding companies with \$10 billion or more in total assets.¹</i>									
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):									
a. Credit card receivables		0	B839	0	B840	0	B841	0	M.5.a.
b. Home equity lines		0	B843	0	B844	0	B845	0	M.5.b.
c. Automobile loans		0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans		0	B851	0	B852	0	B853	0	M.5.d.
e. Commercial and industrial loans		0	B855	0	B856	0	B857	0	M.5.e.
f. Other		0	B859	0	B860	0	B861	0	M.5.f.
<i>Memorandum items 6.a through 6.g are to be completed by holding companies with \$10 billion or more in total assets.¹</i>									
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 HC-B, 5.b):									
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	129,624	G359	129,791	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	79,029	G375	72,410	M.6.g.

1. The \$10 billion asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for **credit losses on loans and leases** 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) Consolidated		(Column B) In Domestic Offices		
	BHCK	Amount	BHDM	Amount	
1. Loans secured by real estate	1410	9,582,160			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1–4 family residential construction loans			F158	202,353	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	494,538	1.a.(2)
b. Secured by farmland			BHDM		
c. Secured by 1–4 family residential properties:			1420	2,846	1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			1797	94,212	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens			5367	3,339,105	1.c.(2)(a)
(b) Secured by junior liens			5368	48,616	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....			1460	1,003,039	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			BHCK		
(2) Loans secured by other nonfarm nonresidential properties.....			F160	912,949	1.e.(1)
			F161	3,484,502	1.e.(2)
			BHDM		
2. Loans to depository institutions and acceptances of other banks			1288	0	2.
a. To U.S. banks and other U.S. depository institutions.....	1292	0			2.a.
b. To foreign banks	1296	0			2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	0	1590	0	3.
<i>Holding companies with less than \$5 billion in total assets should report data item 4.c and leave data items 4.a and 4.b blank.¹</i>					
4. Commercial and industrial loans			1766	663,774	4.
a. To U.S. addressees (domicile)	1763	663,774			4.a.
b. To non-U.S. addressees (domicile)	1764	0			4.b.
c. To U.S. addressees (domicile) and non-U.S. addressees (domicile)..	KX56				4.c.
5. Not applicable.					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	28,420	6.
a. Credit cards	B538	0			6.a.
b. Other revolving credit plans.....	B539	14,810			6.b.
c. Automobile loans	K137	0			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	13,610			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	0	2081	0	7.
8. Not applicable.					

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-C—Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK	Amount	BHDM	Amount	
<i>Holding companies with less than \$5 billion in total assets should report data item 9.b.(3) and leave data items 9.b.(1) and 9.b.(2) blank.¹</i>					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions	J454	293,911	J454	293,911	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)	1545	2,495	1545	2,495	9.b.(1)
(2) All other loans (exclude consumer loans).....	J451	8,398	J451	8,398	9.b.(2)
(3) Loans for purchasing or carrying securities (secured and unsecured) and all other loans	KX57		KX57		9.b.(3)
<i>Holding companies with less than \$5 billion in total assets should report data item 10.c. and should leave data items 10.a. and 10.b. blank.¹</i>					
10. Lease financing receivables (net of unearned income)			2165	9,697	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	0			10.a.
b. All other leases	F163	9,697			10.b.
c. Lease finance receivables.....	KX58				10.c.
11. LESS: Any unearned income on loans reflected in items 1–9 above....	2123	0	2123	0	11.
12. Total loans and leases held for investment and held for sale (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)...	2122	10,588,855	2122	10,588,855	12.

Memoranda

Dollar Amounts in Thousands	BHDM	Amount	
<i>HC-C memoranda items 1.a.(1) through 1.f.(3)(c) are to be completed semiannually in June and December by holding companies with less than \$5 billion total assets. These items are to be completed quarterly by holding companies with \$5 billion or more in total assets.¹</i>			
1. Loan modifications to borrowers experiencing financial difficulty that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):			
a. Construction, land development, and other land loans in domestic offices:			
(1) 1–4 family residential construction loans	K158	0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans.....	K159	0	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576	823	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	K160	13,036	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:			
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161	0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K162	9,853	M.1.d.(2)
<i>Holding companies with less than \$5 billion in total assets should report Memo item 1.e.(3) (semiannually in June and December), and should leave data item 1.e.(1) and 1.e.(2) blank.¹</i>			
e. Commercial and Industrial loans:			
(1) To U.S. addressees (domicile).....	K163	0	M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K164	0	M.1.e.(2)
(3) To U.S. addressees (domicile) and non-U.S. addressees (domicile)	KX59		M.1.e.(3)

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-C—Continued

Memoranda—Continued

	Dollar Amounts in Thousands		
	(Column B) In Domestic Offices	Amount	
f. All other loans (<i>include</i> loans to individuals for household, family, and other personal expenditures)	K165	0	M.1.f.
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loan modifications to borrowers experiencing financial difficulty that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>			
(1) Loans secured by farmland in domestic offices	K166	0	M.1.f.(1)
(2) Loans to finance agricultural production and other loans to farmers	K168	0	M.1.f.(2)
(3) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	K098	0	M.1.f.(3)(a)
(b) Automobile loans	K203	0	M.1.f.(3)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K204	0	M.1.f.(3)(c)
g. Total loan modifications to borrowers experiencing financial difficulty that are in compliance with their modified terms (sum of Memorandum items 1.a.(1) through 1.f)	HK25	23,712	M.1.g.
2. Loans to finance commercial real estate, construction, and land development activities (<i>not secured by real estate</i>) included in Schedule HC-C, items 4 and 9, column A, above.....	2746	66,351	M.2.
<i>To be completed by holding companies with \$5 billion or more in total assets.¹</i>			
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837	0	M.3.
<i>Memorandum item 4 is to be completed by (1) holding companies with \$5 billion or more in total assets¹ that, 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>			
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391		M.4.

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Amount	
5. Not applicable.			
<i>Memorandum item 6.a, 6.b, and 6.c are to be completed semiannually in the June and December reports only.</i>			
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:			
a. Total amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) ..	F230		M.6.a.
<i>Memorandum items 6.b and 6.c are to be completed by holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of the preceding December 31 report date, that exceeded the lesser of \$100 million or 5 percent of total loans and leases held for investment and held for sale in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>			
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231		M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the amount reported in Memorandum item 6.a above	F232		M.6.c.
7. and 8. Not applicable.			
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	BHDM F577	1,073	M.9.
10. and 11. Not applicable.			

Schedule HC-C—Continued

Memoranda—Continued

	(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition		(Column C) Best estimate at acquisition date of con- tractual cash flows not expected to be collected		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands							
<p><i>Memorandum item 12.a, 12.b, 12.c, and 12.d are to be completed semiannually in the June and December reports only. Holding companies with less than \$5 billion in total assets should report Memorandum item 12.e semiannually in June and December and should leave 12.a, 12.b, 12.c, and 12.d blank.¹</i></p>							
12. Loans (not considered purchased credit-deteriorated) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:							
a. Loans secured by real estate.....	G091		G092		G093		M.12.a.
b. Commercial and industrial loans	G094		G095		G096		M.12.b.
c. Loans to individuals for household, family, and other personal expenditures.....	G097		G098		G099		M.12.c.
d. All other loans and all leases	G100		G101		G102		M.12.d.
e. Loans and leases.....	KX60		KX61		KX62		M.12.e.

	Dollar Amounts in Thousands		
	BHCK	Amount	
13. Not applicable.			
14. Pledged loans and leases	G378	7,480,265	M.14.
<p><i>Memorandum item 15 is to be completed by all holding companies.</i></p>			
15. Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit in domestic offices that have converted to non-revolving closed-end status (included in item 1.c.(1) above)	LE75	0	M.15.

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by holding companies with \$5 billion or more in total assets¹ that reported total trading assets of \$10 million or more in any of the four preceding calendar quarters.

	Dollar Amounts in Thousands		
	BHCM	Amount	
Assets			
1. U.S. Treasury securities.....	3531		1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532		2.
3. Securities issued by states and political subdivisions in the U.S.	3533		3.
4. Mortgage-backed securities (MBS):	BHCK		
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	G379		4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies ² (include CMOs, REMICs, and stripped MBS)	G380		4.b.
c. All other residential mortgage-backed securities	G381		4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ²	K197		4.d.
e. All other commercial MBS	K198		4.e.
5. Other debt securities			
a. Structured financial products	HT62		5.a.
b. All other debt securities	G386		5.b.
6. Loans:			
a. Loans secured by real estate:			
(1) Loans secured by 1–4 family residential properties	HT63		6.a.(1)
(2) All other loans secured by real estate	HT64		6.a.(2)
b. Commercial and industrial loans	F614		6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....	HT65		6.c.
d. Other loans.....	F618		6.d.
7. and 8. Not applicable.	BHCM		
9. Other trading assets	3541		9.
10. Not applicable.			
11. Derivatives with a positive fair value	3543		11.
12. Total trading assets (sum of items 1 through 11)	BHCT		
(total of column A must equal Schedule HC, item 5)	3545		12.
Liabilities			
13. a. Liability for short positions:	BHCK		
(1) Equity securities	G209		13.a.(1)
(2) Debt securities	G210		13.a.(2)
(3) All other assets	G211		13.a.(3)
b. All other trading liabilities	F624		13.b.
14. Derivatives with a negative fair value.....	3547		14.
15. Total trading liabilities (sum of items 13.a through 14)	BHCT		
(total of column A must equal Schedule HC, item 15)	3548		15.

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.
 2. 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).

Schedule HC-D—Continued

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a.(1) through 6.d.)			
a. Loans secured by real estate:			
(1) Loans secured by 1–4 family residential properties	HT66		M.1.a.(1)
(2) All other loans secured by real estate	HT67		M.1.a.(2)
b. Commercial and industrial loans	F632		M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	HT68		M.1.c.
d. Other loans	F636		M.1.d.
<i>Memorandum items 2 through 10 are to be completed by holding companies with \$10 billion or more in total trading assets.¹</i>			
2. Loans measured at fair value that are past due 90 days or more:			
a. Fair value	F639		M.2.a.
b. Unpaid principal balance	F640		M.2.b.
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a:			
a. Trust preferred securities issued by financial institutions	G299		M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332		M.3.b.
c. Corporate and similar loans	G333		M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334		M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs	G335		M.3.e.
f. Diversified (mixed) pools of structured financial products	G651		M.3.f.
g. Other collateral or reference assets	G652		M.3.g.
4. Pledged trading assets:			
a. Pledged securities	G387		M.4.a.
b. Pledged loans	G388		M.4.b.
5. Asset-backed securities:			
a. Credit card receivables	F643		M.5.a.
b. Home equity lines	F644		M.5.b.
c. Automobile loans	F645		M.5.c.
d. Other consumer loans	F646		M.5.d.
e. Commercial and industrial loans	F647		M.5.e.
f. Other	F648		M.5.f.
6. Not applicable.			
7. Equity securities:			
a. Readily determinable fair values	F652		M.7.a.
b. Other	F653		M.7.b.
8. Loans pending securitization	F654		M.8.

1. The \$10 billion trading asset-size test is based on total trading assets reported as of prior year June 30 report date.

Schedule HC-D—Continued

Memoranda—Continued

		Dollar Amounts in Thousands	BHCK	Amount	
9. a. (1)		Gross fair value of commodity contracts	G212		M.9.a.(1)
	(2)	Gross fair value of physical commodities held in inventory	G213		M.9.a.(2)
b.		Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$1,000,000 and exceed 25 percent of item 9 less Memoranda items 9.a.(1) and 9. a. (2)): ²			
(1)	BHTX F655		F655		M.9.b.(1)
(2)	BHTX F656		F656		M.9.b.(2)
(3)	BHTX F657		F657		M.9.b.(3)
10.		Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than \$1,000,000 and exceed 25 percent of the item)			
a.	BHTX F658		F658		M.10.a.
b.	BHTX F659		F659		M.10.b.
c.	BHTX F660		F660		M.10.c.

2. Exclude equity securities.

Schedule HC-E—Deposit Liabilities¹

		Dollar Amounts in Thousands	BHCB	Amount	
1.		Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:			
a.		Noninterest-bearing balances ²	2210	1,755,468	1.a.
b.		Interest-bearing demand deposits, NOW, ATS, and other transaction accounts.....	3187	4,090,930	1.b.
c.		Money market deposit accounts and other savings accounts	2389	2,445,074	1.c.
d.		Time deposits of \$250,000 or less	HK29	1,775,932	1.d.
e.		Time deposits of more than \$250,000	J474	439,452	1.e.
2.		Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:			
			BHOD		
a.		Noninterest-bearing balances ²	3189	0	2.a.
b.		Interest-bearing demand deposits, NOW, ATS, and other transaction accounts.....	3187	0	2.b.
c.		Money market deposit accounts and other savings accounts	2389	0	2.c.
d.		Time deposits of \$250,000 or less	HK29	0	2.d.
e.		Time deposits of more than \$250,000	J474	0	2.e.

Memoranda

		Dollar Amounts in Thousands	BHDM	Amount	
1.		Brokered deposits \$250,000 or less with a remaining maturity of one year or less	HK06	403,725	M.1.
2.		Brokered deposits \$250,000 or less with a remaining maturity of more than one year.....	HK31	1,370	M.2.
3.		Time deposits of more than \$250,000 with a remaining maturity of one year or less	HK32	437,724	M.3.
			BHFN		
4.		Foreign office time deposits with a remaining maturity of one year or less	A245	0	M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).
 2. Includes noninterest-bearing demand, time, and savings deposits.

Schedule HC-F—Other Assets¹

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Accrued interest receivable ²	B556	46,801	1.
2. Net deferred tax assets ³	2148	47,840	2.
3. Interest-only strips receivable (not in the form of a security) ⁴	HT80	0	3.
4. Equity investments without readily determinable fair values ⁵	1752	188,142	4.
5. Life insurance assets:			
a. General account life insurance assets	K201	111,911	5.a.
b. Separate account life insurance assets.....	K202	110,361	5.b.
c. Hybrid account life insurance assets	K270	46,863	5.c.
6. Other	2168	99,679	6.
	BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	651,597	7.

1. **Holding companies** should report asset amounts in Schedule HC-F net of any applicable allowance for credit losses.
2. Include accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets. Exclude accrued interest receivables on interest-bearing assets that are reported elsewhere on the balance sheet.
3. See discussion of deferred income taxes in Glossary entry on "income taxes."
4. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
5. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Not applicable.			
2. Net deferred tax liabilities ¹	3049	0	2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557	4,637	3.
4. Other	B984	199,054	4.
	BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	203,691	5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity¹

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Earning assets that are repriceable within one year or mature within one year	3197	3,976,186	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet.....	3296	2,175,962	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	125,000	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock).....	3408	0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409	0	5.

1. Holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the holding company's assets in foreign countries and 10 percent of the holding company's total consolidated assets as of the report date.

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

Schedule HC-I must be completed by all top-tier holding companies. (See instructions for additional information.)

I. Property and Casualty Underwriting

Item 1 is to be completed by holding companies with \$10,000,000 or more in reinsurance recoverables as of the effective date each quarter.

	Dollar Amounts in Thousands	BHCK	Amount	
Assets				
1. Reinsurance recoverables		B988		1.
2. Total assets		C244	0	2.
Liabilities				
3. Claims and claims adjustment expense reserves		B990	0	3.
4. Unearned premiums		B991	0	4.
5. Total equity		C245	0	5.
6. Net income		C246	0	6.

II. Life and Health Underwriting

Item 1 is to be completed by holding companies with \$10,000,000 or more in reinsurance recoverables as of the effective date each quarter.

	Dollar Amounts in Thousands	BHCK	Amount	
Assets				
1. Reinsurance recoverables		C247		1.
2. Separate account assets		B992	0	2.
3. Total assets		C248	0	3.
Liabilities				
4. Policyholder benefits and contractholder funds		B994	0	4.
5. Separate account liabilities		B996	0	5.
6. Total equity		C249	0	6.
7. Net income		C250	0	7.

Schedule HC-K—Quarterly Averages

	Dollar Amounts in Thousands	BHCK	Amount	
Assets				
1. Securities:				
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) ¹		B558	56,139	1.a.
b. Mortgage-backed securities ¹		B559	1,213,939	1.b.
c. All other debt securities ¹ and equity securities with readily determinable fair values not held for trading ²		B560	571,599	1.c.
2. Federal funds sold and securities purchased under agreements to resell		3365	0	2.
		BHDM		
3. a. Total loans and leases in domestic offices		3516	10,365,549	3.a.
(1) Loans secured by 1–4 family residential properties		3465	3,423,002	3.a.(1)
(2) All other loans secured by real estate		3466	5,996,983	3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers		3386	0	3.a.(3)
(4) Commercial and industrial loans		3387	598,914	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards		B561	0	3.a.(5)(a)
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards)		B562	27,938	3.a.(5)(b)
		BHFN		
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs		3360	0	3.b.
<i>Item 4(a) is to be completed by holding companies with \$5 billion or more in total assets and total trading assets of \$10 million or more in any of the four preceding calendar quarters.³</i>				
		BHCK		
4. a. Trading assets		3401		4.a.
b. Other earning assets		B985	185,381	4.b.
5. Total consolidated assets ⁴		3368	13,564,562	5.
Liabilities				
6. Interest-bearing deposits (domestic) ⁵		3517	8,595,516	6.
7. Interest-bearing deposits (foreign) ⁵		3404	0	7.
8. Federal funds purchased and securities sold under agreements to repurchase		3353	59,017	8.
9. All other borrowed money		2635	1,364,101	9.
10. Not applicable.				
Equity Capital				
11. Total equity capital (excludes limited-life preferred stock)		3519	1,634,664	11.

1. Quarterly averages for all debt securities should be based on amortized cost.
 2. Quarterly averages for equity securities with readily determinable fair values should be based on fair value.
 3. Asset-size test is based on the total assets reported as of prior year June 30 report date.
 4. The quarterly average for total assets should reflect securities not held for trading as follows:
 a) Debt securities at amortized cost.
 b) Equity securities with readily determinable fair values should be reported at fair value.
 c) Equity investments without readily determinable fair values should be reported at their balance sheet carrying values (i.e., fair value or, if elected, cost minus impairment, if any, plus or minus changes resulting from observable price changes).
 5. Includes interest-bearing demand deposits.

For Federal Reserve Bank Use Only
C.I. _____

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

Report only transactions with nonrelated institutions

		Dollar Amounts in Thousands		BHCK	Amount			
1.	Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):							
a.	Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines) ..			3814	248,843	1.a.		
	<i>1.b.(1) and 1.b.(2) are to be completed by holding companies with \$5 billion or more in total assets¹ semiannually in the June and December reports only.</i>							
b.	(1) Unused consumer credit card lines			J455		1.b.(1)		
	(2) Other unused credit card lines			J456		1.b.(2)		
c.	(1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))			3816	1,098,601	1.c.(1)		
	(a) 1–4 family residential construction loan commitments	F164	216,543			1.c.(1)(a)		
	(b) Commercial real estate, other construction loan, and land development loan commitments	F165	882,058			1.c.(1)(b)		
	(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate			6550	0	1.c.(2)		
	<i>Item 1(d) is to be completed by holding companies with \$5 billion or more in total assets.¹</i>							
d.	Securities underwriting			3817	0	1.d.		
e.	Other unused commitments:							
	(1) Commercial and industrial loans			J457	767,621	1.e.(1)		
	(2) Loans to financial institutions			J458	278,181	1.e.(2)		
	(3) All other unused commitments			J459	146,538	1.e.(3)		
2.	Financial standby letters of credit and foreign office guarantees			6566	0	2.		
	<i>Item 2.a is to be completed by holding companies with \$5 billion or more in total assets.¹</i>							
a.	Amount of financial standby letters of credit conveyed to others			3820	0	2.a.		
3.	Performance standby letters of credit and foreign office guarantees			6570	28,521	3.		
	<i>Item 3.a is to be completed by holding companies with \$5 billion or more in total assets.¹</i>							
a.	Amount of performance standby letters of credit conveyed to others			3822	0	3.a.		
4.	Commercial and similar letters of credit			3411	2,275	4.		
5.	Not applicable.							
6.	Securities:							
	a. Securities lent			3433	0	6.a.		
	b. Securities borrowed			3432	0	6.b.		
	<i>Items 7.a. through 7.d.(2)(b) are to be reported by holding companies with \$5 billion or more in total assets.¹</i>							
7.	Credit derivatives:							
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	104,880	C975	24,938	7.a.(4)
b.	Gross fair values:							
	(1) Gross positive fair value			C219	0	C221	2	7.b.(1)
	(2) Gross negative fair value			C220	7	C222	0	7.b.(2)

1. The \$5 billion asset size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-L—Continued

Report only transactions with nonrelated institutions

		Dollar Amounts in Thousands		BHCK	Amount	
7. c. Notional amounts by regulatory capital treatment: ¹						
(1) Positions covered under the Market Risk Rule:						
(a) Sold protection		G401	0		0	7.c.(1)(a)
(b) Purchased protection		G402	0		0	7.c.(1)(b)
(2) All other positions:						
(a) Sold protection		G403	104,880		104,880	7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes.....		G404	0		0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes.....		G405	24,938		24,938	7.c.(2)(c)

		Remaining Maturity of:					
		(Column A) One year or less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years	
Dollar Amounts in Thousands		BHCK	Amount	BHCK	Amount	BHCK	Amount
d. Notional amounts by remaining maturity:							
(1) Sold credit protection: ²							
(a) Investment grade		G406	0	G407	0	G408	0
(b) Subinvestment grade		G409	34,167	G410	39,213	G411	31,500
(2) Purchased credit protection: ³							
(a) Investment grade		G412	0	G413	0	G414	0
(b) Subinvestment grade		G415	0	G416	18,945	G417	5,993

Item 8 is to be completed by holding companies with foreign offices and by holding companies with domestic offices only and \$100 billion or more in total consolidated assets.⁴

		BHCK	Amount	
8. Spot foreign exchange contracts.....		8765		8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total holding company equity capital") (itemize and describe in items 9.a through 9.f only amounts that exceed 25 percent of Schedule HC, item 27.a).....		3430	1,350,000	9.
a. Commitments to purchase when-issued securities		3434	0	9.a.
b. Commitments to sell when-issued securities		3435	0	9.b.
c.	TEXT Standby letters of credit issued by another party	6561	1,350,000	9.c.
d.	TEXT	6562	0	9.d.
e.	TEXT	6568	0	9.e.
f.	TEXT	6586	0	9.f.

10. Not applicable.

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.
 4. The \$100 billion asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators	Amount	Amount	Amount	Amount	
<i>Items 11.a. through 14.b.(2) are to be completed by holding companies with \$5 billion or more in total assets.¹</i>					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts.....	BHCK 8693	BHCK 8694	BHCK 8695	BHCK 8696	11.a.
	0	0	0	0	
b. Forward contracts.....	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	11.b.
	0	0	0	0	
c. Exchange-traded option contracts:					
(1) Written options.....	BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704	11.c.(1)
	0	0	0	0	
(2) Purchased options..	BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708	11.c.(2)
	0	0	0	0	
d. Over-the-counter option contracts:					
(1) Written options.....	BHCK 8709	BHCK 8710	BHCK 8711	BHCK 8712	11.d.(1)
	52,521	0	0	0	
(2) Purchased options..	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	11.d.(2)
	52,521	0	0	0	
e. Swaps.....	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	11.e.
	3,554,326	0	0	0	
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	12.
	0	0	0	0	
13. Total gross notional amount of derivative contracts held for purposes other than trading.....	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	13.
	3,659,368	0	0	0	
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....	BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736	14.a.(1)
	0	0	0	0	
(2) Gross negative fair value.....	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	14.a.(2)
	0	0	0	0	
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	14.b.(1)
	58,303	0	0	0	
(2) Gross negative fair value.....	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	14.b.(2)
	57,907	0	0	0	

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-L—Continued

	(Column A) Banks and Securities Firms		(Column B) Not applicable	(Column C) Hedge Funds		(Column D) Sovereign Governments		(Column E) Corporations and All Other Counterparties	
	BHCK	Amount		BHCK	Amount	BHCK	Amount	BHCK	Amount
Dollar Amounts in Thousands									
<i>Item 15 is to be completed only by holding companies with total assets of \$10 billion or more.¹</i>									
15. Over-the-counter derivatives:									
a. Net current credit exposure		51,127							7,178
b. Fair value of collateral:									
(1) Cash—U.S. dollar	G423	47,153			G425	G426		G427	0
(2) Cash—Other currencies	G428	0			G430	G431		G432	0
(3) U.S. Treasury securities	G433	0			G435	G436		G437	0
(4) U.S. government agency and U.S. government-sponsored agency debt securities	G438	0			G440	G441		G442	0
(5) Corporate bonds	G443	0			G445	G446		G447	0
(6) Equity securities	G448	0			G450	G451		G452	0
(7) All other collateral	G453	0			G455	G456		G457	0
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458	47,153			G460	G461		G462	0

1. The \$10 billion asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-M—Memoranda

		Dollar Amounts in Thousands		BHCK	Amount	
		Number (Unrounded)				
1.	Total number of holding company common shares outstanding	3459	57,388,603			1.
2.	Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	6555	1,503,717			2.
3.	Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	6556	330,953			3.
4.	Other assets acquired in satisfaction of debts previously contracted	6557	0			4.
5.	Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC	A288	0			5.
<i>Item 6 is only completed by holding companies with \$5 billion or more in assets.¹</i>						
6.	Portion of covered other real estate owned included in Schedule HC, item 7 that is protected by FDIC loss-sharing agreements	K192	0			6.
<i>Items 7.a and 7.b are to be completed annually in the December report only.</i>						
7.	Captive insurance and reinsurance subsidiaries:					
a.	Total assets of captive insurance subsidiaries ²	K193				7.a.
b.	Total assets of captive reinsurance subsidiaries ²	K194				7.b.
8.	Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	BHCK C251		1	8.
9.	Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	BHCK 6689		0	9.
10.	Not applicable.					
11.	Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A." The holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10	0=No 1=Yes	BHCK 6416		1	11.
	TEXT					
	6428 Patrick Barrett, CFO			888-623-2633		
		Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)		Area Code / Phone Number (TEXT 9009)		
12.	Intangible assets:			BHCK	Amount	
a.	Mortgage servicing assets			3164	2,940	12.a.
	(1) Estimated fair value of mortgage servicing assets	6438	3,461			12.a.(1)
b.	Goodwill			3163	523,308	12.b.
c.	All other intangible assets			JF76	9,934	12.c.
				BHCT		
d.	Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10)			2143	536,182	12.d.
13.	Other real estate owned			2150	7,498	13.
14.	Other borrowed money:			BHCK		
a.	Commercial paper			2309	0	14.a.
b.	Other borrowed money with a remaining maturity of one year or less			2332	1,503,717	14.b.
c.	Other borrowed money with a remaining maturity of more than one year			2333	203,082	14.c.
				BHCT		
d.	Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)			3190	1,706,799	14.d.
15.	Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	BHCK B569		0	15.

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.
 2. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting holding company.

Schedule HC-M—Continued

	BHCK	Amount	
16. Assets under management in proprietary mutual funds and annuities.....	B570	0	16.

The following two questions (items 17 and 18) will be used to determine if the reporting holding company must complete the Consolidated Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)4(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for Yes; enter "0" for No.) ...	0=No 1=Yes	BHCK C161	0	17.
--	---------------	--------------	---	-----

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for Yes; enter "0" for No.).....	0=No 1=Yes	BHCK C159		18.
--	---------------	--------------	--	-----

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all holding companies that are not required to file the FR Y-12.

19. a. Has the holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for Yes; enter "0" for No.).....	0=No 1=Yes	BHCK C700	0	19.a.
b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	C701	0	19.b.

Dollar Amounts in Thousands

	BHCK	Amount	
<i>Memoranda items 20 and 21 are to be completed only by holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.</i>			
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:			
a. Net assets	C252	0	20.a.
b. Balances due from related institutions:			
(1) Due from the holding company (parent company only), gross.....	4832	0	20.b.(1)
(2) Due from subsidiary banks of the holding company, gross	4833	0	20.b.(2)
(3) Due from nonbank subsidiaries of the holding company, gross	4834	0	20.b.(3)
c. Balances due to related institutions:			
(1) Due to holding company (parent company only), gross	5041	0	20.c.(1)
(2) Due to subsidiary banks of the holding company, gross.....	5043	0	20.c.(2)
(3) Due to nonbank subsidiaries of the holding company, gross	5045	0	20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors	5047	0	20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B)) ¹	C253	0	21.

1. A savings and loan holding company that wishes to engage in financial holding company activities must have an effective election to be treated as a financial holding company or conducts activities under section 10(c)(2)(H)(i) of the HOLA (12 U.S.C. 1467a(c)(2)(H)(i)).

Schedule HC-M—Continued

Memoranda item 22 is to be completed by holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

TEXT
C497

http:// _____

22.

Dollar Amounts in Thousands	BHCK	Amount	
<i>Memoranda items 23 through 24 are to be completed by all holding companies.</i>			
23. Secured liabilities:			
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)	F064	0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	F065	1,706,799	23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:			
a. Senior perpetual preferred stock or similar items	G234	0	24.a.
b. Warrants to purchase common stock or similar items.....	G235	0	24.b.

For Federal Reserve Bank Use Only

C.I. _____

Schedule HC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

Amounts reported by loan and lease category in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in items 11 and 12 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

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		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. Loans secured by real estate:							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans.....	F172	561	F174	0	F176	9,130	1.a.(1)
(2) Other construction loans and all land development and other land loans...	F173	0	F175	0	F177	0	1.a.(2)
b. Secured by farmland in domestic offices..	3493	0	3494	0	3495	0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:							
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit..	5398	949	5399	0	5400	1,531	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:							
(a) Secured by first liens	C236	3,702	C237	0	C229	7,299	1.c.(2)(a)
(b) Secured by junior liens	C238	116	C239	0	C230	322	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices..	3499	2,146	3500	0	3501	2,726	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm non-residential properties..	F178	137	F180	0	F182	7,429	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179	3,509	F181	0	F183	12,536	1.e.(2)
f. In foreign offices.....	B572	0	B573	0	B574	0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. U.S. banks and other U.S. depository institutions	5377	0	5378	0	5379	0	2.a.
b. Foreign banks	5380	0	5381	0	5382	0	2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1594	0	1597	0	1583	0	3.
4. Commercial and industrial loans	1606	4,781	1607	0	1608	377	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	0	K214	0	K215	0	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K216	404	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.....	5459	0	5460	0	5461	0	7.

Schedule HC-N—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		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
<i>Holding companies with less than \$5 billion in total assets are to report data item 8.c columns A, B and C and should leave data items 8.a and 8.b columns A, B and C blank.¹</i>							
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures ..	F166	0	F167	0	F168	0	8.a.
b. All other leases	F169	0	F170	0	F171	0	8.b.
c. Lease finance receivables	KX63		KX64		KX65		8.c.
9. Total loans and leases (sum of items 1 through 8.b) ²	1406	16,305	1407	0	1403	41,350	9.
10. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	0	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC) ...	K036	0	K037	0	K038	0	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039	0	K040	0	K041	0	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above ..	K042	0	K043	0	K044	0	11.b.
12. Portion of covered loans and leases reported in item 9 above that are protected by loss-sharing agreements with the FDIC.....	K102	0	K103	0	K104	0	12.

Memoranda

Dollar Amounts in Thousands	BHDM	Amount	BHDM	Amount	BHDM	Amount	
<i>Memoranda items 1.a.(1) through 1.d.(2) and 1.e.(3) through 1.f.(3)(c) are to be completed semi-annually in June and December by holding companies with less than \$5 billion in total assets.¹</i>							
1. Loan modifications to borrowers experiencing financial difficulty included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):							
a. Construction, land development, and other land loans in domestic offices:							
(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	0	M.1.a.(2)

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.
 2. For holding companies with less than \$5 billion in total assets, Total loans and leases (sum of items 1 through 7 plus 8c.)

Schedule HC-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		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. b. Loans secured by 1–4 family residential properties in domestic offices	BHCK		BHCK		BHCK		M.1.b.
	F661	0	F662	0	F663	120	
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM		BHDM		BHDM		M.1.c.
	K111	0	K112	0	K113	0	
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties ...	K114	0	K115	0	K116	2,609	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117	0	K118	0	K119	4,972	M.1.d.(2)
<i>Holding companies with less than \$5 billion in total assets are to report data item 1.e.(3) columns A, B and C and should leave Memoranda items 1.e.(1) and 1.e.(2) columns A, B and C blank.¹</i>							
1. e. Commercial and industrial loans:	BHCK		BHCK		BHCK		
(1) To U.S. addressees (domicile).....	K120	0	K121	0	K122	0	M.1.e.(1)
(2) To non-U.S. addressees (domicile)...	K123	0	K124	0	K125	0	M.1.e.(2)
(3) To U.S. addressees (domicile) and non-U.S. addresses (domicile)	KX66		KX67		KX68		M.1.e.(3)
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 and describe loan categories included in item 1.f, above that exceed 10 percent of total loan modifications to borrowers experiencing financial difficulty that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>							
(1) Loans secured by farmland in domestic offices.....	BHDM		BHDM		BHDM		M.1.f.(1)
	K130	0	K131	0	K132	0	
(2) Loans to finance agricultural production and other loans to farmers ..	BHCK		BHCK		BHCK		M.1.f.(2)
	K138	0	K139	0	K140	0	
(3) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K274	0	K275	0	K276	0	M.1.f.(3)(a)
(b) Automobile loan	K277	0	K278	0	K279	0	M.1.f.(3)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards	K280	0	K281	0	K282	0	M.1.f.(3)(c)

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-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		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. g. Total loan modifications to borrowers experiencing financial difficulty included in Schedule HC-N items 1 through 7, above (sum of Memorandum items 1.a.(1) through item 1.f) ¹	HK26	0	HK27	0	HK28	7,701	M.1.g.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above	6558	0	6559	0	6560	0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees.....	3508	0	1912	0	1913	0	M.3.
4. Not applicable.							
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above)..	C240	0	C241	0	C226	0	M.5.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
	BHCK	Amount	BHCK	Amount	
<i>Item 6 is to be reported only by holding companies with total consolidated assets² of \$5 billion or more, or with \$2 billion or more in par/notional amounts of off-balance-sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).</i>					
6. Derivative contracts: Fair value of amounts carried as assets	3529	0	3530	0	M.6.

Dollar Amounts in Thousands	BHCK	Amount	
<i>Memorandum items 7 and 8 are to be completed semiannually in the June and December reports only.</i>			
7. Additions to nonaccrual assets during the previous six months	C410		M.7.
8. Nonaccrual assets sold during the previous six months	C411		M.8.
9. Not applicable.			

1. Exclude amounts reported in Memorandum items 1.f.(1) through 1.f.(3) when calculating the total in Memorandum item 1.g.
 2. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-P—1–4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by holding companies with \$5 billion or more in total assets^{1,2} at which either 1–4 family residential mortgage loan originations and purchases for resale¹ from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices that exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK	Amount	
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale:.....		HT81	143,664	1.
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale:.....		HT82	0	2.
3. 1–4 family residential mortgages sold during the quarter.....		FT04	145,735	3.
4. 1–4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5)		FT05	17,766	4.
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i).....		HT85	948	5.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter		HT86	0	6.
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 ³		L191		7.a.
b. For representations and warranties made to other parties ³		L192		7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)		M288	1,194	7.c.

1. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.
 2. Asset-size test is based on the total assets reported as of prior year June 30 report date.
 3. Amounts reported in items 7.a and 7.b will not be made available to the public on an individual institution basis.

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

Schedule HC-Q is to be completed by all holding companies with \$5 billion or more in total assets² that:

- (1) 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
- (2) Are required to complete Schedule HC-D, Trading Assets and Liabilities.

	(Column A) Total Fair Value Reported on Schedule HC		(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	
	BHCY	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount
Assets	Dollar Amounts in Thousands									
1. Available-for-sale debt and equity securities with readily determinable fair values not held for trading ¹	JA36		G474		G475		G476		G477	
2. Federal funds sold and securities purchased under agreements to resell	BHCK									
3. Loans and leases held for sale	G478		G479		G480		G481		G482	
4. Loans and leases held for investment	G483		G484		G485		G486		G487	
5. Trading assets:	G488		G489		G490		G491		G492	
a. Derivative assets	BHCT									
b. Other trading assets	3543		G493		G494		G495		G496	
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	BHCK									
6. All other assets	G497		G498		G499		G500		G501	
7. Total assets measured at fair value on a recurring basis	F240		F684		F692		F241		F242	
	G391		G392		G395		G396		G804	
	G502		G503		G504		G505		G506	
Liabilities										
8. Deposits	F252		F686		F694		F253		F254	
9. Federal funds purchased and securities sold under agreements to repurchase	G507		G508		G509		G510		G511	
10. Trading liabilities:	BHCT									
a. Derivative liabilities	3547		G512		G513		G514		G515	
b. Other trading liabilities	BHCK									
	G516		G517		G518		G519		G520	

1. The amount reported in item 1, column A, must equal the sum of Schedule HC, item 2.b and 2.c.
2. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-Q—Continued

	Dollar Amounts in Thousands									
	(Column A) Total Fair Value Reported on Schedule HC		(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	
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount
Liabilities (continued)										
11. Other borrowed money	G521		G522		G523		G524		G525	
12. Subordinated notes and debentures	G526		G527		G528		G529		G530	
13. All other liabilities.....	G805		G806		G807		G808		G809	
14. Total liabilities measured at fair value on a recurring basis.....	G531		G532		G533		G534		G535	

Memoranda

	Dollar Amounts in Thousands									
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$100,000 and exceed 25 percent of item 6):										
a. Mortgage servicing assets.....	G536		G537		G538		G539		G540	
b. Nontrading derivative assets	G541		G542		G543		G544		G545	
c. <small>BHTX G546</small>	G546		G547		G548		G549		G550	
d. <small>BHTX G551</small>	G551		G552		G553		G554		G555	
e. <small>BHTX G556</small>	G556		G557		G558		G559		G560	
f. <small>BHTX G561</small>	G561		G562		G563		G564		G565	
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$100,000 and exceed 25 percent of item 13):										
a. Loan commitments (not accounted for as derivatives).....	F261		F689		F697		F262		F263	
b. Nontrading derivative liabilities	G566		G567		G568		G569		G570	
c. <small>BHTX G571</small>	G571		G572		G573		G574		G575	
d. <small>BHTX G576</small>	G576		G577		G578		G579		G580	
e. <small>BHTX G581</small>	G581		G582		G583		G584		G585	
f. <small>BHTX G586</small>	G586		G587		G588		G589		G590	

11.
12.
13.
14.

M.1.a.
M.1.b.
M.1.c.
M.1.d.
M.1.e.
M.1.f.

M.2.a.
M.2.b.
M.2.c.
M.2.d.
M.2.e.
M.2.f.

Schedule HC-Q—Continued

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
<i>Memorandum items 3 and 4 are to be completed by holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>			
3. Loans measured at fair value:			
a. Loans secured by real estate:			
(1) Secured by 1–4 family residential properties	HT87		M.3.a.(1)
(2) All other loans secured by real estate	HT88		M.3.a.(2)
b. Commercial and industrial loans	F585		M.3.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....	HT89		M.3.c.
d. Other loans.....	F589		M.3.d.
4. Unpaid principal balances of loans measured at fair value (reported in memorandum item 3):			
a. Loans secured by real estate:			
(1) Secured by 1–4 family residential properties	HT91		M.4.a.(1)
(2) All other loans secured by real estate	HT92		M.4.a.(2)
b. Commercial and industrial loans	F597		M.4.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	HT93		M.4.c.
d. Other loans.....	F601		M.4.d.

For Federal Reserve Bank Use Only
C.I. _____

Schedule HC-R—Regulatory Capital

Part I. Regulatory Capital Components and Ratios

		Dollar Amounts in Thousands		BHCA	Amount	
Common Equity Tier 1 Capital						
1.	Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	P742	1,000,351			1.
2.	Retained earnings ¹	KW00	660,974			2.
a.	Does your institution have a CECL transition election in effect as of the quarter-end report date? (enter "0" for No; enter "1" for Yes with a 3-year CECL transition election; enter "2" for Yes with a 5-year 2020 CECL transition election.)	BHCA		JJ29	0	2.a.
3.	Accumulated other comprehensive income (AOCI)	BHCA		B530	-8,788	3.
a.	AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.)	0=No		BHCA		
		1=Yes		P838	1	3.a.
4.	Common equity tier 1 minority interest includable in common equity tier 1 capital	BHCA		P839	0	4.
5.	Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)	P840	1,652,537			5.
Common Equity Tier 1 Capital: Adjustments and Deductions						
6.	LESS: Goodwill net of associated deferred tax liabilities (DTLs)	P841	523,308			6.
7.	LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	P842	8,856			7.
8.	LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs	P843	19,938			8.
9.	AOCI-related adjustments (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):					
a.	LESS: Net unrealized gains (losses) on available-for-sale debt securities (if a gain, report as a positive value; if a loss, report as a negative value)	P844	-8,159			9.a.
b.	Not applicable.					
c.	LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value)	P846	4			9.c.
d.	LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value)	P847	0			9.d.
e.	LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value)	P848	-633			9.e.
f.	To be completed only by holding companies that entered "0" for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value)	P849				9.f.

1. Holding companies that have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in this item.

Schedule HC-R—Continued

Part I—Continued

		Dollar Amounts in Thousands		BHCA	Amount	
10.	Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:					
a.	LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value).....			Q258	0	10.a.
b.	LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions			P850	0	10.b.

		Dollar Amounts in Thousands				
		(Column A) Non-advanced Approaches Holding Companies ¹		(Column B) Advanced Approaches Holding Companies ¹		
		BHCA	Amount	BHCW	Amount	
11.	LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments			P851		11.
12.	Subtotal (for column A, item 5 minus items 6 through 10.b; for column B, item 5 minus items 6 through 11).....	P852	1,109,223	P852		12.
13.a.	LESS: Investments in the capital of unconsolidated financial institutions, net of associated DTLs, that exceed 25 percent of item 12.....	LB58	0			13.a.
13.b.	LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold..			P853		13.b.
14.a.	LESS: MSAs, net of associated DTLs, that exceed 25 percent of item 12.....	LB59	0			14.a.
14.b.	LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold			P854		14.b.
15.a.	LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed 25 percent of item 12	LB60	0			15.a.
15.b.	LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold			P855		15.b.
16.	LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold			P856		16.
17.	LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital ² to cover deductions.....	P857	0	P857		17.
18.	Total adjustments and deductions for common equity tier 1 capital ³	P858	0	P858		18.
19.	Common equity tier 1 capital (item 12 minus item 18)	P859	1,109,223	P859		19.

1. All non-advanced approaches holding companies should complete column A for items 11-19; all advanced approaches holding companies should complete column B for items 11-19.
 2. A holding company that has a CBLR framework election in effect as of the quarter-end report date is neither required to calculate tier 2 capital nor make any deductions that would have been taken from tier 2 capital as of the report date.
 3. All non-advanced approaches holding companies should report in item 18, column A, the sum of items 13.a, 14.a, 15.a, and 17, column A; all advanced approaches holding companies should report in item 18, column B, the sum of items 13.b, 14.b, 15.b, 16, and 17, column B.

Schedule HC-R—Continued

Part I—Continued

Qualifying Criteria and Other Information for CBLR holding company*

Dollar Amounts in Thousands	(Column A)		(Column B)		
	BHCA	Amount	BHCA	Percentage	
32. Total assets (Schedule HC, item 12); (must be less than \$10 billion)	2170				32.
33. Trading assets and trading liabilities (Schedule HC, sum of items 5 and 15). Report as a dollar amount in column A and as a percentage of total assets (5% limit) in column B	KX77		KX78		33.
34. Off-balance sheet exposures:					
a. Unused portion of conditionally cancellable commitments	KX79				34.a.
b. Securities lent and borrowed (Schedule HC-L, sum of items 6.a and 6.b)	KX80				34.b.
c. Other off-balance sheet exposures	KX81				34.c.
d. Total off-balance sheet exposures (sum of items 34.a through 34.c). Report as a dollar amount in column A and as a percentage of total assets (25% limit) in column B	KX82		KX83		34.d.
		Dollar Amounts in Thousands	BHCA	Amount	
35. Unconditionally cancellable commitments			S540		35.
36. Investments in the tier 2 capital of unconsolidated financial institutions			LB61		36.

If your holding company entered "0" for No in item 31.a, complete items 37 through 53, as applicable, and Part II of Schedule HC-R. If your holding company entered "1" for Yes in item 31.a, do not complete items 37 through 53 or Part II of Schedule HC-R.

Dollar Amounts in Thousands	BHCA	Amount	
Tier 2 Capital¹			
37. Tier 2 capital instruments plus related surplus	P866	100,000	37.
38. Non-qualifying capital instruments subject to phase out from tier 2 capital	P867	0	38.
39. Total capital minority interest that is not included in tier 1 capital	P868	0	39.
40. a. Adjusted allowances for credit losses(AACL) includable in tier 2 capital ²	5310	86,572	40.a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital	BHCW		
	5310		40.b.
41. Not applicable.	BHCA		
42. a. Tier 2 capital before deductions (sum of items 37 through 40.a)	P870	186,572	42.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 37 through 39, plus item 40.b)	BHCW		
	P870		42.b.

* Report each ratio and buffer as a percentage, rounded to four decimal places, e.g., 12.3456.

1. A holding company that has a CBLR election in effect as of the quarter-end report date is neither required to calculate tier 2 capital nor make any deductions that would have been taken from tier 2 capital as of the report date.
2. Holding companies that have elected to apply the 3-year or the 5-year 2020 CECL transition provision should subtract the applicable portion of the AACL transitional amount or the modified AACL transitional amount, respectively, from the AACL, as defined in the regulatory capital rule, before determining the amount of AACL includable in tier 2 capital. See instructions for further detail on the CECL transition provisions.

Schedule HC-R—Continued

Part I—Continued

	Dollar Amounts in Thousands		BHCA	Amount	
43. LESS: Tier 2 capital deductions	P872			0	43.
44. a. Tier 2 capital (greater of item 42.a minus item 43, or zero)	5311			186,572	44.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital	BHCW				
(greater of item 42.b minus item 43, or zero)	5311				44.b.
Total Capital					
45. a. Total capital (sum of items 26 and 44.a)	3792			1,371,264	45.a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital	BHCW				
(sum of items 26 and 44.b)	3792				45.b.
Total Risk-Weighted Assets					
46. a. Total risk-weighted assets (from Schedule HC-R, Part II item 31)	A223			10,500,599	46.a.
b. (Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets	BHCW				
using advanced approaches rule (from FFIEC 101 Schedule A, item 60)	A223				46.b.

	Column A		Column B		
	BHCA	Percentage	BHCW	Percentage	
Risk-Based Capital Ratios*					
47. Common equity tier 1 capital ratio (Column A: item 19, column A or B, as applicable, divided by item 46.a) (Advanced approaches holding companies that exit parallel run only: Column B, item 19, column B, divided by item 46.b)	P793	10.5634	P793		47.
48. Tier 1 capital ratio (Column A: item 26 divided by item 46.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 46.b)	7206	11.2821	7206		48.
49. Total capital ratio (Column A: item 45.a divided by item 46.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 45.b divided by item 46.b)	7205	13.0589	7205		49.

	BHCA	Percentage	
Capital Buffer* for Holding Companies not Subject to the Capital Plan Rule (items 50-52)			
50. Capital conservation buffer	H311	5.0589	50.

	Dollar Amounts in Thousands		BHCA	Amount	
Holding companies must complete items 51 and 52 if the amount in item 50 is less than or equal to the applicable:					
51. Eligible retained income ¹	H313				51.
52. Distributions and discretionary bonus payments during the quarter ²	H314				52.

	BHCA	Percentage	
Supplementary Leverage Ratio*			
53. Advanced approaches holding companies and holding companies subject to category III capital standards only: Supplementary leverage ratio (From FFIEC 101 Schedule A, Table 2, item 2.22)	H036		53.

	Dollar Amounts in Thousands		BHCA	Amount	
Long-Term Debt and Total Loss Absorbing Capacity					
Note: only the top-tier BHCs of U.S. GSIBs and the IHCs of foreign GSIBs must complete items 54 to 59.					
54. Outstanding eligible long-term debt	LF21				54.
55. Total loss absorbing capacity	LF22				55.

* Report each ratio and buffer as a percentage, rounded to four decimal places, e.g., 12.3456.

1. Holding companies not subject to the capital plan rule must complete item 51 only if the amount reported in item 50 above is less than or equal to 2.5000 percent.
2. Holding companies not subject to the capital plan rule must complete item 52 only if the amount reported in item 50 above for the previous calendar quarter-end report date was less than or equal to 2.5000 percent.

Schedule HC-R—Continued

Part I—Continued

	(Column A)		(Column B)		
	BHCA	Percentage	BHCW	Percentage	
Long-Term Debt and Total Loss Absorbing Capacity Ratios*					
56. LTD and TLAC total risk-weighted assets ratios (Column A: item 54 divided by item 46.a Column B: item 55 divided by item 46.a)	LF23		LF23		56.
57. Top-tier BHCs of U.S. GSIBs only: LTD and TLAC total risk-weighted assets ratios using advanced approaches rule (Column A: item 54 divided by item 46.b) (Column B: item 55 divided by item 46.b)	MK66		MK66		57.
58. IHCs of foreign GSIBs only: LTD and TLAC leverage ratios (Column A: item 54 divided by item 30) (Column B: item 55 divided by item 30)	LF24		LF24		58.
59. Holding companies subject to Category I, II, or III standards: LTD and TLAC supplementary leverage ratios (Column A: item 54 divided by FFIEC 101 Schedule A, Table 2, item 2.21) (Column B: item 55 divided by FFIEC 101 Schedule A, Table 2, item 2.21)	LF25		LF25		59.

	(Column A) Standardized Approach		(Column B) Advanced Approaches		
	BHCA	Percentage	BHCW	Percentage	
Risk-Based Capital Buffer for holding companies subject to the Board's capital plan rule only:					
60. Capital conservation buffer requirement (sum of items 60.a through 60.c)					
a. of which: Stress capital buffer or 2.500% (for advanced approaches)	LE85		LE85		60.a.
b. of which: GSIB surcharge (if applicable).....	LE86		LE86		60.b.
c. of which: Countercyclical capital buffer amount (if applicable)	LE87		LE87		60.c.
61. Capital conservation buffer	MK76		H311		61.

	BHCA	Percentage	
	TLAC Buffers*		
Note: only the top-tier BHCs of U.S. GSIBs and the IHCs of foreign GSIBs must complete item 62.a. The top-tier BHCs of U.S. GSIBs must complete item 62.b.			
62. Institution-specific buffer necessary to avoid limitations on distributions and discretionary bonus payments:			
a. TLAC risk-weighted asset buffer	LF27		62.a.
b. TLAC leverage buffer	LF28		62.b.

	Dollar Amounts in Thousands		
	BHCA	Amount	
Leverage buffer and requirements for holding companies subject to the capital plan rule:			
63. Total leverage exposure for the supplementary leverage ratio (SLR) (if applicable)	LE88		63.
		Percentage	
64. Leverage buffer requirement (if applicable)	LE89		64.
65. Leverage ratio buffer (if applicable)	LE90		65.
Maximum payout ratios and amounts for holding companies subject to the capital plan rule:			
66. Eligible retained income	MK77	Amount	66.
		Percentage	
67. Maximum payout ratio	LE91		67.
		Amount	
68. Maximum payout amount.....	LE92		68.
69. Distributions and discretionary bonus payments during the quarter	MK78		69.

* Report each ratio and buffer as a percentage, rounded to four decimal places, e.g., 12.3456.

Schedule HC-R—Continued
Part II. Risk-Weighted Assets

Holding companies that entered "1" for Yes in Schedule HC-R, Part I, item 31.a, do not have to complete Schedule HC-R, Part II.

Holding companies (HC) are required to assign a 100 percent risk-weight to all assets not specifically assigned a risk-weight under Subpart D of the Federal Reserve's regulatory capital rules¹ and not deducted from tier 1 or tier 2 capital.

	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
	Amount	Amount	0%	2%	4%	10%	20%	50%	100%	150%
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Allocation by Risk-Weight Category										
Balance Sheet Asset Categories²										
<i>Items 1 through 25, (columns A through U as applicable) are to be reported semiannually in June and December by holding companies with less than \$5 billion in total consolidated assets.^{3, 4}</i>										
1. Cash and balances due from depository institutions.....	BHCK D957 274,124	BHCK S396 0	BHCK D958 217,668				BHCK D959 56,456	BHCK S397 0	BHCK D960 0	BHCK S398 0
2. Securities:										
a. Held-to-maturity securities ^{3, 4}	BHCK D961 910,718	BHCK S399 -1,962	BHCK D962 167,644	BHCK HJ74 0	BHCK HJ75 0		BHCK D963 632,122	BHCK D964 50,200	BHCK D965 62,714	BHCK S400 0
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading	BHCK JA21 1,176,775	BHCK S402 -11,045	BHCK D967 831,482	BHCK HJ76 0	BHCK HJ77 0		BHCK D968 283,766	BHCK D969 0	BHCK D970 72,572	BHCK S403 0
3. Federal funds sold and securities purchased under agreements to resell:										
a. Federal funds sold (in domestic offices)...	BHCK D971 0		BHCK D972 0						BHCK D974 0	BHCK S411 0
b. Securities purchased under agreements to resell	BHCK H171 0	BHCK H172 0								

1. For bank holding companies, 12 CFR Part 217 and 225; and for covered savings and loan holding companies, 12 CFR Part 217. 2. All securitization exposures held as on-balance sheet assets of the reporting institution are to be excluded from items 1 through 8 and are to be reported instead in item 9. 3. Asset-size test is based on the total assets reported as of prior year June 30 report date. 4. **Holding companies** that have reported held-to-maturity securities net of allowances or credit losses in item 2.a, column A, should report as a negative number in item 2.a, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

Schedule HC-R—Continued
Part II—Continued

(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)
	250%	300%	400%	600%	625%	937.5%	1250%	Risk-Weighted Asset Amount
Allocation by Risk-Weight Category								
Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Dollar Amounts in Thousands								
Balance Sheet Asset Categories (continued)								
1. Cash and balances due from depository institutions.....								
2. Securities:								
a. Held-to-maturity securities.....								
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading								
3. Federal funds sold and securities purchased under agreements to resell:								
a. Federal funds sold (in domestic offices)								
b. Securities purchased under agreements to resell								
	BHCK H270	BHCK S405		BHCK S406			BHCK H271	BHCK H272
	0	0		0			0	0

1.
2.a.
2.b.
3.a.
3.b.

5. Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.

Schedule HC-R—Continued
Part II—Continued

Dollar Amounts in Thousands	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
	Amount	Amount	0%	2%	4%	10%	20%	50%	100%	150%
	Allocation by Risk-Weight Category									
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
4. Loans and leases held for sale:										
a. Residential mortgage exposures	BHCK S413 17,767	BHCK S414 0	BHCK H173 0				BHCK S415 0	BHCK S416 17,767	BHCK S417 0	
b. High volatility commercial real estate exposures.....	BHCK S419 0	BHCK S420 0	BHCK H174 0				BHCK H175 0	BHCK H176 0	BHCK H177 0	BHCK S421
c. Exposures past due 90 days or more or on nonaccrual ⁶	BHCK S423 0	BHCK S424 0	BHCK S425 0	BHCK HJ78 0	BHCK HJ79 0		BHCK S426 0	BHCK S427 0	BHCK S428 0	BHCK S429
d. All other exposures.....	BHCK S431 0	BHCK S432 0	BHCK S433 0	BHCK HJ80 0	BHCK HJ81 0		BHCK S434 0	BHCK S435 0	BHCK S436 0	BHCK S437
5. Loans and leases held for investment: ⁷										
a. Residential mortgage exposures.....	BHCK S439 3,989,752	BHCK S440 56	BHCK H178 0				BHCK S441 0	BHCK S442 3,877,084	BHCK S443 112,612	
b. High volatility commercial real estate exposures.....	BHCK S445 0	BHCK S446 0	BHCK H179 0				BHCK H180 0	BHCK H181 0	BHCK H182 0	BHCK S447
c. Exposures past due 90 days or more or on nonaccrual ⁶	BHCK S449 29,472	BHCK S450 33	BHCK S451 0	BHCK HJ82 0	BHCK HJ83 0		BHCK S452 0	BHCK S453 0	BHCK S454 0	BHCK S455
d. All other exposures	BHCK S457 6,551,864	BHCK S458 180	BHCK S459 2,812	BHCK HJ84 0	BHCK HJ85 0		BHCK S460 0	BHCK S461 0	BHCK S462 6,548,872	BHCK S463
6. LESS: Allowance for credit losses on loans and leases	BHCK 3123 81,236	BHCK 3123 81,236								

6. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
 7. **Holding companies** should report as a positive number in column B of items 5.a through 5.d, as appropriate, any allowances for credit losses on purchased credit-deteriorated assets reported in column A of items 5.a through 5.d, as appropriate.
 8. For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule HC-R—Continued
Part II—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)
	250% Amount	300% Amount	400% Amount	600% Amount	625% Amount	937.5% Amount	1250% Amount	Exposure Amount	Risk-Weighted Asset Amount
Dollar Amounts in Thousands									
4. Loans and leases held for sale:									
a. Residential mortgage exposures								BHCK H273	BHCK H274
b. High volatility commercial real estate exposures.....								0	0
c. Exposures past due 90 days or more or on nonaccrual ¹⁰								BHCK H275	BHCK H276
d. All other exposures.....								0	0
5. Loans and leases held for investment:									
a. Residential mortgage exposures.....								BHCK H277	BHCK H278
b. High volatility commercial real estate exposures.....								BHCK H279	BHCK H280
c. Exposures past due 90 days or more or on nonaccrual ¹¹								0	0
d. All other exposures.....								0	0
6. LESS: Allowance for credit losses on loans and leases								BHCK H281	BHCK H282
								0	0
								BHCK H283	BHCK H284
								0	0
								BHCK H285	BHCK H286
								0	0
								BHCK H287	BHCK H288
								0	0

9. Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.
 10. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
 11. For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule HC-R—Continued
Part II—Continued

	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	Allocation by Risk-Weight Category							(Column J)
			(Column C) 0%	(Column D) 2%	(Column E) 4%	(Column F) 10%	(Column G) 20%	(Column H) 50%	(Column I) 100%	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
	BHCK D976	BHCK S466	BHCK D977	BHCK HJ86	BHCK HJ87	BHCK D978	BHCK D979	BHCK D980	BHCK S467	
	0	0	0	0	0	0	0	0	0	
7. Trading Assets	BHCK D981	BHCK S469	BHCK D982	BHCK HJ88	BHCK HJ89	BHCK D983	BHCK D984	BHCK D985	BHCK H185	
	1,327,178	608,672	42,833	0	0	104,438	10,589	400,053	0	
8. All other assets ^{12, 13, 14}										
a. Separate account bank-owned life insurance										
b. Default fund contributions to central counterparties										

12. 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.

13. **Holding companies** that have elected to apply the 3-year or the 5-year 2020 CECL transition provision should report as a positive number in item 8, column B, the applicable portion of the DTA transitional amount as determined in accordance with the 3-year or the 5-year 2020 CECL transition rule, respectively.

14. **Holding companies** that have reported any assets net of allowances for credit losses in item 8, column A, should report as a negative number in item 8, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

Schedule HC-R—Continued
Part II—Continued

	Allocation by Risk-Weight Category										Application of Other Risk-Weighting Approaches ¹⁵	
	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	Exposure Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands	250%	300%	400%	600%	625%	937.5%	1250%	Amount	Amount	Amount	Amount	
7. Trading Assets	BHCK H289	BHCK H186	BHCK H290	BHCK H187				BHCK H291	BHCK H292			
	0	0	0	0				0	0			
8. All other assets ¹⁶	BHCK H293	BHCK H188	BHCK S470	BHCK S471				BHCK H294	BHCK H295			
a. Separate account bank-owned life insurance	2,940	0	429	0				0	0			
b. Default fund contributions to central counterparties												
								BHCK H296	BHCK H297			
								157,224	101,737			
								BHCK H298	BHCK H299			
								0	0			

¹⁵ Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.

¹⁶ 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 HC-R—Continued
Part II—Continued

Securitization Exposures: On-and Off-Balance Sheet

9. On-balance sheet securitization exposures:

	Dollar Amounts in Thousands										
	(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column C) Amount	(Column D) 1250% Category	(Column E) Amount	(Column F) SSFA ¹⁷ Amount	(Column G) Total Risk-Weighted Asset Amount by Calculation Methodology	(Column H) Amount	(Column I) Gross-Up Amount	(Column J) Amount	
a. Held-to-maturity securities ¹⁸	BHCK S475	BHCK S476	BHCK S477	BHCK S478	BHCK S479	BHCK S480	BHCK S481	BHCK S482	BHCK S483	BHCK S484	9.a.
	9,015	9,015	0	0	1,803	0	0	0	0	0	
b. Available-for-sale securities.....	BHCK S480	BHCK S481	BHCK S482	BHCK S483	BHCK S484	BHCK S485	BHCK S486	BHCK S487	BHCK S488	BHCK S489	9.b.
	129,791	129,791	0	0	37,539	0	0	0	0	0	
c. Trading assets.....	BHCK S490	BHCK S491	BHCK S492	BHCK S493	BHCK S494	BHCK S495	BHCK S496	BHCK S497	BHCK S498	BHCK S499	9.c.
	0	0	0	0	0	0	0	0	0	0	
d. All other on-balance sheet securitization exposures.....	BHCK S495	BHCK S496	BHCK S497	BHCK S498	BHCK S499	31,857	31,857	0	6,852	0	9.d.
	0	0	0	0	0	0	0	0	0	0	
10. Off-balance sheet securitization exposures.....	31,857	31,857	0	0	6,852	0	0	0	0	0	10.

Allocation by Risk-Weight Category

	Allocation by Risk-Weight Category													
	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Amount	(Column D) 0%	(Column E) Amount	(Column F) 10%	(Column G) Amount	(Column H) 20%	(Column I) Amount	(Column J) 50%	(Column K) Amount	(Column L) 100%	(Column M) Amount	(Column N) 150%
Dollar Amounts in Thousands	BHCT 2170	BHCK S500	BHCK D987	BHCK HJ90	BHCK HJ91	BHCK S504	BHCK S505	BHCK S506	BHCK D989	BHCK D990	BHCK S503	BHCK S504	BHCK S505	BHCK S506
11. Total balance sheet assets ¹⁹	14,335,220	653,504	1,262,439	0	0	1,076,782	3,955,640	7,196,823	29,439	0	0	0	0	

	Application of Other Risk-Weighting Approaches																	
	(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column C) Amount	(Column D) Amount	(Column E) Amount	(Column F) Amount	(Column G) Amount	(Column H) Amount	(Column I) Amount	(Column J) Amount	(Column K) Amount	(Column L) Amount	(Column M) Amount	(Column N) Amount	(Column O) Amount	(Column P) Amount	(Column Q) Amount	(Column R) Amount
Dollar Amounts in Thousands	BHCK S504	BHCK S505	BHCK S506	BHCK S507	BHCK S508	BHCK S509	BHCK S510	BHCK S511	BHCK S512	BHCK S513	BHCK S514	BHCK S515	BHCK S516	BHCK S517	BHCK S518	BHCK S519	BHCK S520	BHCK S521
11. Total balance sheet assets ¹⁹	2,940	0	429	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

17. Simplified Supervisory Formula Approach. 18. Holding companies that have reported held-to-maturity securities net of allowances for credit losses in item 9.a, column A, should report as a negative number in item 9.a, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets. 19. For each of columns A through R of item 11, report the sum of columns B through R must equal column A. Item 11, column A, must equal Schedule HC, item 12.

Schedule HC-R—Continued
Part II—Continued

	(Column A) Face, Notional, or Other Amount	CCF ²⁰	(Column B) Credit Equivalent Amount ²¹	Allocation by Risk-Weight Category										
				(Column C) 0%	(Column D) 2%	(Column E) 4%	(Column F) 10%	(Column G) 20%	(Column H) 50%	(Column I) 100%	(Column J) 150%			
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk-Weighting (Excluding Securitization Exposure)²²														
12. Financial standby letters of credit	BHCK D991 0	1.0	BHCK D992 0	BHCK D993 0	BHCK HJ92 0	BHCK HJ93 0		BHCK D994 0	BHCK D995 0	BHCK D996 0		BHCK S511 0		
13. Performance standby letters of credit and transaction-related contingent items	BHCK D997 28,521	0.5	BHCK D998 14,261	BHCK D999 0				BHCK G603 0	BHCK G604 0	BHCK G605 14,261		BHCK S512 0		
14. Commercial and similar letters of credit with an original maturity of one year or less	BHCK G606 0	0.2	BHCK G607 0	BHCK G608 0	BHCK HJ94 0	BHCK HJ95 0		BHCK G609 0	BHCK G610 0	BHCK G611 0		BHCK S513 0		
15. Retained recourse on small business obligations sold with recourse	BHCK G612 0	1.0	BHCK G613 0	BHCK G614 0				BHCK G615 0	BHCK G616 0	BHCK G617 0		BHCK S514 0		

20. Credit conversion factor.
21. Column A multiplied by credit conversion factor. For each of items 12 through 21, the sum of columns C through J plus column R must equal column B.
22. All derivatives and off-balance sheet items that are securitization exposures are to be excluded from items 12 through 21 and are to be reported instead in item 10.

Schedule HC-R—Continued
Part II—Continued

	(Column A) Face, Notional, or Other Amount	(Column B) Credit Equivalent Amount ²⁴	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
			0%	2%	4%	10%	20%	50%	100%	150%
			Amount							
			BHCK S517	BHCK S518	BHCK S519		BHCK S520	BHCK S521	BHCK S522	BHCK S523
			BHCK G620				BHCK G621	BHCK G622	BHCK G623	BHCK S524
Dollar Amounts in Thousands										
16. Repo-style transactions ²⁵	BHCK S515	BHCK S516								
	63,476	63,476	0	0	0		63,476	0	0	0
17. All other off-balance sheet liabilities	BHCK G618	BHCK G619								
	0	0	0				0	0	0	0
18. Unused commitments: (exclude unused commitments to asset-backed commercial paper conduits):										
a. Original maturity of one year or less	BHCK S525	BHCK S526								
	998,912	199,762	0	0	0		0	23,458	176,324	0
b. Original maturity exceeding one year	BHCK G624	BHCK G625								
	1,295,368	647,684	0	0	0		0	0	647,684	0
19. Unconditionally cancelable commitments	BHCK S540	BHCK S541								
	247,779	0								
20. Over-the-counter derivatives		BHCK S542								
		104,807	0	0	0	0	72,571	0	32,236	0
21. Centrally cleared derivatives		BHCK S549								
		0	0	0	0		0	0	0	0
22. Unsettled transactions (failed trades) ²⁶	BHCK H191									
	0		0				0	0	0	0

23. Credit conversion factor.

24. For items 18.b. and 19, column A multiplied by credit conversion factor.

25. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), and securities lent.

26. For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued
Part II—Continued

	(Column O)		(Column P)	(Column Q)	(Column R)		(Column S)
	Allocation by Risk-Weight Category		937.5%	1250%	Application of Other Risk-Weighting Approaches ²⁷		
	625%	Amount	Amount	Amount	Credit Equivalent Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands							
16. Repo-style transactions ²⁸					BHCK H301	BHCK H302	16.
17. All other off-balance sheet liabilities							17.
18. Unused commitments: (exclude unused commitments to asset-backed commercial paper conduits):							
a. Original maturity of one year or less					BHCK H303	BHCK H304	18.a.
b. Original maturity exceeding one year					BHCK H307	BHCK H308	18.b.
19. Unconditionally cancelable commitments.....							19.
20. Over-the-counter derivatives					BHCK H309	BHCK H310	20.
21. Centrally cleared derivatives							21.
22. Unsettled transactions (failed trades) ²⁹							22.

²⁷ Includes, for example, exposures collateralized by securitization exposures or mutual funds.

²⁸ Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), and securities lent.

²⁹ For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued
Part II—Continued

Allocation by Risk-Weight Category										
(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)			
0%	2%	4%	10%	20%	50%	100%	150%			
Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount			
Dollar Amounts in Thousands										
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)	1,262,439	0	0	1,212,829	3,979,098	8,067,328	29,439			
24. Risk weight factor	X 2%	X 4%	X 10%	X 20%	X 50%	X 100%	X 150%			
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	0	0	0	242,566	1,989,549	8,067,328	44,159			

Schedule HC-R—Continued
Part II—Continued

	Allocation by Risk-Weight Category							
	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	
	250%	300%	400%	600%	625%	937.5%	1250%	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Dollar Amounts in Thousands								
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)	BHCK S562 2,940	BHCK S563 0	BHCK S564 429	BHCK S565 0	BHCK S566 0	BHCK S567 0	BHCK S568 0	
24. Risk weight factor	X 250%	X 300%	X 400%	X 600%	X 625%	X 937.5%	X 1250%	
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	BHCK S573 7,350	BHCK S574 0	BHCK S575 1,716	BHCK S576 0	BHCK S577 0	BHCK S578 0	BHCK S579 0	

Items 26 through 31 are to be reported quarterly by all holding companies.

	Dollar Amounts in Thousands	
	BHCK	Amount
26. Risk-weighted assets for purposes of calculating the adjusted allowance for credit losses (AACL) 1.25 percent threshold	S580	10,401,886
27. Standardized market-risk weighted assets (applicable only to holding companies that are covered by the market risk capital rules)	S581	0
28. Risk-weighted assets before deductions for excess AACL ³⁰ and allocated risk transfer risk reserve ³¹	B704	10,500,599
29. LESS: Excess AACL ³⁰	A222	0
30. LESS: Allocated transfer risk reserve	3128	0
31. Total risk-weighted assets (item 28 minus items 29 and 30)	G641	10,500,599

30. Holding companies that have elected to apply the 3-year or the 5-year 2020 CECL transition provision should subtract the applicable portion of the AACL transitional amount or the modified AACL transitional amount, respectively, from the AACL, as defined in the regulatory capital rule, before determining the amount of excess AACL.

31. Sum of items 2.b through 20, column S; items 9.a, 9.b, 9.c, 9.d, and 10, columns T and U; item 25, columns C through Q; and item 27 (if applicable).

Schedule HC-R—Continued
Part II—Continued
Memoranda

Memoranda items 1, 2 and 3, columns A, B and C are to be completed semiannually in June and December by holding companies with less than \$5 billion in total assets¹.

		Dollar Amounts in Thousands				BHCK	Amount	
						G642	58,303	
							M.1.	
		With a remaining maturity of						
		(Column A) One year or less			(Column B) Over one year through five years			(Column C) Over 5 years
	BHCK	Amount	BHCK	Amount	BHCK	Amount		
1. Current credit exposure across all derivative contracts covered by the regulatory capital rules								
2. Notional principal amounts of over-the-counter derivative contracts:								
a. Interest rate	S582	204,883	S583	1,750,882	S584	1,651,082	M.2.a.	
b. Foreign exchange rate and gold	S585	0	S586	0	S587	0	M.2.b.	
c. Credit (investment grade reference asset)	S588	0	S589	0	S590	0	M.2.c.	
d. Credit (non-investment grade reference asset)	S591	34,167	S592	58,158	S593	37,493	M.2.d.	
e. Equity	S594	0	S595	0	S596	0	M.2.e.	
f. Precious metals (except gold)	S597	0	S598	0	S599	0	M.2.f.	
g. Other	S600	0	S601	0	S602	0	M.2.g.	
3. Notional principal amounts of centrally cleared derivative contracts:								
a. Interest rate	S603	0	S604	0	S605	0	M.3.a.	
b. Foreign exchange rate and gold	S606	0	S607	0	S608	0	M.3.b.	
c. Credit (investment grade reference asset)	S609	0	S610	0	S611	0	M.3.c.	
d. Credit (non-investment grade reference asset)	S612	0	S613	0	S614	0	M.3.d.	
e. Equity	S615	0	S616	0	S617	0	M.3.e.	
f. Precious metals (except gold)	S618	0	S619	0	S620	0	M.3.f.	
g. Other	S621	0	S622	0	S623	0	M.3.g.	
		Dollar Amounts in Thousands				BHCK	Amount	
						S624	0	
							M.4.	
4. Standardized market risk-weighted assets attributable to specific risk (included in Schedule HC-R, item 27)								
5. Amount of allowances for credit losses on purchased credit-deteriorated assets:								
a. Loans and leases held for investment	JJ30					269	M.5.a.	
b. Held-to-maturity debt securities	JJ31					0	M.5.b.	
c. Other financial assets measured at amortized cost	JJ32					0	M.5.c.	

¹ Asset-size test is based on the total assets reported as of prior year June 30 report date.

For Federal Reserve Bank Use Only

C.I. _____

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

To be completed by holding companies with \$5 billion or more in total assets.¹

Dollar Amounts in Thousands

Securitization Activities

1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1

Item 3 is to be completed by holding companies with \$100 billion or more in total assets.¹

3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1
4. Past due loan amounts included in item 1:
 - a. 30-89 days past due
 - 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
 - b. Recoveries

(Column A) 1-4 Family Residential Loans Amount	(Column B) Home Equity Lines Amount	(Column C) Credit Card Receivables Amount	(Column D) Auto Loans Amount	(Column E) Other Consumer Loans Amount	(Column F) Commercial and Industrial Loans Amount	(Column G) All Other Loans, All Leases, and All Other Assets Amount
BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711
0	0	0	0	0	0	0
BHCK HU09	BHCK HU10	BHCK HU11	BHCK HU12	BHCK HU13	BHCK HU14	BHCK HU15
0	0	0	0	0	0	0
BHCK B726	BHCK B727	BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732
BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739
BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746
0	0	0	0	0	0	0
BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753
0	0	0	0	0	0	0
BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760
0	0	0	0	0	0	0

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-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
Amount	Amount	Amount	Amount	Amount	Amount	Amount
BHCK B776	BHCK HU16	BHCK HU17	BHCK B779	BHCK B780	BHCK B781	BHCK B782
0	0	0	0	0	0	0
BHCK B783			BHCK B786	BHCK B787	BHCK B788	BHCK B789
0			0	0	0	0
BHCK B790						BHCK B796
230,556						0
BHCK B797						BHCK B803
7,936						0

Dollar Amounts in Thousands
Items 6 and 10 are to be completed by holding companies with \$10 billion or more in total assets.²

6. Total amount of ownership (or seller's) interest carried as securities or loans
7. and 8. Not applicable.

For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions

9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures

Asset Sales

11. Assets sold with recourse or other seller-provided credit enhancements and not securitized
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11

2. The \$10 billion asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-V—Variable Interest Entities

To be completed by holding companies with \$5 billion or more in total assets.¹

	(Column A) Securitization Vehicles		(Column B) Other VIEs		
	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands					
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:					
a. Cash and balances due from depository institutions	J981	0	JF84	0	1.a.
b. Securities not held for trading	HU20	0	HU21	0	1.b.
c. Loans and leases held for investment, net of allowance, and held for sale ..	HU22	0	HU23	0	1.c.
d. Other real estate owned	K009	0	JF89	0	1.d.
e. Other assets	JF91	0	JF90	0	1.e.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:					
a. Other borrowed money	JF92	0	JF85	0	2.a.
b. Other liabilities	JF93	0	JF86	0	2.b.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.e above)	K030	0	JF87	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.b above)	K033	0	JF88	0	4.
Dollar Amounts in Thousands					
5. Total assets of asset-backed commercial paper (ABCP) conduit VIEs			JF77	0	5.
6. Total liabilities of ABCP conduit VIEs			JF78	0	6.

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Notes to the Balance Sheet—Predecessor Financial Items

For holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting holding company's total consolidated assets as of the previous quarter-end, whichever is less.

		Dollar Amounts in Thousands		BHBC	Amount	
1.	Average loans and leases (held for investment and held for sale)			3516		1.
2.	Average earning assets			3402		2.
3.	Average total consolidated assets			3368		3.
4.	Average equity capital			3519		4.

Notes to the Balance Sheet (Other)

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

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the holding company's long-term unsecured debt by a material amount. The holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK	Amount
0000 Sch. HC, item 16, New loan to holding company's ESOP guaranteed by holding company		
	0000	750

Notes to the Balance Sheet (Other)

TEXT	Dollar Amounts in Thousands		BHCK	Amount	
1. Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)			K141	0	1.
2. 5357			5357	0	2.
3. 5358			5358	0	3.
4. 5359			5359	0	4.
5. 5360			5360	0	5.
6. B027			B027	0	6.

Notes to the Balance Sheet (Other)—Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
7.	B028				
			B028	0	7.
8.	B029				
			B029	0	8.
9.	B030				
			B030	0	9.
10.	B031				
			B031	0	10.
11.	B032				
			B032	0	11.
12.	B033				
			B033	0	12.
13.	B034				
			B034	0	13.
14.	B035				
			B035	0	14.
15.	B036				
			B036	0	15.
16.	B037				
			B037	0	16.
17.	B038				
			B038	0	17.
18.	B039				
			B039	0	18.
19.	B040				
			B040	0	19.
20.	B041				
			B041	0	20.

EXHIBIT 12

OCFCorp NIC Organization Hierarchy

NIC National Information Center (/npw)

A repository of financial data and institution characteristics collected by the Federal Reserve System

OCEANFIRST FINANCIAL CORP.

RSSD ID: 2609975

975 HOOPER AVENUE , TOMS RIVER, NJ, UNITED STATES 08753

Institution Details 

Financial Data **Organization Hierarchy** History

Organization Hierarchy

Tiering Direction 

Down

Effective Date:

1/6/2026



Clear

Search

Download Results

Hierarchy [CSV](#)

Show **20 rows**  entries

Row ID	RSSD ID	Parent RSSD ID [Parent Row ID]	Institution Name	Institution Type	City	State/Country
1	2609975		OCEANFIRST FINANCIAL CORP.	Financial Holding Company - Domestic	TOMS RIVER	NJ
2	4493196	2609975 [1]	OCEANFIRST CAPITAL TRUST II	Domestic Entity Other	WILMINGTON	DE
3	3630462	2609975 [1]	SUN CAPITAL TRUST VII	Domestic Entity Other	WILMINGTON	DE
4	5138056	2609975 [1]	OCEANFIRST RISK MANAGEMENT, INC.	Domestic Entity Other	LAS VEGAS	NV
5	3445835	2609975 [1]	SUN STATUTORY TRUST VII	Domestic Entity Other	WILMINGTON	DE
6	4493178	2609975 [1]	OCEANFIRST CAPITAL TRUST I	Domestic Entity Other	WILMINGTON	DE
7	3626960	2609975 [1]	SUN CAPITAL TRUST VIII	Domestic Entity Other	WILMINGTON	DE
8	4493208	2609975 [1]	OCEANFIRST CAPITAL TRUST III	Domestic Entity Other	WILMINGTON	DE
9	85472	2609975 [1]	OCEANFIRST BANK, NATIONAL ASSOCIATION	National Bank	TOMS RIVER	NJ
10	5453115	85472 [9]	COUNTRY PROPERTIES HOLDINGS, INC	Domestic Entity Other	NEW YORK	NY
11	4333948	85472 [9]	OCEANFIRST REIT HOLDINGS, INC	Domestic Entity Other	TOMS RIVER	NJ

Row ID	RSSD ID	Parent RSSD ID [Parent Row ID]	Institution Name	Institution Type	City	State/Country
12	5111844	4333948 [11]	OCEANFIRST MANAGEMENT CORP.	Domestic Entity Other	NEW YORK	NY
13	4333975	5111844 [12]	OCEANFIRST REALTY CORP	Domestic Entity Other	TOMS RIVER	NJ
14	6000824	85472 [9]	SPRING GARDEN CAPITAL GROUP, LLC	Domestic Entity Other	PHILADELPHIA	PA
15	6000842	6000824 [14]	SPRING GARDEN EQUITY, LLC	Domestic Entity Other	PHILADELPHIA	PA
16	6000851	6000824 [14]	SPRING GARDEN LENDING GROUP, LLC	Domestic Entity Other	PHILADELPHIA	PA
17	6000860	6000851 [16]	SPRING GARDEN LENDING BALTIMORE, LLC	Domestic Entity Other	BALTIMORE	MD
18	6000833	6000824 [14]	SPRING GARDEN CAPITAL ADVISORS, LLC	Domestic Entity Other	PHILADELPHIA	PA
19	5972700	85472 [9]	OFB ACQUISITION LLC	Domestic Entity Other	RED BANK	NJ
20	3339121	2609975 [1]	COUNTRY BANK STATUTORY TRUST I	Domestic Entity Other	WILMINGTON	DE

Previous 1 Next

* For purposes of Regulation Y, the top-tier reporter's ownership level in this banking organization does not meet the definition of "control"; however, the ownership level does meet the FR Y-10 reportability criteria as this banking relationship is regulated by the Federal Reserve.

Federal Financial Institutions Examination Council (FFIEC) [🔗](https://www.ffiec.gov/default.htm)
 (https://www.ffiec.gov/default.htm)
 Board of Governors of the Federal Reserve System [🔗](https://www.federalreserve.gov/)
 (https://www.federalreserve.gov/)
[🔗](https://www.usa.gov/) (https://www.usa.gov/)

Accessibility [🔗](https://www.federalreserve.gov/accessibility.htm)
 (https://www.federalreserve.gov/accessibility.htm)
 Disclaimer [🔗](https://www.federalreserve.gov/disclaimer.htm)
 (https://www.federalreserve.gov/disclaimer.htm)
 Privacy Policy [🔗](https://www.federalreserve.gov/privacy.htm)
 (https://www.federalreserve.gov/privacy.htm)
 Information Quality Guidelines [🔗](https://www.federalreserve.gov/iq_guidelines.htm)
 (https://www.federalreserve.gov/iq_guidelines.htm)

Help (/npw/Help/Help)

APPLICATIONS

to the

OFFICE OF THE COMPTROLLER OF THE CURRENCY

and

BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM

by

OCEANFIRST FINANCIAL CORP.

and

OCEANFIRST BANK, NATIONAL ASSOCIATION

to acquire by merger

FLUSHING FINANCIAL CORPORATION

and its New York state nonmember bank subsidiary

FLUSHING BANK

Volume D

January 30, 2026

TABLE OF CONTENTS

REQUEST FOR CONFIDENTIAL TREATMENT

CONTACT INFORMATION

EXHIBITS

VOLUME D PUBLIC	
Responses to Items 12-14 of the Streamlined Business Combination Application	25

REQUEST FOR CONFIDENTIAL TREATMENT

The parties respectfully request confidential treatment for the information included in the confidential portion of these applications and in any other documents marked “confidential” or for which confidential treatment may otherwise be requested (the “Confidential Material”). The Confidential Material contains highly sensitive, non-public, business, financial, supervisory, and personal information regarding the parties to the proposed transactions. The Confidential Material includes information regarding business and investment plans that are not otherwise available to the public, counterparties, and competitors. Disclosure of the Confidential Material would create a competitive disadvantage for the parties. If they obtained Confidential Material, competitors and other market participants would be able to develop business and investment strategies to the disadvantage of the parties. In addition, the Confidential Material contains confidential supervisory information related to the parties. Disclosure of the Confidential Material would weaken the parties’ ability to provide comprehensive and detailed information as part of the important confidential supervisory relationship.

Accordingly, the Confidential Material is exempt from disclosure under the Freedom of Information Act (5 U.S.C. § 552(b)(4), (6), (8)), the New York Freedom of Information Law (including N.Y. Pub. Off. Law § 87(2)(a), (b), and (d)), analogous state laws, and their implementing regulations (including 12 CFR 261.15(a)(4), (6), (8) and 12 CFR 4.12(b)(4), (6), (8)). The Confidential Material may also be exempt from disclosure under other provisions of law. The parties request that the agencies notify them of any request for disclosure of the Confidential Material and, prior to any such disclosure, provide the parties with an opportunity to respond.

CONTACT INFORMATION

Steven J. Tsimbinos
General Counsel & Senior Executive VP
OceanFirst Bank, National Association
110 W. Front Street
Red Bank, NJ 07701
732.240.4500 ext. 27508
stsimbin@oceanfirst.com

Brian D. Christiansen
Partner
Simpson Thacher & Bartlett LLP
900 G Street, N.W.
Washington, D.C. 20001
202.636.5940
brian.christiansen@stblaw.com

EXHIBIT 25

Responses to Items 12-14 of the Streamlined Business Combination Application

Responses to Items 12-14 of the Streamlined Business Combination Application

This exhibit responds to items 12-14 of the Streamlined Business Combination Application. Unless otherwise indicated, defined terms have the same meaning as set forth in the Overview at Exhibit 1.

- 12. Do the acquiring bank and target compete in any relevant geographic market (see Bank Merger Screen)?**

Yes No

If the answer is yes,

- a. Does the HHI for any relevant banking market increase by more than 200 points with a post-acquisition HHI of at least 1800?**

Yes No

- b. Excluding markets in which the acquiring bank has 35 percent or more of the deposits, will the resultant bank have greater than 35 percent of the deposits in a relevant market?**

Yes No

A “yes” answer for either question will result in the application being removed from expedited processing for additional competitive review. In such circumstances, the applicant may consult the Competitive Review Appendix in the “Business Combinations” booklet of the *Comptroller’s Licensing Manual* for guidance on addressing competitive issues or contact the appropriate OCC District Licensing office directly for specific instructions.

A description of the effect of the overall Transaction and analysis of relevant competitive factors and data was previously provided in the Overview at Volume A, Exhibit 1. Market share and pro forma HHI information was previously provided at Volume A, Exhibit 6.

- 13. Does the proposed transaction involve a branch sale or any other divestiture of all or any portion of the bank, savings association, or nonbank company, or any other action to mitigate competitive effects?**

If the answer is yes, discuss the timing of the branch sale or divestiture, purchaser, and other specific information.

Yes No

The Transaction does not involve a branch sale or other divestiture to mitigate competitive effects.

- 14. Will any management interlocking relationships (12 USC 3201-3208) exist following consummation?**

If the answer is yes, describe the management interlocking relationship, including a discussion of the permissibility of the interlock for relevant laws and regulations.

Yes No

As noted in the Overview at Volume A, Exhibit 1, interlock waivers from the OCC and Federal Reserve will be required with respect to Mr. Schell’s contemplated service as a director of OCFBank and OCFCorp. The request for those waivers will be provided under separate cover by the WP Investor.