



**State of Rhode Island**  
**Department of Business Regulation**



**DIVISION OF BANKING**

1511 Pontiac Avenue, Building 69-2  
 Cranston, RI 02920  
 Telephone (401) 462-9503 - Facsimile (401) 462-9559

**NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT  
 FOR THE PERIOD ENDING DECEMBER 31, 2008**

This Report is required by law: Section 6 of Chapter 4 of Title 19 of the General Laws of Rhode Island and is to be filed by Rhode Island **Non-FDIC-Insured** Financial Institutions. The Financial Institution shall maintain supporting documentation to verify all entries contained in this Report, including any applicable schedules and/or exhibits, until the next scheduled examination of the Financial Institution by the Division of Banking.

**NOTE:** An authorized officer must sign the Reports of Condition and Income.

Not less than three (3) Directors or Trustees must attest to the Report of Condition (including all supporting schedules) for this Report and declare that this Report has been examined by us.

I, \_\_\_\_\_  
 (Type or Print Name & Title of Authorized Officer)  
 of the named Financial Institution do hereby declare that the Report of Condition and the Report of Income and Expenses (including all supporting schedules) are true to the best of my knowledge and belief.

\_\_\_\_\_  
 Director or Trustee

\_\_\_\_\_  
 Director or Trustee

\_\_\_\_\_  
 Signature of Officer Authorized to Sign this Report

\_\_\_\_\_  
 Director or Trustee

\_\_\_\_\_  
 Signature Date

\_\_\_\_\_  
 Legal Name of Financial Institution

\_\_\_\_\_  
 Street Address

\_\_\_\_\_  
 City State & Zip Code

**Return via email the Completed Call Report, on or Before March 2, 2009, to the  
 Division of Banking, 1511 Pontiac Avenue, Building 69-2, Cranston, Rhode Island 02920**

<b>NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT FOR THE PERIOD ENDING DECEMBER 31, 2008</b>
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**Schedule RC Report of Condition**

**(000's)**

**ASSETS**

1. Cash and balances due from depository institutions:	
a. Non-interest-bearing balances and currency and coin <sup>1</sup>	_____
b. Interest-bearing balances <sup>2</sup>	_____
2. Securities (from Schedule RC-S):	
a. Held-to-maturity securities	_____
b. Available-for-sale securities	_____
3. Federal funds sold and securities purchased under agreements to resell	_____
4. Loans and lease financing receivables:	
a. Loans and leases, net of unearned income (from Schedule RC-L)	_____
b. Less: Allowance for loan and lease losses	_____
c. Less: Allocated transfer risk reserve	_____
d. Loans and Leases, net of unearned income, allowance for Loan and Lease Losses, and allocated transfer risk reserve (item 4.a minus 4.b and 4.c)	_____
5. Trading assets (from Schedule RC-T)	_____
6. Premises and fixed assets (including capitalized leases)	_____
7. Other real estate owned	_____
8. Investments in unconsolidated subsidiaries and associated companies	_____
9. Customers' liability to this financial institution on acceptances outstanding	_____
10. Intangible assets	_____
11. Other assets	_____
12. Total Assets (sum of items 1 through 11 above)	=====

<sup>1</sup>Includes cash items in process of collection and unposted debits.

<sup>2</sup>Includes time certificates of deposit not held for trading.

<b>NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT FOR THE PERIOD ENDING DECEMBER 31, 2008</b>
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Schedule RC (continued)

(000's)

**LIABILITIES AND EQUITY CAPITAL**

13. Deposits:	
a. In domestic offices (from Schedule RC-D):	
(1) Non-interest-bearing <sup>3</sup>	_____
(2) Interest-bearing	_____
b. In foreign offices, Edge and Agreement Subsidiaries, and IBF's	
(1) Non-interest-bearing	_____
(2) Interest-bearing	_____
14. Federal funds purchased and securities sold under agreements to repurchase	_____
15. a. Demand notes issued to the U.S. Treasury	_____
b. Trading liabilities (from Schedule RC-T)	_____
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases):	
a. With a remaining maturity of one year or less	_____
b. With a remaining maturity of more than one year through three years	_____
c. With a remaining maturity of more than three years	_____
17. Financial institutions liability on acceptances executed and outstanding	_____
18. Subordinated notes and debentures <sup>4</sup>	_____
19. Other liabilities.	_____
20. Total Liabilities (sum of items 13 through 19)	_____
21. Perpetual preferred stock and related surplus	_____
22. Common stock	_____
23. Surplus (exclude all surplus related to preferred stock)	_____
24. a. Undivided profits and capital reserves	_____
b. Net unrealized holding gains (losses) on available-for-sale securities	_____
25. Cumulative foreign currency translation adjustments.	_____
26. Total equity capital (sum of 21 through 25)	_____
27. Total liabilities and equity capital (sum of items 20 and 26)	=====

<sup>3</sup>Includes total demand deposits and non-interest-bearing time and savings deposits.

<sup>4</sup>Includes limited-life preferred stock and related surplus.

**NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT  
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**Schedule RC-C Cash and Balances Due From Depository Institutions (000's)**

Exclude assets held for trading.

- |    |   |       |
|----|---|-------|
| 1. | Cash items in process of collection, unposted debits, and currency and coin:        |       |
| a. | Cash items in process of collection and unposted debits                             | _____ |
| b. | Currency and coin   | _____ |
| 2. | Balances due from depository institutions in the U.S.:                              |       |
| a. | U.S. branches and agencies of foreign banks   | _____ |
| b. | Other commercial banks in the U.S. and other depository institutions in the U.S.    | _____ |
| 3. | Balances due from banks in foreign countries and foreign central banks:             |       |
| a. | Foreign branches of other U.S. banks  | _____ |
| b. | Other banks in foreign countries and foreign central banks                          | _____ |
| 4. | Balances due from Federal Reserve Banks   | _____ |
| 5. | Total (sum of items 1 through 4) (must equal Schedule RC, sum of items 1a. and 1b.) | _____ |

Memorandum

Non-interest -bearing balances due from commercial banks in the U.S. (included in items 2a. and 2b. above) \_\_\_\_\_

**Schedule RC-S Securities (000's)**

Excludes assets held for trading.

	<u>Held-to-maturity</u>		<u>Available-for-sale</u>	
	(Column A) <u>Amortized Cost</u>	(Column B) <u>Fair Value</u>	(Column C) <u>Amortized Cost</u>	(Column D) <u>Fair Value<sup>5</sup></u>
1. U.S. Treasury securities	_____	_____	_____	_____
2. U. S. government agency obligations (exclude mortgage-backed securities)				
a. Issued by U.S. Government agencies <sup>6</sup>	_____	_____	_____	_____
b. Issued by U.S. Government-sponsored agencies <sup>7</sup>	_____	_____	_____	_____

<sup>5</sup> Includes equity securities without readily determinable fair values at historical cost in item 6b., column D.

<sup>6</sup> Includes Small Business Administration "Guaranteed Loan Pool Certificates", U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

<sup>7</sup> Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

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**Schedule RC-S Securities (continued)**

**(000's)**

	<u>Held-to-maturity</u>		<u>Available-for-sale</u>	
	(Column A) <u>Amortized Cost</u>	(Column B) <u>Fair Value</u>	(Column C) <u>Amortized Cost</u>	(Column D) <u>Fair Value<sup>8</sup></u>
3. Securities issued by states and political subdivisions in the U.S:				
a. General obligations	_____	_____	_____	_____
b. Revenue obligations	_____	_____	_____	_____
c. Industrial development and similar obligations	_____	_____	_____	_____
4. Mortgage-backed securities:				
a. Pass-through securities:				
(1) Guaranteed by GNMA	_____	_____	_____	_____
(2) Issued by FNMA and FHLMC	_____	_____	_____	_____
(3) Other pass-through securities	_____	_____	_____	_____
b. Other mortgage-backed securities (Include CMO's, REMIC's, and stripped MBS):				
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	_____	_____	_____	_____
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC or GNMA	_____	_____	_____	_____
(3) All other mortgage-backed Securities	_____	_____	_____	_____
5. Other debt securities:				
a. Domestic debt securities	_____	_____	_____	_____
b. Foreign debt securities	_____	_____	_____	_____
6. Equity securities:				
a. Investments in mutual funds and other equity securities with readily determinable fair values	_____	_____	_____	_____
b. All other equity securities <sup>9</sup>	_____	_____	_____	_____

<sup>8</sup> Includes equity securities without readily determinable fair values at historical cost in item 6b., column D.

<sup>9</sup> Includes equity securities without readily determinable fair values at historical cost in item 6b., column D.

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**Schedule RC-S Securities (continued)**

**(000's)**

	<u>Held-to-maturity</u>		<u>Available-for-sale</u>	
	(Column A)	(Column B)	(Column C)	(Column D)
	<u>Amortized Cost</u>	<u>Fair Value</u>	<u>Amortized Cost</u>	<u>Fair Value<sup>10</sup></u>
7. Total (sum of items 1 through 6)	_____	_____	_____	_____
	(total of column A must equal Schedule RC, item 2a)		(total of column D must equal Schedule RC item 2b)	

**Schedule RC-L Loans and Lease Financing Receivables**

**(000's)**

1. Loans secured by real estate:	
a. Construction and land development	_____
b. Secured by farmland (including farm residential and other improvements)	_____
c. Secured by 1-4 family residential properties:	
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	_____
(2) All other loans secured by 1-4 family residential properties:	
(a) Secured by first liens	_____
(b) Secured by junior liens	_____
d. Secured by multifamily (5 or more) residential properties	_____
e. Secured by nonfarm nonresidential properties	_____
2. Loans to depository institutions:	
a. To commercial banks in the U.S.:	
(1) To U.S. branches and agencies of foreign banks	_____
(2) To other commercial banks in the U.S.	_____
b. To other depository institutions in the U.S.	_____
c. To banks in foreign countries:	
(1) To foreign branches of other U.S. banks	_____
(2) To other banks in foreign countries	_____
3. Loans to finance agricultural production and other loans to farmers	_____
4. Commercial and industrial loans:	
a. To U. S. addressees (domicile)	_____
b. To non-U.S. addressees (domicile)	_____
5. Acceptances of other banks	_____

<sup>10</sup> Includes equity securities without readily determinable fair values at historical cost in item 6b., column D.

**NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT  
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**Schedule RC-L Loans and Lease Financing Receivables (continued) (000's)**

- 6. Loans to individuals for household, family, and other personal expenditures (includes purchased paper):
  - a. Credit cards and related plans (includes check credit and other revolving credit plans) \_\_\_\_\_
  - b. Other (includes single payment, installment, and all student loans) \_\_\_\_\_
- 7. Loans to foreign governments and official institutions \_\_\_\_\_
- 8. Obligations (other than securities and leases) of states and political subdivisions in the U.S. (includes non-rated industrial development obligations) \_\_\_\_\_
- 9. Other loans:
  - a. Loans for purchasing or carrying securities (secured and unsecured) \_\_\_\_\_
  - b. All other loans (exclude consumer loans) \_\_\_\_\_
- 10. Lease financing receivables (net of unearned income):
  - a. Of U.S. addressees (domicile) \_\_\_\_\_
  - b. Of non-U.S. addressees (domicile) \_\_\_\_\_
- 11. LESS: any unearned income on loans reflected in items 1-9 above \_\_\_\_\_
- 12. Total loans and leases, net of unearned income (sum of items 1 through 10 minus item 11) (must equal Schedule RC, item 4.a) \_\_\_\_\_

Memoranda

- 1. Number of loans outstanding (not balances):
  - Unsecured \_\_\_\_\_
  - Auto \_\_\_\_\_
  - 1st Mortgages \_\_\_\_\_
  - Equity Mortgages \_\_\_\_\_
  - Commercial \_\_\_\_\_
  - Other \_\_\_\_\_
  - Total number of loans outstanding \_\_\_\_\_
- 2. Loans to officers, directors or trustees:
 

Report aggregate amount of direct or indirect extensions of credit to all officers and directors of the institution:  
 Number of loans \_\_\_\_\_ Aggregate amount outstanding \_\_\_\_\_
- 3. Concentrations of credit:
 

	Number of Loans	Amount
a. The largest number and largest total amount of secured and unsecured loans extended to a <u>single borrower or group of related borrowers</u> .	_____	_____
b. The <u>largest single secured or unsecured loan balance</u> in the institution's loan portfolio.	_____	_____

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**Schedule RC-L Loans and Lease Financing Receivables (continued) (000's)**

c. Report aggregate loans to one borrower with balances exceeding the limit prescribed by R.I. Gen. Laws § 19-3-3

Number of loans	Aggregate Loan balance
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

4. Participation/purchased loans and loans originated and/or serviced by another institution. Provide the information requested below for loan participation activity:

Name of Originating Institution	Servicing Institution	Percentage of Loan Ownership	Current Balance
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
Total			_____

Note: Loans should be listed by originating institution. Do not list loans individually.

**Schedule RC-P Past Due and Non-accrual Loans, Leases, and Other Assets (000's)**

	(Column A) Past due 90 days or more and still accruing	(Column B) Non-accrual
1. Loans secured by real estate:		
a. To U.S. addressees (domicile)	_____	_____
b. To non-U.S. addressees (domicile)	_____	_____
2. Loans to depository institutions and acceptances of other banks:		
a. To U.S. banks and other U.S. depository institutions	_____	_____
b. To foreign banks	_____	_____
3. Loans to finance agricultural production and other loans to farmers	_____	_____
4. Commercial and industrial loans:		
a. To U.S. addressees (domicile)	_____	_____
b. To non-U.S. addressees (domicile)	_____	_____
5. Loans to individuals for household, family, and other personal expenditures:		

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**Schedule RC-P Past Due and Non-accrual Loans, Leases, and Other Assets (continued) (000's)**

	(Column A) Past due 90 days or more and still accruing	(Column B) Non-accrual
a. Credit cards and related plans	_____	_____
b. Other (includes single payment, installment, and all student loans)	_____	_____
6. Loans to foreign governments and official institutions	_____	_____
7. All other loans	_____	_____
8. Lease financing receivables:		
a. Of U.S. addressees (domicile)	_____	_____
b. Of non-U.S. addressees (domicile)	_____	_____
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	_____	_____
10. Loans and leases reported in items 1 through 8 above, which are wholly or partially guaranteed by the U.S. Government	_____	_____
a. Guaranteed portion of loans and leases included in item 10 above.	_____	_____

Amounts reported in items 1 through 8 above include guaranteed and un-guaranteed portions of past due and non-accrual loans and leases. Report in item 10 above certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

**Memoranda**

1. Loans to finance commercial real estate, construction, and land Development activities ( <b>not secured by real estate</b> ) included in Schedule RC-P, items 4 and 7, above	_____	_____
2. Loans secured by real estate (sum of Memorandum items 2a. through 2e. must equal sum of Schedule RC-P, items 1a. and 1b., above:		
a. Construction and land development	_____	_____
b. Secured by farmland	_____	_____
c. Secured by 1 - 4 family residential properties:		
(1) Revolving, open-end loans secured by 1 - 4 family residential properties and extended under lines of credit	_____	_____
(2) All other loans secured by 1 - 4 family residential properties	_____	_____
d. Secured by multifamily (5 or more) residential properties	_____	_____
e. Secured by nonfarm nonresidential properties	_____	_____

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**Schedule RC-P Past Due and Non-accrual Loans, Leases, and Other Assets (continued) (000's)**

	(Column A) Past due 90 days or more and still <u>accruing</u>	(Column B) <u>Non-accrual</u>
3. Interest rate, foreign exchange rate, and other commodity and equity contracts:		
a. Book value of amounts carried as assets		_____
b. Replacement cost of contracts with a positive replacement cost		_____

**Schedule RC-T Trading Assets and Liabilities (000's)**

ASSETS

1. U. S. Treasury securities in domestic offices	_____
2. U. S. government agency obligations in domestic offices (exclude mortgage-backed securities)	_____
3. Securities issued by states and political subdivisions in the U. S. in domestic offices	_____
4. Mortgage-backed securities (MBS) in domestic offices:	
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	_____
b. Other MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CLOs, REMICs, and stripped MBS)	_____
c. All other mortgage-backed securities	_____
5. Other debt securities	_____
6. Other trading assets	_____
7. Revaluation gains on interest rate, foreign exchange rate, equity, commodity and other contracts	_____
8. Total trading assets (sum of items 1 through 7) (must equal Schedule RC, item 5)	_____

LIABILITIES

9. Liability for short positions	_____
10. Revaluation losses on interest rate, foreign exchange rate, equity, commodity and other contracts	_____
11. Total trading liabilities (sum of items 9 and 10) (must equal Schedule RC, item 15)	_____

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**Schedule RC-ORE Other Real Estate Owned (000's)**

Real estate acquired by foreclosure / other real estate.

Report the number and total dollar amount of real estate acquired by foreclosure and other real estate:

	(Column A) Number Of <u>Properties</u>	(Column B) <u>Current Balance</u>	(Column C) <u>Estimated Loss</u>
1. Real Estate Acquired by Foreclosure	_____	_____	_____
2. Other Real Estate	_____	_____	_____
3. Total (Column B must equal Schedule RC, item 7)	_____	_____	_____

**Schedule RC-OA Other Assets (000's)**

1. Income earned, not collected on loans	_____
2. Net deferred tax assets	_____
3. Interest-only strips receivable (not in the form of a security - see item 2 of memoranda below) on:	
a. Mortgage loans	_____
b. Other financial assets	_____
4. Other (itemize and describe amounts that exceed 25% of this item).	
a. _____	_____
b. _____	_____
c. _____	_____
5. Total (sum of items 1 through 4) (must equal Schedule RC, item 11)	_____

Memoranda

1. Deferred tax assets disallowed for regulatory capital purposes.
2. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule RC, item 2b., or as trading assets in Schedule RC, item 5, as appropriate.

**NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT  
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**Schedule RC-D Deposit Liabilities**

(000's)

	<u>Transaction Accounts</u>		<u>Non-transaction Accounts</u>
	<u>(Column A)</u>	<u>(Column B)</u>	<u>(Column C)</u>
	Total transaction accounts including demand deposits	Total demand deposit included in Column A	Total non-transaction accounts including MMDA's
Deposits of:			
1. Individuals, partnerships, and corporations	_____	_____	_____
2. U.S. Government	_____	_____	_____
3. States and political subdivisions in the U.S.	_____	_____	_____
4. Commercial banks in the U.S	_____	_____	_____
5. Other depository institutions in the U.S	_____	_____	_____
6. Banks in foreign countries	_____	_____	_____
7. Foreign governments and official institutions (including foreign central banks)	_____	_____	_____
8. Certified and official checks	_____	_____	_____
9. Total (sum of items 1 through 8) (sum of columns A and C must equal Schedule RC item 13.a	_____	_____	_____

**Schedule RC-OL Other Liabilities**

(000's)

1. Interest accrued and unpaid on deposits (includes dividends accrued and unpaid on deposits)	_____
2. Net deferred tax liabilities	_____
3. Minority interest in consolidated subsidiaries	_____
4. Other (itemize and describe amounts that exceed 25% of this item)	
a. _____	_____
b. _____	_____
c. _____	_____
5. Total (sum of items 1 through 4) (must equal Schedule RC, item 19)	_____

<b>NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT FOR THE PERIOD ENDING DECEMBER 31, 2008</b>
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**Schedule RI Report of Income and Expenses**

(000's)

1.	Interest Income		
	a. Interest and fee income on loans:		
	(1) Loans secured by real estate	_____	
	(2) Loans to finance agricultural production and other loans to farmers	_____	
	(3) Commercial and industrial loans	_____	
	(4) Loans to individuals for household, family, and other personal expenditures:		
	(a) Credit cards and related plans	_____	
	(b) Other	_____	
	(5) Loans to foreign governments and official institutions	_____	
	(6) Obligations (other than securities and leases) of states and political subdivisions in the U.S.	_____	
	(a) Taxable obligations	_____	
	(b) Tax-exempt obligations	_____	
	(7) All other loans	_____	
	b. Income from lease financing receivables:		
	(1) Taxable leases	_____	
	(2) Tax-exempt leases	_____	
	c. Interest income on balances due from depository institutions <sup>11</sup>	_____	
	d. Interest and dividend income on securities:		
	(1) U.S. Treasury securities and U.S. Government agency obligations	_____	
	(2) Securities issued by states and political subdivisions in the U.S. :		
	(a) Taxable securities	_____	
	(b) Tax-exempt securities	_____	
	(3) Other domestic debt securities	_____	
	(4) Foreign debt securities	_____	
	(5) Equity securities (including investments in mutual funds)	_____	
	e. Interest income from trading assets	_____	
	f. Interest income on federal funds sold and securities purchased under agreements to resell	_____	
	g. Total interest income (sum of items 1a. through 1f.)	_____	

<sup>11</sup> Includes interest income on time certificates of deposit not held for trading.

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**Schedule RI Report of Income and Expenses (continued)**

**000's)**

2.	Interest expense:	
	a. Interest on deposits:	
	(1) Transaction accounts (NOW accounts, ATS accounts, and telephone and Preauthorized transfer accounts)	_____
	(2) Non-transaction accounts:	
	(a) Money market deposit accounts (MMDA's)	_____
	(b) Other savings deposits	_____
	(c) Time deposits of \$100,000 or more	_____
	(d) Time deposits of less than \$100,000	_____
	b. Expense of federal funds purchased and securities sold under agreements to repurchase	_____
	c. Interest on demand notes issued to the U.S. Treasury, trading liabilities, and other borrowed money	_____
	d. Interest on subordinated notes and debentures	_____
	e. Total interest expense (sum of items 2a. through 2d.)	_____
3.	Net interest income (item 1g. minus 2e.)	_____
4.	Provisions:	
	a. Provisions for credit losses	_____
	b. Provisions for allocated transfer risk	_____
5.	Non-interest income:	
	a. Income from fiduciary activities	_____
	b. Service charges on deposit accounts	_____
	c. Trading revenue	_____
	d. Other non-interest income:	
	(1) Other fee income	_____
	(2) All other non-interest income	_____
	e. Total non-interest income (sum of items 5a. through 5d.)	_____
6.	a. Realized gains (losses) on held-to-maturity securities	_____
	b. Realized gains (losses) on available-for-sale securities	_____
7.	Non-interest Expense:	
	a. Salaries and employee benefits	_____
	b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	_____
	c. Other non-interest expense	_____

<b>NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT FOR THE PERIOD ENDING DECEMBER 31, 2008</b>
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**Schedule RI Report of Income and Expenses (continued) 000's**

d. Total non-interest expense (sum of items 7a. through 7c.)	_____
8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4a., 4b., 5e., 6a., and 6b. and 7d)	_____
9. Applicable income taxes (on item 8)	_____
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	_____
11. Extraordinary items and other adjustments, net of income taxes	_____
12. Net income (loss) (sum of items 10 and 11)	_____

**Schedule RI-CO Charge-offs and Recoveries on Loans and Leases (000's)**

Excludes charge-offs and recoveries through the allocated transfer risk reserve.

	(Column A) Charge-offs	(Column B) Recoveries
	Calendar year-to-date	
1. Loans secured by real estate:		
a. To U.S. addressees (domicile)	_____	_____
b. To non-U.S. addressees (domicile)	_____	_____
2. Loans to depository institutions and acceptances of other banks		
a. To U.S. banks and other U.S. depository institutions	_____	_____
b. To foreign banks	_____	_____
3. Loans to finance agricultural production and other loans to farmers	_____	_____
4. Commercial and industrial loans:		
a. To U.S. addressees (domicile)	_____	_____
b. To non-U.S. addressees (domicile)	_____	_____
4. Loans to individuals for household, family, and other personal expenditures:		
a. Credit cards and related plans	_____	_____
b. Other (include single payment, installment, and all student loans)	_____	_____
6. Loans to foreign governments and official institutions	_____	_____
7. All other loans	_____	_____
8. Lease finance receivables:		
a. Of U.S. addressees (domicile)	_____	_____
b. On non-U.S. addressees (domicile)	_____	_____

<b>NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT FOR THE PERIOD ENDING DECEMBER 31, 2008</b>
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**Schedule RI-CO      Charge-offs and Recoveries on Loans and Leases (continued)      (000's)**

	(Column A) Charge-offs	(Column B) Recoveries
	Calendar year-to-date	
9. Total (sum of items 1 through 8 from previous page)		
Memoranda		
1. Loans to finance commercial real estate, construction, and land development activities ( <b>not secured by real estate</b> ) included in Schedule RI-CO items 4 and 7 above		
2. Loans secured by real estate (sum of Memorandum items 5a. through 5e must equal sum of Schedule RI-CO items 1a. and 1.b above):		
a. Construction and land development		
b. Secured by farmland		
c. Secured by 1-4 family residential properties:		
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		
(2) All other loans secured by 1-4 family residential properties		
d. Secured by multifamily (5 or more) residential properties		
e. Secured by nonfarm nonresidential properties		

**Schedule RI-ALL      Changes in Allowance for Credit Losses      (000's)**

1. Balance originally reported in December 31, 2007, Reports of Condition and Income	
2. Recoveries (must equal or exceed item 9, column B in Schedule RI-CO)	
3. LESS: Charge-offs (must equal or exceed item 9, column A in Schedule RI-CO)	
4. Provision for credit losses (must equal Schedule RI item 4a.)	
5. Adjustments (Itemize and describe all adjustments in Memoranda on next page)	
6. Balance end of current period (sum of items 1 through 5) must equal or exceed Schedule RC, item 4b.)	

**NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT  
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**Schedule RI-ALL Changes in Allowance for Credit Losses (continued)**

(000's)

Memoranda

1. Adjustments to allowance for credit losses (from Schedule RI-ALL, item 5) (itemize and describe all adjustments):

- a \_\_\_\_\_
- b \_\_\_\_\_
- c \_\_\_\_\_
- d \_\_\_\_\_
- e \_\_\_\_\_
- f \_\_\_\_\_

**Schedule RO Officers of Corporation**

(attach additional sheets if necessary)

Name	Title
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

**Schedule RD Directors/Trustees of Corporation**

Name	Name
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____



**NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT  
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**Schedule RS Report of Stockholders<sup>13</sup> (continued)**

3. Date and amount of dividends declared on capital stock during period:

Type: _____	Date: _____	Rate: _____ %	Amount: _____
Type: _____	Date: _____	Rate: _____ %	Amount: _____
Type: _____	Date: _____	Rate: _____ %	Amount: _____
Type: _____	Date: _____	Rate: _____ %	Amount: _____

4. Stockholders holding 15% or more of stock:

Name of Owner	Percentage of Ownership
_____	_____ %
_____	_____ %
_____	_____ %
_____	_____ %

5. If a holding company owns stock provide or attach list of stockholders holding 15% or more of the stock of the holding company:

Name of Owner	Percentage of Ownership
_____	_____ %
_____	_____ %
_____	_____ %
_____	_____ %

Please provide a list of the names and addresses of any of the above stockholders that are out-of-state holders.

6. Date of the annual meeting of shareholders/stockholders: \_\_\_\_\_

<sup>13</sup> Any change of fifteen percent (15%) or voting stock or equity interest must be promptly reported to the Rhode Island Division of Banking.

**NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT  
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**Schedule RT    Fiduciary and Related Services**

**(000's)**

All financial institutions, which have been authorized to act as executor, administrator, guardian, conservator, trustee, custodian, etc., under the applicable provisions of the General Laws of Rhode Island, must complete the following schedule reflecting balances as of DECEMBER 31, 2008.

Dollar Amounts in Thousands	(Column A) Managed Assets	(Column B) Non-Managed Assets	(Column C) Number of Managed Accounts	(Column D) Number of Non-Managed Accounts
1. Personal trust & agency accounts.....				
2. Retirement related trust and agency accounts:				
a. Employee benefit - defined contribution.....				
b. Employee benefit – defined benefit.....				
c. Other retirement accounts....				
3. Corporate trust and agency accounts.....				
4. Investment management agency accounts.....				
5. Other fiduciary accounts.....				
6. Total fiduciary accounts (sum of items 1 through 5)				
7. Custody and safekeeping accounts.....				
8. Total fiduciary accounts and custody and safekeeping accounts..... (sum of items 6 and 7)				

**NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT  
FOR THE PERIOD ENDING DECEMBER 31, 2008**

**Schedule RM Miscellaneous Information**

1. Provide the following information:
  - a) Financial Institution's business hours: \_\_\_\_\_
  - b) Main office telephone number: \_\_\_\_\_
  - c) Main office facsimile number: \_\_\_\_\_
  - d) Name and e-mail address of Financial Institution's Chief Executive Officer:
    - i) Name: \_\_\_\_\_
    - ii) E-mail address: \_\_\_\_\_
  - e) Complete **Confidential Exhibit A** (enclosed) regarding the Financial Institution's Critical Contact Officer<sup>14</sup>.
  - f) Complete **Confidential Exhibit B** (enclosed) with the Financial Institution's Federal Employer Identification Number.
2. Information Technology System  
Name of servicer: \_\_\_\_\_  
If in-house system, indicate type of equipment: \_\_\_\_\_  
Name of Information Systems officer: \_\_\_\_\_
3. Please provide the name and address of the person, or firm, that performed the last annual audit.  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Date of last audit: \_\_\_\_\_
4. Provide the name, address and telephone number of the institution's attorney for service:  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Telephone number: \_\_\_\_\_
5. Surety Bond Coverage:  
Amount of coverage: \$ \_\_\_\_\_  
Carrier of bond: \_\_\_\_\_  
Have any bond claims been filed in last six months? Yes \_\_\_\_\_ No \_\_\_\_\_  
If **Yes**, attach a **confidential** exhibit with an explanation of the circumstances surrounding each claim.

<sup>14</sup>Critical Contact Officer is the responsible senior Financial Institution official designated to receive critical time-sensitive information in the event of an emergency. This individual must be accessible by telephone, fax or email at all times including non-business hours

**NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT  
FOR THE PERIOD ENDING DECEMBER 31, 2008**

**Schedule RM Miscellaneous Information (continued)**

6. Number of borrowers (not number of accounts) \_\_\_\_\_

7. Number of paid bank employees:

Full Time: \_\_\_\_\_ Part Time (25 hrs or less): \_\_\_\_\_

8. Give dates of any amendments to your charter or by-laws since the last Call Report: \_\_\_\_\_

9. On the schedule below, report interest rates offered for loans as of call report date. (Attach additional sheets if necessary)

Type of Account	Rate	Posting Date
_____	_____ %	_____
_____	_____ %	_____
_____	_____ %	_____
_____	_____ %	_____
_____	_____ %	_____
_____	_____ %	_____

10. Indicate with a check mark ("√") if the Financial Institution engages in any of the following activities either directly or indirectly:

Activity	On Institution Premises	Off Institution Premises	Direct	Indirect
_____ Insurance <sup>15</sup>	_____	_____	_____	_____
_____ Securities	_____	_____	_____	_____
_____ Fixed Annuities	_____	_____	_____	_____
_____ Variable Annuities	_____	_____	_____	_____

11. Please provide the name, title, address, telephone number, facsimile number and e-mail address, if applicable, for the individual responsible for responding to customer complaints.

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone number: \_\_\_\_\_

Facsimile number: \_\_\_\_\_

E-mail address: \_\_\_\_\_

<sup>15</sup> Excludes credit-life, credit-accident, credit disability and similar loan protection insurance.

**NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT  
FOR THE PERIOD ENDING DECEMBER 31, 2008**

**Schedule RM Miscellaneous Information (continued)**

12. Person to whom questions about this report should be directed:

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Telephone number: \_\_\_\_\_  
Facsimile number: \_\_\_\_\_  
E-mail address: \_\_\_\_\_

**Schedule IS Internet Sites**

Has the Financial Institution launched an internet web site? YES \_\_\_\_\_ NO \_\_\_\_\_

If Yes, does the web site allow members to conduct transactions? YES \_\_\_\_\_ NO \_\_\_\_\_

If Yes, provide web-site address. \_\_\_\_\_

If Yes, what types of transactions are available?

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
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\_\_\_\_\_  
\_\_\_\_\_

**NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT  
FOR THE PERIOD ENDING DECEMBER 31, 2008**

**CERTIFICATION**

STATE OF RHODE ISLAND )

County of \_\_\_\_\_ )

We \_\_\_\_\_ President/Vice-President

and \_\_\_\_\_ Secretary/Treasurer

of \_\_\_\_\_ do solemnly swear that the foregoing State Call Report are true and that the schedules of these reports correctly represent the true state of the several matters herein contained to the best of our knowledge and belief.

\_\_\_\_\_ President/Vice-President

\_\_\_\_\_ Secretary/Treasurer

Sworn to and subscribed before me this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

\_\_\_\_\_ Notary  
Public

Attest: \_\_\_\_\_ )

Seal

\_\_\_\_\_ ) Directors

\_\_\_\_\_ )



**State of Rhode Island**  
**Department of Business Regulation**



**DIVISION OF BANKING**  
1511 Pontiac Avenue, Building 69-2  
Cranston, Rhode Island 02920  
Telephone (401) 462-9503 - Facsimile (401) 462-9559

<b>NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT FOR THE PERIOD ENDING DECEMBER 31, 2008</b>
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**CONFIDENTIAL EXHIBIT A**

Name of Financial Institution: \_\_\_\_\_

**CRITICAL CONTACT OFFICER**

**Primary Critical Contact Officer:**

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Telephone number:	_____	_____
	Business hours	Non-business hours

Facsimile number:	_____	_____
	Business hours	Non-business hours

E-mail address:	_____	_____
	Business hours	Non-business hours

**Back-up Critical Contact Officer:**

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Telephone number:	_____	_____
	Business hours	Non-business hours

Facsimile number:	_____	_____
	Business hours	Non-business hours

E-mail address:	_____	_____
	Business hours	Non-business hours



State of Rhode Island  
**Department of Business Regulation**



**DIVISION OF BANKING**

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**INSURED-DEPOSIT-TAKING FINANCIAL INSTITUTION SUPPLEMENT  
TO THE FEDERAL DEPOSIT INSURANCE CORPORATION CALL REPORT  
FOR THE PERIOD ENDING DECEMBER 31, 2008**

**CONFIDENTIAL EXHIBIT B**

Name of Financial Institution: \_\_\_\_\_

Federal Employer Identification Number: \_\_\_\_\_



State of Rhode Island  
Department of Business Regulation



Name of Financial Institution: \_\_\_\_\_

<b>PAYMENT TRANSMITTAL VOUCHER</b>
<b>\$55.00 Filing Fee</b>

**Check must be payable to: "General Treasurer, State of Rhode Island"**

***Make a copy of this Page and mail the Original Page with your check to:***

***State of Rhode Island  
Department of Business Regulation  
Division of Banking  
1511 Pontiac Avenue  
Building 69-2  
Cranston, RI 02920-4407  
Telephone: (401) 462-9503***