State of Rhode Island
Department of Business Regulation

DIVISION OF BANKING
1511 Pontiac Avenue, Building 68-2
Cranston, RI 02920
Telephone (401) 462-9503 - Facsimile (401) 462-9532

NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT FOR THE PERIOD ENDING JUNE 30, 2013

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.

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.

_____
Signature of Officer Authorized to Sign this Report

_____
Signature Date

Not less then 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.

_____
Director or Trustee

_____
Director or Trustee

_____
Director or Trustee

_____
Legal Name of Financial Institution

_____
Street Address

_____
City State & Zip Code

Return the completed Call Report via email on or before August 13, 2013 to msammartino@dbr.ri.gov.

NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT
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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[1] _____
   b. Interest-bearing balances[2] _____
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) _____

[1]Includes cash items in process of collection and unposted debits.
[2]Includes time certificates of deposit not held for trading.

Schedule RC (continued) **(000's)**

LIABILITIES AND EQUITY CAPITAL

13. Deposits:
    a. In domestic offices (from Schedule RC-D):
        (1) Non-interest-bearing[3] _____
        (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[4] _____
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) _____

[3]Includes total demand deposits and non-interest-bearing time and savings deposits.
[4]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.

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

[5] Includes equity securities without readily determinable fair values at historical cost in item 6b., column D.
[6] Includes Small Business Administration "Guaranteed Loan Pool Certificates", U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.
[7] Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

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

	Held-to-maturity		Available-for-sale	
	(Column A) Amortized Cost	(Column B) Fair Value	(Column C) Amortized Cost	(Column D) Fair Value[8]
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[9]				

[8] Includes equity securities without readily determinable fair values at historical cost in item 6b., column D.
[9] Includes equity securities without readily determinable fair values at historical cost in item 6b., column D.

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

	Held-to-maturity		Available-for-sale	
	(Column A) Amortized Cost	(Column B) Fair Value	(Column C) Amortized Cost	(Column D) Fair Value[10]
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 _____

[10] Includes equity securities without readily determinable fair values at historical cost in item 6b., column D.

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 single borrower or group of related borrowers. _____ _____
   b. The largest single secured or unsecured loan balance in the institution's loan portfolio. _____

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:		

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 (**not secured by real estate)** included in Schedule RC-P, items 4 and 7, above		
2. Loans secured by real estate (sum of Memorandum items 2a. through 2.e. must equal sum of Schedule RC-P, items 1.a. 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 non-farm non-residential properties		

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
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) _____

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 Properties	(Column B) Current Balance	(Column C) Estimated Loss
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 2.b., or as trading assets in Schedule RC, item 5, as appropriate.

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Schedule RC-D Deposit Liabilities **(000's)**

	Transaction Accounts		Non-transaction Accounts
	(Column A) Total transaction accounts including demand deposits	(Column B) Total demand deposits included in Column A	(Column C) 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. _____

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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[11] _____
   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 1.a. through 1.f.) _____

[11] Includes interest income on time certificates of deposit not held for trading.

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 2.a. through 2.d.) _____
3. Net interest income (item 1.g. minus 2.e.) _____
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 5.a. through 5.d.) _____
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 _____

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 4.a., 4.b., 5.e., 6.a., and 6.b. and 7.d.) _____

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)		
5. 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)		

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 (**not secured by real estate)** included in Schedule RI-CO items 4 and 7 above		
2. Loans secured by real estate (sum of Memorandum items 5.a. through 5.e. must equal sum of Schedule RI-CO items .1.a. 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, 2012 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 4.a.)	
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 4.b.)	

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 RB Branch Office Addresses

(attach additional pages if necessary)

Branches	Branches

Schedule RS Report of Stockholders[12]

1. Total Number of Stockholders: _____

2. Types and number of shares of capital stock authorized and outstanding:

Type	Number Authorized	Number Outstanding

[12] Any change of fifteen percent (15%) of voting stock or equity interest must be promptly reported to the Rhode Island Division of Banking.

Schedule RS Report of Stockholders[13] (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: _____

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

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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 JUNE 30, 2013

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)				

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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[14].
   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 (must be located in Rhode Island):

   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.

[14] 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.

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[15]	_____	_____	_____	_____
_____Securities	_____	_____	_____	_____
_____Fixed Annuities	_____	_____	_____	_____
_____Variable Annuities	_____	_____	_____	_____

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

    Name:_____

    Title:_____

    Address:_____

    Telephone number:_____

    Facsimile number:_____

    E-mail address: _____

[15] Excludes credit-life, credit-accident, credit disability and similar loan protection insurance.

NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT
FOR THE PERIOD ENDING JUNE 30, 2013

Schedule RM Miscellaneous Information (continued)

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

Name: _____

Title: _____

Telephone number: _____

Facsimile number: _____

E-mail address: _____

Schedule IS Internet Sites

Provide web-site address _____

Does the web site allow customers to conduct transactions? YES_____NO_____

If Yes, what types of transactions are available?

_____

_____

_____

_____

_____

_____

_____

_____

_____

_____

NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT
FOR THE PERIOD ENDING JUNE 30, 2013

CERTIFICATION

STATE OF RHODE ISLAND)

County of_____)

We _____President/Vice-President

and _____Secretary/Treasurer

of _____do solemnly swear that the foregoing State Call Report is true and that the schedules of this report 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_____, 2013.

_____
Notary Public

Attest: _____) Seal

_____) Directors

_____)

State of Rhode Island
Department of Business Regulation

DIVISION OF BANKING
1511 Pontiac Avenue, Building 68-2
Cranston, Rhode Island 02920
Telephone (401) 462-9503 - Facsimile (401) 462-9532

NON-DEPOSIT TAKING FINANCIAL INSTITUTION CALL REPORT
FOR THE PERIOD ENDING JUNE 30, 2013

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
1511 Pontiac Avenue, Building 68-2
Cranston, Rhode Island 02920
Telephone (401) 462-9503 - Facsimile (401) 462-9532

INSURED-DEPOSIT-TAKING FINANCIAL INSTITUTION SUPPLEMENT
TO THE FEDERAL DEPOSIT INSURANCE CORPORATION CALL REPORT
FOR THE PERIOD ENDING JUNE 30, 2013

CONFIDENTIAL EXHIBIT B

Name of Financial Institution**:** _____

Federal Employer Identification Number**:** _____

State of Rhode Island
Department of Business Regulation

Name of Financial Institution:_____

PAYMENT TRANSMITTAL VOUCHER
$55.00 Filing Fee

<u>Check must be payable to: "General Treasurer, State of Rhode Island"</u>

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 68-2
Cranston, RI 02920-4407