PEOPLES FINANCIAL CORP /MS/ Form 10-Q May 11, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2018

 \mathbf{or}

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 001-12103

PEOPLES FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Mississippi (State or other jurisdiction of

64-0709834 (I.R.S. Employer

incorporation or organization)

Identification No.)

Lameuse and Howard Avenues, Biloxi, Mississippi (Address of principal executive offices)

39533 (Zip Code)

(228) 435-5511

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the last practicable date. Peoples Financial Corporation has only one class of common stock authorized. At April 30, 2018, there were 15,000,000 shares of \$1 par value common stock authorized, with 5,072,794 shares issued and outstanding.

Part 1 Financial Information

Item 1: Financial Statements

Peoples Financial Corporation and Subsidiaries

Consolidated Statements of Condition

(in thousands except share data)

	ch 31, 2018 naudited)	December 31, 2017 (audited)		
Assets				
Cash and due from banks	\$ 31,519	\$	25,281	
Available for sale securities	239,937		245,206	
Held to maturity securities, fair value of \$49,558 at March 31, 2018;				
\$50,538 at December 31, 2017	50,882		51,163	
Other investments	3,154		3,193	
Federal Home Loan Bank Stock, at cost	1,432		1,370	
Loans	275,452		280,449	
Less: Allowance for loan losses	6,212		6,153	
Loans, net	269,240		274,296	
Bank premises and equipment, net of accumulated depreciation	19,919		20,153	
Other real estate	8,845		8,232	
Accrued interest receivable	2,098		1,904	
Cash surrender value of life insurance	18,430		18,301	
Other assets	1,390		1,325	
Total assets	\$ 646,846	\$	650,424	

Consolidated Statements of Condition (continued)

(in thousands except share data)

	ch 31, 2018 naudited)	December 31, 2017 (audited)		
Liabilities and Shareholders Equity				
Liabilities:				
Deposits:				
Demand, non-interest bearing	\$ 162,495	\$	127,274	
Savings and demand, interest bearing	289,437		318,278	
Time, \$100,000 or more	58,168		43,991	
Other time deposits	28,836		40,027	
Total deposits	538,936		529,570	
Borrowings from Federal Home Loan Bank	1,184		11,198	
Employee and director benefit plans liabilities	18,503		18,370	
Other liabilities	1,171		1,787	
Total liabilities	559,794		560,925	
Shareholders Equity:				
Common stock, \$1 par value, 15,000,000 shares authorized, 5,072,794 and 5,083,186 shares issued and outstanding at March 31, 2018 and				
December 31, 2017	5,073		5,083	
Surplus	65,780		65,780	
Undivided profits	21,720		21,563	
Accumulated other comprehensive loss, net of tax	(5,521)		(2,927)	
Total shareholders equity	87,052		89,499	
Total liabilities and shareholders equity	\$ 646,846	\$	650,424	

Consolidated Statements of Income

(in thousands except per share data)(unaudited)

	Three Months Ended 2018		
Interest income:			
Interest and fees on loans	\$ 3,233	\$	3,274
Interest and dividends on securities:			
U.S. Treasuries	379		415
U.S. Government agencies	122		142
Mortgage-backed securities	550		265
States and political subdivisions	439		393
Corporate bonds			8
Other investments	3		3
Interest on balances due from depository institutions	39		101
Total interest income	4,765		4,601
Interest expense:			
Deposits	476		264
Borrowings from Federal Home Loan Bank	20		15
Total interest expense	496		279
Net interest income	4,269		4,322
Provision for allowance for loan losses	35		26
Net interest income after provision for allowance for loan losses	\$ 4,234	\$	4,296

Consolidated Statements of Income (continued)

(in thousands except per share data)(unaudited)

Three Months Ended March 31, 2018 2017 **Non-interest income:** Trust department income and fees \$ \$ 366 433 Service charges on deposit accounts 911 922 Gain on liquidation, sales and calls of securities 17 Income (loss) from other investments (39)12 99 Increase in cash surrender value of life insurance 107 Other income 111 126 **Total non-interest income** 1,523 1,542 **Non-interest expense:** Salaries and employee benefits 2,829 2,849 Net occupancy 440 535 Equipment rentals, depreciation and maintenance 758 794 FDIC and state banking assessments 114 98 Data processing 327 331 ATM expense 138 122 Other real estate expense 120 62 Other expense 739 973 Total non-interest expense 5,764 5,465 **Net income** 292 \$ 74 Basic and diluted earnings per share \$ \$.01 .06 Dividends declared per share \$ \$

Consolidated Statements of Comprehensive Income (Loss)

(in thousands)(unaudited)

	Three	e Months E	nded N	Tarch 31,
		2018	2	2017
Net income	\$	292	\$	74
Other comprehensive income (loss):				
Net unrealized gain (loss) on available for sale securities		(2,594)		1,111
Reclassification adjustment for realized gains on available for sale securities called or sold				(17)
Total other comprehensive income (loss)		(2,594)		1,094
Total comprehensive income (loss)	\$	(2,302)	\$	1,168

Consolidated Statement of Changes in Shareholders Equity

(in thousands except share data)

Accumulated Number Other of Common **Undivided Comprehensive** Common **Shares** Stock Surplus **Profits** Loss **Total** Balance, January 1, 2018 \$ 21,563 5,083,186 \$ 5,083 \$65,780 \$ (2,927)\$89,499 Net income 292 292 (2,594)Other comprehensive loss (2,594)Retirement of stock (10,392)(10)(135)(145)(5,521) \$87,052 Balance, March 31, 2018 5,072,794 \$ 5,073 \$65,780 \$ 21,720

Note: Balances as of January 1, 2018 were audited.

Consolidated Statements of Cash Flows

(in thousands)(unaudited)

	Three Months Ended Ma 2018 20			
C-1. (1 f	4	2018		017
Cash flows from operating activities:				
Net income	\$	292	\$	74
Adjustments to reconcile net income to net cash provided by operating				
activities:				
Depreciation		480		473
Provision for allowance for loan losses		35		26
Writedown of other real estate		17		20
Loss on sales of other real estate		4		15
(Income) loss from other investments		39		(12)
Amortization of available for sale securities		113		(5)
Amortization of held to maturity securities		61		71
Gain on liquidation, sales and calls of securities				(17)
Change in accrued interest receivable		(194)		(77)
Increase in cash surrender value of life insurance		(107)		(99)
Change in other assets		(65)		92
Change in other liabilities		(483)		(108)
Net cash provided by operating activities	\$	192	\$	453

Consolidated Statements of Cash Flows (continued)

(in thousands) (unaudited)

	Thre	ee Months Er 2018	ided [March 31, 2017
Cash flows from investing activities:				
Proceeds from maturities, sales and calls of available for sale securities	\$	13,285	\$	20,123
Purchases of available for sale securities		(10,723)		(8,774)
Proceeds from maturities and calls of held to maturity securities		220		390
Purchases of Federal Home Loan Bank stock		(62)		(2)
Proceeds from sales of other real estate		120		276
Loans, net change		4,267		12,108
Acquisition of bank premises and equipment		(247)		(24)
Investment in cash surrender value of life insurance		(21)		(40)
Net cash provided by investing activities		6,839		24,057
Cash flows from financing activities:				
Demand and savings deposits, net change		6,380		35,768
Time deposits, net change		2,986		5,559
Borrowings from Federal Home Loan Bank		161,400		
Repayments to Federal Home Loan Bank		(171,414)		(5,014)
Retirement of common stock		(145)		
Net cash provided by (used in) financing activities		(793)		36,313
Net increase in cash and cash equivalents		6,238		60,823
Cash and cash equivalents, beginning of period		25,281		41,116
Cash and cash equivalents, end of period	\$	31,519	\$	101,939

PEOPLES FINANCIAL CORPORATION AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

For the three Months Ended March 31, 2018 and 2017

1. Basis of Presentation:

Peoples Financial Corporation (the Company) is a one-bank holding company headquartered in Biloxi, Mississippi. The Company has two operating subsidiaries, PFC Service Corp., an inactive company, and The Peoples Bank, Biloxi, Mississippi (the Bank). The Bank provides a full range of banking, financial and trust services to state, county and local government entities and individuals and small and commercial businesses operating in those portions of Mississippi, Louisiana and Alabama which are within a fifty mile radius of the Waveland, Wiggins and Gautier branches, the Bank s three most outlying locations (the trade area).

The accompanying unaudited consolidated financial statements and notes thereto contain all adjustments, consisting only of normal recurring adjustments, necessary to present fairly, in accordance with accounting principles generally accepted in the United States of America (GAAP), the financial position of the Company and its subsidiaries as of March 31, 2018 and the results of their operations and their cash flows for the periods presented. The interim financial information should be read in conjunction with the annual consolidated financial statements and the notes thereto included in the Company s 2017 Annual Report and Form 10-K.

The results of operations for the quarter ended March 31, 2018, are not necessarily indicative of the results to be expected for the full year.

Use of Estimates - The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates. Material estimates common to the banking industry that are particularly susceptible to significant change in the near term include, but are not limited to, the determination of the allowance for loan losses, the valuation of other real estate acquired in connection with foreclosure or in satisfaction of loans and valuation allowances associated with the realization of deferred tax assets, which are based on future taxable income.

Summary of Significant Accounting Policies - The accounting and reporting policies of the Company conform to GAAP and general practices within the banking industry. There have been no material changes or developments in the application of principles or in our evaluation of the accounting estimates and the underlying assumptions or methodologies that we believe to be Critical Accounting Policies as disclosed in our Form 10-K for the year ended December 31, 2017.

Revenue Recognition - As of January 1, 2018, the Company adopted Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers (Topic 606)*, using the modified retrospective method. Disclosures of revenue from contracts with customers for periods beginning after January 1, 2018 are presented under ASC Topic 606 and have not materially changed from the prior year amounts. This update prescribes the process related to the recognition of revenue to depict the transfer of promised goods or services

to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 excludes revenue streams relating to loans and investment securities, which are the major source of revenue for the Company from its scope. As a result, the adoption of the guidance had no material impact on the measurement or recognition of revenue. Consistent with this guidance, the Company recognizes non-interest income within the scope of this guidance as services are transferred to its customers in an amount that reflects the consideration it expects to be entitled to in exchange for those services. Other types of revenue contracts, the income from which is included in non-interest income, that are within the scope of ASU 2014-09 are:

Trust department income and fees: A contract for fiduciary and/or investment administration services on personal trust accounts and corporate trust services. Personal trust fee income is determined as a percentage of assets under management and is recognized over the period the underlying trust is serviced. Corporate trust fee income is recognized over the period the Company provides service to the entity.

Service charges on deposit accounts: The deposit contract obligates the Company to serve as a custodian of the customer s deposited funds and is generally terminable at will by either party. The contract permits the customer to access the funds on deposit and request additional services for which the Company earns a fee, including NSF and analysis charges, related to the deposit account. Income for deposit accounts is recognized over the statement cycle period (typically on a monthly basis) or at the time the service is provided, if additional services are requested.

ATM fee income: A contract between the Company, as a card-issuing bank, and its customers whereby the Company receives a transaction fee from the merchant s bank whenever a customer uses a debit or credit card to make a purchase. These fees are earned as the service is provided (i.e., when the customer uses a debit or ATM card).

Other noninterest income: Other noninterest income includes several items, such as wire transfer income, check cashing fees, the increase in cash surrender value of life insurance, rental income from bank properties and safe deposit box rental fees. This income is generally recognized at the time the service is provided and/or the income is earned.

New Accounting Pronouncements In February 2018, the Financial Accounting Standards Board (the FASB) issued ASU 2018-03, *Technical Corrections and Improvements to Financial Instruments Overall (Subtopic 825-10):*Recognition and Measurement of Financial Assets and Financial Liabilities, that Clarifies the Guidance in ASU No. 2016-01, Financial Instruments Overall (Subtopic 825-10). ASU 2018-03 clarifies guidance in ASU No. 2016-01 relating to equity securities without a readily determinable fair value, forward contracts and purchased options and fair value option liabilities. This update is effective for fiscal years, and interim periods within those fiscal years, beginning after June 15, 2018. The Company adopted the amendments in this ASU effective January 1, 2018. The adoption of this ASU did not have a material effect on the Company s financial position, result of operations or cash flows.

In March 2018, the FASB issued ASU 2018-05, *Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118.* ASU 2018-05 adds SEC guidance to the accounting standards codification regarding the Tax Cuts and Jobs Act. This

update became effective upon addition to the FASB Codification. The adoption of this ASU is not expected to have a material effect on the Company s financial position, result of operations or cash flows.

2. Earnings Per Share:

Per share data is based on the weighted average shares of common stock outstanding of 5,080,514 and 5,123,186 for the three months ended March 31, 2018 and 2017, respectively.

3. Statements of Cash Flows:

The Company has defined cash and cash equivalents as cash and due from banks. The Company paid \$489,389 and \$259,953 for the three months ended March 31, 2018 and 2017, respectively, for interest on deposits and borrowings. No income tax payments were made during the three months ended March 31, 2018 and 2017. Loans transferred to other real estate amounted to \$753,674 and \$44,391 during the three months ended March 31, 2018 and 2017, respectively.

4. Investments:

The amortized cost and fair value of securities at March 31, 2018 and December 31, 2017, are as follows (in thousands):

			Gr Unrea	oss alized		Gross realized		Fair
March 31, 2018	Amo	ortized Cost	Ga	ins]	Losses		Value
Available for sale securities:								
U.S. Treasuries	\$	119,831	\$		\$	(2,994)	\$	116,837
U.S. Government agencies		14,989				(323)		14,666
Mortgage-backed securities		96,952		27		(2,508)		94,471
States and political subdivisions		13,746		217				13,963
Total available for sale securities	\$	245,518	\$	244	\$	(5,825)	\$ 2	239,937
Held to maturity securities:								
U.S. Government agencies	\$	8,185	\$		\$	(408)	\$	7,777
States and political subdivisions		42,697		80		(996)		41,781
Total held to maturity securities	\$	50,882	\$	80	\$	(1,404)	\$	49,558

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December 31, 2017	Λma	ortized Cost	Unre	coss alized	Un	Gross realized Losses		Fair Value
Available for sale securities:	AIIIC	mizeu Cost	Ga	11118	1	Losses	`	value
U.S. Treasuries	\$	124,820	\$		\$	(2,176)	\$ 1	22,644
U.S. Government agencies	·	19,989				(158)	· ·	19,831
Mortgage-backed securities		89,207		96		(1,042)		88,261
States and political subdivisions		14,178		292				14,470
Total available for sale securities	\$	248,194	\$	388	\$	(3,376)	\$ 2	245,206
Held to maturity securities:								
U.S. Government agencies	\$	8,185	\$		\$	(302)	\$	7,883
States and political subdivisions		42,978		227		(550)		42,655
Total held to maturity securities	\$	51,163	\$	227	\$	(852)	\$	50,538

The amortized cost and fair value of debt securities at March 31, 2018 (in thousands), by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

				Fair
	Amo	rtized Cost	7	Value
Available for sale securities:				
Due in one year or less	\$	42,425	\$	42,269
Due after one year through five years		83,351		81,607
Due after five years through ten years		22,457		21,242
Due after ten years		333		348
Mortgage-backed securities		96,952		94,471
Totals	\$	245,518	\$ 2	239,937
Held to maturity securities:				
Due in one year or less	\$	995	\$	995
Due after one year through five years		14,479		14,364
Due after five years through ten years		20,113		19,527
Due after ten years		15,295		14,672
Totals	\$	50,882	\$	49,558

Available for sale and held to maturity securities with gross unrealized losses at March 31, 2018 and December 31, 2017, aggregated by investment category and length of time that individual securities have been in a continuous loss position, are as follows (in thousands):

	Less Than Twelve Months C				O	over Twe	ve N	Months	Total		
	Gross			Gross			(Gross		(Gross
			Un	realized		Fair	Un	realized	Fair	Un	realized
	Fa	air Value	I	Losses		Value	L	osses	Value	L	osses
March 31, 2018:											
U.S. Treasuries	\$	39,351	\$	602	\$	77,486	\$	2,392	\$116,837	\$	2,994
U.S. Government agencies		13,035		149		9,408		582	22,443		731
States and political subdivisions		18,678		451		6,829		545	25,507		996
Mortgage-backed securities		73,089		1,624		13,220		884	86,309		2,508
TOTAL	\$	144,153	\$	2,826	\$	106,943	\$	4,403	\$251,096	\$	7,229
December 31, 2017:											
U.S. Treasuries	\$	49,586	\$	364	\$	73,058	\$	1,812	\$122,644	\$	2,176
U.S. Government agencies		8,145		37		14,567		423	22,712		460
Mortgage-backed securities		60,230		415		13,492		627	73,722		1,042
States and political subdivisions		11,552		168		7,010		382	18,562		550
_											
TOTAL	\$	129,513	\$	984	\$	108,127	\$	3,244	\$237,640	\$	4,228

At March 31, 2018, 24 of the 24 securities issued by the U.S. Treasury, 5 of the 5 securities issued by U.S. Government agencies, 62 of the 156 securities issued by states and political subdivisions and 34 of the 39 mortgage-backed securities contained unrealized losses.

Management evaluates securities for other-than-temporary impairment on a monthly basis. In performing this evaluation, the length of time and the extent to which the fair value has been less than cost, the fact that the Company s securities are primarily issued by U.S. Treasury and U.S. Government Agencies and the cause of the decline in value are considered. In addition, the Company does not intend to sell and it is not more likely than not that it will be required to sell these securities before maturity. While some available for sale securities have been sold for liquidity purposes or for gains, the Company has traditionally held its securities, including those classified as available for sale, until maturity. As a result of the evaluation of these securities, the Company has determined that the unrealized losses summarized in the tables above are not deemed to be other-than-temporary.

Proceeds from sales and calls of available for sale debt securities were \$1,227,141 during the three months ended March 31, 2017 which resulted in a realized gain of \$16,729 for the three months ended March 31, 2017. There were no sales or calls of available for sale debt securities in 2018.

Securities with a fair value of \$225,527,287 and \$196,702,218 at March 31, 2018 and December 31, 2017, respectively, were pledged to secure public deposits, federal funds purchased and other balances required by law.

5. Loans:

The composition of the loan portfolio at March 31, 2018 and December 31, 2017, is as follows (in thousands):

	Marc	ch 31, 2018	Decem	nber 31, 2017
Gaming	\$	24,475	\$	26,142
Residential and land development		253		263
Real estate, construction		35,282		31,947
Real estate, mortgage		185,238		189,201
Commercial and industrial		23,938		26,360
Other		6,266		6,536
Total	\$	275,452	\$	280,449

The age analysis of the loan portfolio, segregated by class of loans, as of March 31, 2018 and December 31, 2017, is as follows (in thousands):

	Numbei	of Days	Past Due				Loans Past Due Greater Than 90
			C .	Total		TD 4 1	D 0
	20 50	(0 00	Greater	Past	C	Total	Days &
March 21, 2019.	30 - 59	60 - 89	Than 90	Due	Current	Loans	Still Accruing
March 31, 2018: Gaming	\$	\$	\$	\$	\$ 24,475	\$ 24,475	\$
Residential and land development	Ф	φ	Ф	Ф	253	253	·
Real estate, construction	183	207	621	1,011	34,271	35,282	
Real estate, mortgage	4,960	678	4,614	10,252	174,986	185,238	
Commercial and industrial	318	5	2,133	2,456	21,482	23,938	
Other	18	1		19	6,247	6,266	
Total	\$ 5,479	\$ 891	\$ 7,368	\$ 13,738	\$ 261,714	\$ 275,452	\$
December 31, 2017:							
Gaming	\$	\$	\$	\$	\$ 26,142	\$ 26,142	\$
Residential and land development					263	263	
Real estate, construction	747	121	522	1,390	30,557	31,947	
Real estate, mortgage	5,321	790	4,884	10,995	178,206	189,201	
Commercial and industrial	375	2	2,344	2,721	23,639	26,360	
Other	26	3	,-	29	6,507	6,536	
Total	\$ 6,469	\$ 916	\$ 7,750	\$ 15,135	\$ 265,314	\$ 280,449	\$

The Company monitors the credit quality of its loan portfolio through the use of a loan grading system. A score of 1 is assigned to the loan based on factors including repayment ability, trends in net worth and/or financial condition of the borrower and guarantors, employment stability, management ability, loan to value fluctuations, the type and structure of the loan, conformity of the loan to bank policy and payment performance. Based on the total score, a loan grade of A, B, C, S, D, E or F is applied. A grade of A will generally be applied to loans for customers that are well known to the Company and that have excellent sources of repayment. A grade of B will generally be applied to loans for customers that have excellent sources of repayment which have no identifiable risk of collection. A grade of C will generally be applied to loans for customers that have adequate sources of repayment which have little identifiable risk of collection. A grade of S will generally be applied to loans for customers who meet the criteria for a grade of C but who also warrant additional monitoring by placement on the watch list. A grade of D will generally be applied to loans for customers that are inadequately protected by current sound net worth, paying capacity of the borrower, or pledged collateral. Loans with a grade of D have unsatisfactory characteristics such as cash flow deficiencies, bankruptcy filing by the borrower or dependence on the sale of collateral for the primary source of repayment, causing more than acceptable levels of risk. Loans 60 to 89 days past due receive a grade of D. A grade of E will generally be applied to loans for customers with weaknesses inherent in the D classification and in which collection or liquidation in full is questionable. In addition, on a monthly basis the Company determines which loans are 90 days or more past due and assigns a grade of E to them. A grade of F is applied to loans which are considered uncollectible and of such little value that their continuance in an active bank is not warranted. Loans with this grade are charged off, even though partial or full recovery may be possible in the future.

An analysis of the loan portfolio by loan grade, segregated by class of loans, as of March 31, 2018 and December 31, 2017, is as follows (in thousands):

	Loans With A Grade Of:					
	A, B or C	S	D	E	F	Total
March 31, 2018:						
Gaming	\$ 24,475	\$	\$	\$	\$	\$ 24,475
Residential and land development				253		253
Real estate, construction	33,880		257	1,145		35,282
Real estate, mortgage	150,338	11,244	14,553	9,103		185,238
Commercial and industrial	21,025		181	2,732		23,938
Other	6,254		9	3		6,266