

Board of Governors of the Federal Reserve System



Financial Statements for Employee Stock Ownership Plan Holding Companies—FR Y-9ES

Report at the close of business as of the last calendar day in December

This report is required by law: Section 5(c) of the Bank Holding Company Act of 1956 (12 U.S.C. § 1844c) and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)); and Section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)) and Section 238.4(b) of Regulation LL (12 C.F.R. § 238.4(b)).

This report is to be filed by Employee Stock Ownership Plans that also are holding companies. When such holding companies are tiered holding companies, separate reports are also to be filed by each of the subsidiary holding companies as discussed in the instructions. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: The Financial Statements for Employee Stock Ownership Plan Holding Companies must be signed by an authorized officer of the Employee Stock Ownership Plan.

Date of Report: _____
Month / Day / Year (ESOP 9999)

The Financial Statements for Employee Stock Ownership Plan Holding Companies is to be prepared in accordance with the instructions provided by the Federal Reserve System.

I, the undersigned Trustee or other authorized representative of the named Employee Stock Ownership Plan Holding Company, have reviewed the Financial Statements for Employee Stock Ownership Plan Holding Companies filed by the named ESOP holding company and believe that the report has been prepared in accordance with instructions issued by the Federal Reserve.

Printed Name of Trustee or Other Authorized Representative of the ESOP (ESOP C490)

Legal Title of ESOP HC (TEXT 9010)

Signature of Trustee or Other Authorized Representative of the ESOP (ESOP H321)

(Mailing Address of the ESOP HC) Street / P.O. Box (TEXT 9110)

Date of Signature (ESOP J196)

City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

Name / Title (ESOP 8901)

Area Code / Phone Number (ESOP 8902)

FAX Number (ESOP 9116)

E-mail Address of Contact (ESOP 4086)

For Federal Reserve Bank Use Only

RSSD ID _____
C.I. _____

Financial Statements for Employee Stock Ownership Plan Holding Companies

The Statement of Changes in Net Assets is to be reported on a calendar year basis in thousands of dollars.

Schedule SC—Statement of Changes in Net Assets Available for Benefits (for the Calendar Year)

	Dollar Amounts in Thousands				
	ESOP	Bil	Mil	Thou	
1. Net appreciation (depreciation) in fair value of investments:					
a. Employer securities	C316				1.a.
b. Other securities	C317				1.b.
2. Interest income	C318				2.
3. Dividend income	C319				3.
4. Employer contributions	C320				4.
5. Participant contributions	C321				5.
6. Other additions	3328				6.
7. <i>Total additions</i> (sum of items 1.a through 6)	C323				7.
8. Interest expense	C324				8.
9. Insurance expense	C330				9.
10. Distributions paid to participants	C325				10.
11. Other deductions	C326				11.
12. <i>Total deductions</i> (sum of items 8 through 11)	C327				12.
13. <i>Net increase (decrease)</i> (item 7 minus item 12)	C328				13.
14. Beginning of year: net assets available for benefits	C329				14.
15. End of year: net assets available for benefits (sum of item 13 and item 14) (must equal Schedule SB, item 15)	ESPT				
	C342				15.

Schedule SB—Statement of Net Assets Available for Benefits

	Dollar Amounts in Thousands				
	ESOP	Bil	Mil	Thou	
Assets					
1. Cash and cash equivalents (including money market instruments)	C322				1.
2. Holding company securities:					
a. Equity securities	C331				2.a.
b. Debt securities	C332				2.b.
3. Bank securities:					
a. Equity securities	C333				3.a.
b. Debt securities	C334				3.b.
4. Securities (other than securities reported in items 1, 2, 3, and 9)	C335				4.
5. Employer's contribution receivable	C336				5.
6. Participants' contribution receivable	C337				6.
7. Dividends and interest receivable	C363				7.
8. Cash surrender value of life insurance	C009				8.
9. Other assets	C338				9.
10. <i>Total assets</i> (sum of items 1 through 9)	2170				10.
Liabilities					
11. Loans payable	C339				11.
12. Interest payable	C340				12.
13. Other liabilities	C341				13.
14. <i>Total liabilities</i> (sum of items 11 through 13)	2948				14.

Net Assets Available For Benefits

15. <i>Net assets available for benefits</i> (item 10 minus item 14)	C342				15.
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Schedule SB-M—Memoranda

1. Sponsoring employer _____ (TEXT 9152)									M.1.
2. Shares held by ESOP:	ESOP	Number							
a. Total number of bank shares held by ESOP	C343								M.2.a.
		Percentage							
b. Percentage of bank shares held by ESOP included in 2.a.....	7285	_ _ . _ _ %							M.2.b.
		Number							
c. Number of bank shares allocated to ESOP participants	C344								M.2.c.
d. Total number of holding company shares held by ESOP	C345								M.2.d.
		Percentage							
e. Percentage of holding company shares held by ESOP included in 2.d.....	7286	_ _ . _ _ %							M.2.e.
		Number							
f. Number of holding company shares allocated to ESOP participants.....	C346								M.2.f.
3. Amount of ESOP debt reported as contra-equity by the sponsoring employer or unearned ESOP shares on:		Bil	Mil	Thou					
a. Bank Report of Condition	C347								M.3.a.
b. Holding company balance sheet.....	C348								M.3.b.
		Year (YYYY)							
4. Year ESOP was initially adopted	C349								M.4.
a. Accounted for under AICPA Statement of Position 76-3 or Statement of Position 93-6 (Enter "1" for SOP 76-3; enter "2" for SOP 93-6) ¹	C350	Number							M.4.a.
b. Total number of plan participants as of December 31 of the report year	C351								M.4.b.
5. Estimated employer liability for payment of plan benefits/distributions within two (2) years after December 31 of the report year		Bil	Mil	Thou					
	C352								M.5.
6. The net amount of plan participant balances eligible for diversification under the diversification requirement									
	C353								M.6.
7. Did the plan engage in any transaction with parties-in-interest during the current report year? (Enter "1" for yes; enter "0" for no)		0=No	ESOP						
		1=Yes	C354						M.7.
8. Has there been a change in plan trustees or the plan administrative committee during the current report year? (Enter "1" for yes; enter "0" for no)		0=No	ESOP						
		1=Yes	C355						M.8.

1. See FASB ASC Subtopic 718-40, *Compensation-Stock Compensation—Employee Stock Ownership Plans* and ASC Subtopic 105-10, *Generally Accepted Accounting Principal—Overall* for additional information.

Notes to the Financial Statements for Employee Stock Ownership Plan Holding Companies

Enter in the lines provided below any additional information on specific line items on the financial statements that the Employee Stock Ownership Plan holding company wishes to explain, that has been separately disclosed in the holding company's Reports to Shareholders, in its press releases, or in its Form 5500.

Also include any transactions which previously would have appeared as footnotes to the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits. Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional piece of information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

Qualifying employer real estate that is not considered part of compensation expense by the employer is contributed to the ESOP.

TEXT	ESOP	Bil	Mil	Thou
0000 Schedule SC, item 4 (noncash contribution): Qualifying employer				
real estate				
	0000		1	490

Notes to the Financial Statements

	TEXT	Dollar Amounts in Thousands	ESOP	Bil	Mil	Thou	
1.	C356						
			C356				1.
2.	C357						
			C357				2.
3.	C358						
			C358				3.
4.	C359						
			C359				4.
5.	C360						
			C360				5.