

INSTRUCTIONS FOR PREPARATION OF

Financial Statements for Employee Stock Ownership Plan Holding Companies

FR Y-9ES

Who Must Report

A. Reporting Criteria

The *Financial Statements for Employee Stock Ownership Plan Holding Companies* (FR Y-9ES) **must be filed by all employee stock ownership plans (ESOPs) that are also bank holding companies¹** or savings and loan holding companies² (collectively “holding companies”) as of the last calendar day of the calendar year. ESOP holding companies should file the FR Y-9ES; no other FR Y-9 series form is required. **However**, holding companies that are subsidiaries of ESOP holding companies (i.e., a tiered holding company) must submit (a) the *Consolidated Financial Statements for Holding Companies*—FR Y-9C, (b) the *Parent Company Only Financial Statements for Large Holding Companies*—FR Y-9LP or (c) the *Parent Company Only Financial Statements for Small Holding Companies*—FR Y-9SP in accordance with the appropriate reporting requirements.

The instructions for the FR Y-9C, FR Y-9LP, and FR Y-9SP are not included in these instructions but may be obtained from the district Federal Reserve Bank or from the “Reporting Forms” section of the Federal Reserve Board’s public website (www.federalreserve.gov).

1. Under Section 3(a)(1) of the BHC Act and Section 225 of Regulation Y, an ESOP may be required to register, and be regulated, as a bank holding company. For further information, contact the respective Reserve Bank where reports generally are filed. (See the Glossary entry for “Control.”).

2. Savings and loan holding companies (SLHCs) do not include any trust (other than a pension, profit-sharing, stockholders’ voting, or business trust) which controls a savings association if such trust by its terms must terminate within 25 years or not later than 21 years and 10 months after the death of individuals living on the effective date of the trust, and (a) was in existence and in control of a savings association on June 26, 1967, or, (b) is a testamentary trust. See Section 238.2 of the interim final rule of Regulation LL, dated September 13, 2011, for more information.

B. Shifts in Reporting Status

If the status of an ESOP holding company changes from a one bank ESOP holding company to a multibank ESOP holding company, or vice versa, either directly or indirectly through a merger, acquisition, consolidation or sale, the ESOP holding company should continue to file the FR Y-9ES. When an event such as this occurs, the ESOP holding company should disclose this in the Notes to the Financial Statements of the FR Y-9ES.

When there is dilution of the percentage of employer securities owned by the ESOP holding company through issuance of additional shares or other corporate actions, it should continue to file the FR Y-9ES as long as the ESOP remains or is deemed to be a holding company.

Where to Submit the Report

Electronic Submission

Beginning with the FR Y-9ES report submitted for December 31, 2003, reporting date, ESOP holding companies must submit their completed report electronically.

For procedures for electronic submission ESOP holding companies should contact their district Federal Reserve Bank or go to <http://www.frbservices.org/centralbank/reportingcentral/index.html>.

When to Submit the Report

The *Financial Statements for Employee Stock Ownership Plan Holding Companies* (FR Y-9ES) is required to be submitted no later than July 31 following the December 31 reporting date. However, for ESOP holding companies that have received an extension with the IRS on

General Instructions

Form 5500 by filing Form 5558, the submission deadline of the FR Y-9ES will be extended to October 15 to coincide with the extended IRS deadline. For example, financial statements for December 31, 20xx are required to be submitted no later than July 31, 20xx for ESOP holding companies that have not received an extension with the IRS and October 15 for ESOP holding companies that have received an extension. However, ESOP holding companies that filed for an extension with the IRS must send a copy of Form 5558 to the appropriate Federal Reserve Bank by July 31. Therefore, for purposes of the FR Y-9ES, the term ‘submission deadline’ applies to both the July 31 and October 15 deadlines and refers to the date by which the Federal Reserve must receive the ESOP holding company’s FR Y-9ES or the copy of Form 5558.

The report is due by the end of the reporting day on the submission deadline (i.e., 5:00 P.M. at each of the Reserve Banks).

If the submission deadline falls on a Saturday, Sunday (weekend) or holiday, the report must be received by 5:00 P.M. on the first business day after the weekend or holiday. Earlier submission would aid the Federal Reserve in reviewing and processing the reports and is encouraged. No extensions of time for submitting reports beyond October 15 are granted.

How to Prepare the Report

A. Applicability of GAAP

ESOP holding companies are required to prepare and file the *Financial Statements for Employee Stock Ownership Plan Holding Companies* (FR Y-9ES) in accordance with generally accepted accounting principles (GAAP) as set forth in the FASB Accounting Standards Codification and these instructions. For purposes of these instructions, the FASB Accounting Standards Codification is referred to as “ASC.” All reports shall be prepared in a consistent manner. The ESOP holding company’s financial records shall be maintained in such a manner and scope so as to ensure that the FR Y-9ES can be prepared and filed in accordance with these instructions and reflect a fair presentation of the ESOP holding company’s financial condition and results of operations.

When the Federal Reserve’s interpretation of how GAAP or these instructions should be applied to a specified event or transaction (or series of related events or trans-

actions) differs from the reporting ESOP holding company’s interpretation, the Federal Reserve may require the ESOP holding company to reflect the event(s) or transaction(s) in its FR Y-9ES in accordance with the Federal Reserve’s interpretation and to amend previously submitted reports. The Federal Reserve will consider the materiality of such event(s) or transaction(s) in making a determination about requiring the ESOP holding company to apply the Federal Reserve’s interpretation and to amend previously submitted reports. Materiality is a qualitative characteristic of accounting information which is defined in FASB Concepts No. 2 as “the magnitude of an omission or misstatement of accounting information that, in the light of surrounding circumstances, make it probable that the judgment of a reasonable person relying on the information would have been changed or influenced by the omission or misstatement.”

ESOP holding companies should retain workpapers and other records used in the preparation of these reports.

B. Report Form Captions and Instructional Detail

No caption on the report form shall be changed in any way. A zero should be entered whenever an ESOP holding company can participate in an activity, but may not, on the report date, have any outstanding balances. An item should be left blank if the ESOP holding company is not involved in a transaction.

There may be areas in which an ESOP holding company wishes more technical detail on the application of employee benefit law and regulation. Such information may often be found in the Glossary section of these instructions or, in more detail, in the Internal Revenue Code, the Employee Retirement Income Security Act or related regulations. The employee benefit terms in the Glossary are intended to serve as an aid in the specific reporting situations rather than a comprehensive statement of employee benefit law.

Additional copies of this instruction book may be obtained from the district Federal Reserve Bank or from the “Reporting Forms” section of the Federal Reserve Board’s public website (www.federalreserve.gov).

C. Rounding

All dollar amounts must be reported in thousands of dollars, with the figures rounding to the nearest thousand. Items less than \$500 should be reported as zero.

General Instructions

Rounding could result in details not adding to their stated totals. However, to ensure consistent reporting, the rounded detail items should be adjusted so that the totals and the sums of their components are identical.

On the *Financial Statements for Employee Stock Ownership Plan Holding Companies*, “Total assets” less “Total liabilities” must equal “Net assets available for benefits.” These amounts must be derived from unrounded numbers and then rounded to ensure that these two items are equal as reported.

D. Negative Entries

Negative entries are generally not appropriate on the FR Y-9ES and should not be reported. Hence, assets with credit balances must be reported in liability items and liabilities with debit balances must be reported in asset items, as appropriate, and in accordance with these instructions.

However, on the Statement of Changes in Net Assets Available for Benefits, negative entries may appear as appropriate. Income items with a debit balance and expense items with a credit balance must be reported in parentheses rather than with a minus (–) sign.

E. Confidentiality

The completed version of this report generally is available to the public upon request on an individual basis. However, a reporting ESOP holding company may request confidential treatment for the *Financial Statements for Employee Stock Ownership Plan Holding Companies* (FR Y-9ES) if the ESOP holding company is of the opinion that disclosure of specific commercial or financial information in the report would likely result in substantial harm to its competitive position, or that disclosure of the submitted information would result in unwarranted invasion of personal privacy.

A request for confidential treatment must be submitted in writing concurrently with the submission of the report. The request must discuss in writing the justification for which confidentiality is requested and must demonstrate the specific nature of the harm that would result from public release of the information. Merely stating that competitive harm would result or that information is personal is not sufficient.

Information for which confidential treatment is requested may subsequently be released by the Federal Reserve

System if the Board of Governors determines that the disclosure of such information is in the public interest.

F. Verification and Signature

Verification. All addition and subtraction should be double-checked before the report is submitted. Totals and subtotals in supporting materials should be cross-checked to corresponding items elsewhere in the report. Before a report is submitted, all amounts should be compared with the corresponding amounts in the previous report. If there are any unusual changes from the previous report, a brief explanation of the changes should be attached to the submitted report.

Signature. The *Financial Statements for Employee Stock Ownership Plan Holding Companies* must be signed by an authorized officer of the employee stock ownership plan. This individual should be an official authorized by the plan documents to act on behalf of the ESOP.

ESOP holding companies must maintain in their files a manually signed and attested printout of the data submitted. The cover page of the Reserve Bank-supplied, holding company’s software, or from the Federal Reserve’s website report form should be used to fulfill the signature and attestation requirement and this page should be attached to the printout placed in the ESOP holding company’s files.

G. Amended Reports

The Federal Reserve may require the filing of amended *Financial Statements for Employee Stock Ownership Plan Holding Companies* if the report previously submitted contains significant errors. In addition, an ESOP holding company should file an amended report when internal or external auditors make audit adjustments that result in a restatement of financial statements previously submitted to the Federal Reserve. In the event that certain of the required data are not available, ESOP holding companies should contact the appropriate Reserve Bank for information on submitting a revised report.

H. Organization of the Instruction Book

The instruction book is divided into two sections:

- (1) The General Instructions describing overall reporting requirements.

General Instructions

(2) The Line Item Instructions for each schedule of the *Financial Statements for Employee Stock Ownership Plan Holding Companies* (FR Y-9ES).

necessarily self-contained; reference to more detailed treatments in the Glossary may be needed.

The instructions and definitions in section (2) are not

LINE ITEM INSTRUCTIONS FOR

Statement of Changes in Net Assets Available for Benefits

Schedule SC

The Statement of Changes in Net Assets Available for Benefits reflects changes in net assets available for benefits for the calendar year, the period from January 1 to December 31 for Employee Stock Ownership Plans (ESOPs). If the ESOP was formed during the calendar year, the Statement of Changes in Net Assets Available for Benefits should reflect changes in the value from the date of formation to the end of the calendar year (i.e., December 31).

For leveraged ESOPs, additions and deductions should include both allocated and unallocated (suspense account) amounts. Transfers from unallocated to allocated should not be reflected because they do not affect net assets available for plan benefits. (See the following Glossary entries: “Leveraged ESOPs,” “Net Assets Available for Benefits,” and “Suspense Shares.”)

Investment Income

Line Item 1 Net appreciation (depreciation) in fair value of investments:

Line Item 1(a) Employer securities.

Report the change in fair value of employer securities. Realized gains and losses need not be segregated from unrealized gains and losses relating to investments held at year-end. If the amount reported is a net loss, enclose it in parentheses.

Line Item 1(b) Other securities.

Report the change in fair value of all other securities. Realized gains and losses need not be segregated from unrealized gains and losses relating to investments held at year-end. If the amount reported is a net loss, enclose it in parentheses.

Line Item 2 Interest income.

Report interest income paid or payable to the ESOP for the current reporting period related to cash balances or

debt securities reported in items 1, 2(b), 3(b), 4 and 9 of the Statement of Net Assets Available for Benefits.

Line Item 3 Dividend income.

Report dividend income declared or paid to the ESOP during the calendar year-to-date. Include dividends that were payable but that will not be received until after the report date.

Line Item 4 Employer contributions.

Report total employer contributions declared (whether or not yet received), during the current reporting period. Include in this item both cash and noncash contributions. Noncash contributions should be recorded at fair value. **A description of noncash contributions should be provided in the Notes to the Financial Statements.**

Line Item 5 Participant contributions.

Report contributions authorized by plan participants for the current reporting period whether or not the contributions have been remitted to the ESOP.

Line Item 6 Other additions.

Report the amount of all other additions to the net assets available for benefits recognized by the ESOP, that is not reported in items 1 through 5 above.

Line Item 7 Total additions.

Report the sum of items 1(a), 1(b), 2, 3, 4, 5, and 6.

Line Item 8 Interest expense.

Report loan interest and any other interest paid or payable by the ESOP for the calendar year-to-date. Include only expenses paid by the ESOP and do not include expenses paid by a lower tier holding company or a bank on behalf of the ESOP unless such payments were reimbursed by the ESOP.

Schedule SC

Line Item 9 Insurance expenses.

Report the difference between the premium paid and the cash surrender value of life insurance.

Line Item 10 Distributions paid to participants.

Report distributions that were paid or payable to participants for the calendar year-to-date.

Line Item 11 Other deductions.

Report any other deductions from net assets available for benefits not included in items 8, 9, and 10 above, such as plan administration expenses. Include only expenses paid by the ESOP and do not include expenses paid by a lower tier holding company or a bank on behalf of the ESOP unless such payments were reimbursed by the ESOP.

Line Item 12 Total deductions.

Report the sum of items 8, 9, 10, and 11.

Line Item 13 Net increase (decrease).

Report the difference between item 7 minus item 12. If amount reported is a net decrease, enclose it in parentheses. This amount should be equal to the difference between items 14 and 15.

Line Item 14 Beginning of year: net assets available for benefits.

Report the net assets available for benefits as of the previous calendar year-end.

Line Item 15 End of year: net assets available for benefits.

Report the net assets available for benefits as of the end of the statement period, the sum of items 13 and 14. This item must equal the Statement of Net Assets Available for Benefits schedule, item 15.

LINE ITEM INSTRUCTIONS FOR

Statement of Net Assets Available for Benefits Schedule SB

The Statement of Net Assets Available for Benefits reflects, as of the report date, the net assets that ultimately are available to pay benefits. For leveraged ESOPs, assets reported on this schedule should include both allocated and unallocated (suspense account) amounts.

Assets

Line Item 1 Cash and Cash Equivalents (including money market instruments).

Report cash and cash equivalents both noninterest bearing and interest bearing. For the purposes of this report, cash and cash equivalents includes cash, and other financial instruments that are both: (a) readily convertible into cash and (b) have a remaining maturity of three months or less. Examples of items commonly considered cash equivalents are Treasury bills, commercial paper, or money market funds. Cash purchases and sales of those investments, if included here, should be part of the cash management activities rather than part of investing activities. Securities that are purchased as investments should be reported in items 2 through 4 below.

Overdrafts should not be reported in this item. Overdrafts should be reported under item 13, “Other liabilities.”

Line Item 2 Holding company securities.

Plan investments, whether equity or debt securities or other investments, shall be presented at their fair value as of the report date. The fair value of an investment is the amount that the ESOP could reasonably expect to receive in a current arms-length sale between a willing buyer and a willing seller, that is, other than in a forced or liquidation sale. Fair values shall be measured by the market price if there is an established securities trading market for the investment. If no active market for the employer securities exists, fair values shall be determined by an annual independent appraisal.

Line Item 2(a) Equity securities.

Report the fair value of equity securities in a holding company employer or sponsor as of the report date. Equity securities reported in this item should include qualifying employer securities. (See the Glossary entries “Qualifying Employer Securities” and “Sponsoring Employer.”) Non-qualifying employer equity securities should be reported in item 9, “Other assets.”

Line Item 2(b) Debt securities.

Report on this item the fair value of debt securities in a holding company employer or sponsor as of the report date. Debt securities reported in this item should include qualifying employer securities. (See the Glossary entries “Qualifying Employer Securities” and “Sponsoring Employer.”) Non-qualifying employer debt securities should be reported in item 9, “Other assets.”

Line Item 3 Bank securities.

Plan investments, whether equity or debt securities or other investments, shall be presented at their fair value as of the report date. The fair value of an investment is the amount that the ESOP could reasonably expect to receive in a current arms-length sale between a willing buyer and a willing seller, that is, other than in a forced or liquidation sale. Fair values shall be measured by the market price if there is an established securities trading market for the investment. If no active market for the employer securities exists, fair values shall be determined by an annual independent appraisal.

Line Item 3(a) Equity securities.

Report the fair value of equity securities in a bank employer or sponsor as of the report date. Equity securities reported in this item should include qualifying employer securities. (See the Glossary entries “Qualifying Employer Securities” and “Sponsoring Employer.”)

Schedule SB

Non-qualifying employer equity securities should be reported in item 9, "Other assets."

Line Item 3(b) Debt securities.

Report the fair value of debt securities in a bank employer or sponsor as of the report date. Debt securities reported in this item should include qualifying employer securities. (See the Glossary entries "Qualifying Employer Securities" and "Sponsoring Employer.") Non-qualifying employer debt securities should be reported in item 9, "Other assets."

Line Item 4 Securities (other than securities reported in items 1, 2, 3, and 9).

Diversified ESOPs that hold marketable debt and equity securities other than qualifying employer securities or sponsor securities, should report the fair value of those securities in this item. Do not include bank or holding company employer securities held by the ESOP in this item; those investments should be reported on either item 2, 3 or 9.

Line Item 5 Employer's contribution receivable.

Employer's contribution receivables are amounts due as of the report date. Amounts due include those pursuant to formal commitments and legal obligations. Evidence of a formal commitment may include (a) a resolution by the employer's governing body approving a specific contribution, (b) a consistent pattern of making payments after the plan's year-end pursuant to an established funding policy that attributes such subsequent payments to the preceding plan year, (c) a deduction of a contribution for federal tax purposes for periods ending on or before the reporting date, or (d) the employer's recognition as of the report date of a contribution payable to the plan.

Line Item 6 Participants' contribution receivable.

Participants' contribution receivables are amounts due from plan participants that are permissible under the plan and contributed pursuant to a formal commitment as of the report date. These contributions normally would be made by participants in a KSOP plan. (See the Glossary entry "KSOP.")

Line Item 7 Dividends and interest receivable.

Report the amount of dividends and interest earned but not yet received as of the report date.

Line Item 8 Cash surrender value of life insurance.

Report the cash surrender value of any insurance policy on a bank or holding company officer or employee for which the ESOP holds as an investment to defray costs of employee benefits.

Line Item 9 Other assets.

List any other non-qualifying assets that have not been described in items 1 through 8.

Line Item 10 Total assets.

Report the sum of items 1, 2(a), 2(b), 3(a), 3(b), 4, 5, 6, 7, 8, and 9.

Liabilities

Line Item 11 Loans payable.

Report the amount of all loans payable by the ESOP holding company for purchase of the stock of the sponsoring employer. The debt of leveraged ESOPs also should be reported on the balance sheet of the sponsoring employer. All other loans payable should be reported in other liabilities. For more information see "Leveraged ESOPs" in the Glossary.

Line Item 12 Interest payable.

Report any interest expense that already has been accrued as of the report date but which has not been paid.

Line Item 13 Other liabilities.

Report the total amount of all other liabilities not reported under items 11 and 12 above. Include amounts allocated to the accounts of the persons who have elected to withdraw from the plan but have not been paid.

Line Item 14 Total liabilities.

Report the sum of items 11, 12, and 13.

Line Item 15 Net Assets Available for Benefits.

Report the difference between item 10 and item 14. The amount reported in this line item must equal line item 15 of Schedule SC. For non-leveraged ESOPs, net assets available to pay plan benefits should reconcile to the sum of the participant's individual account balances.

For leveraged ESOPs, the sum of the participant's individual account balances should equal the fair value of the

Schedule SB

plan's allocated assets. The reconciling items between (1) the sum of the participant's individual account balances and (2) net assets available for benefits include the fair value of the plan's unallocated (suspense account)

assets and the plan's liabilities. (See the Glossary entries for "Leveraged ESOPs," "Net Assets Available for Benefits," and "Suspense Shares.")

LINE ITEM INSTRUCTIONS FOR

Memoranda

Schedule SB-M

Line Item M1 Sponsoring employer.

Report the name of the sponsoring employer as defined in the plan document.

Line Item M2 Shares held by ESOP:

Line Item M2(a) Total number of bank shares held by ESOP.

Report the total number of bank shares held by the ESOP, including both allocated and unallocated shares. If fractional shares are issued and they are greater than or equal to .5, round up to the nearest whole number.

Line Item M2(b) Percentage of bank shares held by ESOP.

Report the percentage of bank shares outstanding that are held by the ESOP, including both allocated and unallocated shares.

Line Item M2(c) Number of bank shares allocated to ESOP participants.

Report the total number of bank shares held by the ESOP that are allocated to plan participants. The number of allocated shares is included in item M2(a). If fractional shares are issued and they are greater than or equal to .5, round up to the nearest whole number.

Line Item M2(d) Total number of holding company shares held by ESOP.

Report the total number of holding company shares held by the ESOP, including both allocated and unallocated shares. If fractional shares are issued and they are greater than or equal to .5, round up to the nearest whole number.

Line Item M2(e) Percentage of holding company shares held by ESOP.

Report the percentage of holding company shares outstanding that are held by the ESOP, including both allocated and unallocated shares.

Line Item M2(f) Number of holding company shares allocated to ESOP participants.

Report the total number of holding company shares held by the ESOP that are allocated to plan participants. The number of allocated shares is included in item M2(d). If fractional shares are issued and they are greater than or equal to .5, round up to the nearest whole number.

Line Item M3 Amount of ESOP debt reported as contra-equity by the sponsoring employer or unearned ESOP shares on:

As part of sponsoring a leveraged ESOP, the employer will deduct an amount equal to the debt balance from the equity section of its balance sheet for unallocated shares. For more information see “ESOP Debt to Related Entities” in the Glossary.

Line Item M3(a) Bank report of condition.

Report the amount of the contra-equity account that is reported on the bank’s report of condition and income. A bank that has guaranteed the ESOP long-term debt would include the offsetting debit to the liability reported on the balance sheet as a contra-equity account on the balance sheet.

Line Item M3(b) Holding company balance sheet.

Report the amount of the contra-equity account that is reported on the holding company’s balance sheet. A holding company that has guaranteed the ESOP long-term debt would include the offsetting debit to the

Schedule SB-M

liability reported on the balance sheet as a contra-equity account on the balance sheet.

Line Item M4 Year ESOP was initially adopted.

Report the year the ESOP was initially adopted by the sponsoring employer as defined in the plan document. For plans that existed prior to becoming ESOPs, report the date that the plan became an ESOP. Report the year in the century/year (i.e., CCYY) format (for example, report 1976 and not “76”).

Line Item M4(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

If the ESOP employer has adopted SOP 76-3, enter “1” in this item. If the ESOP employer has adopted SOP 93-6, enter “2” in this item. (See the Glossary entry “Accounting for ESOPs by Sponsoring Employer”).

Line Item M4(b) Total number of plan participants as of December 31 of the report year.

Report the total number of participants in the plan, as defined in Form 5500, as of December 31 of the reporting year. Report the exact number of participants.

Line Item M5 Estimated employer liability for payment of plan benefits/distributions within two (2) years after December 31 of the report year.

Report an estimate of the employer’s liability to plan participants and/or beneficiaries eligible and reasonably expected to receive benefits or distributions within two years after December 31 of the report year. Such amounts include payments of participant retirement benefits, bene-

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

fiary payments, and termination payments. These amounts do not include all vested balances of participants, but only those amounts reasonably expected to be subject to distribution within two years after December 31 of the report year.

Line Item M6 The net amount of plan participant balances eligible for diversification under the diversification requirement.

Report the amount of plan participant balances available under the diversification requirements for participants who have attained 10 years of service and are age 55 or older who are eligible to elect to diversify their individual accounts, or who have elected to diversify their accounts. Calculate the net amount of plan participant balances eligible for diversification by determining the gross amount of plan participant balances eligible for diversification and subtract the amount of participant balances previously diversified.

Line Item M7 Did the plan engage in any transaction with parties in interest during the current report year?

If the plan engaged in a transaction with a party in interest during the current reporting year, please enter a “1” in the box. If no transactions with a party in interest occurred during the current reporting year, please enter a “0” (zero) in the box. (See the Glossary entry “Party-in-Interest/Disqualified Person.”)

Line Item M8 Has there been a change in plan trustees or the plan administrative committee during the current report year?

If there has been a change in plan trustees, or membership in the plan administrative committee during the current reporting year, please enter a “1” in the box. If no change in plan trustees or the plan administrative committee occurred during the current reporting year, please enter a “0” (zero) in the box.

Glossary

The definitions in this Glossary apply to the *Financial Statements for Employee Stock Ownership Plan Holding Companies* (FR Y-9ES) and are not necessarily applicable for other regulatory or legal purposes. The presentation of the assets, liabilities, and net assets available for benefits, and the recognition of changes in the net assets available for benefits in the FR Y-9ES are to be in accordance with generally accepted accounting principles. The accounting discussions in this Glossary are those relevant to the preparation of these reports and are not intended to constitute a comprehensive presentation on bank accounting or on generally accepted accounting principles (GAAP).

Subsequent to legislation that created Employee Stock Ownership Plans (ESOPs), accounting standards for both the plan and the plan sponsor have evolved. The appropriate accounting can vary from institution to institution, depending on the date the ESOP was formed and other unique factors. The information given below is intended only as general guidance; for in-depth or specific information, it may be necessary to consult GAAP resources or obtain expert accounting or legal advice.

Accounting for ESOPs: ESOP accounting as presented in the FR Y-9ES should conform to generally accepted accounting principles (GAAP). The plan should use a special form of fair value accrual accounting consistent with employee benefit plans and not the equity method of accounting. The plan balance sheet should reflect ESOP debt as a liability on its balance sheet. GAAP for ESOPs are addressed primarily by the AICPA Audit and Accounting Guide: Audits of Employee Benefit Plans.

Accounting for ESOPs by Sponsoring Employer: Sponsoring employer accounting for a leveraged ESOP will vary depending upon the formation date. (See the Glossary entry for “Formation Date.”) Employer accounting for ESOPs formed after 1993 is governed by the ASC Subtopic 718-40, Compensation-Stock Compensation –

Employee Stock Ownership Plans (formerly AICPA Statement of Position 93-6, *Employers’ Accounting for Employee Stock Ownership Plans*). According to ASC Subtopic 718-40, all debt of the ESOP must be reflected as a liability on the financial statements of the sponsoring employer. The shares purchased with the proceeds of the debt are recorded by the sponsoring employer as a contra-equity account. This account is reduced and the shares are transferred to the ESOP in proportion to the debt repayment.

ESOPs formed prior to 1994 are accounted for pursuant to AICPA Statement of Position 76-3 as grandfathered by ASC Subtopic 105-10, Generally Accepted Accounting Principal – Overall. For loans that closed or were renegotiated after June 19, 1989, the debt must be reflected on the balance sheet of the sponsoring employer, and on the balance sheet of the ESOP. Institutions accounting for transactions under ASC Subtopic 105-10 also reflect the debt balance as a contra-equity account. For additional information, see ASC Subtopic 718-40, ASC Subtopic 105-10, and ASC Topic 960, Plan Accounting-Defined Benefit Pension Plans (formerly FAS 35, *Accounting and Reporting by Defined Benefit Pension Plans*), and any other accounting standards relevant to the reporting ESOP employer.

NOTE: When a leveraged ESOP borrows from an affiliate bank or holding company the note receivable and the note payable are both eliminated from the consolidated balance sheet. Likewise, income and expense accounts are also eliminated. On a parent-only basis, they continue to be reflected on each balance sheet.

Accumulated Plan Benefits: Benefits calculated to the benefit information date that are attributable to the employee under the provisions of the plan.

Adequate Consideration: In the case of a security for which there is a recognized market, the price prevailing on a national securities exchange. In the case of a closely

Glossary

held security, the fair market value of the asset as determined in good faith by the trustee or named fiduciary.

Allocated Shares: The shares in an ESOP trust that have been assigned to individual participant accounts based on a known formula. IRS rules require allocation to be nondiscriminatory (that is, generally based on compensation, length of service, or a combination of both). For any particular participant such shares may be vested, unvested or partially vested.

Appraisal: Closely held employer securities of an ESOP must be independently appraised at least annually as of the plan valuation date. For purposes of reporting on the FR Y-9ES, the reporter should use the most recent plan year-end appraisal.

Benefits: See “Pension Benefits” and “Accumulated Plan Benefits.”

Control: Under Section 3(a)(1) of the BHC Act and Section 225.11 of Regulation Y, an ESOP is required to register, and be regulated, as a bank holding company before acquiring control of 25 percent or more of any class of voting securities of a bank or bank holding company. Under the rebuttable control presumption of Section 225.31(d)(2)(ii) of Regulation Y, an ESOP also is presumed to control a bank or bank holding company if it acquires control of more than 5 percent (but less than 25 percent) of any class of that banking organization’s voting securities and, together with the interests held by its trustees and administrative committee members, controls 25 percent or more. In this situation, unless the control presumption can be successfully rebutted, an ESOP must register, and be regulated, as a “bank holding company.”

Like other bank holding companies, once an ESOP is approved to control 25 percent or more, it must continue to receive prior Federal Reserve approval for any increase in the number or percentage of shares it owns until it is approved to own over 50 percent, at which time it would become exempt from further acquisition filing requirements under Section 225.12(c) of Regulation Y.

Under Section 10(b)(2) of the Home Owners’ Loan Act and Section 238.11 of Regulation LL, an ESOP is required to register, and be regulated, as a savings and loan holding company before acquiring control of more than 25 percent of any class of voting securities of a savings and loan holding company. Under the rebuttable

presumption of control of Section 228.21(d)(2)(ii) of Regulation LL, an ESOP also is presumed to control a savings and loan holding company if it acquires control of more than 5 percent of the outstanding shares of any class of voting securities of a savings association or other company, and together with the interests held by its management officials and principal shareholders (including members of the immediate families of either), owns, controls, or holds with power to vote 25 percent or more of the outstanding shares of any class of voting securities of the savings association or other company. In this situation, unless the control presumption can be successfully rebutted, an ESOP must register, and be regulated, as a “savings and loan holding company.”

Contingent Liability: A contingent liability is recorded on the balance sheet based on the probability that an asset has been impaired or a loss has been incurred and the amount of the contingent liability is reasonably estimable.

Contra-equity: A contra-equity account is an account with a debit balance that is classified in the equity section of the balance sheet. The sponsoring employer records unearned ESOP shares in a contra-equity account. The account would be titled “unearned ESOP shares” under ASC Subtopic 718-40, Compensation-Stock Compensation – Employee Stock Ownership Plans (formerly AICPA Statement of Position 93-6, *Employers’ Accounting for Employee Stock Ownership Plans*) or “ESOP debt” under AICPA Statement of Position 76-3 as grandfathered by ASC Subtopic 105-10, Generally Accepted Accounting Principal – Overall. For further guidance, see the FR Y-9C Glossary entries for “unearned ESOP shares,” “ESOP debt,” and “contra-equity.”

Contributions: Employers and/or plan participants make contributions to ESOPs. In order for plan participants to make contributions, the ESOP must contain a 401(k) feature permitting employee deferrals or savings. Employer contributions to retirement plans are generally considered to be a part of compensation expense by the employer. For additional information on plan deferral contributions see the Glossary entry for “KSOP.”

Contributions receivable: Amounts due as of the date of the financial statements, including legal and contractual obligations; or amounts authorized by boards of directors.

Defined contribution plan: A plan that provides an individual account for each participant and provides benefits that are based on (a) amounts contributed to

Glossary

the participants account by the employer or employee, (b) investment experience, and (c) any forfeitures allocated to the account less any administrative expenses charged to the plan. Examples of a defined contribution plan include a profit sharing plan, a 401(k) plan, and an ESOP. See ASC Subtopic 715-70, Compensation-Retirement Benefits – Defined Contribution Plans (formerly EITF 86-27, *Measurement of Excess Contributions to a Defined Contribution Plan or Employee Stock Ownership Plan*).

Disqualified Person: See “Party-in-Interest/Disqualified Person.”

Dividends on allocated shares used for debt service: Dividends on allocated and unallocated shares must be allocated to employee accounts. Companies normally allocate these amounts using shares, or portions of shares, released from the suspense account, when the dividends have been used for debt service. The value of shares released must equal or exceed the dividends on shares that were allocated to employee accounts and were used for debt service. Dividends on unallocated shares may be allocated to participants based on any fair formula.

Employer Securities: See “Qualifying Employer Securities.”

Employee Retirement Income Security Act of 1974 (ERISA): The ERISA is a federal law that sets minimum standards for most voluntarily established pension and health plans in private industry to provide protection for individuals in these plans.

Employee Retirement Income Security Act of 1974 (ERISA) Plan: A plan that is subject to ERISA.

Employee Stock Ownership Plan (ESOP). A tax-qualified employee benefit plan, which is designed to be invested primarily in qualifying employer securities and is uniquely permitted to borrow money from or on the guarantee of a party-in-interest for the purpose of acquiring securities issued by the plan sponsor (a leveraged ESOP). The term “employee stock ownership plan” is also generally applied to (a) non-leveraged stock bonus plans that satisfy various requirements set forth in section 4975(e)(7) of the Internal Revenue Code and (b) profit-sharing plans (and certain pre-ERISA money purchase pension plans) that invest primarily in securities issued by the plan sponsor.

ESOP Debt to Related Entities: When a leveraged ESOP borrows from an affiliate bank or holding com-

pany, the note receivable and the note payable are both eliminated from the consolidated balance sheet. Likewise, income and expense accounts are also eliminated. On a parent-only basis, they continue to be reflected on each balance sheet.

Fiduciary: A person who has or exercises discretionary authority in the management of plan assets or in the administration of the plan. (Defined at ERISA section 3(21)). This generally includes plan administrators, plan officers and directors, plan trustees, investment managers, and persons with power to set plan policy and procedures.

Form 5500: A joint-agency form developed by the Internal Revenue Service, Department of Labor and the Pension Benefit Guaranty Corporation which may be used to satisfy the annual reporting requirements of the Internal Revenue Code and Titles I and IV of ERISA. Form 5500 and instructions can be obtained from the IRS public website (www.irs.gov).

Form 5558: Application for Extension of Time To File Certain Employee Plan Returns. A joint-agency (Internal Revenue Service, Department of Labor and The Pension Benefit Guaranty Corporation) form used to obtain a one-time extension of time to file Form 5500 up to 2½ months after the normal due date.

Formation Date: The formation date is that date that a plan is formally adopted by the sponsoring employer and legally takes effect, according to plan documents and the sponsoring employer, and as determined by applicable laws and regulations.

Holding Company: See “Control.”

KSOP: A KSOP is an ESOP designed with 401(k) provisions, which permits plan participants to defer or save a portion of their salary into the tax-qualified plan. A KSOP must be formally designated as an ESOP in order to qualify to borrow funds for the purposes of purchasing qualifying employer securities. Contributions receivable in a KSOP are amounts due from plan participants that are permissible under the plan and contributed pursuant to a formal commitment as of the reporting date.

Leveraged ESOP: A leveraged ESOP directly or indirectly borrows funds to purchase qualifying employer securities for the plan. Under certain circumstances funds can be borrowed from the sponsoring employer. All qualifying employer securities acquired by an ESOP with

Glossary

proceeds from an exempt loan must be held in a contra-equity account and then released to the ESOP as the loan is paid. Under both ASC Subtopic 718-40, Compensation-Stock Compensation – Employee Stock Ownership Plans (formerly AICPA Statement of Position 93-6, *Employers' Accounting for Employee Stock Ownership Plans*) or “ESOP debt” under AICPA Statement of Position 76-3 as grandfathered by ASC Subtopic 105-10, Generally Accepted Accounting Principal – Overall the employer, as well as the ESOP, records the ESOP’s debt as a liability.

The qualifying employer securities that are held as collateral for the debt may fluctuate in market value; as a result, the market value of the securities held as collateral might not exactly equal the value of the debt. This difference does not need to be reported separately on the FR Y-9ES because allocated and unallocated shares are aggregated together and because the net assets available for plan benefits should not be affected by this fluctuation. (See the Glossary entry for “Net Assets Available for Benefits.”)

Market (Fair) Value of Securities: The market value of securities should be determined, to the extent possible, by timely reference to the best available source of current market quotations or other data on relative current values. For example, securities traded on national, regional, or foreign exchanges or in organized over-the-counter markets should be valued at the most recently available quotation in the most active market.

The amount the plan could reasonably expect to receive for a plan investment in a current sale between a willing buyer and a willing seller. In the case of a closely held security, an annual appraisal independently arrived at by a person who customarily makes such appraisals and who is independent of any party to a transaction will be deemed to be a good faith determination of value. In the case of a transaction between a plan and a disqualified person, the value must be determined as of the date of the transaction [Treas. Reg. 54.4975-11(d)(5)]. (See also “Adequate Consideration.”)

Mature ESOP: Mature ESOPs are those whose participants are approaching retirement age; these ESOPs are subject to diversification rules. To maintain its qualified status, an ESOP must allow participants who have attained the age of 55 and who have completed ten years of service to elect to diversify a percentage of their account. Also, a retiring or terminating participant has

the option to require the employer to reacquire the shares allocated to the participant’s account at the current fair market value if the employer securities are not readily tradable on an established market. According to SEC Accounting Release #268, the employer is required to reflect the obligation to repurchase shares from terminating employees outside of the equity accounts. For additional information regarding repurchase requirements see Internal Revenue Code section 409(h)(1), and for diversification rules see Internal Revenue Code section 401(a)(28).

Net Assets Available for Benefits: Net assets available for benefits is the difference between a plan’s assets and its liabilities. For purposes of this definition, a plan’s liabilities do not include participant’s accumulated plan benefits.

For leveraged ESOPs, the net assets available for benefits represents the amount currently accumulated to ultimately pay benefits, even though the suspense account shares are pledged as collateral for the debt and have not yet been allocated to participants. Also, additions and deductions reported in the Statement of Changes in Net Assets Available for Benefits should include both allocated and unallocated (suspense account) amounts; share transfers from unallocated to allocated should not be presented because they do not affect net assets available for plan benefits.

Additionally, the sum of the participant’s individual account balances, for leveraged ESOPs, should equal the fair value of the plan’s allocated assets. Therefore, the reconciling items between (1) the sum of the participant’s individual account balances and (2) net assets available for benefits include the fair value of the plan’s unallocated (suspense account) assets and the plan’s liabilities.

Participant: A participant in an ESOP is any employee or former employee or any member or former member of a trade or other employee association, or the beneficiaries of these individuals, for whom there are accumulated plan benefits. See Form 5500 for more information.

Party-in-Interest/Disqualified Person: A party-in-interest or disqualified person is any person with an inherent conflict of interest as to an employee benefit plan. A party-in-interest or disqualified person under ERISA includes, but is not limited to, a fiduciary or employee of the plan, any person who provides services to the plan, an employer whose employees are covered by the plan, an employee association whose members are

Glossary

covered by the plan, a person who owns 50 percent or more of such an employer or employee association, or a relative or spouse of such persons just listed.

Pension Benefits: Periodic (usually monthly) payments made to a person, or beneficiary, who has retired from employment.

Prohibited Transaction: A transaction between the plan and a party-in-interest under ERISA (or a disqualified person under the Internal Revenue Code) that is prohibited under either section 406(a) of ERISA or section 4975 of the Internal Revenue Code, and for which there is no statutory, class or other exemption. Examples of a prohibited transaction include any direct or indirect:

- (1) sale or exchange, or lease, of any property between the plan and a party-in-interest;
- (2) lending of money, or other extension of credit between the plan and a party-in-interest;
- (3) furnishing of goods, services, or facilities between the plan and a party-in-interest;
- (4) transfer to, or use by or for the benefit of, a party-in-interest of any income or assets of the plan;
- (5) dealing with the assets of the plan for a fiduciary's own interest or own account;
- (6) acting in a fiduciary's individual or any other capacity in any transaction involving the plan on behalf of a party whose interests are adverse to the interests of the plan or the interests of its participants or beneficiaries;
- (7) receipt of any consideration for his or her own personal account by a party-in-interest who is a fiduciary from any party dealing with the plan in connection with a transaction involving the income or assets of the plan.

Qualifying Employer Securities: Common stock issued by the employer and non-callable preferred stock if it is convertible at any time into common stock [IRC 409(l),

ERISA 407(d)(6)(A)]. Deposit accounts (i.e. certificates of deposit, checking or money market accounts) are not qualifying employer securities.

Released Shares: Shares that have been released from suspense and from serving as collateral for ESOP debt as a result of payment of debt service. These shares are required to be allocated to participant accounts by the end of the ESOP's fiscal year. Formulas used to determine the number of shares to be released can be based either on (1) the ratio of the current principal amount to the total original principal amount (in which case the unearned compensation and debt balance move in tandem) or (2) the ratio of the current principal plus interest amount to the total original principal plus interest to be paid. Shares are released more rapidly under the second method. The tax law permits the first method only if the ESOP debt meets certain criteria.

Shares Committed to be Released: Shares not legally released but that will be released by a future scheduled and committed debt service payment and will be allocated to employees for service rendered in the current accounting period. The period of employee service to which shares relate is generally defined in the ESOP documents.

Stock Bonus Plan: A stock bonus plan is a defined contribution plan under which distributions are normally made in the stock of the employer unless the distributee elects otherwise.

Suspense Shares: Shares used to collateralize the ESOP's debt that have not been released or allocated to participant accounts, and that have been recorded as a contra-equity account. For the purposes of filing the FR Y-9ES, allocated and unallocated (suspense) shares are aggregated (i.e. not reported separately) on both the Statement of Changes in Net Assets Available for Benefits and on the Statement of Net Assets Available for Benefits.

Sponsoring Employer: The employer who has formally adopted the employee benefit plan as defined in the plan document.

Validity (V) Edits for the FR Y-9ES
(Effective as of December 31, 2012)

Each edit in the checklist must balance, rounding errors are not allowed. NOTE section follows edits.

Series	Effective Start Date	Effective End Date	Edit Change	Schedule	Edit Type	Edit Number	Target Item	MDRM Number	Edit Test	Alg Edit Test
FRY9ES	20081231	99991231	No Change	SC	Validity	0035	SC-7	ESOPC323	Sum of SC-1a through SC-6 must equal SC-7.	(esopc316 + esopc317 + esopc318 + esopc319 + esopc320 + esopc321 + esopc328) eq esopc323
FRY9ES	20081231	99991231	No Change	SC	Validity	0040	SC-12	ESOPC327	Sum of SC-8 through SC-11 must equal SC-12.	(esopc324 + esopc330 + esopc325 + esopc326) eq esopc327
FRY9ES	20081231	99991231	No Change	SC	Validity	0060	SC-13	ESOPC328	SC-7 minus SC-12 must equal SC-13.	(esopc323 - esopc327) eq esopc328
FRY9ES	20081231	99991231	No Change	SC	Validity	0070	SC-14	ESOPC329	Sum of SC-13 and SC-14 must equal SC-15.	(esopc328 + esopc329) eq esopc342
FRY9ES	20081231	99991231	No Change	SB	Validity	0200	SB-10	ESOP2170	Sum of SB-1 through SB-9 must equal SB-10.	(esopc322 + esopc331 + esopc332 + esopc333 + esopc334 + esopc335 + esopc336 + esopc337 + esopc363 + esopc009 + esopc338) eq esop2170
FRY9ES	20081231	99991231	No Change	SB	Validity	0250	SB-14	ESOP2948	Sum of SB-11 through SB-13 must equal SB-14.	(esopc339 + esopc340 + esopc341) eq esop2948
FRY9ES	20081231	99991231	No Change	SB	Validity	0270	SB-15	ESOPC342	SC-15 must equal SB-15.	esoptc342 eq esopc342
FRY9ES	20081231	99991231	No Change	SB	Validity	0300	SB-15	ESOPC342	SB-10 minus SB-14 must equal SB-15.	esop2170 - esop2948 eq esopc342
FRY9ES	20081231	20111231	Archived	SB-M	Validity	0390	SB-M4	ESOPC349	SB-M4 must be in the ccyy format and greater than or equal to 1974.	esopc349 ge 1974
FRY9ES	20121231	99991231	Revised	SB-M	Validity	0390	SB-M4	ESOPC349	SB-M4 must be in the yyyy format and greater than or equal to 1974.	esopc349 ge 1974
FRY9ES	20081231	99991231	No Change	SB-M	Validity	0400	SB-M4a	ESOPC350	SB-M4a must equal "1" (SOP 76-3) or "2" (SOP 93-6).	esopc350 eq 1 or esopc350 eq 2
FRY9ES	20081231	99991231	No Change	SB-M	Validity	0410	SB-M4b	ESOPC351	SB-M4b must be greater than zero.	esopc351 gt 0
FRY9ES	20081231	99991231	No Change	SB-M	Validity	0420	SB-M7	ESOPC354	SB-M7 must equal "1" (yes) or "0" (no).	esopc354 eq 1 or esopc354 eq 0
FRY9ES	20081231	99991231	No Change	SB-M	Validity	0430	SB-M8	ESOPC355	SB-M8 must equal "1" (yes) or "0" (no).	esopc355 eq 1 or esopc355 eq 0

Quality (Q) and Intraseries (I) Edits for the FR Y-9ES
(Effective as of December 31, 2013)

NOTE section follows edits.

Series	Effective Start Date	Effective End Date	Edit Change	Schedule	Edit Type	Edit Number	Target Item	MDRM Number	Edit Test	Alg Edit Test
FRY9ES	20131231	99991231	Revised	SC	Quality	9010	SC-2	ESOPC318	SC-2 should not be null and should not be negative.	esopc318 ne null and esopc318 ge 0
FRY9ES	20131231	99991231	Revised	SC	Quality	9010	SC-3	ESOPC319	SC-3 should not be null and should not be negative.	esopc319 ne null and esopc319 ge 0
FRY9ES	20131231	99991231	Revised	SC	Quality	9010	SC-4	ESOPC320	SC-4 should not be null and should not be negative.	esopc320 ne null and esopc320 ge 0
FRY9ES	20131231	99991231	Revised	SC	Quality	9010	SC-5	ESOPC321	SC-5 should not be null and should not be negative.	esopc321 ne null and esopc321 ge 0
FRY9ES	20131231	99991231	Revised	SC	Quality	9010	SC-6	ESOP3328	SC-6 should not be null and should not be negative.	esopc3328 ne null and esopc3328 ge 0
FRY9ES	20131231	99991231	Revised	SC	Quality	9020	SC-8	ESOPC324	SC-8 should not be null and should not be negative.	esopc324 ne null and esopc324 ge 0
FRY9ES	20131231	99991231	Revised	SC	Quality	9020	SC-9	ESOPC330	SC-9 should not be null and should not be negative.	esopc330 ne null and esopc330 ge 0
FRY9ES	20131231	99991231	Revised	SC	Quality	9020	SC-10	ESOPC325	SC-10 should not be null and should not be negative.	esopc325 ne null and esopc325 ge 0
FRY9ES	20131231	99991231	Revised	SC	Quality	9020	SC-11	ESOPC326	SC-11 should not be null and should not be negative.	esopc326 ne null and esopc326 ge 0
FRY9ES	20131231	99991231	Revised	SC	Quality	9020	SC-12	ESOPC327	SC-12 should not be null and should not be negative.	esopc327 ne null and esopc327 ge 0
FRY9ES	20131231	99991231	Revised	SC	Quality	9030	SC-14	ESOPC329	SC-14 should not be null and should not be negative.	esopc329 ne null and esopc329 ge 0
FRY9ES	20131231	99991231	Revised	SC	Quality	9030	SC-15	ESPTC342	SC-15 should not be null and should not be negative.	esopc342 ne null and esopc342 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-1	ESOPC322	SB-1 should not be null and should not be negative.	esopc322 ne null and esopc322 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-2a	ESOPC331	SB-2a should not be null and should not be negative.	esopc331 ne null and esopc331 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-2b	ESOPC332	SB-2b should not be null and should not be negative.	esopc332 ne null and esopc332 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-3a	ESOPC333	SB-3a should not be null and should not be negative.	esopc333 ne null and esopc333 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-3b	ESOPC334	SB-3b should not be null and should not be negative.	esopc334 ne null and esopc334 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-4	ESOPC335	SB-4 should not be null and should not be negative.	esopc335 ne null and esopc335 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-5	ESOPC336	SB-5 should not be null and should not be negative.	esopc336 ne null and esopc336 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-6	ESOPC337	SB-6 should not be null and should not be negative.	esopc337 ne null and esopc337 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-7	ESOPC363	SB-7 should not be null and should not be negative.	esopc363 ne null and esopc363 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-8	ESOPC009	SB-8 should not be null and should not be negative.	esopc009 ne null and esopc009 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-9	ESOPC338	SB-9 should not be null and should not be negative.	esopc338 ne null and esopc338 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-10	ESOP2170	SB-10 should not be null and should not be negative.	esop2170 ne null and esop2170 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-11	ESOPC339	SB-11 should not be null and should not be negative.	esopc339 ne null and esopc339 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-12	ESOPC340	SB-12 should not be null and should not be negative.	esopc340 ne null and esopc340 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-13	ESOPC341	SB-13 should not be null and should not be negative.	esopc341 ne null and esopc341 ge 0

Quality (Q) and Intraseries (I) Edits for the FR Y-9ES
(Effective as of December 31, 2013)

Series	Effective Start Date	Effective End Date	Edit Change	Schedule	Edit Type	Edit Number	Target Item	MDRM Number	Edit Test	Alg Edit Test
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-14	ESOP2948	SB-14 should not be null and should not be negative.	esop2948 ne null and esop2948 ge 0
FRY9ES	20131231	99991231	Revised	SB	Quality	9030	SB-15	ESOPC342	SB-15 should not be null and should not be negative.	esopc342 ne null and esopc342 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9040	SB-M2a	ESOPC343	SB-M2a should not be null and should not be negative.	esopc343 ne null and esopc343 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9040	SB-M2b	ESOP7285	SB-M2b should not be null and should not be negative.	esop7285 ne null and esop7285 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9040	SB-M2c	ESOPC344	SB-M2c should not be null and should not be negative.	esopc344 ne null and esopc344 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9040	SB-M2d	ESOPC345	SB-M2d should not be null and should not be negative.	esopc345 ne null and esopc345 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9040	SB-M2e	ESOP7286	SB-M2e should not be null and should not be negative.	esop7286 ne null and esop7286 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9040	SB-M2f	ESOPC346	SB-M2f should not be null and should not be negative.	esopc346 ne null and esopc346 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9050	SB-M3a	ESOPC347	SB-M3a should not be null and should not be negative.	esopc347 ne null and esopc347 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9050	SB-M3b	ESOPC348	SB-M3b should not be null and should not be negative.	esopc348 ne null and esopc348 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9060	SB-M4	ESOPC349	SB-M4 should not be null and should not be negative.	esopc349 ne null and esopc349 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9060	SB-M4a	ESOPC350	SB-M4a should not be null and should not be negative.	esopc350 ne null and esopc350 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9060	SB-M4b	ESOPC351	SB-M4b should not be null and should not be negative.	esopc351 ne null and esopc351 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9060	SB-M5	ESOPC352	SB-M5 should not be null and should not be negative.	esopc352 ne null and esopc352 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9060	SB-M6	ESOPC353	SB-M6 should not be null and should not be negative.	esopc353 ne null and esopc353 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9060	SB-M7	ESOPC354	SB-M7 should not be null and should not be negative.	esopc354 ne null and esopc354 ge 0
FRY9ES	20131231	99991231	Revised	SB-M	Quality	9060	SB-M8	ESOPC355	SB-M8 should not be null and should not be negative.	esopc355 ne null and esopc355 ge 0
FRY9ES	20081231	99991231	No Change	SB	Quality	0600	SB-9	ESOPC338	If SC-2 is greater than zero, then the sum of SB-1, SB-2b, SB-3b, SB-4, and SB-9 should be greater than zero.	if esopc318 gt 0 then (esopc322 + esopc332 + esopc334 + esopc335 + esopc338) gt 0
FRY9ES	20121231	99991231	Revised	SB	Quality	0625	SB-10	ESOP2170	If SB-10 is not null, then SB-M1 should not be null.	if esop2170 ne null then text9152 ne null
FRY9ES	20081231	99991231	No Change	SB	Quality	0610	SB-11	ESOPC339	If SB-11 is greater than zero, then SC-8 should be greater than zero.	if esopc339 gt 0 then esopc324 gt 0
FRY9ES	20131231	99991231	Added	SB	Quality	0650	SB-11	ESOPC339	If SB-11 is greater than zero, then the sum of SB-M3a and SB-M3b should be equal to or less than SB-11.	if esopc339 gt 0 then (esopc347 + esopc348) le esopc339
FRY9ES	20081231	99991231	No Change	SB-M	Quality	0690	SB-M2a	ESOPC343	If SB-M2a is greater than zero, then SB-M2d should equal zero.	if esopc343 gt 0 then esopc345 eq 0
FRY9ES	20081231	99991231	No Change	SB-M	Quality	0700	SB-M2c	ESOPC344	SB-M2c should be less than or equal to SB-M2a.	esopc344 le esopc343
FRY9ES	20081231	99991231	No Change	SB-M	Quality	0710	SB-M2d	ESOPC345	Sum of SB-M2a and SB-M2d should be greater than zero.	(esopc343 + esopc345) gt 0
FRY9ES	20081231	99991231	No Change	SB-M	Quality	0713	SB-M2d	ESOPC345	If SB-M2d is greater than zero, then SB-M2a should equal zero.	if esopc345 gt 0 then esopc343 eq 0
FRY9ES	20081231	99991231	No Change	SB-M	Quality	0720	SB-M2f	ESOPC346	SB-M2f should be less than or equal to SB-M2d.	esopc346 le esopc345

Quality (Q) and Intraseries (I) Edits for the FR Y-9ES
(Effective as of December 31, 2013)

Series	Effective Start Date	Effective End Date	Edit Change	Schedule	Edit Type	Edit Number	Target Item	MDRM Number	Edit Test	Alg Edit Test
FRY9ES	20081231	99991231	No Change	SB-M	Intraseries	0730	SB-M3a	ESOPC347	SB-M3a (current) should not be greater than 125% of SB-M3a (previous).	esopc347-p0 le (1.25 * esopc347-p1)
FRY9ES	20081231	99991231	No Change	SB-M	Intraseries	0740	SB-M3b	ESOPC348	SB-M3b (current) should not be greater than 125% of SB-M3b (previous).	esopc348-p0 le (1.25 * esopc348-p1)
FRY9ES	20081231	99991231	No Change	SB-M	Quality	0750	SB-M4a	ESOPC350	If SB-M4a equals 1 (SOP 76-3), then SB-M4 should be greater than or equal to 1975 and less than 1994.	if esopc350 eq 1 then esopc349 ge 1975 and esopc349 lt 1994
FRY9ES	20121231	99991231	Revised	SB-M	Quality	0755	SB-M4a	ESOPC350	If SB-M4a equals 2 (SOP 93-6), then SB-M4 should be greater than or equal to 1994.	if esopc350 eq 2 then esopc349 ge 1994
FRY9ES	20081231	99991231	No Change	SB-M	Intraseries	0760	SB-M4a	ESOPC350	SB-M4a (current) should equal SB-M4a (previous).	esopc350-p0 eq esopc350-p1
FRY9ES	20081231	99991231	No Change	SB-M	Quality	0770	SB-M4b	ESOPC351	Sum of SB-M2c and SB-M2f should be greater than SB-M4b.	(esopc344 + esopc346) gt esopc351
FRY9ES	20081231	99991231	No Change	Notes to the Financial Statements	Quality	0800	FN1	ESOPC356	If financial data is not equal to null or zero, then text data should not be null.	if esopc356 ne null or esopc356 ne 0 then textc356 ne null
FRY9ES	20081231	99991231	No Change	Notes to the Financial Statements	Quality	0801	FN1	ESOPC356	If text data is not equal to null, then financial data should not equal null or zero.	if textc356 ne null then esopc356 ne null or esopc356 ne 0
FRY9ES	20081231	99991231	No Change	Notes to the Financial Statements	Quality	0802	FN2	ESOPC357	If financial data is not equal to null or zero, then text data should not be null.	if esopc357 ne null or esopc357 ne 0 then textc357 ne null
FRY9ES	20081231	99991231	No Change	Notes to the Financial Statements	Quality	0803	FN2	ESOPC357	If text data is not equal to null, then financial data should not equal null or zero.	if textc357 ne null then esopc357 ne null or esopc357 ne 0
FRY9ES	20081231	99991231	No Change	Notes to the Financial Statements	Quality	0804	FN3	ESOPC358	If financial data is not equal to null or zero, then text data should not be null.	if esopc358 ne null or esopc358 ne 0 then textc358 ne null
FRY9ES	20081231	99991231	No Change	Notes to the Financial Statements	Quality	0805	FN3	ESOPC358	If text data is not equal to null, then financial data should not equal null or zero.	if textc358 ne null then esopc358 ne null or esopc358 ne 0
FRY9ES	20081231	99991231	No Change	Notes to the Financial Statements	Quality	0806	FN4	ESOPC359	If financial data is not equal to null or zero, then text data should not be null.	if esopc359 ne null or esopc359 ne 0 then textc359 ne null
FRY9ES	20081231	99991231	No Change	Notes to the Financial Statements	Quality	0807	FN4	ESOPC359	If text data is not equal to null, then financial data should not equal null or zero.	if textc359 ne null then esopc359 ne null or esopc359 ne 0

Quality (Q) and Intraseries (I) Edits for the FR Y-9ES
 (Effective as of December 31, 2013)

Series	Effective Start Date	Effective End Date	Edit Change	Schedule	Edit Type	Edit Number	Target Item	MDRM Number	Edit Test	Alg Edit Test
FRY9ES	20081231	99991231	No Change	Notes to the Financial Statements	Quality	0808	FN5	ESOPC360	If financial data is not equal to null or zero, then text data should not be null.	if esopc360 ne null or esopc360 ne 0 then textc360 ne null
FRY9ES	20081231	99991231	No Change	Notes to the Financial Statements	Quality	0809	FN5	ESOPC360	If text data is not equal to null, then financial data should not equal null or zero.	if textc360 ne null then esopc360 ne null or esopc360 ne 0