

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. _____

Is confidential treatment requested for any portion of this report submission?	0=No	ESOP	
	1=Yes	C447	
In accordance with the General Instructions for this report (check only one),			
1. a letter justifying this request is being provided along with the report (ESOP KY38)			<input type="checkbox"/>
2. a letter justifying this request has been provided separately (ESOP KY38)			<input type="checkbox"/>

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	Amount	
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	Amount	
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.
--	--	------	--	-----

Schedule SB-M—Memoranda

<p>1. Sponsoring employer _____ (TEXT 9152)</p>		M.1.																						
<p>2. Shares held by ESOP:</p> <p>a. Total number of bank shares held by ESOP</p> <p>b. Percentage of bank shares held by ESOP included in 2.a.....</p> <p>c. Number of bank shares allocated to ESOP participants</p> <p>d. Total number of holding company shares held by ESOP</p> <p>e. Percentage of holding company shares held by ESOP included in 2.d.....</p> <p>f. Number of holding company shares allocated to ESOP participants.....</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">ESOP</td> <td style="width: 80%;">Number</td> </tr> <tr> <td>C343</td> <td></td> </tr> <tr> <td></td> <td style="text-align: center;">Percentage</td> </tr> <tr> <td>7285</td> <td></td> </tr> <tr> <td></td> <td style="text-align: center;">Number</td> </tr> <tr> <td>C344</td> <td></td> </tr> <tr> <td>C345</td> <td></td> </tr> <tr> <td></td> <td style="text-align: center;">Percentage</td> </tr> <tr> <td>7286</td> <td></td> </tr> <tr> <td></td> <td style="text-align: center;">Number</td> </tr> <tr> <td>C346</td> <td></td> </tr> </table>	ESOP	Number	C343			Percentage	7285			Number	C344		C345			Percentage	7286			Number	C346		<p>M.2. a.</p> <p>M.2. b.</p> <p>M.2. c.</p> <p>M.2. d.</p> <p>M.2. e.</p> <p>M.2. f.</p>
ESOP	Number																							
C343																								
	Percentage																							
7285																								
	Number																							
C344																								
C345																								
	Percentage																							
7286																								
	Number																							
C346																								
<p>3. Amount of ESOP debt reported as contra-equity by the sponsoring employer or unearned ESOP shares on:</p> <p>a. Bank Report of Condition.....</p> <p>b. Holding company balance sheet.....</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td></td> <td style="width: 80%;">Amount</td> </tr> <tr> <td>C347</td> <td></td> </tr> <tr> <td>C348</td> <td></td> </tr> <tr> <td></td> <td style="text-align: center;">Date</td> </tr> <tr> <td>C349</td> <td></td> </tr> <tr> <td></td> <td style="text-align: center;">Number</td> </tr> <tr> <td>C350</td> <td></td> </tr> <tr> <td>C351</td> <td></td> </tr> <tr> <td></td> <td style="text-align: center;">Amount</td> </tr> <tr> <td>C352</td> <td></td> </tr> <tr> <td>C353</td> <td></td> </tr> </table>		Amount	C347		C348			Date	C349			Number	C350		C351			Amount	C352		C353		<p>M.3. a.</p> <p>M.3. b.</p> <p>M.4.</p> <p>M.4. a.</p> <p>M.4. b.</p> <p>M.5.</p> <p>M.6.</p>
	Amount																							
C347																								
C348																								
	Date																							
C349																								
	Number																							
C350																								
C351																								
	Amount																							
C352																								
C353																								
<p>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)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">0=No</td> <td style="width: 20%;">ESOP</td> <td style="width: 60%;"></td> </tr> <tr> <td>1=Yes</td> <td>C354</td> <td></td> </tr> </table>	0=No	ESOP		1=Yes	C354		M.7.																
0=No	ESOP																							
1=Yes	C354																							
<p>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)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">0=No</td> <td style="width: 20%;">ESOP</td> <td style="width: 60%;"></td> </tr> <tr> <td>1=Yes</td> <td>C355</td> <td></td> </tr> </table>	0=No	ESOP		1=Yes	C355		M.8.																
0=No	ESOP																							
1=Yes	C355																							

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	Amount
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	Amount	
1.	C356				
			C356		1.
2.	C357				
			C357		2.
3.	C358				
			C358		3.
4.	C359				
			C359		4.
5.	C360				
			C360		5.