Board of Governors of the Federal Reserve System



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

Report at the close of business as of the last cal	endar day in December
This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y [12 CFR 225.5(b)]. This report is to be filed by Employee Stock Ownership Plans that	panies are tiered bank holding companies, separate reports are also to be filed by each of the subsidiary bank 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 dis-
also are bank holding companies. When such bank holding com-	plays a currently valid OMB control number.
NOTE: The Financial Statements for Employee Stock Ownership Plan Bank Holding Companies must be signed by an authorized officer of the Employee Stock Ownership Plan.	The Financial Statements for Employee Stock Ownership Plan Bank Holding Companies is to be prepared in accordance with the instructions provided by the Federal Reserve System.
I, Name and Title of Trustee or Other Authorized Representative of the ESOP	Date of Report:
have reviewed the Financial Statements for Employee Stock Ownership Plan Bank Holding Companies filed by the named ESOP bank holding company and believe that the report has been prepared in accordance with instructions issued by the Federal Reserve.	Month / Date / Year (ESOP 9999)
associatios man monastiche locada 27 me i castal reconte.	Legal Title of ESOP BHC (TEXT 9010)
Signature of Trustee or Other Authorized Representative of the ESOP	(Mailing Address of the ESOP BHC) Street / P.O. Box (TEXT 9110)
Date of Signature	City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)
Return to the appropriate Federal Reserve District Bank the complete	ed original and the number of copies specified by that District Bank.
	Person to whom questions about this report should be directed:
For Federal Reserve Bank Use Only	Name / Title (TEXT 8901)
RSSD ID	Area Code / Phone Number (TEXT 8902)
C.I	FAX Number (TEXT 9116)

Public reporting burden for this information collection is estimated to average .5 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100–0128), Washington, D.C. 20503.

E-mail Address of Contact (TEXT 4086)

Name of ESOF	Bank	Holding	Company
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For Federal Reserve Bank Use Only			
RSSD Number			
C.I.			

Financial Statements for Employee Stock Ownership Plan Bank 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	,				
a. Employer securities. b. Other securities. c. 2316 b. Other securities. c. 2317 c. Interest income c. 2318 c. Dividend income c. 2319 c. Employer contributions. c. 2321 c. Employer contributions. c. 2323 c. Employer contributions. c. 2323 c. Employer contributions. c. 2324 c. Employer contributions. c. 2325 c. Employer contributions. c. 2326 c. Employer contributions. c. 2326 c. Employer contributions. c. 2326 c. Employer contribution contributions. c. 2326 c. Employer contribution contributions. c. 2326 c. Employer contribution contributions. c. 2328 c. 2329 c. Employer contribution contributions. c. 2328 c. Escop		ESOP	Bil	Mil	Thou
a. Employer securities.	Net appreciation (depreciation) in fair value of investments:				
Description Commons		C316			
3. Dividend income	···	004-			
3. Dividend income		0010			
Employer contributions C320					
Search S					
3328					
1.					
1. 1. 1. 1. 1. 1. 1. 1.					
1. Insurance expense					_
Distributions paid to participants C325 C326 C326 C326 C326 C326 C326 C326 C327 C328 C328 C328 C328 C328 C328 C328 C329 C342 C34	3. Interest expense				1
Other deductions C326	9. Insurance expense				
2. Total deductions (sum of items 8 through 11)	Distributions paid to participants	C325			
2. Total deductions (sum of items 8 through 11)	I. Other deductions	C326			
A. Beginning of year: net assets available for benefits	2. Total deductions (sum of items 8 through 11)	C327			
A. Beginning of year: net assets available for benefits		0000			1
Company Comp					
C342 C342 C342 C344 C342 C342 C344 C342 C344 C34		• — —			
Cichedule SB—Statement of Net Assets Available for Benefits Dollar Amounts in Thousands	5. End of year: net assets available for benefits (sum of item 13 and item 14) (must equal				1
ESOP Bil Mil Thou					
2. Bank holding company securities: a. Equity securities b. Debt securities: 3. Bank securities: a. Equity securities 5. Debt securities 6. C332 6. Debt securities 6. C334 6. Securities (other than securities reported in items 1, 2, 3, and 9) 6. Employer's contribution receivable 6. Participants' contribution receivable 7. Dividends and interest receivable 8. Cash surrender value of life insurance 9. Other assets 10. Total assets (sum of items 1 through 9) 10. Interest payable 11. Interest payable 12. Interest payable 13. Other liabilities (sum of items 11 through 13) 14. Total liabilities (sum of items 11 through 13) 15. ETH ASSETS AVAILABLE FOR BENEFITS	Schedule SB, item 15)	Dollar A		1	
2. Bank holding company securities: a. Equity securities	Schedule SB, item 15) Chedule SB—Statement of Net Assets Available for Benefits	Dollar A		1	
a. Equity securities	Schedule SB, item 15) Schedule SB—Statement of Net Assets Available for Benefits SSETS	Dollar A		1	
b. Debt securities	Schedule SB, item 15) Chedule SB—Statement of Net Assets Available for Benefits SSETS Cash and cash equivalents (including money market instruments)	Dollar A		1	
3. Bank securities: a. Equity securities	Schedule SB, item 15) Schedule SB—Statement of Net Assets Available for Benefits SSETS Cash and cash equivalents (including money market instruments) Bank holding company securities:	Dollar A		1	
a. Equity securities	Schedule SB, item 15) Schedule SB—Statement of Net Assets Available for Benefits SSETS 1. Cash and cash equivalents (including money market instruments) 2. Bank holding company securities: a. Equity securities	Dollar A ESOP C322 C331		1	
b. Debt securities	Schedule SB, item 15) Schedule SB—Statement of Net Assets Available for Benefits SSETS 1. Cash and cash equivalents (including money market instruments) 2. Bank holding company securities: a. Equity securities b. Debt securities	Dollar A ESOP C322 C331		1	
4. Securities (other than securities reported in items 1, 2, 3, and 9) 5. Employer's contribution receivable 6. Participants' contribution receivable 7. Dividends and interest receivable 8. Cash surrender value of life insurance 9. Other assets 10. Total assets (sum of items 1 through 9) 1ABILITIES 1. Loans payable 2. Interest payable 3. Other liabilities 4. Total liabilities (sum of items 11 through 13) ETASSETS AVAILABLE FOR BENEFITS	Schedule SB, item 15) Schedule SB—Statement of Net Assets Available for Benefits SSETS 1. Cash and cash equivalents (including money market instruments) 2. Bank holding company securities: a. Equity securities b. Debt securities 3. Bank securities:	Dollar A ESOP C322 C331 C332		1	
5. Employer's contribution receivable C336 6. Participants' contribution receivable C337 7. Dividends and interest receivable C363 8. Cash surrender value of life insurance C009 9. Other assets C338 10. Total assets (sum of items 1 through 9) 2170 IABILITIES C339 1. Loans payable C340 2. Interest payable C341 3. Other liabilities C341 4. Total liabilities (sum of items 11 through 13) 2948	Schedule SB, item 15) Schedule SB—Statement of Net Assets Available for Benefits SSETS Cash and cash equivalents (including money market instruments) Bank holding company securities: a. Equity securities b. Debt securities Bank securities: a. Equity securities: a. Equity securities:	Dollar A ESOP C322 C331 C332 C333		1	
C337 C337 C363 C364 C365 C366	Schedule SB, item 15) Schedule SB—Statement of Net Assets Available for Benefits SSETS Cash and cash equivalents (including money market instruments) Bank holding company securities: Equity securities Debt securities: Equity securities: Equity securities: Equity securities: Equity securities: Debt securities: Equity securities: Equity securities: Equity securities:	Dollar A ESOP C322 C331 C332 C333 C334		1	
7. Dividends and interest receivable	Schedule SB, item 15) Schedule SB—Statement of Net Assets Available for Benefits SSETS Cash and cash equivalents (including money market instruments) Bank holding company securities: Equity securities Debt securities Bank securities: Equity securities: Equity securities: Equity securities: Securities: Securities (other than securities reported in items 1, 2, 3, and 9).	Dollar A ESOP C322 C331 C332 C333 C334 C335		1	
Cash surrender value of life insurance	Schedule SB, item 15) SCHEDULE SB—Statement of Net Assets Available for Benefits SSETS 1. Cash and cash equivalents (including money market instruments) 2. Bank holding company securities: a. Equity securities b. Debt securities a. Equity securities b. Debt securities a. Equity securities b. Debt securities 4. Securities (other than securities reported in items 1, 2, 3, and 9) 5. Employer's contribution receivable	Dollar A ESOP C322 C331 C332 C333 C334 C335 C336		1	
9. Other assets	Schedule SB, item 15) Schedule SB—Statement of Net Assets Available for Benefits SSETS 1. Cash and cash equivalents (including money market instruments) 2. Bank holding company securities: a. Equity securities b. Debt securities a. Equity securities: a. Equity securities b. Debt securities b. Debt securities c. Equity securities b. Debt securities c. Equity securities d. Securities (other than securities reported in items 1, 2, 3, and 9) d. Employer's contribution receivable d. Participants' contribution receivable	Dollar A ESOP C322 C331 C332 C333 C334 C335 C336 C337		1	
2170	Schedule SB, item 15) Schedule SB—Statement of Net Assets Available for Benefits SSETS 1. Cash and cash equivalents (including money market instruments) 2. Bank holding company securities: a. Equity securities b. Debt securities a. Equity securities b. Debt securities b. Debt securities c. Equity securities b. Debt securities c. Equity securities b. Debt securities c. Equity securities d. Securities (other than securities reported in items 1, 2, 3, and 9) c. Employer's contribution receivable d. Participants' contribution receivable d. Dividends and interest receivable	Dollar A ESOP C322 C331 C332 C333 C334 C336 C336 C337 C363		1	
ABILITIES	Schedule SB, item 15) Chedule SB—Statement of Net Assets Available for Benefits SSETS Cash and cash equivalents (including money market instruments) Bank holding company securities: Equity securities Debt securities Bank securities: Equity securities	Dollar A ESOP C322 C331 C332 C334 C335 C336 C337 C363 C009		1	
Loans payable	Schedule SB, item 15) Chedule SB—Statement of Net Assets Available for Benefits SSETS 1. Cash and cash equivalents (including money market instruments) 2. Bank holding company securities:	C322 C331 C332 C334 C335 C336 C337 C363 C009 C338		1	
2. Interest payable	Schedule SB, item 15) Chedule SB—Statement of Net Assets Available for Benefits SSETS 1. Cash and cash equivalents (including money market instruments) 2. Bank holding company securities:	C322 C331 C332 C334 C335 C336 C337 C363 C009 C338		1	
3. Other liabilities	Schedule SB, item 15) Cchedule SB—Statement of Net Assets Available for Benefits SSETS 1. Cash and cash equivalents (including money market instruments) 2. Bank holding company securities: a. Equity securities b. Debt securities: a. Equity securities a. Equity securities b. Debt securities b. Debt securities c. Equity securities b. Debt securities c. Employer's contribution receivable c. Participants' contribution receivable d. Cash surrender value of life insurance d. Other assets c. Total assets (sum of items 1 through 9).	Dollar A ESOP C322 C331 C332 C333 C334 C336 C336 C337 C363 C009 C338 2170		1	
4. Total liabilities (sum of items 11 through 13)	Schedule SB, item 15) Chedule SB—Statement of Net Assets Available for Benefits SSETS 1. Cash and cash equivalents (including money market instruments) 2. Bank holding company securities: a. Equity securities b. Debt securities: a. Equity securities a. Equity securities b. Debt securities b. Debt securities c. Equity securities d. Securities (other than securities reported in items 1, 2, 3, and 9) 5. Employer's contribution receivable 6. Participants' contribution receivable 7. Dividends and interest receivable 8. Cash surrender value of life insurance 9. Other assets 10. Total assets (sum of items 1 through 9).	Dollar A ESOP C322 C331 C332 C333 C334 C336 C336 C337 C363 C009 C338 2170		1	
ET ASSETS AVAILABLE FOR BENEFITS	Schedule SB, item 15) Chedule SB—Statement of Net Assets Available for Benefits SSETS Cash and cash equivalents (including money market instruments) Bank holding company securities: Equity securities Debt securities Equity securities	Dollar A ESOP C322 C331 C332 C333 C334 C335 C336 C337 C363 C009 C338 2170		1	
ET ASSETS AVAILABLE FOR BENEFITS	Schedule SB, item 15) Chedule SB—Statement of Net Assets Available for Benefits SSETS Cash and cash equivalents (including money market instruments) Bank holding company securities: a. Equity securities b. Debt securities Bank securities: a. Equity securities b. Debt securities b. Debt securities c. Equity securities d. Securities (other than securities reported in items 1, 2, 3, and 9) Employer's contribution receivable C. Participants' contribution receivable C. Dividends and interest receivable C. Cother assets D. Total assets (sum of items 1 through 9) ABILITIES Loans payable Interest payable	Dollar A ESOP C322 C331 C332 C333 C334 C335 C336 C337 C363 C009 C338 2170		1	
ET ASSETS AVAILABLE FOR BENEFITS	Schedule SB, item 15) Chedule SB—Statement of Net Assets Available for Benefits SSETS Cash and cash equivalents (including money market instruments). Bank holding company securities: a. Equity securities b. Debt securities a. Equity securities b. Debt securities b. Debt securities c. Securities (other than securities reported in items 1, 2, 3, and 9). Semployer's contribution receivable. Participants' contribution receivable. Cash surrender value of life insurance. Other assets. Total assets (sum of items 1 through 9). ABILITIES Loans payable. Interest payable. Interest payable. Other liabilities	Dollar A ESOP C322 C331 C332 C333 C334 C335 C336 C336 C337 C363 C009 C338 2170 C340 C341		1	
C342	Schedule SB, item 15) Chedule SB—Statement of Net Assets Available for Benefits SSETS Cash and cash equivalents (including money market instruments) Bank holding company securities: Equity securities Equity securities Endity securities: Equity securities: Equity securities: Equity securities: Equity securities: Equity securities: Equity securities: Employer's contribution receivable: Employer's contribution receivable: Employer's contribution receivable: Endity securities: Employer's contribution receivable: Employer's contribution receivable: Employer's contribution receivable: Employer's contribution receivable: Endity securities: Employer's contribution receivable: Employer's co	Dollar A ESOP C322 C331 C332 C333 C334 C335 C336 C336 C337 C363 C009 C338 2170 C340 C341		1	

Schedule SB-M—Memoranda

1.	Sponsoring employer					M.1.
2	· · · · · · · · · · · · · · · · · · ·	ESOP		Number		
۷.	Shares held by ESOP:	C343		Hamber		M.2.a
	a. Total number of bank shares held by ESOP	0040				w.∠.a
			P	ercentag	je	
	b. Percentage of bank shares held by ESOP included in 2.a	7285			%	M.2.b
	27 - 01001111gc 01 011111 011111 27					
				Number		
	c. Number of bank shares allocated to ESOP participants	C344				M.2.c
	d. Total number of bank holding company shares held by ESOP	C345				M.2.d
	The state of the s					
			Р	ercentag	je	
	e. Percentage of bank holding company shares held by ESOP included in 2.d	7286			%	M.2.e
				Number		
	f. Number of bank 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. Bank holding company balance sheet	C348				M.3.b
			Υe	ear (CCY	Y)	
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)			C350		M.4.a
				Number		
	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		Bil	Mil	Thou	
	after December 31 of the report year	C352				M.5.
6.	The net amount of plan participant balances eligible for diversification under the	1				
	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)			C354		M.7.
8.	Has there been a change in plan trustees or the plan administrative committee during the comm			00		
	report year? (Enter "1" for yes; enter "0" for no)			C355		M.8.

Notes to the Financial Statements for Employee Stock Ownership Plan Bank 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 bank holding company wishes to explain, that has been separately disclosed in the bank 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

Dollar amount in thousands

	TEXT	ESOP	Bil	Mil	Thou]
1.	C356					
		C356				1.
2.	C357					
		C357				2.
3.	C358					
		C358				3.
4.	C359					
		C359				4.
5.	C360					
		C360				5.