

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 calendar 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 also are bank holding companies. When such bank holding com-

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 displays 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:

December 31, 2002

Month / Date / Year (ESOP 9999)

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.

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 completed original and the number of copies specified by that District Bank.

Person to whom questions about this report should be directed:

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

For Federal Reserve Bank Use Only	
RSSD Number	_____
C.I.	_____

Name of ESOP Bank Holding Company _____

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	
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. Total additions (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. Total deductions (sum of items 8 through 11).....	C327				12.
13. Net increase (decrease) (item 7 minus item 12).....	C328				13.
14. Beginning of year: net assets available for benefits	C329				14.
15. End of year: net assets available for benefits (sum of item 13 and item 14) (must equal Schedule SB, item 15)	espt C342				15.

Schedule SB—Statement of Net Assets Available for Benefits

Dollar Amounts in Thousands

	ESOP	Bil	Mil	Thou	
ASSETS					
1. Cash and cash equivalents (including money market instruments)	C322				1.
2. Bank 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. Total assets (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. Total liabilities (sum of items 11 through 13)	2948				14.
NET ASSETS AVAILABLE FOR BENEFITS					
15. Net assets available for benefits (item 10 minus item 14).....	C342				15.

Schedule SB-M—Memoranda

1. Sponsoring employer _____ M.1.
(TEXT 9152)
2. Shares held by ESOP:
- a. Total number of bank shares held by ESOP M.2.a.
- | ESOP | Whole Number | | |
|------|--------------|--|--|
| C343 | | | |
- b. Percentage of bank shares held by ESOP included in 2.a M.2.b.
- | | Percentage | | |
|------|------------|---|---|
| 7285 | — | — | % |
- c. Number of bank shares allocated to ESOP participants M.2.c.
- | | Whole Number | | |
|------|--------------|--|--|
| C344 | | | |
- d. Total number of bank holding company shares held by ESOP M.2.d.
- | | Percentage | | |
|------|------------|---|---|
| 7286 | — | — | % |
- e. Percentage of bank holding company shares held by ESOP included in 2.d M.2.e.
- | | Whole Number | | |
|------|--------------|--|--|
| C346 | | | |
- f. Number of bank holding company shares allocated to ESOP participants M.2.f.
3. Amount of ESOP debt reported as contra-equity by the sponsoring employer or unearned ESOP shares on:
- a. Bank Report of Condition M.3.a.
- | | Bil | Mil | Thou |
|------|-----|-----|------|
| C347 | | | |
- b. Bank holding company balance sheet M.3.b.
- | | | | |
|------|--|--|--|
| C348 | | | |
|------|--|--|--|
4. Year ESOP was initially adopted 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) M.4.a.
- | | Year (CCYY) | | |
|------|-------------|--|--|
| C349 | | | |
- b. Total number of plan participants as of December 31 of the report year M.4.b.
- | | Number | | |
|------|--------|--|--|
| C350 | | | |
5. Estimated employer liability for payment of plan benefits/distributions within two (2) years after December 31 of the report year M.5.
- | | Bil | Mil | Thou |
|------|-----|-----|------|
| C351 | | | |
6. The net amount of plan participant balances eligible for diversification under the diversification requirement M.6.
- | | | | |
|------|--|--|--|
| C352 | | | |
|------|--|--|--|
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) M.7.
- | | | | |
|------|--|--|--|
| C353 | | | |
|------|--|--|--|
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) M.8.
- | | | | |
|------|--|--|--|
| C354 | | | |
|------|--|--|--|
- | | | | |
|------|--|--|--|
| C355 | | | |
|------|--|--|--|

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.