
Instructions for Preparation of Financial Statements for Employee Stock Ownership Plan Bank Holding Companies

FR Y-9ES

GENERAL INSTRUCTIONS

Who Must Report on What Forms

The Financial Statements for Employee Stock Ownership Plan Bank Holding Companies (FR Y-9ES) **must be filed by all employee stock ownership plans (ESOPs) that are also bank holding companies** as of the last calendar day of the calendar year. ESOP bank holding companies should file the FR Y-9ES; no other FR Y-9 series form is required. **However**, bank holding companies that are subsidiaries of ESOP bank holding companies (i.e., a tiered bank holding company) must submit (a) the *Consolidated Financial Statements for Bank Holding Companies*—FR Y-9C, (b) the *Parent Company Only Financial Statements for Large Bank Holding Companies*—FR Y-9LP or (c) the *Parent Company Only Financial Statements for Small Bank 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 this booklet but may be obtained from the Federal Reserve Bank in the district where the bank holding company files its reports or from the “Reporting Forms” section of the Federal Reserve Board’s public website (www.federalreserve.gov).

Frequency of Reporting

The Financial Statements for Employee Stock Ownership Plan Bank Holding Companies (FR Y-9ES) is required to be submitted annually for calendar year ending December 31 by all ESOP bank holding companies.

Shifts in Reporting Status

If the status of an ESOP bank holding company changes from a one bank ESOP bank holding company to a multibank ESOP bank holding company, or vice versa, either directly or indirectly through a merger, acquisition,

consolidation or sale, the ESOP bank holding company should continue to file the FR Y-9ES. When an event such as this occurs, the ESOP bank 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 bank 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 bank holding company.

Organization of the Instruction Book

The instruction book is divided into five sections:

- (1) The General Instructions describing overall reporting requirements.
- (2) The Line Item Instructions for the change report in net assets available for benefits.
- (3) The Line Item Instructions for the condition statement of net assets available for benefits.
- (4) The Line Item Instructions for the memoranda section for various ESOP financial information.

The instructions and definitions in sections (2), (3), and (4) are not necessarily self-contained; reference to more detailed treatments in the Glossary may be needed.

- (5) The Glossary presenting, in alphabetical order, definitions and discussions of employee benefit terminology, accounting treatments under generally accepted accounting principles (GAAP), and other topics that require more extensive treatment than is practical to include in the line item instructions or that are relevant to several line items or to the overall preparation of these reports. The Glossary is not, and is not intended to be, a comprehensive discussion of

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employee benefit terminology, accounting principles, or reporting.

In determining the required treatment of particular transactions or portfolio items or in determining the definitions and scope of the various items, the General Instructions, the Line Item Instructions, and the Glossary (all of which are extensively cross-referenced) must be used jointly. A single section does not necessarily give the entire instructions for completing all the items of the reports.

Additional copies of this instruction book may be obtained from the Federal Reserve Bank in the district where the reporting ESOP bank holding company submits its FR Y-9ES reports, or from the “Reporting Forms” section of the Federal Reserve Board’s public website (www.federalreserve.gov).

Preparation of the Reports

ESOP bank holding companies are required to prepare and file the Financial Statements for Employee Stock Ownership Plan Bank Holding Companies in accordance with generally accepted accounting principles (GAAP) and these instructions. All reports shall be prepared in a consistent manner.

The ESOP bank holding company’s financial records shall be maintained in such a manner and scope so as to ensure that the Financial Statements for Employee Stock Ownership Plan Bank Holding Companies can be prepared and filed in accordance with these instructions and reflect a fair presentation of the ESOP bank holding company’s financial condition and results of operations. Questions and requests for interpretations of matters appearing in any part of these instructions should be addressed to the appropriate Federal Reserve Bank (that is, the Federal Reserve Bank in the district where the ESOP bank holding company submits this report).

Applicability of Generally Accepted Accounting Principles to ESOP Bank Holding Company Reporting Requirements

It should be noted that the presentation by ESOP bank holding companies of assets, liabilities, and assets available for plan participants and the recognition of income and expenses should be reported in accordance with Generally Accepted Accounting Principles. ESOP bank

holding companies are required to report certain other information in the memoranda section.

There may be areas in which an ESOP bank 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.

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 transactions) differs from the reporting ESOP bank holding company’s interpretation, the Federal Reserve may require the ESOP bank 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 bank 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.”

Signatures

The Financial Statements for Employee Stock Ownership Plan Bank Holding Companies must be signed by an official(s) authorized by the plan documents to act on behalf of the ESOP.

Submission of the Reports

The report is to be submitted on the report form provided by the Federal Reserve Bank in the district where the majority of the ESOP bank holding company’s subsidiary commercial bank deposits are located or where the bank holding company has traditionally reported. No caption on the report form shall be changed in any way.

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No item is to be left blank. An entry must be made for each item (i.e., an amount, a zero, or a “N/A”).

ESOP bank holding companies may submit computer printouts in a format identical to that of the report form, including all item and column captions and other identifying numbers.

Where to Submit the Reports

ESOP bank holding companies submitting hard copy report forms. The completed and manually signed original report and the specified number of copies shall be submitted to the Federal Reserve Bank in the district where the majority of the top-tier bank holding company’s commercial bank deposits are located or where the bank holding company has traditionally reported. NOTE: FR Y-9Cs, FR Y-9LPs, and FR Y-9SPs that are filed for lower-tiered bank holding companies are to be submitted to the Federal Reserve Bank where the top-tier ESOP bank holding company is required to submit its FR Y-9ES report.

Electronic submission of report forms. Any ESOP bank holding company interested in submitting the FR Y-9ES electronically should contact the Federal Reserve Bank in the district where the majority of the bank holding company’s commercial bank deposits are located or where the bank holding company has traditionally reported. ESOP bank holding companies choosing to submit these reports electronically must maintain in their files a manually signed and attested printout of the data submitted. The cover page of the Reserve Bank supplied report form received for that report date should be used to fulfill the signature and attestation requirement and this page should be attached to the printout placed in the bank holding company’s files.

Submission Deadline

The completed Financial Statements for Employee Stock Ownership Plan Bank Holding Companies (FR Y-9ES) must be received no later than July 31 following the December 31 reporting date. However, for ESOP bank holding companies that have received an extension with the IRS on 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, 200x must be received no later than July 31, 200x for ESOP

bank holding companies that have not received an extension with the IRS and October 15 for ESOP bank holding companies that have received an extension. However, ESOP bank 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 reference to ‘submission deadline’ applies to both the July 31 and October 15 deadlines. 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.

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). The filing of an ESOP bank holding company’s completed financial statements will be considered timely, regardless of when the report is received by the appropriate Federal Reserve Bank, if the report is mailed first class and postmarked no later than the third calendar day preceding the submission deadline. In the absence of a postmark, an ESOP bank holding company whose completed FR Y-9ES is received late may be called upon to provide proof of timely mailing. A “Certificate of Mailing” (U.S. Postal Service Form 3817) may be used to provide such proof. If an overnight delivery service is used, entry of the completed original report into the delivery system on the day before the submission deadline will constitute timely submission. In addition, the hand delivery of the completed original report on or before the submission deadline to the location to which the report would otherwise be mailed is an acceptable alternative to mailing such report. ESOP bank holding companies that are unable to obtain the required directors’ signatures on their completed original report in sufficient time to file the report so that it is received by the submission deadline may contact the Federal Reserve Bank to which they mail their original report to arrange for the timely submission of their report data and the subsequent filing of their signed report.

If the submission deadline falls on a weekend or holiday, the report must be received by 5:00 P.M. on the first business day after the Saturday, Sunday, or holiday. Any report received after 5:00 P.M. on the first business day after the Saturday, Sunday, or holiday deadline will be considered late unless it has been postmarked three calendar days prior to the original Saturday, Sunday, or holiday submission deadline (original deadline), or the

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institution has a record of sending the report by overnight service one day prior to the original deadline.

Amended Reports

The Federal Reserve may require the filing of amended Financial Statements for Employee Stock Ownership Plan Bank Holding Companies if the report previously submitted contains significant errors. In addition, an ESOP bank 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 bank holding companies should contact the appropriate Reserve Bank for information on submitting a revised report.

Confidentiality

The completed version of this report generally is available to the public upon request on an individual basis. However, a reporting ESOP bank holding company may request confidential treatment for the Financial Statements for Employee Stock Ownership Plan Bank Holding Companies (FR Y-9ES) if the ESOP bank 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.

WHEN CONFIDENTIAL TREATMENT IS REQUESTED, THE FR Y-9ES COVER SHEET SHOULD BE LABELED "CONFIDENTIAL." THIS INFORMATION SHOULD BE SPECIFICALLY IDENTIFIED AS BEING CONFIDENTIAL.

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.

Miscellaneous General Instructions

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.

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 Bank 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.

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.

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.

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

LINE ITEM INSTRUCTIONS FOR THE

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).

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 bank 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 bank 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 THE

Statement of Net Assets Available for Benefits Schedule SB

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

Schedule SB

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 bank 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 bank 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 bank 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 plan’s net assets available to pay plan benefits should reconcile to the sum of the participant’s individual account balances.

LINE ITEM INSTRUCTIONS FOR THE

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 bank holding company shares held by ESOP.

Report the total number of bank 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 bank holding company shares held by ESOP.

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

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

Report the total number of bank 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) Bank holding company balance sheet.

Report the amount of the contra-equity account that is reported on the bank holding company’s balance sheet.

Schedule SB-M

A bank holding company 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 M4 Year ESOP was initially adopted.

Report the year the ESOP was initially adopted by the sponsoring employer as defined in the plan document. 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).

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, beneficiary payments, and termination payments. These amounts do not include all vested balances of partici-

pants, 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 Bank 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 (see FAS 32) 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 American Institute of Certified Public Accountants (AICPA) Statement of Position (SOP) 93-6. According to SOP 93-6, 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 SOP 76-3. For loans that closed or were renegotiated after June 19, 1989, [date of Emerging Issues Task Force (EITF) Opinion 89-10] 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 SOP 76-3 also reflect the debt balance as a contra-equity account. For additional information, see SOP 76-3, SOP 93-6, EITF 89-10, FAS 35, and any other accounting standards relevant to the reporting ESOP employer.

NOTE: When a leveraged ESOP borrows from an affiliate bank or bank 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

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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.

Bank Holding Company: See “Control.”

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.”

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. 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.

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 SOP 93-6 or “ESOP debt” under SOP 76-3. For further guidance, see also SOP 93-6, SOP 73-6, and 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 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.

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

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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.

Emerging Issues Task Force (EITF): The EITF is a division of the Financial Accounting Standards Board (FASB). The EITF opines on and clarifies issues regarding existing accounting standards. The following opinions issued by the EITF relate to ESOPs: EITF 89-10, EITF 89-11, EITF 92-3, EITF 90-4, EITF 89-8, EITF 86-4, EITF 89-12, and EITF 86-27.

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 bank holding company, the note receivable and the note payable are both eliminated from the consolidated balance sheet. Likewise, income and expense accounts are also elimi-

nated. 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.

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 proceeds from an exempt loan must be held in a

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contra-equity account and then released to the ESOP as the loan is paid. Under both SOP 76-3 and SOP 93-6 the employer, as well as the ESOP, records the ESOP's debt as a liability.

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.

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 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;

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(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.

Statement of Position (SOP) 76-3 *Accounting Practices for Certain Employee Stock Ownership Plans:* See "Accounting For ESOPs by Sponsoring Employer," above.

Statement of Position (SOP) 93-6 *Employers' Accounting for Employee Stock Ownership Plans:* See "Accounting for ESOPs by Sponsoring Employer," above.

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.

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

FR Y-9ES CHECKLIST

Each edit in the checklist must balance, rounding errors are not allowed				
Edit Type	FRS EDCK	Target Item	Edit Test	Edit Test in the Form of Boolean Algebra
Schedule SC — Statement of Changes in Net Assets Available for Benefits				
V	020	SC-7	Sum of SC-1a through SC-6 must equal SC-7.	$(esopc316 + esopc317 + esopc318 + esopc319 + esopc320 + esopc321 + esopc328) \text{ eq } esopc323$
V	040	SC-12	Sum of SC-8 through SC-11 must equal SC-12.	$(esopc324 + esopc330 + esopc325 + esopc326) \text{ eq } esopc327$
V	060	SC-13	SC-7 minus SC-12 must equal SC-13.	$(esopc323 - esopc327) \text{ eq } esopc328$
V	070	SC-14	Sum of SC-13 and SC-14 must equal SC-15.	$(esopc328 + esopc329) \text{ eq } esopc342$
Schedule SB — Statement of Net Assets Available for Benefits				
V	200	SB-10	Sum of SB-1 through SB-9 must equal SB-10.	$(esopc322 + esopc331 + esopc332 + esopc333 + esopc334 + esopc335 + esopc336 + esopc337 + esopc363 + esopc009 + esopc338) \text{ eq } esop2170$
V	250	SB-14	Sum of SB-11 through SB-13 must equal SB-14.	$(esopc339 + esopc340 + esopc341) \text{ eq } esop2948$
V	270	SB-15	SC-15 must equal SB-15.	$esopc342 \text{ eq } esopc342$
V	300	SB-15	SB-10 minus SB-14 must equal SB-15.	$esop2170 - esop2948 \text{ eq } esopc342$
Schedule SB-M — Memoranda				
V	390	SB-M4	SB-M4 must be in the cyy format and greater than or equal to 1974.	$esopc349 \text{ ge } 1974$
V	400	SB-M4a	SB-M4a must equal "1" (SOP 76-3) or "2" (SOP 93-6).	$esopc350 \text{ eq } 1 \text{ or } esopc350 \text{ eq } 2$
V	410	SB-M4b	SB-M4b must be greater than zero.	$esopc351 \text{ gt } 0$
V	420	SB-M7	SB-M7 must equal "1" (yes) or "0" (no).	$esopc354 \text{ eq } 1 \text{ or } esopc354 \text{ eq } 0$
V	430	SB-M8	SB-M8 must equal "1" (yes) or "0" (no).	$esopc355 \text{ eq } 1 \text{ or } esopc355 \text{ eq } 0$