

NEXTERA ENERGY INC  
Form 11-K  
June 23, 2010

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-8841

NextEra Energy, Inc. Bargaining Unit Employee Retirement Savings Plan  
(formerly FPL Group Bargaining Unit Employee Retirement Savings Plan)  
(Full title of the plan)

NextEra Energy, Inc.  
(formerly FPL Group, Inc.)  
(Name of issuer of the securities held pursuant to the plan)

700 Universe Boulevard  
Juno Beach, Florida 33408  
(Address of principal executive office)

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Participants and the Employee Benefit Plans

Administrative Committee  
NextEra Energy, Inc. Bargaining Unit Employee Retirement Savings Plan  
Juno Beach, Florida

We have audited the accompanying statements of net assets available for benefits of NextEra Energy, Inc. Bargaining Unit Employee Retirement Savings Plan (formerly FPL Group Bargaining Unit Employee Retirement Savings Plan) (the Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009 in conformity with U.S. generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic 2009 financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic 2009 financial statements taken as a whole.

Crowe Horwath LLP

Columbus, Ohio  
June 23, 2010

NEXTERA ENERGY, INC.\* BARGAINING UNIT EMPLOYEE RETIREMENT SAVINGS PLAN  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	Participant-Directed	December 31, 2009 Nonparticipant-Directed		Total
		Allocated	Unallocated	
<b>ASSETS</b>				
Participant-directed investments	\$531,445,901	\$-	\$-	\$531,445,901
Nonparticipant-directed investments (Leveraged ESOP)	-	110,543,745	84,455,834	194,999,579
Total investments, at fair value	531,445,901	110,543,745	84,455,834	726,445,480
Accrued interest receivable	-	-	27	27
Total assets, reflecting interest in assets of Master Trust	531,445,901	110,543,745	84,455,861	726,445,507
<b>LIABILITIES</b>				
Leveraged ESOP Note:				
Current	-	-	3,959,198	3,959,198
Non-current	-	-	40,008,899	40,008,899
Interest payable - Leveraged ESOP	-	-	142,017	142,017
Total liabilities, reflecting interest in liabilities of Master Trust	-	-	44,110,114	44,110,114
Interest in net assets of Master Trust, reflecting all investments at fair value	531,445,901	110,543,745	40,345,747	682,335,393
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(2,498,573 )	-	-	(2,498,573 )
<b>NET ASSETS AVAILABLE FOR BENEFITS</b>	<b>\$528,947,328</b>	<b>\$110,543,745</b>	<b>\$40,345,747</b>	<b>\$679,836,820</b>

	Participant-Directed	December 31, 2008 Nonparticipant-Directed		Total
		Allocated	Unallocated	
<b>ASSETS</b>				
Participant-directed investments	\$466,323,276	\$-	\$-	\$466,323,276
Nonparticipant-directed investments (Leveraged ESOP)	-	103,342,185	97,779,419	201,121,604
Total investments, at fair value	466,323,276	103,342,185	97,779,419	667,444,880
Accrued interest receivable	-	-	214	214
Total assets, reflecting interest in assets of Master Trust	466,323,276	103,342,185	97,779,633	667,445,094
<b>LIABILITIES</b>				

Leveraged ESOP Note:

Current	-	-	5,190,741	5,190,741
Non-current	-	-	45,034,344	45,034,344
Interest payable - Leveraged ESOP	-	-	162,227	162,227
Total liabilities, reflecting interest in liabilities of Master Trust	-	-	50,387,312	50,387,312
Interest in net assets of Master Trust, reflecting all investments at fair value	466,323,276	103,342,185	47,392,321	617,057,782
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(2,061,186 )	-	-	(2,061,186 )
NET ASSETS AVAILABLE FOR BENEFITS	\$464,262,090	\$103,342,185	\$47,392,321	\$614,996,596

The accompanying Notes to the Financial Statements are an integral part of these statements.

\* In conjunction with the name change of FPL Group, Inc. to NextEra Energy, Inc., the FPL Group Bargaining Unit Employee Retirement Savings Plan was renamed the NextEra Energy, Inc. Bargaining Unit Employee Retirement Savings Plan effective May 25, 2010.

NEXTERA ENERGY, INC. BARGAINING UNIT EMPLOYEE RETIREMENT SAVINGS PLAN  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
FOR THE YEAR ENDED DECEMBER 31, 2009

	Participant-Directed	Nonparticipant-Directed		Total
		Allocated	Unallocated	
<b>ADDITIONS</b>				
Participant contributions	\$ 30,169,133	\$-	\$-	\$ 30,169,133
Increase in Leveraged ESOP unallocated account (see Note 3)	-	-	10,008,061	10,008,061
Transfer from nonparticipant directed investments	5,362,113	-	-	5,362,113
Allocation of Leveraged ESOP shares (see Note 3)	-	11,117,973	-	11,117,973
Net investment income:				
Net investment income in participation in				
Master Trust, at fair value	66,089,343	9,011,184	-	75,100,527
Total additions	101,620,589	20,129,157	10,008,061	131,757,807
<b>DEDUCTIONS</b>				
Benefit payments to participants and beneficiaries	34,122,392	6,759,893	-	40,882,285
Transfer to participant directed investments	-	5,362,113	-	5,362,113
Decrease in Leveraged ESOP unallocated account (see Note 3)				
	-	-	17,054,635	17,054,635
Administrative expenses	236,213	14,890	-	251,103
Total deductions	34,358,605	12,136,896	17,054,635	63,550,136
Transfers from the Plan, net	(2,576,746 )	(790,701 )	-	(3,367,447 )
<b>NET INCREASE/(DECREASE)</b>	<b>64,685,238</b>	<b>7,201,560</b>	<b>(7,046,574 )</b>	<b>64,840,224</b>
<b>NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 2008</b>	<b>464,262,090</b>	<b>103,342,185</b>	<b>47,392,321</b>	<b>614,996,596</b>
<b>NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 2009</b>	<b>\$ 528,947,328</b>	<b>\$ 110,543,745</b>	<b>\$ 40,345,747</b>	<b>\$ 679,836,820</b>

The accompanying Notes to the Financial Statements are an integral part of these statements.

NEXTERA ENERGY, INC. BARGAINING UNIT EMPLOYEE RETIREMENT SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS  
For the year ended December 31, 2009

1. Description of the Plan

The following description of the NextEra Energy, Inc. Bargaining Unit Employee Retirement Savings Plan (formerly FPL Group Bargaining Unit Employee Retirement Savings Plan) (the Plan) provides only general information. On May 21, 2010, the Company's name was changed from FPL Group, Inc. to NextEra Energy, Inc. In conjunction with the name change of FPL Group, Inc. to NextEra Energy, Inc., the FPL Group Bargaining Unit Employee Retirement Savings Plan was renamed the NextEra Energy, Inc. Bargaining Unit Employee Retirement Savings Plan effective May 25, 2010. Participating employees (Participants) should refer to the Summary Plan Description available in their employee handbook (as updated periodically through Summaries of Material Modifications) or the Plan Prospectus for a more complete description of the Plan.

General

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Participation in the Plan is voluntary. Bargaining unit employees of NextEra Energy, Inc. (formerly known as FPL Group, Inc.) (the Company) and its subsidiaries, with the exception of employees in the International Brotherhood of Electrical Workers local 2150 (IBEW 2150) at NextEra Energy Point Beach, LLC (NextEra Energy Point Beach), are eligible to participate in the Plan on the first day of the month coincident with the completion of one full month of service with the Company or certain of its subsidiaries or on the first day of any payroll period thereafter. Employees in the IBEW 2150 at NextEra Energy Point Beach, are eligible to participate in the Plan on the first day of employment. The Plan includes a cash or deferred compensation arrangement (Pretax Option) permitted by Section 401(k) of the Internal Revenue Code of 1986, as amended (the Code). The Pretax Option permits Participants to elect to defer federal income taxes on all or a portion of their contributions (Pretax Contributions) until such contributions are distributed from the Plan. Under current tax law, the annual limitation on Pretax Contributions for the 2009 and 2010 Plan years is \$16,500. In addition, individuals age 50 or older who contributed the maximum allowable under the Pretax Option in the Plan have the option of contributing up to an additional \$5,500 annually in Pretax Contributions in 2009 and 2010.

The Plan also includes leveraged employee stock ownership plan (Leveraged ESOP) provisions. The Leveraged ESOP is a stock bonus plan within the meaning of U.S. Treasury Regulation Section 1.401-1(b)(1)(iii) that is qualified under Section 401(a) of the Code and is designed to invest primarily in the common stock, par value \$.01 per share, of NextEra Energy, Inc. (Company Stock). Pursuant to the Leveraged ESOP, the Master Trust for Retirement Savings Plans of NextEra Energy, Inc. and Affiliates (Master Trust) purchased Company Stock from the Company using the proceeds of a loan (Acquisition Indebtedness) from FPL Group Capital Inc (FPL Group Capital), a subsidiary of the Company. The Company Stock acquired by the Master Trust is initially held in a separate account (Leveraged ESOP Account). As the Acquisition Indebtedness (including interest) is repaid, Company Stock is released from the Leveraged ESOP Account and allocated to Plan Participants.

The Plan has a Dividend Payout Program which enables Participants to choose how their dividends on certain shares of Company Stock held in the Plan are to be paid. The options available to Participants include reinvestment of dividends in Company Stock, distribution of dividends in cash, or a partial cash distribution with the balance reinvested in Company Stock. Dividends on Company Stock held in the Leveraged ESOP do not qualify under this program.

Trustee

Fidelity Management Trust Company (Trustee) administers the Master Trust established to hold the assets and liabilities of the Plan and the NextEra Energy, Inc. Employee Retirement Savings Plan (formerly FPL Group Employee Retirement Savings Plan) (Non-Bargaining Plan) (collectively, the Master Trust Plans).

#### Administration of the Plan

The Plan is intended to qualify as a participant-directed account plan under Section 404(c) of ERISA. The Employee Benefit Plans Administrative Committee (as appointed by the Employee Benefits Advisory Committee of the Company) is the named fiduciary responsible for the general operation and administration of the Plan (but not management or control of Plan assets), and the Employee Benefit Plans Investment Committee (as appointed by the Employee Benefits Advisory Committee of the Company) is the named investment fiduciary, but is not directly responsible for the management and control of the Plan assets. The Employee Benefits Advisory Committee acts on behalf of the Company as the Plan sponsor, as defined by ERISA. Fidelity Investments Institutional Operations Company (Fidelity) provides recordkeeping services with respect to the Plan.



## Employee Contributions

The Plan allows for combined pre-tax and after-tax contributions by eligible employees in whole percentages of up to 50% of their eligible earnings, as defined by the Plan. Pre-tax contributions are subject to limitations under the Code. Any participant who has attained age 50 by the end of the Plan year may make catch-up contributions in accordance with Code Section 414(v). Effective May 15, 2008, NextEra Energy Maine, LLC (NextEra Energy Maine) bargaining unit employees can elect to contribute up to a combined pretax and after tax maximum of 50% of their eligible earnings. Prior to May 15, 2008, NextEra Energy Maine bargaining unit employees could elect to contribute up to a combined pretax and after tax maximum of 20% of their eligible earnings. Effective January 1, 2008, NextEra Energy Point Beach bargaining unit eligible employees represented by IBEW 2150 (Eligible Employee) hired or rehired after January 1, 2008 shall be deemed to have elected to make a pretax contribution of 3% in the Plan unless such Eligible Employee otherwise affirmatively revokes or modifies his or her pretax election within 60 days of his or her date of hire. An Eligible Employee hired prior to January 1, 2008 but who did not have a pretax contribution election in effect on January 1, 2008 is deemed to have elected to make a pretax contribution of 3% in the Plan unless such Eligible Employee otherwise affirmatively revoked or modified his or her pretax contribution within 60 days of January 1, 2008. As of December 31, 2009, Participants could elect to invest in any combination of the 25 different investment options offered under the Plan. Participants may change their investment elections daily, subject to Fidelity's excessive trading policy and the Plan's limitations on investments in Company Stock.

## Employer Contributions

The table below presents the employer contribution formula for the various Participant groups covered by the Plan.

Participant Group	Benefit
NextEra Energy, Inc. and subsidiaries Bargaining Unit Employees, not listed below	100% on the first 3% of employee contribution 50% on the next 3% of employee contribution 25% on the next 1% of employee contribution
NextEra Energy Seabrook, LLC (NextEra Energy Seabrook) Bargaining Unit Employees hired prior to January 1, 2004	100% on the first 3% of employee contribution
NextEra Energy Duane Arnold, LLC Bargaining Unit Employees and NextEra Energy Point Beach Bargaining Unit Employees	100% on the first 3% of employee contribution 50% on the next 2% of employee contribution
NextEra Energy Point Beach Bargaining Unit Employees represented by IBEW 2150	100% on the first 1% of employee contribution 50% on the next 6% of employee contribution

Effective January 1, 2009, bargaining unit employees of NextEra Energy Seabrook hired on or after January 1, 2004 will receive the Company matching contribution as follows:

Participant Group	Benefit
NextEra Energy Seabrook	100% on the first 3% of employee contribution 50% on the next 3% of employee contribution 25% on the next 1% of employee contribution

Company matching contributions are made in the form of Company Stock through allocation of shares held in suspense in the Leveraged ESOP Account. The Company makes cash contributions for the difference between the dividends on the shares acquired by the Leveraged ESOP Account and the required principal and interest payments on Acquisition Indebtedness. During 2009, the Plan was allocated a Company cash contribution of \$2,063,554 (see Note 3). Contributions are subject to certain limitations.

#### Forfeitures

Forfeitures of non-vested Company matching contributions due to termination of employment may be used to restore amounts previously forfeited or to reduce the amount of future Company matching contributions to the Plan or may be applied to administrative expenses. At December 31, 2009 and 2008, the balance of the forfeiture account was \$290,087 and \$304,284, respectively. Forfeitures applied to administrative fees in 2009 totaled approximately \$118,794.

## Vesting

Participants are immediately 100% vested in employee contributions. For bargaining unit employees of NextEra Energy Maine hired prior to May 15, 2008, employer contributions are fully vested upon attaining six months of service. For bargaining unit employees of NextEra Energy Seabrook hired prior to January 1, 2009 and bargaining unit employees of NextEra Energy Point Beach other than employees represented by IBEW 2150, employer contributions are fully vested immediately after attaining one month of service. For bargaining unit employees of NextEra Energy Point Beach represented by IBEW 2150, employer contributions are fully vested after attaining one year of service. For bargaining unit employees of NextEra Energy Duane Arnold, LLC existing on the date of acquisition of the Duane Arnold Energy Center (January 27, 2006), employer contributions are fully vested. For all bargaining unit employees of NextEra Energy Point Beach existing on the date of acquisition of the Point Beach Nuclear Plant (September 28, 2007), employer contributions are fully vested. Bargaining unit employees of NextEra Energy Seabrook hired on or after January 1, 2009 and all other bargaining unit employees vest at a rate of 20% each year of service and are fully vested upon a Participant attaining five years of service. Under certain circumstances, a bargaining unit employee may also receive vesting credit for prior years of service with the Company or any of its subsidiaries.

## Participant Loans

Each Participant may borrow from his or her account a minimum of \$1,000 up to a maximum of \$50,000 or 50% of the vested value of the account (reduced by prior loans), whichever is less. The vested portion of a Participant's account will be pledged as security for the loan. The annual rate of interest on Participant loans is fixed and takes into account the prime rate at the time of origination of the loan. The interest rate for Participant loans is fixed and ranged from 3.25% to 9.75% for loans outstanding at December 31, 2009. The maturity dates for loans outstanding at December 31, 2009 ranged from 2010 through 2015.

## Benefit Payments and Withdrawals

Withdrawals by Participants from their accounts during their employment are permitted with certain penalties and restrictions. The penalties may limit a Participant's contributions to the Plan for varying periods following a withdrawal. Upon termination from employment, Participants are eligible to receive a distribution of the full value of their vested account balance. Terminated Participants can elect to receive a full payment, partial payments or installments over a period of up to ten years.

Transfers to (from) the Plan generally represent net transfers between the Plan and the Non-Bargaining Plan as well as transfers into the Plan resulting from plan mergers. The majority of transfers arise as a result of Participants transferring between bargaining unit and non-bargaining unit positions while employed by the Company and its affiliated companies.

## Administrative Expenses

The Company pays a portion of the administrative expenses of the Plan. All other expenses are paid directly by the Plan or through forfeitures or through revenue sharing that the Plan receives either directly or indirectly from certain of the Plan's investment options. Any fees paid directly by the Company are not included in the financial statements.

## Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, Participants will become 100% vested in their accounts.

## 2. Summary of Significant Accounting Policies

### Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting in conformity with U.S. generally accepted accounting principles. Investment income and interest income on loans to Participants are recognized when earned. Dividends are recorded on the ex-dividend date. Distributions to Participants are recorded when paid.

### Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

## Investment Valuation and Income Recognition

Effective January 1, 2008 the Plan adopted the new fair value measurement guidance which clarifies how to measure fair value and requires expanded fair value measurement disclosures. The standard emphasizes that fair value is a market-based measurement, not an entity-specific measurement, and sets out a fair value hierarchy intended to disclose information about the relative reliability of fair value measurements, with the highest priority being quoted prices in active markets for identical assets and liabilities. The change was effective January 1, 2008 for financial assets and liabilities and any other fair value measurements made on a recurring basis and on January 1, 2009 for non-financial assets and liabilities that are not remeasured on a recurring basis. The adoption of the recognition provisions of the new guidance did not have a material effect on the Plan's financial statements.

In April, 2009, the Plan adopted the standard which includes guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased. The standard also includes guidance on identifying circumstances that indicate a transaction is not orderly and also requires increased disclosures. The adoption of the new guidance provisions of the standard did not have a material effect on the Plan's financial statements.

In many cases, a valuation technique used to measure fair value includes inputs from multiple levels of fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The fair value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income less actual distributions and expenses. The underlying investments of the Master Trust are valued at fair value.

The following reflect the valuation methodologies and inputs used to determine the fair value of the investments held by the Master Trust. Investments in shares of registered investment companies (mutual funds) are valued at quoted market prices in active markets, which represent the net asset value of shares held by the Plan at year end. Investments in shares of money market mutual funds are stated at the net asset value of shares held by the Plan at year-end. Company Stock and other common stock are valued at their quoted market price in active markets. The fair values of participation units held in collective trusts are based on the net asset values reported by the fund managers as of the financial statement dates and recent transaction prices (level 2 inputs). The collective trusts hold units of other collective trust funds. The investment objectives of the underlying collective trust funds vary, with some holding diversified portfolios of domestic or international stocks, some holding diversified portfolios of bonds, and some holding inflation-protected bonds, commodity securities and real-estate securities. Each collective trust provides for daily redemptions by the Plan at reported net asset values per share, with no advance notice requirement.

The Managed Income Fund holds synthetic guaranteed investment contracts (see Note 6 – Managed Income Fund) with banks and insurance companies in order to provide Participants with a stable, fixed-rate of return on investments and protection of principal from changes in market interest rates. Wrapper contracts provide the Managed Income Fund with the ability to use contract value accounting to maintain a constant \$1 unit price. Wrapper contracts also provide for the payment of Participant-directed withdrawals and exchanges at contract value (principal and interest accrued to date) during the term of the wrapper contracts. However, withdrawals prompted by certain events (e.g., layoffs, early retirement windows, spin-offs, sale of a division, facility closings, plan terminations, partial plan terminations, changes in law or regulation, etc.) may be paid at market value which may be less than contract value. The Managed Income Fund is valued at estimated fair value based on the fair value of the underlying investments of the contracts, primarily debt securities, and the fair value of the wrapper contracts. Debt, asset-backed and mortgage-backed securities are valued at their most recent bid prices (sales prices if their principal market is an exchange) in the principal market in which such securities are traded, as determined by recognized dealers in such securities, or are valued on the basis of information provided by a pricing service. Investments in wrapper contracts are valued at fair

value using a discounted cash flow model which considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio of securities. For 2009 and 2008, the fair value of the wrapper contracts was not material. The contracts are unallocated in nature and are fully benefit-responsive. Therefore, net assets available for benefits reflects the Plan's interest in the contract value of the Managed Income Fund because the Plan's allocable share of the difference between fair value and contract value for this investment is presented as a separate adjustment in the statement of net assets available for benefits. Contract value represents cost plus contributions made under the contracts plus interest at the contract rates less withdrawals and administrative expenses. If the funds in the guaranteed investment contracts are needed for benefit payments prior to contract maturity, they may be withdrawn without penalty.

Participant loans are valued at their outstanding balances at year end, which approximates fair value.

Investment securities, in general, are exposed to various risks, such as interest rate, credit, liquidity and overall market volatility, which could result in changes in the value of such securities. Due to the level of risk associated with certain types of investment securities, it is at least reasonably possible that changes in the values of the investment securities will occur in the near term and that such changes could materially affect Participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Purchases and sales of investment securities are recorded on the trade date. Gains or losses on sales of investment securities are determined using the average cost method of the securities. The carrying amounts of securities held in Participant accounts are adjusted daily; securities held in the Leveraged ESOP Account are adjusted daily. Unrealized appreciation or depreciation is recorded to recognize changes in fair value. Benefits are recorded when paid.

### 3. Leveraged Employee Stock Ownership Plan (Nonparticipant-Directed Unallocated)

The Plan's Leveraged ESOP provisions correspond to the Plan's interest in the Leveraged ESOP Account of the Master Trust. The Leveraged ESOP Account of the Master Trust holds unallocated Company Stock that was purchased by the Master Trust on behalf of the Plan and the Non-Bargaining Plan and the associated Acquisition Indebtedness. The Leveraged ESOP Account is allocated to each of the Master Trust Plans for financial reporting purposes proportionately based on each Master Trust Plan's relative end-of-year net assets excluding the net assets of the Leveraged ESOP Account. The Plan's allocation of Company Stock held in the Leveraged ESOP Account, accrued interest receivable, Acquisition Indebtedness and interest payable have been reflected in the statements of net assets available for benefits, but the entire balance of the Leveraged ESOP Account reflects amounts which are not yet allocated to Participant accounts. Company Stock will be released from the Leveraged ESOP Account and allocated to accounts of Participants at the fair value of the shares on the date of the allocation in satisfaction of part or all of the Company's matching contribution requirement under the Plan. The Acquisition Indebtedness will be repaid quarterly from dividends on the shares held by the Leveraged ESOP Account, as well as from cash contributions from the Company. The number of shares released from the Leveraged ESOP Account and allocated to accounts of participants during the year is based on the ratio of the total of the current year's principal and interest payments to the total principal and interest payments remaining, including the current year. The net effect of a change in the allocation percentage from year to year is reported as a reallocation of the Leveraged ESOP Account. The value of the shares allocated to accounts of Participants under the Plan is not affected by these allocations.

Condensed financial information for the Leveraged ESOP Account is presented below, indicating the approximate allocations made to each Master Trust Plan. The net assets information below has been allocated to the Plan but not to the Plan Participants. The effect of 2009 Leveraged ESOP activity on net assets has been allocated to the Plan but not to the Plan Participants and is included in the financial statements of the Plan.

	December 31, 2009					
	Total Leveraged ESOP Account		Non-Bargaining Plan		Plan	
Allocation percentage	100	%	72.60	%	27.40	%
Accrued interest receivable	\$98		\$ 71		\$27	
Company Stock						