

WASHINGTON BANCORP
Form SC 13G
February 15, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. Two)*

WASHINGTON BANCORP

(Name of Issuer)

Common Stock, Par Value \$0.01 per share

(Title of Class of Securities)

937262103

(CUSIP Number)

December 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NEXT PAGE

CUSIP NO. 937262103

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NUMBER OF ABOVE PERSON (Entities Only)

Washington Bancorp Employee Stock Ownership Plan
IRS I.D. No. 42-1452191

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Not applicable.

NUMBER OF SHARES BENEFICIALLY OWNED BY

5

SOLE VOTING POWER
30,849

SHARED VOTING POWER EACH 20,898 REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 51,747

OWNED BY

6

8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,747

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.08%

12 TYPE OF REPORTING PERSON

EP

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CUSIP NO. 937262103

1 NAME OF REPORTING PERSON

Mary Levy

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER
SHARES 30,849 (as Trustee of ESOP)
BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER EACH 20,898 (as Trustee of ESOP) REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 51,747 (as Trustee of ESOP)
8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,747 (as Trustee of ESOP)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.08%

12 TYPE OF REPORTING PERSON

IN

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CUSIP NO. 937262103

1 NAME OF REPORTING PERSON

Stan Carlson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) X

3

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER
SHARES 30,849 (as Trustee of ESOP)
BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER EACH 20,898 (as Trustee of ESOP) REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 51,747 (as Trustee of ESOP)
8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,747 (as Trustee of ESOP)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.08%

12 TYPE OF REPORTING PERSON

IN

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CUSIP NO. 937262103

1 NAME OF REPORTING PERSON

Richard L. Weeks

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER
SHARES 30,849 (as Trustee of ESOP)
BENEFICIALLY

OWNED BY 6

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SHARED VOTING POWER EACH 20,898 (as Trustee of ESOP) REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 51,747 (as Trustee of ESOP)

8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,747 (as Trustee of ESOP)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.08%

12 TYPE OF REPORTING PERSON

IN

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CUSIP NO. 937262103

1 NAME OF REPORTING PERSON

James Gorham

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY

5 SOLE VOTING POWER 30,849 (as Trustee of ESOP)

SHARED VOTING POWER EACH 20,898 (as Trustee of ESOP) REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 51,747 (as Trustee of ESOP)

6 8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,747 (as Trustee of ESOP)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.08%

12 TYPE OF REPORTING PERSON
IN

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CUSIP NO. 937262103

1 NAME OF REPORTING PERSON
Myron Graber

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF 5 SOLE VOTING POWER
SHARES 30,849 (as Trustee of ESOP)
BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER EACH 20,898 (as Trustee of ESOP) REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 51,747 (as Trustee of ESOP)
8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
51,747 (as Trustee of ESOP)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.08%

12 TYPE OF REPORTING PERSON
IN

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CUSIP NO. 937262103

1 NAME OF REPORTING PERSON

Rick Hofer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,747 (as Trustee of ESOP)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.08%

12 TYPE OF REPORTING PERSON

IN

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CUSIP NO. 937262103

1

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NAME OF REPORTING PERSON

Dean Edwards

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER
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BENEFICIALLY

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8 SHARED DISPOSITIVE POWER 0

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51,747 (as Trustee of ESOP)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.08%

12 TYPE OF REPORTING PERSON

IN

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CUSIP NO. 937262103

1 NAME OF REPORTING PERSON

J. Richard Wiley

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

NUMBER OF SHARES BENEFICIALLY OWNED BY 5 SOLE VOTING POWER 30,849 (as Trustee of ESOP)
6 SHARED VOTING POWER EACH 20,898 (as Trustee of ESOP) REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 51,747 (as Trustee of ESOP)
8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
51,747 (as Trustee of ESOP)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.08%

12 TYPE OF REPORTING PERSON
IN

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ITEM 1(a) Name of Issuer:
Washington Bancorp (the "Corporation")

ITEM 1(b) Address of Issuer's Principal Executive Officers:
102 East Main Street, Washington, Iowa 52353

ITEM 2(a) Names of Persons Filing:
Washington Bancorp, Inc. Employee Stock Ownership Plan (the "ESOP").
Mary Levy, Stan Carlson, Richard L. Weeks, James Gorham, Myron Graber, Rick Hofer, Dean Edwards and J. Richard Wiley (the "Trustees"), the trustees of the ESOP. The Trustees may also be deemed to beneficially own the shares held by the ESOP.

ITEM 2(b) Address of Principal Business Office:
The business address of the ESOP is:
102 East Main Street, Washington, Iowa 52353
The business address of the Trustee is:

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102 East Main Street, Washington, Iowa 52353

ITEM 2(c) Citizenship:

The Trustees are citizens of the United States.

ITEM 2(d) Title of Class of Securities:

Common stock, par value \$.01 per share (the "Common Stock").

ITEM 2(e) CUSIP Number: 937262103

ITEM 3 If this statement is filed pursuant to Section 240.13d-2(b) or (c), check whether the person filing is:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

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ITEM 4 Ownership:

The ESOP holds an aggregate of 51,747 shares of Common Stock (10.08% of the outstanding shares). The ESOP has sole voting and dispositive power with respect to shares held by it which have not been allocated to participant accounts.

The Trustees may be deemed to beneficially own the 51,747 shares held by the ESOP. However, the Trustees expressly disclaim beneficial ownership of all of such shares. Other than the shares held by the ESOP (of which the Trustees expressly disclaim beneficial ownership), below is the beneficial ownership of the individual Trustees of shares of common stock of the issuer:

Individual Trustee	Beneficial Ownership
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Mary Levy	10,157
Stan Carlson	35,297
Richard L. Weeks	21,812
James D. Gorham	3,657
Myron L. Graber	10,252
Rick R. Hofer	11,157
Dean Edwards	3,369
J. Richard Wiley	4,432

Pursuant to the ESOP, participants in the ESOP are entitled to instruct the Trustees as to the voting of the shares allocated to their ESOP accounts. On each issue with respect to which shareholders are entitled to vote, the Trustee is required to vote the shares held by the ESOP which have not been allocated to participant accounts in the manner directed under the ESOP.

ITEM 5. Ownership of Five Percent or Less of a Class:

Not Applicable.

ITEM 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable.

ITEM 8. Identification and Classification of Members of the Group:

Not applicable.

ITEM 9. Notice of Dissolution of Group:

Not Applicable.

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ITEM 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signature: After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**WASHINGTON BANCORP EMPLOYEE
STOCK OWNERSHIP PLAN**

Date: February 9, 2001

By: /s/ Mary Levy

Mary Levy, Director, as Trustee

Date: February 9, 2001

By: /s/ Stan Carlson

Stan Carlson, Director, as Trustee

Date: February 9, 2001

By: /s/ Richard L. Weeks

Richard L. Weeks, Director, as Trustee

Date: February 9, 2001

By: /s/ James Gorham

James Gorham, Director, as Trustee

Date: February 9, 2001

By: /s/ Myron Graber

Myron Graber, Director, as Trustee

Date: February 9, 2001

By: /s/ Rick Hofer

Rick Hofer, Director, as Trustee

Date: February 9, 2001

By: /s/ Dean Edwards

Dean Edwards, Director, as Trustee

Date: February 9, 2001

By: /s/ J. Richard Wiley

J. Richard Wiley, Director, as Trustee

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_____, 2001

Washington Bancorp Employee
Stock Ownership Plan
102 East Main Street
Washington, Iowa 52353

Dear Sir/Madam: This letter hereby confirms the agreement and understanding between you and the undersigned that the Schedule 13G being filed with the Securities and Exchange Commission on or about this date is being filed on behalf of each of us.

Sincerely,

By: /s/ Stan Carlson

Stan Carlson
President and CEO
Director

WASHINGTON BANCORP EMPLOYEE
STOCK OWNERSHIP PLAN

By: /s/ Mary Levy

Mary Levy, Director, as Trustee

By: /s/ Myron Graber

Myron Graber, Director, as Trustee

By: /s/ Stan Carlson

Stan Carlson, Director, as Trustee

By: /s/ Rick Hofer

Rick Hofer, Director, as Trustee

By: /s/ Richard L. Weeks

Richard L. Weeks Carlson, Director,
as Trustee

By: /s/ Dean Edwards

Dean Edwards, Director, as Trustee

By: /s/ James Gorham

James Gorham, Director, as Trustee

By: /s/ J. Richard Wiley

J. Richard Wiley, Director, as Trustee