

EVANS BANCORP INC
Form SC 13D/A
September 17, 2014

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Evans Bancorp, Inc.
(Name of Issuer)

Common Stock, par value \$0.50 per share
(Title of Class of Securities)

29911Q208
(CUSIP Number)

Sandler O'Neill Asset Management, LLC
Attn: Mr. Terry Maltese
150 East 52nd Street
30th Floor
New York, NY 10022
(212) 486-7300
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 8, 2014
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 29911Q208

- | | | | | | |
|-----|--|-----|----|-----|----|
| 1. | Name of Reporting Person
S.S. or I.R.S. Identification No. of above person

Sandler O'Neill Asset Management, LLC | | | | |
| 2. | Check the Appropriate Box if a Member of a Group* <table border="0" style="margin-left: 20px;"> <tr> <td style="padding-right: 10px;">(a)</td> <td style="padding-right: 10px;">..</td> </tr> <tr> <td style="padding-right: 10px;">(b)</td> <td style="padding-right: 10px;">..</td> </tr> </table> | (a) | .. | (b) | .. |
| (a) | .. | | | | |
| (b) | .. | | | | |
| 3. | SEC Use Only | | | | |
| 4. | Source of Funds*

00 | | | | |
| 5. | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <table border="0" style="margin-left: 20px;"> <tr> <td style="padding-right: 10px;">..</td> </tr> </table> | .. | | | |
| .. | | | | | |
| 6. | Citizen or Place of Organization

New York | | | | |

	7.	Sole Voting Power	
			0
NUMBER OF	8.	Shared Voting Power	
SHARES			288,300
BENEFICIALLY			
OWNED BY			
EACH	9.	Sole Dispositive Power	
REPORTING			0
PERSON			
WITH			
	10.	Shared Dispositive Power	
			288,300

11. Aggregate
Amount
Beneficially
Owned by
Each
Reporting
Person

288,300

12. Check Box if
the Aggregate
Amount in
Row (11)
Excludes
Certain
Shares*

..

13. Percent of
Class
Represented
by Amount in
Row (11)

6.97%

14. Type of
Reporting
Person*

00

CUSIP No. 29911Q208

- | | |
|----|--|
| 1. | Name of Reporting Person
S.S. or I.R.S. Identification
No. of above person

SOAM Holdings, LLC |
| 2. | Check the Appropriate Box if a Member of a Group* |
| | (a) ..

(b) .. |
| 3. | SEC Use Only |
| 4. | Source of Funds*

00 |
| 5. | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) |
| | .. |
| 6. | Citizen or Place of Organization

Delaware |

	7.	Sole Voting Power	
			0
NUMBER OF	8.	Shared Voting Power	
SHARES			235,600
BENEFICIALLY OWNED BY			
EACH	9.	Sole Dispositive Power	
REPORTING PERSON WITH			0
	10.	Shared Dispositive Power	
			235,600

11. Aggregate Amount Beneficially Owned by Each Reporting Person

235,600

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

..

13. Percent of Class Represented by Amount in Row (11)

5.69%

14. Type of
Reporting
Person*

00

CUSIP No. 29911Q208

1. Name of Reporting Person
S.S. or I.R.S. Identification
No. of above person

Malta Hedge Fund II, LP
2. Check the Appropriate Box if a Member of a Group*
(a) ..
(b) ..
3. SEC Use Only
4. Source of Funds*

WC
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..
6. Citizen or Place of Organization

Delaware
- 7.

		Sole Voting Power	0
NUMBER OF	8.	Shared Voting Power	209,200
SHARES BENEFICIALLY OWNED BY EACH			
REPORTING PERSON WITH	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power	209,200

11. Aggregate Amount Beneficially Owned by Each Reporting Person
209,200

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ..

13. Percent of Class Represented by Amount in Row (11)
5.05%

14.

Type of
Reporting
Person*

PN

CUSIP No.29911Q208

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of above person

Terry Maltese
2. Check the Appropriate Box if a Member of a Group*
(a) ..
(b) ..
3. SEC Use Only
4. Source of Funds*

00
5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..
6. Citizen or Place of Organization

United States of America

	7.	Sole Voting Power	
			0
NUMBER OF	8.	Shared Voting Power	
SHARES			288,300
BENEFICIALLY OWNED BY			
EACH	9.	Sole Dispositive Power	
REPORTING PERSON WITH			0
	10.	Shared Dispositive Power	
			288,300

11. Aggregate Amount Beneficially Owned by Each Reporting Person

288,300

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

..

13. Percent of Class Represented by Amount in Row (11)

6.97%

14.

Type of
Reporting
Person*

IN

Item 1. Security and Issuer.

The class of equity security to which this statement relates is the Common Stock, par value \$0.50 per share (the "Shares"), of Evans Bancorp, Inc., a company incorporated in New York (the "Issuer"). The address of the principal executive offices of the Issuer is 1 Grimsby Drive, Hamburg, NY 14075.

Item 2. Identity and Background.

(a), (f) The persons filing this statement are Sandler O'Neill Asset Management, LLC, a New York limited liability company ("SOAM"), SOAM Holdings, LLC, a Delaware limited liability company ("Holdings"), Malta Hedge Fund II, L.P., a Delaware limited partnership ("MHFII"), and Terry Maltese, a citizen of the United States of America ("Mr. Maltese" and, together with SOAM, Holdings and MHFII, the "Reporting Persons").

(b) The address of the principal business and principal office of SOAM, Holdings, MHFII and Mr. Maltese is 150 East 52nd Street, 30th Floor, New York, NY 10022.

(b), (c) The principal occupation of Mr. Maltese is serving as Managing Member of SOAM and Holdings.

SOAM provides administrative and investment management services to its private fund clients. Holdings serves as the sole general partner of certain of SOAM's investment advisory clients.

None of the Reporting Persons have, during the past five years, (a) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting, or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

Item 3. Source and Amount of Funds.

The funds for the purchase of the 288,300 Shares beneficially owned by SOAM came from the working capital of certain private investment funds that SOAM manages. No borrowed funds were used to purchase such Shares, other than any borrowed funds used for working capital purposes (including certain leverage arrangements) in the ordinary course of business. The net investment cost (including commissions, if any) of the Shares beneficially owned by SOAM was \$4,004,510.

The funds for the purchase of the 235,600 Shares beneficially owned by Holdings came from the working capital of certain private investment funds for which it serves as the sole general partner. No borrowed funds were used to purchase such Shares, other than any borrowed funds used for working capital purposes (including certain leverage arrangements) in the ordinary course of business. The net investment costs (including commissions, if any) of the Shares beneficially owned by Holdings was \$3,243,902.

The funds for the purchase of the 209,200 Shares beneficially owned by MHFII came from its working capital. No borrowed funds were used to purchase such Shares, other than any borrowed funds used for working capital purposes (including certain leverage arrangements) in the ordinary course of business. The net investment costs (including commissions, if any) of the Shares beneficially owned by MHFII was \$2,924,973.

The funds for the purchase of the 288,300 Shares beneficially owned by Mr. Maltese as a result of Mr. Maltese being a control person of SOAM and Holdings came from the working capital of certain private investment funds for which SOAM manages, and certain private investment funds for which Holdings serves as the general partner. No borrowed funds were used to purchase such Shares, other than any borrowed funds used for working capital purposes (including

certain leverage arrangements) in the ordinary course of business. The net investment cost (including commissions, if any) of the Shares beneficially owned by Mr. Maltese was \$4,004,510.

Item 4. Purpose of Transaction.

The Shares held by the Reporting Persons were acquired for, and are being held for, investment purposes. As such, in the ordinary course of their business, the Reporting Persons will continuously evaluate the financial condition, results of operations, business and prospects of the Issuer, the securities markets in general and the market for the Shares in particular, conditions in the economy and the financial institutions industry generally and other investment opportunities, all with a view to determining whether to hold, decrease or increase its investment in the Shares, through open market, privately negotiated or any other transactions. In the ordinary course of evaluating its investment, representatives of the Reporting Persons may from time to time seek to (or be invited to) discuss the business and policies of the Issuer with the management of the Issuer.

Except as otherwise set forth herein, none of the Reporting Persons has any present plans or proposals as of the date hereof which would relate to, or result in, the matters set forth in subparagraphs (a) -- (j) of Item 4 of Schedule 13D.

The Reporting Persons reserve the right, at a later date, to effect one or more of such changes or transactions in the number of Shares they may be deemed to beneficially own.

Item 5. Interest in Securities of the Issuer.

As of the date hereof, SOAM may be deemed to be the beneficial owner of the 288,300 Shares, constituting 6.97% of the Shares, based upon 4,138,862 Shares outstanding. SOAM has the sole power to vote or direct (a)-(d) the vote of 0 Shares and the shared power to vote or direct the vote of 288,300 Shares. SOAM has the sole power to dispose or direct the disposition of 0 Shares and the shared power to dispose or direct the disposition of 288,300 Shares.

As of the date hereof, Holdings may be deemed to be the beneficial owner of 235,600 Shares, constituting 5.69% of the Shares, based upon 4,138,862 Shares outstanding. Holdings has the sole power to vote or direct the vote of 0 Shares and the shared power to vote or direct the vote of 235,600 Shares. Holdings has the sole power to dispose or direct the disposition of 0 Shares and the shared power to dispose or direct the disposition of 235,600 Shares.

As of the date hereof, MHFII may be deemed to be the beneficial owner of 209,200 Shares, constituting 5.05% of the Shares, based upon 4,138,862 Shares outstanding. MHFII has the sole power to vote or direct the vote of 0 Shares and the shared power to vote or direct the vote of 209,200 Shares. MHFII has the sole power to dispose or direct the disposition of 0 Shares and the shared power to dispose or direct the disposition of 209,200 Shares.

As of the date hereof, Mr. Maltese may be deemed to be the beneficial owner of 288,300 Shares, constituting 6.97% of the Shares, based upon 4,138,862 Shares outstanding. Mr. Maltese has the sole power to vote or direct the vote of 0 Shares and the shared power to vote or direct the vote of 288,300 Shares. Mr. Maltese has the sole power to dispose or direct the disposition of 0 Shares and the shared power to dispose or direct the disposition of 288,300 Shares.

The transactions by the Reporting Persons in the securities of the Issuer during the past sixty days are set forth in Exhibit B.

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

There are no contracts, arrangements, understandings or relationships among the persons named in Item 2 or between such persons and any other person with respect to any securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

Exhibit A: Joint Filing Agreement

Exhibit B: Schedule of Transactions in Shares by the Reporting Persons

SIGNATURES

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.

September 17, 2014
(Date)

Sandler O'Neill Asset
Management, LLC

By: /s/ Terry Maltese
Name: Terry Maltese
Title: Managing Member

SOAM Holdings, LLC

By: /s/ Terry Maltese
Name: Terry Maltese
Title: Managing Member

Malta Hedge Fund II, L.P.

By: /s/ Terry Maltese
Name: Terry Maltese
Managing Member
Title: of the General
Partner

Terry Maltese

By: /s/ Terry Maltese

* Each Reporting Person specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

EXHIBIT A

AGREEMENT

The undersigned agree that this Amendment No. 4 to Schedule 13D, dated September 17, 2014, relating to the Common Stock, par value \$0.50 per share of Evans Bancorp, Inc. shall be filed on behalf of the undersigned.

September 17, 2014
(Date)

Sandler O'Neill Asset
Management, LLC

By: /s/ Terry Maltese
Name: Terry Maltese
Title: Managing Member

SOAM Holdings, LLC

By: /s/ Terry Maltese
Name: Terry Maltese
Title: Managing Member

Malta Hedge Fund II, L.P.

By: /s/ Terry Maltese
Name: Terry Maltese
Managing Member
Title: of the General
Partner

Terry Maltese

By: /s/ Terry Maltese

Exhibit B

SCHEDULE OF TRANSACTIONS IN SHARES BY THE REPORTING PERSONS

Schedule of Transactions in the Shares by SOAM on behalf of private funds for which SOAM or an affiliate of SOAM acts as an investment adviser

<u>Date of Transaction</u>	<u>Title of Class</u>	<u>Number of Shares Acquired</u>	<u>Number of Shares Disposed</u>	<u>Price Per Share</u>
8/11/14	Common Stock	100	N/A	\$23.2100
8/14/14	Common Stock	100	N/A	\$23.2007
8/29/14	Common Stock	250	N/A	\$23.3000
9/5/14	Common Stock	7,600	N/A	\$23.0500
9/8/14	Common Stock	21,600	N/A	\$23.0500

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Earnings (loss) from continuing operations before taxes on earnings

) (65.2

117.5

88.6

	(103.5
)	
	37.4
Provision (benefit) for taxes on earnings	
	(54.7
)	
	34.1
	36.5
	15.9
Earnings (loss) from continuing operations	
	(10.5
)	
	83.4
	52.1
	(103.5
)	
	21.5
	21

Discontinued operations:

Earnings (loss) from discontinued operations, net of income taxes

)	(1.5)
)	(2.4)
)	(3.9)
)	(34.6)
)	(34.6)
)	(10.5)
)	47.3
)	49.7
)	23

	(103.5)
)	
	(17.0)
)	
Less: Net gain (loss) attributable to noncontrolling interest	
	(6.5)
)	
	(6.5)
)	
Net earnings (loss) attributable to Manitowoc	
\$	
	(10.5)
)	
\$	
	47.3
\$	
	56.2
\$	

(103.5

)

\$

(10.5

)

81

Table of Contents**The Manitowoc Company, Inc.****Condensed Consolidating Statement of Operations****For the Year Ended December 31, 2010****(In millions)**

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$	\$ 1,803.7	\$ 1,731.6	\$ (393.6)	\$ 3,141.7
Costs and expenses:					
Cost of sales		1,347.6	1,421.6	(393.6)	2,375.6
Engineering, selling and administrative expenses	39.8	216.0	258.7		514.5
Amortization expense		30.6	7.7		38.3
Restructuring expense		0.2	3.6		3.8
Other expense		1.9	0.4		2.3
Equity in (earnings) loss of subsidiaries	(23.2)	(28.7)		51.9	
Total costs and expenses	16.6	1,567.6	1,692.0	(341.7)	2,934.5
Operating earnings (loss) from continuing operations	(16.6)	236.1	39.6	(51.9)	207.2
Other income (expense):					
Interest expense	(166.3)	(2.1)	(6.6)		(175.0)
Amortization of deferred financing fees	(22.0)				(22.0)
Loss on debt extinguishment	(44.0)				(44.0)
Management fee income (expense)	37.3	(48.4)	11.1		
Other income (expense)-net	68.2	(67.2)	(10.9)		(9.9)
Total other income (expense)	(126.8)	(117.7)	(6.4)		(250.9)
Earnings (loss) from continuing operations before taxes on earnings	(143.4)	118.4	33.2	(51.9)	(43.7)
Provision (benefit) for taxes on earnings	(63.9)	35.2	59.6		30.9
Earnings (loss) from continuing operations	(79.5)	83.2	(26.4)	(51.9)	(74.6)
Discontinued operations:					
Earnings (loss) from discontinued operations, net of income taxes		(0.8)	(6.8)		(7.6)
Gain (loss) on sale of discontinued operations, net of income taxes					
Net earnings (loss)	(79.5)	82.4	(33.2)	(51.9)	(82.2)
Less: Net gain (loss) attributable to noncontrolling interest			(2.7)		(2.7)
Net earnings (loss) attributable to Manitowoc	\$ (79.5)	\$ 82.4	\$ (30.5)	\$ (51.9)	\$ (79.5)

Table of Contents**The Manitowoc Company, Inc.****Condensed Consolidating Statement of Operations****For the Year Ended December 31, 2009****(In millions)**

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$	\$ 2,114.2	\$ 1,995.1	\$ (489.5)	\$ 3,619.8
Costs and expenses:					
Cost of sales		1,631.6	1,680.3	(489.5)	2,822.4
Engineering, selling and administrative expenses	41.3	211.2	277.3		529.8
Amortization expense		30.6	7.8		38.4
Goodwill and intangible asset impairment		419.0	247.7		666.7
Integration expense		3.5	0.1		3.6
Restructuring expense		11.3	28.3		39.6
Other expense			3.4		3.4
Equity in (earnings) loss of subsidiaries	605.7	(36.6)		(569.1)	
Total costs and expenses	647.0	2,270.6	2,244.9	(1,058.6)	4,103.9
Operating earnings (loss) from continuing operations	(647.0)	(156.4)	(249.8)	569.1	(484.1)
Other income (expense):					
Interest expense	(160.5)	(1.2)	(12.3)		(174.0)
Amortization of deferred financing fees	(28.8)				(28.8)
Loss on debt extinguishment	(9.2)				(9.2)
Management fee income (expense)	38.8	(68.3)	29.5		
Other income (expense)-net	100.0	(74.1)	(8.6)		17.3
Total other income (expense)	(59.7)	(143.6)	8.6		(194.7)
Earnings (loss) from continuing operations before taxes on earnings	(706.7)	(300.0)	(241.2)	569.1	(678.8)
Provision (benefit) for taxes on earnings	(37.6)	(18.9)	(9.0)		(65.5)
Earnings (loss) from continuing operations	(669.1)	(281.1)	(232.2)	569.1	(613.3)
Discontinued operations:					
Earnings (loss) from discontinued operations, net of income taxes		(1.9)	(32.2)		(34.1)
Gain (loss) on sale of discontinued operations, net of income taxes		0.8	(25.0)		(24.2)
Net earnings (loss)	(669.1)	(282.2)	(289.4)	569.1	(671.6)
Less: Net gain (loss) attributable to noncontrolling interest			(2.5)		(2.5)
Net earnings (loss) attributable to Manitowoc	\$ (669.1)	\$ (282.2)	\$ (286.9)	\$ 569.1	\$ (669.1)

Table of Contents**The Manitowoc Company, Inc.****Condensed Consolidating Balance Sheet**

as of December 31, 2011

(In millions)

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Assets					
Current Assets:					
Cash and cash equivalents	\$ 4.2	\$ 8.5	\$ 55.9	\$	\$ 68.6
Marketable securities	2.7				2.7
Restricted cash	6.4		0.8		7.2
Accounts receivable net	0.1	41.2	255.7		297.0
Intercompany interest receivable	89.0	3.2		(92.2)	
Inventories net		312.4	356.3		668.7
Deferred income taxes	99.4		18.4		117.8
Other current assets	1.6	5.5	70.7		77.8
Total current assets	203.4	370.8	757.8	(92.2)	1,239.8
Property, plant and equipment net	7.6	287.8	272.8		568.2
Goodwill		961.0	203.8		1,164.8
Other intangible assets net		671.1	180.7		851.8
Intercompany long-term notes receivable	1,544.0	158.5	819.5	(2,522.0)	
Intercompany accounts receivable		1,252.5	1,661.1	(2,913.6)	
Other non-current assets	56.9	7.8	75.9		140.6
Investment in affiliates	4,045.0	3,399.2		(7,444.2)	
Total assets	\$ 5,856.9	\$ 7,108.7	\$ 3,971.6	\$ (12,972.0)	\$ 3,965.2
Liabilities and Equity					
Current Liabilities:					
Accounts payable and accrued expenses	\$ 71.7	\$ 402.3	\$ 395.8	\$	\$ 869.8
Short-term borrowings and current portion of long-term debt	35.0	0.7	43.4		79.1
Intercompany interest payable	3.2	86.0	3.0	(92.2)	
Product warranties		52.9	40.9		93.8
Customer advances		11.7	23.4		35.1
Product liabilities		22.7	4.1		26.8
Total current liabilities	109.9	576.3	510.6	(92.2)	1,104.6
Non-Current Liabilities:					
Long-term debt, less current portion	1,800.6	3.6	6.7		1,810.9
Deferred income taxes	200.3		15.5		215.8
Pension obligations	55.8	12.7	22.1		90.6
Postretirement health and other benefit obligations	55.9		3.9		59.8
Long-term deferred revenue		5.9	28.3		34.2
Intercompany long-term note payable	183.3	1,379.9	958.8	(2,522.0)	
Intercompany accounts payable	2,855.7		57.9	(2,913.6)	
Other non-current liabilities	112.0	39.1	24.7		175.8

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Total non-current liabilities	5,263.6	1,441.2	1,117.9	(5,435.6)	2,387.1
Equity					
Manitowoc stockholder s equity	483.4	5,091.2	2,353.0	(7,444.2)	483.4
Noncontrolling interest			(9.9)		(9.9)
Total equity	483.4	5,091.2	2,343.1	(7,444.2)	473.5
Total liabilities and equity	\$ 5,856.9	\$ 7,108.7	\$ 3,971.6	\$ (12,972.0)	\$ 3,965.2

Table of Contents**The Manitowoc Company, Inc.****Condensed Consolidating Balance Sheet**

as of December 31, 2010

(In millions)

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Assets					
Current Assets:					
Cash and cash equivalents	\$ 5.3	\$ 19.7	\$ 58.7	\$	\$ 83.7
Marketable securities	2.7				2.7
Restricted cash	8.4		1.0		9.4
Accounts receivable net	0.1		255.0		255.1
Intercompany interest receivable	75.4	3.5		(78.9)	
Inventories net		219.5	339.3		558.8
Deferred income taxes	100.9		30.4		131.3
Other current assets	4.0	6.7	47.0		57.7
Current assets of discontinued operations			63.7		63.7
Total current assets	196.8	249.4	795.1	(78.9)	1,162.4
Property, plant and equipment net	9.7	276.8	279.3		565.8
Goodwill		964.0	209.2		1,173.2
Other intangible assets net		702.0	191.5		893.5
Intercompany long-term notes receivable	1,524.5	632.5	869.0	(3,026.0)	
Intercompany accounts receivable		803.1	1,986.9	(2,790.0)	
Other non-current assets	69.5	10.1	13.0		92.6
Long-term assets of discontinued operations			123.6		123.6
Investment in affiliates	3,956.9	3,484.0		(7,440.9)	
Total assets	\$ 5,757.4	\$ 7,121.9	\$ 4,467.6	\$ (13,335.8)	\$ 4,011.1
Liabilities and Equity					
Current Liabilities:					
Accounts payable and accrued expenses	\$ 62.0	\$ 336.9	\$ 349.1	\$	\$ 748.0
Short-term borrowings and current portion of long-term debt	26.0	0.6	35.2		61.8
Intercompany interest payable	3.1	73.4	2.4	(78.9)	
Product warranties		45.8	40.9		86.7
Customer advances		7.8	41.1		48.9
Product liabilities		22.4	5.4		27.8
Current liabilities of discontinued operation			24.2		24.2
Total current liabilities	91.1	486.9	498.3	(78.9)	997.4
Non-Current Liabilities:					
Long-term debt, less current portion	1,924.2	4.3	7.1		1,935.6
Deferred income taxes	202.2		11.1		213.3
Pension obligations	28.6	13.7	22.1		64.4
Postretirement health and other benefit obligations	56.2		3.7		59.9
Long-term deferred revenue		8.2	19.6		27.8

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Intercompany long-term note payable	183.4	1,447.5	1,395.1	(3,026.0)	
Intercompany accounts payable	2,624.6	124.4	41.0	(2,790.0)	
Other non-current liabilities	135.2	25.1	25.3		185.6
Long-term liabilities of discontinued operations			18.6		18.6
Total non-current liabilities	5,154.4	1,623.2	1,543.6	(5,816.0)	2,505.2
Equity					
Manitowoc stockholder's equity	511.9	5,011.8	2,429.1	(7,440.9)	511.9
Noncontrolling interest			(3.4)		(3.4)
Total equity	511.9	5,011.8	2,425.7	(7,440.9)	508.5
Total liabilities and equity	\$ 5,757.4	\$ 7,121.9	\$ 4,467.6	\$ (13,335.8)	\$ 4,011.1

Table of Contents**The Manitowoc Company, Inc.****Condensed Consolidating Statement of Cash Flows****For the year ended December 31, 2011****(In millions)**

	Parent	Subsidiary Guarantors	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Net cash provided by (used for) operating activities of continuing operations	\$ (59.8)	\$ 70.5	\$ 24.1	\$	\$ 34.8
Cash provided by (used for) operating activities of discontinued operations		(1.5)	(17.7)		(19.2)
Net cash provided by (used for) operating activities	\$ (59.8)	\$ 69.0	\$ 6.4	\$	\$ 15.6
Cash Flows from Investing:					
Capital expenditures	\$ (0.4)	\$ (23.4)	\$ (41.1)	\$	\$ (64.9)
Proceeds from sale of property, plant and equipment		0.1	17.4		17.5
Restricted cash	2.0		0.2		2.2
Proceeds from sale of business		143.6			143.6
Intercompany investments	216.7	(164.5)	(30.7)	(21.5)	
Net cash provided by (used for) investing activities	\$ 218.3	\$ (44.2)	\$ (54.2)	\$ (21.5)	\$ 98.4
Cash Flows from Financing:					
Payments on long-term debt	\$ (884.1)	\$ (0.7)	\$ (75.5)	\$	\$ (960.3)
Proceeds from long-term debt	750.0		95.0		845.0
Proceeds on revolving credit facility net	(24.2)				(24.2)
Proceeds (payments) on notes financing net		(2.6)	17.4		14.8
Proceeds from swap monetization	21.5				21.5
Debt issue costs	(14.7)				(14.7)
Dividends paid	(10.6)				(10.6)
Exercises of stock options	2.6				2.6
Intercompany financing	(0.1)	(32.7)	11.3	21.5	
Net cash provided by (used for) financing activities	(159.6)	(36.0)	48.2	21.5	(125.9)
Effect of exchange rate changes on cash			(3.2)		(3.2)
Net increase (decrease) in cash and cash equivalents	(1.1)	(11.2)	(2.8)		(15.1)
Balance at beginning of period	5.3	19.7	58.7		83.7
Balance at end of period	\$ 4.2	\$ 8.5	\$ 55.9	\$	\$ 68.6

Table of Contents**The Manitowoc Company, Inc.****Condensed Consolidating Statement of Cash Flows****For the year ended December 31, 2010****(In millions)**

	Parent	Subsidiary Guarantors	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Net cash provided by (used for) operating activities of continuing operations	\$ (28.1)	\$ 124.0	\$ 107.0	\$	\$ 202.9
Cash provided by (used for) operating activities of discontinued operations		(0.8)	7.2		6.4
Net cash provided by (used for) operating activities	\$ (28.1)	\$ 123.2	\$ 114.2	\$	\$ 209.3
Cash Flows from Investing:					
Capital expenditures	\$ (0.9)	\$ (16.2)	\$ (19.0)	\$	\$ (36.1)
Proceeds from sale of property, plant and equipment	0.5	1.1	21.6		23.2
Restricted cash	(3.3)		0.3		(3.0)
Business acquisition, net of cash acquired		(4.8)			(4.8)
Intercompany investments	197.3	(36.2)	(49.9)	(111.2)	
Net cash provided by (used for) investing activities of continuing operations	193.6	(56.1)	(47.0)	(111.2)	(20.7)
Net cash provided by (used for) investing activities of discontinued operations			(4.2)		(4.2)
Net cash provided by (used for) investing activities	\$ 193.6	\$ (56.1)	\$ (51.2)	\$ (111.2)	\$ (24.9)
Cash Flows from Financing:					
Payments on long-term debt	\$ (1,165.7)	\$ (20.7)	\$ (64.4)	\$	\$ (1,250.8)
Proceeds from long-term debt	1,000.0	10.0	53.0		1,063.0
Proceeds from (payments on) revolving credit facility net	24.2				24.2
Proceeds from securitization		101.0			101.0
Payments on securitization		(101.0)			(101.0)
Proceeds from (payments on) notes financing net		(3.2)	(0.9)		(4.1)
Debt issue costs	(27.0)				(27.0)
Dividends paid	(10.6)				(10.6)
Exercises of stock options	0.9				0.9
Intercompany financing		(40.5)	(70.7)	111.2	
Net cash provided by (used for) financing activities	(178.2)	(54.4)	(83.0)	111.2	(204.4)
Effect of exchange rate changes on cash					
Net increase (decrease) in cash and cash equivalents	(12.7)	12.7	(20.0)		(20.0)

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Balance at beginning of period		18.0		7.0		78.7		103.7
Balance at end of period	\$	5.3	\$	19.7	\$	58.7	\$	83.7

Table of Contents**The Manitowoc Company, Inc.****Condensed Consolidating Statement of Cash Flows****For the year ended December 31, 2009****(In millions)**

	Parent	Subsidiary Guarantors	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Net cash provided by (used for) operating activities of continuing operations	\$ (14.6)	\$ 440.8	\$ (88.8)	\$	\$ 337.4
Cash provided by (used for) operating activities of discontinued operations		(9.8)	11.9		2.1
Net cash provided by (used for) operating activities	\$ (14.6)	\$ 431.0	\$ (76.9)	\$	\$ 339.5
Cash Flows from Investing:					
Capital expenditures	\$ (2.1)	\$ (29.3)	\$ (37.8)	\$	\$ (69.2)
Proceeds from sale of property, plant and equipment		0.3	19.3		19.6
Restricted cash			(1.4)		(1.4)
Business acquisition, net of cash acquired					
Proceeds from sale of business		1.0	148.2		149.2
Intercompany investments	591.8	(352.5)	(189.5)	(49.8)	
Net cash provided by (used for) investing activities of continuing operations	589.7	(380.5)	(61.2)	(49.8)	98.2
Net cash provided by (used for) investing activities of discontinued operations			(3.3)		(3.3)
Net cash provided by (used for) investing activities	\$ 589.7	\$ (380.5)	\$ (64.5)	\$ (49.8)	\$ 94.9
Cash Flows from Financing:					
Payments on long-term debt	\$ (443.0)	\$ (3.7)	\$ (147.1)	\$	\$ (593.8)
Proceeds from long-term debt		9.2	127.1		136.3
Proceeds from (payments on) revolving credit facility net	(17.0)				(17.0)
Proceeds from (payments on) notes financing net		(3.7)	(1.7)		(5.4)
Debt issue costs	(18.1)				(18.1)
Dividends paid	(10.5)				(10.5)
Exercises of stock options	2.0				2.0
Intercompany financing	(72.6)	(96.1)	118.9	49.8	
Net cash provided by (used for) financing activities	(559.2)	(94.3)	97.2	49.8	(506.5)
Effect of exchange rate changes on cash			5.7		5.7
Net increase (decrease) in cash and cash equivalents	15.9	(43.8)	(38.5)		(66.4)
Balance at beginning of period	2.1	50.8	117.2		170.1

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Balance at end of period	\$	18.0	\$	7.0	\$	78.7	\$	103.7
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Table of Contents**24. Quarterly Financial Data (Unaudited)**

The following table presents quarterly financial data for 2011 and 2010:

(in millions, except per share data)	2011				2010			
	First	Second	Third	Fourth	First	Second	Third	Fourth
Net sales	\$ 732.2	\$ 949.8	\$ 935.4	\$ 1,034.5	\$ 684.4	\$ 819.3	\$ 807.1	\$ 830.9
Gross profit	180.5	225.0	223.4	209.1	166.0	207.2	199.9	193.0
Earnings (loss) from continuing operations	(15.8)	3.0	34.9	15.3	(37.9)	17.7	1.1	(24.6)
Discontinued operations:								
Earnings (loss) from discontinued operations, net of income taxes	(2.7)	(0.3)	(0.1)	(0.8)	0.1	0.4	1.9	(10.0)
Gain (loss) on sale of discontinued operations, net of income taxes	(33.4)	(0.2)		(1.0)				
Net earnings (loss)	(53.3)	1.7	21.5	13.1	(23.8)	13.9	(6.2)	(66.1)
Less: Net earnings (loss) attributable to noncontrolling interest, net of tax	(0.9)	(1.1)	(2.1)	(2.4)	(0.4)	(0.8)	(0.9)	(0.6)
Net earnings (loss) attributable to Manitowoc	\$ (52.4)	\$ 2.8	\$ 23.6	\$ 15.5	\$ (23.4)	\$ 14.7	\$ (5.3)	\$ (65.5)
Basic earnings per share:								
Earnings (loss) from continuing operations attributable to Manitowoc common shareholders	\$ (0.12)	\$ 0.03	\$ 0.18	\$ 0.13	\$ (0.18)	\$ 0.11	\$ (0.06)	\$ (0.42)
Discontinued operations:								
Earnings (loss) from discontinued operations attributable to Manitowoc common shareholders	(0.02)			(0.01)			0.01	(0.08)
Gain (loss) on sale of discontinued operations, net of income taxes	(0.26)			(0.01)				
Earnings (loss) per share attributable to Manitowoc common shareholders	\$ (0.40)	\$ 0.02	\$ 0.18	\$ 0.12	\$ (0.18)	\$ 0.11	\$ (0.04)	\$ (0.50)
Diluted earnings per share:								
Earnings (loss) from continuing operations attributable to Manitowoc common shareholders	\$ (0.12)	\$ 0.02	\$ 0.18	\$ 0.13	\$ (0.18)	\$ 0.11	\$ (0.06)	\$ (0.42)
Discontinued operations:								
Earnings (loss) from discontinued operations attributable to Manitowoc common shareholders	(0.02)			(0.01)			0.01	(0.08)
	(0.26)			(0.01)				

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Gain (loss) on sale of discontinued operations, net of income taxes

Earnings (loss) per share attributable to Manitowoc common shareholders																
	\$	(0.40)	\$	0.02	\$	0.18	\$	0.12	\$	(0.18)	\$	0.11	\$	(0.04)	\$	(0.50)
Dividends per common share	\$		\$		\$		\$	0.08	\$		\$		\$		\$	0.08

During the fourth quarter of 2011, the company revised previously issued financial statements. See Note 1, Company and Basis of Presentation for further discussion of these revisions. Items (1) - (5) describe the impact of these revisions on the quarterly results.

- 1) Gross profit was impacted as follows, increase/(decrease)
 - a) 2011: Q1 - \$0.1 million; Q2 - \$0.4 million; Q3 - \$(0.1) million
 - b) 2010: Q1 - \$(0.4) million; Q2 - \$1.0 million; Q3 - \$(0.3) million; Q4 - \$0.4 million
- 2) Earnings (loss) from continuing operations was impacted as follows, increase/(decrease)
 - a) 2011: Q1 - \$0.1 million; Q2 - \$0.4 million; Q3 - \$(0.1) million
 - b) 2010: Q1 - \$(0.4) million; Q2 - \$0.9 million; Q3 - \$(0.2) million; Q4 - \$0.6 million
- 3) Net earnings (loss) was impacted as follows, increase/(decrease)
 - a) 2011: Q2 - \$0.1 million; Q3 - \$(0.1) million
 - b) 2010: Q1 - \$(0.2) million; Q2 - \$0.6 million; Q3 - \$(6.7) million; Q4 - \$(0.2) million
- 4) Net earnings (loss) attributable to Manitowoc was impacted as follows, increase/(decrease)
 - a) 2011: Q2 - \$0.1 million; Q3 - \$(0.1) million
 - b) 2010: Q1 - \$(0.2) million; Q2 - \$0.6 million; Q3 - \$(6.7) million; Q4 - \$(0.2) million
- 5) Basic and diluted earnings per share from continuing operations were impacted as follows, increase/(decrease)
 - a) 2011: Q2 - \$0.01
 - b) 2010: Q2 - \$0.01; Q3 - \$(0.06)

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Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

The company's management, with the participation of the company's Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on such evaluation, the company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the company's disclosure controls and procedures are effective in recording, processing, summarizing, and reporting, on a timely basis, information required to be disclosed by the company in the reports that it files or submits under the Exchange Act, and that such information is accumulated and communicated to the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely discussions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

The company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). The company's management, with the participation of the company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the company's internal control over financial reporting based on the framework in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, the company's management has concluded that, as of December 31, 2011, the company's internal control over financial reporting was effective.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The effectiveness of the company's internal control over financial reporting as of December 31, 2011, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Changes in Internal Control Over Financial Reporting

During the fourth quarter of 2011, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. OTHER INFORMATION

On February 29, 2012, the Compensation Committee of the Board of Directors of the company approved amendments to the company's Short-Term Incentive Plan which, among other things, reduced the annual maximum incentive award for any participant from 250% to 200% of the target award opportunity. The foregoing description of the amended Short-Term Incentive Plan does not purport to be complete and is qualified in its entirety by reference to the full text of the amended Short-Term Incentive Plan, which is filed as Exhibit 10.2(a) to this report and is incorporated herein by reference.

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item is incorporated by reference from the sections of the 2012 Proxy Statement captioned Section 16(a) Beneficial Ownership Reporting Compliance, Audit Committee and Election of Directors. See also Executive Officers of the Registrant in Part I hereof, which is incorporated herein by reference.

The company has a Global Ethics Policy and other policies relating to business conduct, that pertain to all employees, which can be viewed at the company's website www.manitowoc.com. The company has adopted a code of ethics that applies to the company's principal executive officer, principal financial officer, and controller, which is part of the company's Global Ethics Policy and other policies related to business conduct.

Item 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated by reference from the sections of the 2012 Proxy Statement captioned Compensation of Directors, Executive Compensation, Report of the Compensation and Benefits Committee on Executive Compensation, and Contingent Employment Agreements.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information required by this item is incorporated by reference from the sections of the 2012 Proxy Statement captioned Ownership of Securities and the subsection captioned Equity Compensation Plans.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated by reference from the section of the 2012 Proxy Statement captioned Governance of the Board and its Committees Governance of the Company.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this item is incorporated by reference from the section of the 2012 Proxy Statement captioned Other Information Independent Registered Public Accounting Firm.

Part IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this Report.

(1) Financial Statements:

The following Consolidated Financial Statements are filed as part of this report under Item 8, Financial Statements and Supplementary Data.

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Operations for the years ended December 31, 2011, 2010 and 2009

Consolidated Balance Sheets as of December 31, 2011 and 2010

Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010 and 2009

Consolidated Statements of Equity and Comprehensive Income for the years ended December 31, 2011, 2010 and 2009

Notes to Consolidated Financial Statements

(2) Financial Statement Schedules:

Financial Statement Schedule for the years ended December 31, 2011, 2010 and 2009

Schedule	Description	Filed Herewith
II	Valuation and Qualifying Accounts	X

All other financial statement schedules not listed have been omitted since the required information is included in the Consolidated Financial Statements or the Notes thereto, or is not applicable or required under rules of Regulation S-X.

(b) Exhibits:

See Index to Exhibits immediately following the signature page of this report, which is incorporated herein by reference.

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THE MANITOWOC COMPANY, INC

AND SUBSIDIARIES

Schedule II: Valuation and Qualifying Accounts

For The Years Ended December 31, 2011, 2010 and 2009

(dollars in millions)

	Balance at Beginning of Year	Acquisition of Business	Charge to Costs and Expenses	Utilization of Reserve	Other, Primarily Impact of Foreign Exchange Rates	Balance at end of Year
Year End December 31, 2009						
Allowance for doubtful accounts	\$ 35.8	\$ 0.1	\$ 26.7	\$ (17.3)	\$ 1.1	\$ 46.4
Inventory obsolescence reserve	\$ 69.1	\$ 0.1	\$ 48.0	\$ (30.4)	\$ 2.1	\$ 88.9
Deferred tax valuation allowance	\$ 40.0	\$ (3.5)	\$ 26.0	\$ (1.0)	\$ 10.5	\$ 72.0
Year End December 31, 2010						
Allowance for doubtful accounts	\$ 46.4	\$	\$ 3.3	\$ (20.6)	\$ (1.5)	\$ 27.6
Inventory obsolescence reserve	\$ 88.9	\$	\$ 23.2	\$ (28.6)	\$ (3.2)	\$ 80.3
Deferred tax valuation allowance	\$ 72.0	\$	\$ 55.2	\$	\$ (2.1)	\$ 125.1
Year End December 31, 2011						
Allowance for doubtful accounts	\$ 27.6	\$	\$ 0.5	\$ (6.4)	\$ (8.9)	\$ 12.8
Inventory obsolescence reserve	\$ 80.3	\$	\$ 18.9	\$ (23.8)	\$ (0.1)	\$ 75.3
Deferred tax valuation allowance	\$ 125.1	\$	\$ 11.5	\$	\$ (7.3)	\$ 129.3

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized:

Date: February 29, 2012

The Manitowoc Company, Inc.
(Registrant)

/s/ Glen E. Tellock
Glen E. Tellock
Chairman and Chief Executive Officer

/s/ Carl J. Laurino
Carl J. Laurino
Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons constituting a majority of the Board of Directors on behalf of the registrant and in the capacities and on the dates indicated:

/s/ Glen E. Tellock
Glen E. Tellock, Chairman and Chief Executive Officer February 29, 2012

/s/ Carl J. Laurino
Carl J. Laurino, Senior Vice President and Chief Financial Officer February 29, 2012

/s/ Keith D. Nosbusch
Keith D. Nosbusch, Director February 29, 2012

/s/ Robert C. Stift
Robert C. Stift, Director February 29, 2012

/s/ James L. Packard
James L. Packard, Director February 29, 2012

/s/ Virgis W. Colbert
Virgis W. Colbert, Director February 29, 2012

/s/ Kenneth W. Krueger
Kenneth W. Krueger, Director February 29, 2012

/s/ Cynthia M. Egnotovich
Cynthia M. Egnotovich, Director February 29, 2012

/s/ Donald M. Condon, Jr.
Donald M. Condon, Jr. February 29, 2012

/s/ Roy V. Armes
Roy V. Armes

February 29, 2012

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THE MANITOWOC COMPANY, INC.

ANNUAL REPORT ON FORM 10-K

FOR THE YEAR ENDED DECEMBER 31, 2011

INDEX TO EXHIBITS

Exhibit No.	Description	Filed/Furnished Herewith
1.1	Underwriting Agreement dated February 3, 2010 among The Manitowoc Company, Inc., the Guarantors named therein and the underwriters named therein (filed as Exhibit 1.1 to the company's Current Report on Form 8-K filed on February 4, 2010 and incorporated herein by reference).	
1.2	Underwriting Agreement dated October 13, 2010 among The Manitowoc Company, Inc., the Guarantors named therein and the underwriters named therein (filed as Exhibit 1.1) to the company's Current Report on Form 8-K filed on October 15, 2010 and incorporated herein by reference.	
3.1	Amended and Restated Articles of Incorporation, as amended on November 5, 1984, May 5, 1998, March 31, 2006, and July 26, 2007 (filed as Exhibit 99.1 to the company's Current Report on Form 8-K filed on August 1, 2007 and incorporated herein by reference).	
3.2	Restated By-laws (filed as Exhibit 3.2 to the company's Current Report on Form 8-K filed on May 7, 2007 and incorporated herein by reference).	
4.1	Rights Agreement dated March 21, 2007 between the Registrant and Computershare Trust Company, N.A. (filed as Exhibit 4.1 to the company's Report on Form 8-K dated as of March 21, 2007 and incorporated herein by reference).	
4.2(a)*	Indenture, dated as of November 6, 2003, by and between The Manitowoc Company, Inc., the Guarantors named therein, and BNY Midwest Trust Company, as Trustee (filed as Exhibit 4.1 to the company's current Report on Form 8-K dated as of November 6, 2003 and incorporated herein by reference).	
4.2(b)	Indenture, dated as of February 8, 2010, between The Manitowoc Company, Inc. and Wells Fargo Bank, National Association, a national banking association, as Trustee (filed as Exhibit 4.1 to the company's Current Report on Form 8-K filed on February 10, 2010 and incorporated herein by reference).	
4.2(c)	First Supplemental Indenture, dated as of February 8, 2010, among The Manitowoc Company, Inc., the Guarantors named therein, and Wells Fargo Bank, National Association, a national banking association, as Trustee (filed as Exhibit 4.2 to the company's Current Report on Form 8-K filed on February 10, 2010 and incorporated herein by reference).	
4.2(d)	Second Supplemental Indenture, dated as of October 18, 2010, among The Manitowoc Company, Inc., the Guarantors named therein, and Wells Fargo Bank, National Association, as Trustee (filed as Exhibit 4.1 to the company's Current Report on Form 8-K filed on October 20, 2010 and incorporated herein by reference).	
4.3	Articles III, V, and VIII of the Amended and Restated Articles of Incorporation (see Exhibit 3.1 above)	

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- 4.4(a) Amended and Restated Credit Agreement dated as of August 25, 2008 by and among The Manitowoc Company, Inc., as Borrower, the Subsidiary Borrowers party thereto, the lenders party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent (filed as Exhibit 4.1 to the company's Quarterly Report on Form 10-Q for the period ended September 30, 2008), as amended on December 19, 2008, with such amendment filed as Exhibit 4.6 to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, and as further amended on June 15, 2009, with such amendment filed as Exhibit 4.1 to the company's Current Report on Form 8-K, dated

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- June 12, 2009, and as further amended on January 21, 2010, with such amendment filed as Exhibit 4.1 to the company's Current Report on Form 8-K, dated January 21, 2010, and as further amended on October 7, 2010, with such amendment filed as Exhibit 4.1 to the company's Current Report on Form 8-K, dated October 7, 2010, all of which are incorporated herein by reference. (Superseded)
- 4.4(b) Second Amended and Restated Credit Agreement, dated as of May 13, 2011, by and among The Manitowoc Company, Inc., the subsidiary borrowers named therein, the lenders named therein, and JPMorgan Chase Bank, N.A., as administrative agent. (filed as Exhibit 4.1 to the company's current report on Form 8-K dated as of May 13, 2011 and incorporated herein by reference)
- 10.1** The Manitowoc Company, Inc. Deferred Compensation Plan effective August 20, 1993, as amended (filed as Exhibit 10.1 to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003 and incorporated herein by reference) as amended and restated through December 31, 2008, with such Amended and Restated plan filed as exhibit 10.1 to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and incorporated herein by reference.
- 10.2** The Manitowoc Company, Inc. Management Incentive Compensation Plan (Economic Value Added (EVA) Bonus Plan Effective July 4, 1993, as amended (filed as Exhibit 10.2 to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 and incorporated herein by reference).
- 10.2(a)** Short-Term Incentive Plan, effective January 1, 2005, as amended on February 27, 2007, effective January 1, 2007 and as further amended on February 15, 2008, effective January 1, 2008 with such amended plan filed as Exhibit 10.2(a) to the Annual Report on Form 10-K for the fiscal year ended December 31, 2007 and incorporated herein by reference, and as further amended on February 29, 2012, effective January 1, 2012, with such amended plan filed with this Annual Report on Form 10-K for the year-ended December 31, 2011. X(1)
- 10.3(a)** Form of Contingent Employment Agreement between the company and the Chief Executive Officer, Glen E. Tellock. (filed as Exhibit 10.1 to the company's Current Report on Form 8-K dated July 23, 2010 and incorporated herein by reference).
- 10.3(b)** Form of Contingent Employment Agreement between the company and the following executive officers of the Company: Carl J. Laurino, Maurice D. Jones, Thomas G. Musial, and Dean J. Nolden (filed as Exhibit 10.2 to the company's Current Report on Form 8-K dated July 23, 2010 and incorporated herein by reference).
- 10.3(c)** Form of Contingent Employment Agreement between the company and the following executive officers of the company and certain other employees of the company: Eric P. Etchart, and Michael Kachmer (filed as Exhibit 10.3 to the company's Current Report on Form 8-K dated July 23, 2010 and incorporated herein by reference).
- 10.4** Form of Indemnity Agreement between the company and each of the directors, executive officers and certain other employees of the company (filed as Exhibit 10(b) to the company's Annual Report on Form 10-K for the fiscal year ended July 1, 1989 and incorporated herein by reference).
- 10.6(c)** Supplemental Retirement Plan dated May 2000, as amended and restated through December 31, 2008, with such Amended and Restated plan filed as Exhibit 10.6(c) to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and incorporated herein by reference.
- 10.7(a)** The Manitowoc Company, Inc. 1995 Stock Plan, as amended (filed as Exhibit 10.7(a) to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 and incorporated herein by reference).

10.7(b)** The Manitowoc Company, Inc. 1999 Non-Employee Director Stock Option Plan, as

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- amended (filed as Exhibit 10.7(b) to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 and incorporated herein by reference).
- 10.7(c)** The Manitowoc Company, Inc. 2003 Incentive Stock and Awards Plan, as amended on December 17, 2008, effective January 1, 2005, with such amended plan filed as Exhibit 10.7(c) to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and incorporated herein by reference.
- 10.7(d)** Grove Investors, Inc. 2001 Stock Incentive Plan (filed as Exhibit 99.1 to the company's Registration Statement on Form S-8, filed on September 13, 2002 (Registration No. 333-99513) and incorporated herein by reference).
- 10.7(e)** The Manitowoc Company, Inc. 2004 Non-Employee Director Stock and Award Plan, as amended on December 17, 2008, effective January 1, 2005, with such amended plan filed as Exhibit 10.7(e) to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and incorporated herein by reference.
- 10.8** The Manitowoc Company, Inc. Incentive Stock Option Agreement with Vesting Provisions (filed as Exhibit 10.1 to the company's Report on Form 8-K dated as of February 25, 2005 and incorporated herein by reference).
- 10.9** The Manitowoc Company, Inc. Non-Qualified Stock Option Agreement with Vesting Provisions (filed as Exhibit 10.2 to the company's Report on Form 8-K dated as of February 25, 2005 and incorporated herein by reference).
- 10.10(a)** The Manitowoc Company, Inc. Award Agreement for Restricted Stock Awards under The Manitowoc Company, Inc. 2003 Incentive Stock and Awards Plan, amended February 27, 2007 (filed as Exhibit 10.10 to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004 and incorporated herein by reference).
- 10.10(b)** The Manitowoc Company, Inc. Performance Share Award Agreement (filed as Exhibit 10.10 to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 and incorporated herein by reference).
- 10.11** The Manitowoc Company, Inc. Award Agreement for the 2004 Non-employee Director Stock and Awards Plan, as amended effective May 3, 2006 and February 27, 2007 (filed as Exhibit 10.11 to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 and incorporated herein by reference).
- 10.12(a) Second Amended and Restated Receivables Purchase Agreement among Manitowoc Funding, LLC, as Seller, The Manitowoc Company, Inc., as Servicer, Hannover Funding Company, LLC, as Purchaser, and Norddeutsche Landesbank Girozentrale, a Agent, dated as of June 30, 2010, as amended on October 11, 2010, with such Amendment No. 1 to the Second Amended and Restated Receivables Purchase Agreement filed as Exhibit 10.12(a) to the company's Current Report on Form 8-K dated as of October 7, 2010, which Second Amended and Restated Receivables Purchase Agreement, as amended, amends that certain Amended and Restated Receivable Purchase Agreement among Manitowoc Funding, LLC, as Seller, The Manitowoc Company, Inc., as Servicer, Hannover Funding Company LLC, as Purchaser, and Norddeutsche Landesbank Girozentrale, as Agent, dated as of December 21, 2006 (filed as Exhibit 10.1 to the company's Current Report on Form 8-K dated as of December 22, 2006) as amended on August 15, 2007 with such Amendment No. 1 filed as Exhibit 10.12 to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, and further amended on November 6, 2008 with such Amendment No. 2 filed as Exhibit 10.12(a) to the company's Quarterly Report on Form 10-Q for the period ended September 30, 2009, and further amended on December 18, 2008 with such Amendment No. 3 filed as Exhibit 10.12(d) to the company's Quarterly Report on Form 10-Q for the period ended March 31, 2010, and further amended on June 29, 2009 with such Amendment No. 4 filed as Exhibit 10.12 to

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the company's Quarterly Report on Form 10-Q for the period ended June 30, 2009, and further amended on September 28, 2009 with such Amendment No. 5 filed as

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Exhibit 10.1 to the company's Current Report on Form 8-K dated as of September 28, 2009, and as further amended on December 17, 2009 with such Amendment No. 6 filed as Exhibit 10.12(a) to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, and further amended on December 31, 2009 with such Amendment No. 7 filed as Exhibit 10.12 (b) to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, and as further amended on February 26, 2010 with such Amendment No. 8 filed as Exhibit 10.12(c) to the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, and further amended on March 29, 2010 with such Amendment No. 9 filed as Exhibit 10.12(e) to the company's Quarterly Report on Form 10-Q for the period ended March 31, 2010 all of which are incorporated herein by reference. (Superseded)

10.12(b)	Third Amended and Restated Receivables Purchase Agreement among Manitowoc Funding, LLC, as U.S. Seller, Manitowoc Cayman Islands Funding Ltd., as Cayman Seller, The Manitowoc Company, Inc. as a Servicer, Garland Commercial Ranges Limited, as a Servicer, Convotherm Elektrogeräte GmbH, as a Servicer, Hannover funding Company, LLC, as Purchaser, and Norddeutsche Landesbank Girozentrale, as Agent, dated as of September 27, 2011 (filed as Exhibit 10.1 to the company's current report on Form 8-K dated September 27, 2011 and incorporated herein by reference).	
10.12(c)	Amendment No. 1 dated December 16, 2011 to the Third Amended and Restated Receivables Purchase Agreement among Manitowoc funding, LLC, as U.S. Seller, Manitowoc Cayman Islands Funding Ltd., as Cayman Seller, The Manitowoc Company, Inc. as a Servicer, Garland Commercial Ranges Limited, as a Servicer, Convotherm Elektrogeräte GmbH, as a Servicer, Hannover funding Company, LLC, as Purchaser, and Norddeutsche Landesbank Girozentrale, as Agent, dated as of September 27, 2011. <i>(reflects non-material changes finalized in December 2011)</i>	X(1)
10.15	The Manitowoc Company, Inc. Severance Pay Plan adopted by the Board of Directors as of May 4, 2009 (filed as Exhibit 10.13 to the company's Quarterly Report on Form 10-Q for the period ended September 30, 2009, and incorporated herein by reference.)	
11	Statement regarding computation of basic and diluted earnings per share (see Note 14, Earnings Per Share to the 2011 Consolidated Financial Statements included herein).	
12.1	Statement of Computation of Ratio of Earnings to Fixed Charges	X(1)
21	Subsidiaries of The Manitowoc Company, Inc.	X(1)
23.1	Consent of PricewaterhouseCoopers LLP, the company's Independent Registered Public Accounting Firm	X(1)
31	Rule 13a - 14(a)/15d - 14(a) Certifications	X(1)
32.1	Certification of CEO pursuant to 18 U.S.C. Section 1350	X(2)
32.2	Certification of CFO pursuant to 18 U.S.C. Section 1350	X(2)
101	The following materials from the Company's Annual Report on Form 10-K for the year ended December 31, 2011 formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statements of Cash Flows, (iv) the Condensed Consolidated Statement of Equity and (v) related notes.	X(2)

(1) Filed Herewith

(2) Furnished Herewith

* Pursuant to Item 601(b)(2) of Regulation S-K, the Registrant agrees to furnish to the Securities and Exchange Commission upon request a copy of any unfiled exhibits or schedules to such documents.

** Management contracts and executive compensation plans and arrangements required to be filed as exhibits pursuant to item 15(c) of Form 10-K.