



COPY

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

12/31/2015

Month / Day / Year

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Barker Brothers Inc

Legal Title of Holding Company

322 East Monroe

(Mailing Address of the Holding Company) Street / P.O. Box

Springfield

Illinois



62701

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert Barker

President

Name

Title

217-528-2727

Area Code / Phone Number / Extension

888-272-5090

Area Code / FAX Number

bbarker1328@msn.com

E-mail Address

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

I, Robert J Barker

Name of the Holding Company Director and Official

President and Director

Title of the Holding Company Director and Official

I attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID
C.I.

2513250

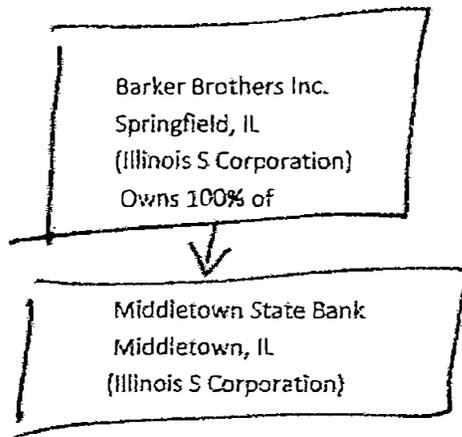
Barker Brothers Inc.

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As of December 31, 2015

1. Barker Brothers is not a publicly held company and does not file 10-K reports.

2. Organization Chart:



3. Shareholders:

- ① Robert J. Barker, Springfield, IL 120.50 Shares, 49.2% of stock, USA CITIZEN
 ↑
 John Barker, Springfield, IL 120.50 Shares, 49.2% of stock, USA CITIZEN
- ② NONE

4. NEITHER BARKER BROTHERS OR
MIDDLETOWN STATE BANK HAVE AN LEI.

Results: A list of branches for your depository institution: MIDDLETOWN STATE BANK (ID_RSSD: 770545).
 This depository institution is held by BARKER BROTHERS, INC. (2513250) of SPRINGFIELD, IL.
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

- OK:** If the branch information is correct, enter 'OK' in the Data Action column.
- Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
- Close:** If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
- Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
- Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ok		Full Service (Head Office)	770545	MIDDLETOWN STATE BANK	6TH STREET & MADISON STREET	MIDDLETOWN	IL	62666	LOGAN	UNITED STATES	6692	0	MIDDLETOWN STATE BANK	770545	
ok		Full Service	2870962	165 EAST ADAMS OFFICE	165 EAST ADAMS STREET	GREENVIEW	IL	62642	MENARD	UNITED STATES	222427	1	MIDDLETOWN STATE BANK	770545	
ok		Full Service	3609310	SECOND AND MACON STREETS OFFICE	SECOND AND MACON STREETS	LATHAM	IL	62543	LOGAN	UNITED STATES	362981	2	MIDDLETOWN STATE BANK	770545	

4. Insiders

Robert J Barker, Springfield, IL, USA

Bank President and Director

(Note: all corporations are Illinois Corporations)

President and Director of Barker Brothers Inc., and Middletown State Bank

President of Oak Park Subdivision Corp, Woodside Development Corp, and Malibu Development Corp

49.2% of shares of BHC, 0% of Subsidiary

50% of the shares of Oak Park Subdivision and Malibu Development . 25% of the shares of Woodside Development, 100% of the shares of Sears Building Redevelopment Corp

John A Barker, Springfield, IL, USA

Real Estate

(Note: all corporations are Illinois Corporations)

Secretary and Director of Barker Brothers Inc and Middletown State Bank

Secretary of Oak Park Subdivision, Malibu Development, and Woodside Development.

49.2% of shares of BHC, 0% of Subsidiary

50% of shares of Oak Park Subdivision and Malibu Development. 25% of the shares of Woodside Development.