



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.

I. Kenneth W. Wright

Name of the Holding Company Director and Official

Vice President

Title of the Holding Company Director and Official

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.

*Kenneth W. Wright*

Signature of Holding Company Director and Official

2-26-2016

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 1205923  
C.I. \_\_\_\_\_

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

December 31, 2015

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

Bement Bancshares, Inc.

Legal Title of Holding Company

180 East Bodman Street, PO Box 140

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

Bement IL 61813-0140  
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kimberly Klein Assistant Trust Officer

Name Title

217-678-2311

Area Code / Phone Number / Extension

217-678-5321

Area Code / FAX Number

kim@bankbement.com

E-mail Address

www.bankbement.com

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."

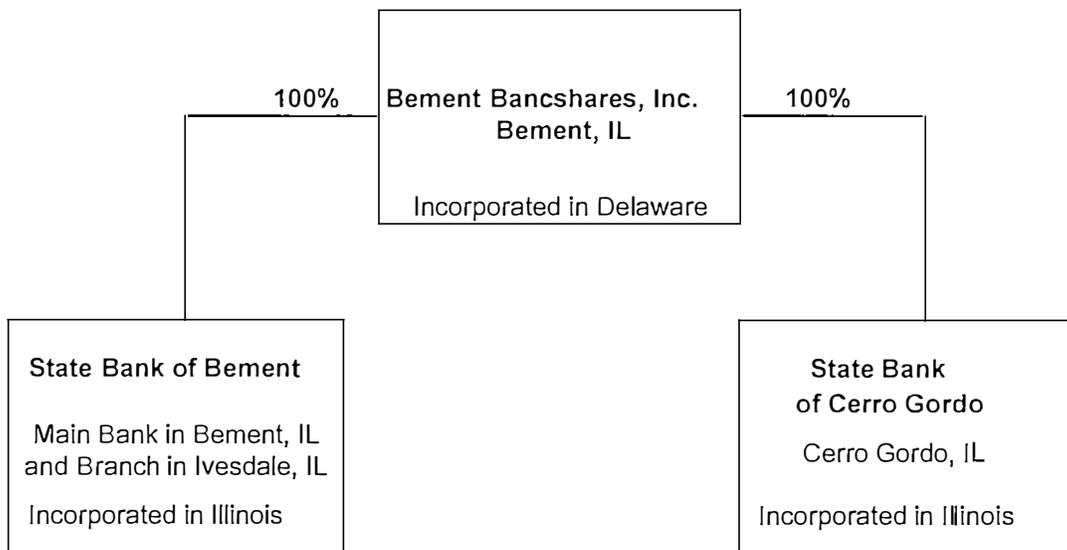
No

Form FR Y-6  
Bement Bancshares, Inc.  
Bement, Illinois  
Fiscal Year Ending December 31, 2015

Report Item

1. The bank holding company prepares an annual report for its shareholders. A copy is enclosed.

2(a). Organizational Chart



\*\*All Entities do not have an LEI.

2(b). Domestic branch listing provided to Federal Reserve Bank via e-mail on January 15, 2016.

Results: A list of branches for your holding company: BEMENT BANCSHARES, INC. (1205923) of BEMENT, IL.  
 The data are as of 12/31/2015. Data reflects information that was received and processed through 04/05/2016.

**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) | 439730          | STATE BANK OF BEMENT      | 180 EAST BODMAN          | BEMENT      | IL    | 61813    | PIATT     | UNITED STATES | 6944         | 0              | STATE BANK OF BEMENT      | 439730               |          |
| ok          |                | Full Service               | 632139          | IVESDALE BRANCH           | 301 SOUTH CHAPIN         | IVESDALE    | IL    | 61851    | CHAMPAIGN | UNITED STATES | 2356         | 1              | STATE BANK OF BEMENT      | 439730               |          |
| ok          |                | Full Service (Head Office) | 246237          | STATE BANK OF CERRO GORDO | 101 SOUTH MADISON STREET | CERRO GORDO | IL    | 61818    | PIATT     | UNITED STATES | 7223         | 0              | STATE BANK OF CERRO GORDO | 246237               |          |

Form FR Y-6  
 Bement Bancshares, Inc.  
 December 31, 2015

Report Item 3:  
 Shareholders

(1)(a)(b)(c) and (2)(a)(b)(c)

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013 |  |  | Shareholders not listed in (3)(1)(a) thru (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013 |  |  |
|---|--|--|---|--|--|
| (1)(a)<br>Name & Address<br>(City, State, Country)  | (1)(b)<br>Country of Citizenship<br>or Incorporation | (1)(c)<br>Number & Percentage<br>of Each Class of Voting<br>Securities | (2)(a)<br>Name & Address<br>(City, State, Country)  | (2)(b)<br>Country of Citizenship<br>or Incorporation | (2)(c)<br>Number & Percentage of<br>Each Class of Voting<br>Securities |
| Bryant P. Sprague<br>Trust No. 9<br>State Bank of Bement,<br>Bement, IL   | C/O<br>USA   | 200 Shares<br>5.00% Common Stock                                       | N/A   | N/A  | N/A  |
| The Ann Wilkinson Trust<br>C/O Ann Wilkinson,<br>Mountain View, CA  | USA  | 1,016 Shares<br>25.40% Common Stock                                    | N/A   | N/A  | N/A  |
| Linda P. Wilkinson<br>Decedents Trust B<br>Arthur S. Wilkinson,<br>Trustee,<br>Albuquerque, NM                                | USA  | 517 Shares<br>12.925% Common Stock                                     | N/A   | N/A  | N/A  |
| Arthur R. Wilkinson Living<br>Trust<br>249 E. Fremont<br>Bement, IL   | USA  | 290.25 Shares<br>7.256% Common Stock                                   | N/A   | N/A  | N/A  |
| Karen S. Wilkinson Living<br>Trust<br>249 E. Fremont<br>Bement, IL  | USA  | 290.25 Shares<br>7.256% Common Stock                                   | N/A   | N/A  | N/A  |
| George Mark Wilkinson<br>Living Trust<br>2506 24th Avenue West<br>Seattle, WA   | USA  | 585.50 Shares<br>14.637% Common Stock                                  | N/A   | N/A  | N/A  |

Form FR Y-6  
Bement Bancshares, Inc.  
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Names & Address<br>(City, State, Country)     | (2) Principal<br>Occupation if other<br>than with Bank<br>Holding Company | (3)(a) Title & Position<br>with Bank Holding<br>Company | (3)(b) Title & Position with<br>Subsidiaries (include names of<br>subsidiaries)  | (3)(c) Title &<br>Position with Other<br>Businesses (include<br>names of other<br>businesses)                           | (4)(a)<br>Percentage of<br>Voting Shares<br>in Bank<br>Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares<br>in Subsidiaries<br>(include names<br>of<br>subsidiaries) | (4)(c) List names<br>of other<br>companies<br>(includes<br>partnerships) if<br>25% or more of<br>voting securities<br>are held. (List<br>names of<br>companies and<br>percentage of<br>voting securities<br>held) |
|---|---|---|--|---|---|--|---|
| David Doyle,<br>Bement, IL USA                    | N/A   | Director  | Vice President, State Bank of<br>Bement (Ivesdale Branch)<br>and Director (State Bank of<br>Bement)  | N/A   | 0.025%  | N/A  | N/A   |
| Michelle L.<br>Wilkinson Gross,<br>Bement, IL USA | N/A   | Director and<br>Assistant<br>Treasurer                  | Executvie Vice President,<br>Information Systems Officer,<br>Chief Operating Officer and<br>Director (State Bank of<br>Bement) and Director (State<br>Bank of Cerro Gordo) | N/A   | 0.050%  | N/A  | N/A   |
| Galen A.<br>Heckman, Cerro<br>Gordo, IL USA       | N/A   | Director  | Director (State Bank of<br>Bement)<br><br>Director (State Bank of Cerro<br>Gordo)  | Retired Senior<br>Vice President-<br>State Bank of<br>Bement<br><br>Retired President<br>- State Bank of<br>Cerro Gordo | 0.325%  | N/A  | N/A   |

Form FR Y-6  
Bement Bancshares, Inc.  
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Names & Address<br>(City, State, Country)  | (2) Principal<br>Occupation if other<br>than with Bank<br>Holding Company | (3)(a) Title & Position<br>with Bank Holding<br>Company | (3)(b) Title & Position with<br>Subsidiaries (include names of<br>subsidiaries) | (3)(c) Title &<br>Position with Other<br>Businesses (include<br>names of other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares<br>in Bank<br>Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares<br>in Subsidiaries<br>(include names<br>of<br>subsidiaries) | (4)(c) List names<br>of other<br>companies<br>(includes<br>partnerships) if<br>25% or more of<br>voting securities<br>are held. (List<br>names of<br>companies and<br>percentage of<br>voting securities<br>held) |
|--|---|---|---|---|---|--|---|
| Joseph Kerkhoff,<br>Ivesdale, IL USA           | N/A   | Director  | N/A   | Retired<br>Executive Vice<br>President - First<br>National Bank of<br>Ivesdale                | 0.050%  | N/A  | N/A   |
| Janice K. Lonnon,<br>Cerro Gordo, IL<br>USA    | N/A   | Director  | Director (State Bank of<br>Bement and State Bank of<br>Cerro Gordo)             | Retired School<br>Teacher - Cerro<br>Gordo Public<br>Schools                                  | 1.050%  | N/A  | N/A   |
| Michael R.<br>McHale,<br>Monticello, IL<br>USA | N/A   | Director  | Vice President, State Bank of<br>Bement   | Owner/Agent of<br>McHale<br>Insurance<br>Agency LLC and<br>Part-Time<br>Farmer                | 0.050%  | N/A  | N/A   |
| James J. Morris,<br>Monticello, IL<br>USA      | Dealer in Used<br>Farm Machinery  | Director  | Director (State Bank of<br>Bement)  | President - C.J.<br>Morris and Sons,<br>Bement, IL  | 0.050%  | N/A  | C.J. Morris and<br>Sons (100%)  |

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Bement Bancshares, Inc.  
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Names & Address<br>(City, State, Country) | (2) Principal<br>Occupation if other<br>than with Bank<br>Holding Company | (3)(a) Title & Position<br>with Bank Holding<br>Company | (3)(b) Title & Position with<br>Subsidiaries (include names of<br>subsidiaries) | (3)(c) Title &<br>Position with Other<br>Businesses (include<br>names of other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares<br>in Bank<br>Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares<br>in Subsidiaries<br>(include names<br>of<br>subsidiaries) | (4)(c) List names<br>of other<br>companies<br>(includes<br>partnerships) if<br>25% or more of<br>voting securities<br>are held. (List<br>names of<br>companies and<br>percentage of<br>voting securities<br>held) |
|---|---|---|---|---|---|--|---|
| Richard L.<br>Thomas, Bement,<br>IL USA       | N/A   | Director  | Director (State Bank of<br>Bement)  | Retired Manager,<br>TopFlight Grain<br>CO-OP  | 0.050%  | N/A  | N/A   |
| Ann Wilkinson,<br>Mountain View,<br>CA USA    | N/A   | Director  | N/A   | Retired Design<br>Management,<br>Textbook<br>Publishing                                       | 25.400%   | N/A  | N/A   |
| Arthur R.<br>Wilkinson,<br>Bement, IL USA     | N/A   | Secretary,<br>Treasurer and<br>Director                 | Director - State Bank of<br>Bement  | Retired President<br>and CEO (State<br>Bank of Bement)  | 7.256%  | N/A  | N/A   |
|   |   |   | President, CEO, Chairman<br>and Director (State Bank of<br>Cerro Gordo)         |   |   |  |   |

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 Bement Bancshares, Inc.  
 Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Names & Address<br>(City, State, Country)   | (2) Principal<br>Occupation if other<br>than with Bank<br>Holding Company  | (3)(a) Title & Position<br>with Bank Holding<br>Company | (3)(b) Title & Position with<br>Subsidiaries (include names of<br>subsidiaries)  | (3)(c) Title &<br>Position with Other<br>Businesses (include<br>names of other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares<br>in Bank<br>Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares<br>in Subsidiaries<br>(include names<br>of<br>subsidiaries) | (4)(c) List names<br>of other<br>companies<br>(includes<br>partnerships) if<br>25% or more of<br>voting securities<br>are held. (List<br>names of<br>companies and<br>percentage of<br>voting securities<br>held) |
|---|--|---|--|---|---|--|---|
| George Mark<br>Wilkinson,<br>Seattle, WA USA  | Documentation<br>Manager, Hitech<br>Systems and<br>former writer and<br>consultant for<br>Microsoft<br>Corporation | President,<br>Recording<br>Secretary and<br>Director    | Chairman, Recording<br>Secretary and Director (State<br>Bank of Bement)<br><br>Director (State Bank of Cerro<br>Gordo) | N/A   | 14.637%   | N/A  | N/A   |
| Linda P.<br>Wilkinson<br>Descendents<br>Trust B,<br>C/O Arthur S.<br>Wilkinson,<br>Trustee<br>Albuquerque, NM | N/A  |   |  |   | 12.925%   | N/A  | N/A   |

Form FR Y-6  
 Bement Bancshares, Inc.  
 Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Names & Address<br>(City, State, Country) | (2) Principal<br>Occupation if other<br>than with Bank<br>Holding Company | (3)(a) Title & Position<br>with Bank Holding<br>Company   | (3)(b) Title & Position with<br>Subsidiaries (include names of<br>subsidiaries)   | (3)(c) Title &<br>Position with Other<br>Businesses (include<br>names of other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares<br>in Bank<br>Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares<br>in Subsidiaries<br>(include names<br>of<br>subsidiaries) | (4)(c) List names<br>of other<br>companies<br>(includes<br>partnerships) if<br>25% or more of<br>voting securities<br>are held. (List<br>names of<br>companies and<br>percentage of<br>voting securities<br>held) |
|---|---|---|---|---|---|--|---|
| Kenneth W.<br>Wright, Bement,<br>IL USA       | N/A   | Vice President,<br>Assistant<br>Treasurer and<br>Director | President, Chief Executive<br>Officer, Trust Officer and<br>Director (State Bank of<br>Bement)<br><br>Director (State Bank of Cerro<br>Gordo) | N/A   | 0.375%  | N/A  | N/A   |