



**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, R. Richard Bastian III**

Name of the Holding Company Director and Official

**CEO and Chairman of the Board**

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.*

*Richard Bastian III*

Signature of Holding Company Director and Official

**03/17/2016**

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 1491913  
 C.I. \_\_\_\_\_

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

**December 31, 2015**

Month / Day / Year

n/a

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

**Reporter's Name, Street, and Mailing Address**

**Blackhawk Bancorp, Inc.**

Legal Title of Holding Company

**400 Broad Street**

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

**Beloit WI 53511**

City State Zip Code

Physical Location (if different from mailing address)

**Person to whom questions about this report should be directed:**

**Joel Carter VP & Finance Manager**

Name Title

**608-299-3402**

Area Code / Phone Number / Extension

**608-363-6186**

Area Code / FAX Number

**JCarter@blackhawkbank.com**

E-mail Address

**www.blackhawkbank.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

Blackhawk Bancorp, Inc.  
Beloit, Wisconsin  
Fiscal Year Ending December 31, 2015

Report Item

1 The bank holding company prepares an annual report for its shareholders. Two copies will be forwarded upon printing.

2 Organizational Chart

Blackhawk Bancorp, Inc. (Beloit, WI) owns:

100% Blackhawk Statutory Trust I (Beloit, WI) and

100% Blackhawk Statutory Trust II (Beloit, WI) and

100% Blackhawk Bank (Beloit, WI) which owns:

100% Nevahawk Investments, Inc. (Las Vegas, NV), and

State of Incorporation

LEI

Wisconsin

None to report

Delaware

None to report

Delaware

None to report

Wisconsin

None to report

Nevada

None to report

Results: All of branches for your holding company: BLACKHAWK BANCORP, INC. (1491913) of BELOIT, WI.  
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>.

\* FDICUNINUM, 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	FDICUNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	27548	BLACKHAWK BANK	400 BROAD STREET	BELOIT	WI	53511	ROCK	UNITED STATES	8801	0	BLACKHAWK BANK	27548	
OK		Full Service	3495241	BELVIDERE BRANCH	2141 NORTH STATE STREET	BELVIDERE	IL	61008	BOONE	UNITED STATES	238344	12	BLACKHAWK BANK	27548	
OK		Full Service	2888341	MACHESNEY PARK BRANCH	9609 FOREST HILLS ROAD	MACHESNEY PARK	IL	61115	WINNEBAGO	UNITED STATES	238346	14	BLACKHAWK BANK	27548	
OK		Full Service	3875094	11TH STREET BRANCH	310111TH STREET	ROCKFORD	IL	61109	WINNEBAGO	UNITED STATES	482169	15	BLACKHAWK BANK	27548	
OK		Full Service	3495223	ROCKFORD BRANCH	2475 NORTH PERRYVILLE ROAD	ROCKFORD	IL	61107	WINNEBAGO	UNITED STATES	230920	10	BLACKHAWK BANK	27548	
OK		Full Service	2715139	ROSCOE BRANCH	5206 ELEVATOR ROAD	ROSCOE	IL	61073	WINNEBAGO	UNITED STATES	230919	7	BLACKHAWK BANK	27548	
OK		Full Service	2100481	BELOIT BRANCH	2200 CRANSTON ROAD	BELOIT	WI	53511	ROCK	UNITED STATES	230916	2	BLACKHAWK BANK	27548	
OK		Full Service	4845731	JANESVILLE BRANCH	200 WEST MILWAUKEE STREET	JANESVILLE	WI	53548	ROCK	UNITED STATES	Not Required	Not Required	BLACKHAWK BANK	27548	

FR Y-6

**Blackhawk Bancorp, Inc.**  
**Beloit, Wisconsin**  
**Fiscal Year Ending December 31, 2015**

**Report Item 3: Securities Holders**

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote <u>as-of</u> fiscal year end.			Securities Holders not listed in 3(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year.		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Dennis M. Conerton South Beloit, IL 61080 USA	USA	144,858 shares 6.47% of total Common Stock	None		
Diane M. Hendricks Beloit, WI 53511 USA	USA	539,284 shares 24.09% of total Common Stock			

FR Y-6  
 Blackhawk Bancorp, Inc.  
 Beloit, Wisconsin  
 Fiscal Year Ending December 31, 2015

Report Item 4: Insiders  
 (1)(a)(b)(c) and (2)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (Include names of subsidiaries)	Title & Position with Other Businesses (Include names of other businesses)	Percentage of Voting Securities in Holding Company	Percentage of Voting Securities in Subsidiaries (Include names of subsidiaries)	List names of other companies (Includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Dlane M. Hendricks Janesville, WI US	ABC Supply Co, Inc.	Director	Director		24.09%	NA	See Attached {4-a}
R. Richard Bastian III Rockford, IL US	NA	Chairman of the board Director and CEO	Chairman of the board Director and CEO	Principal In Business Transition Advantage,LLC	1.11%	NA	Business Transition Advantage,LLC (100%)
David K. Adkins Belvidere, IL US	NA	Director, President and COO	Director, President and COO	NA	1.07%	NA	NA
Lucas Derry Rockford, IL US	Header Die & Tool	Director	Director	Principal In Header Die & Tool	0.00%	NA	Header Die & Tool (100%)
Stephen P. Carter Rockford, IL US	Ingenlum Aerospace LLC	Director	Director	Principal In Ingenlum Aerospace LLC Director App'ion, Inc., Paperweight Development Corp & Hollister, Inc.	0.25%	NA	NA
Steve A. Ceroni Belvidere, IL US	Ceroni Piping Co.	Director	Director	President & Owner Ceroni Piping Company	0.25%	NA	Ceroni Piping Company (100%) Ceroni Real Estate LLC (100%) Ceroni Construction Management LLC (100%)
Prudence A. Harker Roscoe, IL US	LifeCircle, LLC AXA Advisors, LLC	Director	Director	President-Life Circle, LLC Investment Advisor Representative AXA Advisors, LLC	0.36%	NA	Life Circle, LLC (100%)
Stephen R. Thomas Poplar Grove, IL US	Cirrus Trails, Inc.	Director	Director	President of Cirrus Trails, Inc., holding company for Poplar Grove Airport President of Emery Air, Inc.	0.13%	NA	Cirrus Trails, Inc (100%) Bel Aire Estates, Limited (100%) Poplar Grove Altmotive, Inc. (100%) Emery Air, Inc (100%)
James D. Melz Belvidere, IL US	Retired Banker & Educator	Director	Director	Retired	0.14%	NA	NA
Thomas L. Barnes Beloit, WI US	ABC Supply Co, Inc.	Director	Director	Real Estate Assel Manager ABC Supply Co., Inc.	0.14%	NA	Cranston Self Stoiage (100%) Cranston Rental (100%) National Flag Store (100%) 1401 Cranston I.L.C (100%)
G. Curtis Lansbery South Beloit, IL US	North American Tool Corp	Director	Director	President North American Tool Corp	0.68%	NA	North American Tool Corporation (100%) Gaylee Saws (100%) Biltner Tooling Technologies (100%) Allen Benjamin (100%) Group United (100%)
Eric R. Anderberg Kirkland, IL US	Dial Machine, Inc	Director	Director	VP & Secretary Dial Machine, Inc.	1.09%	NA	NA
Total Director Holdings					29.29%		
Terri L. Burdick Beloit, WI US	NA	NA	Senior Vice President Human Resources & Marketing	NA	0.55%	NA	NA
Todd J. James Rock City, IL US	NA	Executive Vice President Secretary, Treasurer and CFO	Executive Vice President, CFO, Secretary & Treasurer	NA	0.93%	NA	NA
Todd L. Larson Belvidere, IL US	NA	NA	Senior Vice President Business Banking	NA	0.56%	NA	NA
Total Executive Officer Holdings					2.04%		
Total Director and Executive Officer Holdings					31.33%		

2. (b)

**Diane M. Hendricks Enterprises Inc**  
**Entity Ownership Chart**  
**12/31/2015**

\*\*\*This is for the Tax Departments Use Only.

	Entity	Partial Ownership
1	ABC Supply Holding Corp.	
	<i>100% owned subsidiary of ABC Holding Corp:</i>	
	ABC Supply Co. Inc.	
	<i>100% owned subsidiaries of ABC Supply Co., Inc.:</i>	
	Amcraft Building Products Co., Inc.	
	MuleHide Products Co., Inc.	
	MuleHide Manufacturing Co., Inc.	
2	Southern Shutter Association Inc.	
3	American Aluminum Extrusion Company, LLC	
4	American Aluminum Extrusions of Ohio, LLC	
5	Beloit Hotel, LLC	
6	Federal Heath Sign Company, LLC	
	<i>100% owned subsidiary of Federal Heath Sign Co., LLC:</i>	
	*Federal Heath Operating Company, Inc.	
7	Hendricks Holding Co., Inc.	
	<i>100% owned subsidiaries of HHC:</i>	
	*American Industrial Steel & Supply, LLC	
	*Avid Pallet Services, LLC	
	*Blackhawk Transport, Inc.	
	*Blackhawk Logistics, LLC	
	<i>100% owned subsidiaries of Blachhawk Logistics, LLC:</i>	
	*BH Lease Services LLC	
	*Blonhaven Hunt Club, LLC	
	Blonhaven Properties, LLC	
	*Corproate Contractors, Inc.	
	<i>100% owned subsidiaries of Corporate Contractors, Inc.:</i>	
	*Sixth Street Redevelopment, LLC	
	<i>99% owned subsidiary of Corporate Contractors, Inc.:</i>	
	*CCI/DMH, LLC	
	<i>49% owned subsidiary of Corporate Contractors, Inc.:</i>	
	*LDF-CCI Construction, LLC	
	*Hendricks River Logistics, LLC	
	*Henry Technologies GmbH (Germany)	
	*Henry Technologies Holdings, LLC (US)	
	<i>100% owned subsidiaries of Henry Technologies Holdings, LLC (US):</i>	
	*Henry Technologies Holdings Limited (China)	
	<i>100% owned subsidiaries of Henry Technologies Holdings Lmt (China):</i>	
	*Henry Technologies, Inc. (US)	
	*Henry Technologies Ltd (UK - Scotland)	

	*Henry Technologies Refrigeration Components Holdings Limited (China)	
	*Henry Technologies Process Plant Equipment Holdings Limited (China)	
	*Henry Technologies Int'l Asia Pty Ltd (Australia)	
	<i>100% owned subsidiary of Henry Tech Int'l Asia Pty Ltd (Australia):</i>	
	*Taizhou Heldon Refrig & Mach Co Ltd (China)	
	<i>90% owned subsidiaries of Henry Tech Holdings, LLC (US):</i>	
	*Henry Technologies Australia Pty Ltd (Australia)	
	<i>100% owned subsidiary of Henry Technologies Australia Pty Ltd (Australia):</i>	
	*Henry Technologies Singapore Pte (Singapore)	
	*HT Industrial Holdings, LLC	
	<i>100% owned subsidiaries of HT Industrial Holdings, LLC:</i>	
	*Shell & Tube Heat Exchangers, LLC (US)	
	*Henry Technologies Ltd (Canada)	
	*Humane Manufacturing, LLC	
	<i>100% owned subsidiary of Humane Manufacturing, LLC:</i>	
	*Global Rubber, LLC	
	*Seven Waters, LLC	
	*Stainless Tank & Equipment Co., LLC	
	*Universal Recycling Technologies, LLC	
	*White Rock Captive Cell, LLC	
	<i>Partially owned subsidiaries of HHC:</i>	
	*Garick, LLC	23.79%
	* Mpower Pictures, LLC	15.28%
	*Mpower American Carol Holding, LLC	50.00%
	*AC Marketing Fund, LLC	80.00%
	* Northstar Medical Technologies, LLC	66.60%
	*Pharma Investments, LLC	50.00%
	<i>Partially owned subsidiary of Pharma:</i>	
	*GEM Pharmaceuticals, LLC (85% ownership)	
<b>8</b>	<b>Hendricks Commercial Prop., LLC</b>	
	<i>100% owned subsidiaries of HCP, LLC:</i>	
	*200 West Grand Avenue, LLC	
	*415 South Genesee Street, LLC	
	*430 East Grand Avenue Holdings, LLC	
	*11200 West Heather Holdings, LLC	
	*The Beloit Club Holdings, LLC	
	<i>100% owned subsidiary of Beloit Club Holdings, LLC:</i>	
	*The Beloit Club, LLC	
	*Center Avenue Development, Inc.	
	*Fifth Avenue South, LLC	
	*Geronimo Hospitality Group, LLC	
	<i>100% owned subsidiary of Geronimo Hospitality, LLC:</i>	
	*Delafield Hotel, LLC	
	*Eclipse Event Center, LLC	
	*I D Delafield, LLC	
	*Lucy's #7 Burger Bar, LLC	
	*Merrill & Houston's Steak Joint, LLC	
	<i>100% owned subsidiary of Merrill &amp; Houston's Steak Joint, LLC:</i>	
	*Hendricks Riverfront, LLC	
	*Ironworks Hotel Beloit, LLC	
	<i>100% owned subsidiary of Ironworks Beloit Inn Hotel, LLC:</i>	
	*Hendricks Riverview, LLC	

	*Hendricks Land Development, LLC	
	*Arbor Ridge Homeowners Association, Inc.	
	*Hendricks MI, LLC	
	*Hendricks Southern Pines, LLC	
	*Heritage View, LLC	
	*Heritage View Condominium Association, Inc.	
	*I-90 Partners, LLC	
	*Ironworks Indianapolis, LLC	
	*Island Plaza Investments, LLC	
	*Manchester Trails, LLC	
	*Manchester Trails Condominium Association, Inc.	
	*Richardson Development, LLC	
	*Riverbend Development, LLC	
	*Afton Reserve Homeowners Association Inc., River Shores Block 2 Condominium Association Inc., The Lofts at River Shores Condominium Association Inc., River Shores Master Association Inc., The Point at River Shores Condominium Association Inc., The Townhomes at River Shores LLC	
	*Rockton Riverview, LLC	
	<i>Partially owned subsidiaries of HCP, LLC.</i>	
	*Turtle Creek Development, LLC	52.00%
	<i>END-HCP, LLC</i>	
	<i>Owned by Diane M. Hendricks</i>	
9	NGAS Partners-2005 B Ltd.	0.540%
10	DMH Commercial Properties, LLC	
11	Diane M Hendricks Enterprises, Inc.	
12	Diane M. Hendricks Enterprises Voting Trust	
13	Rivers Edge Foundry, LLC	
14	Hendricks Family Cemetary Association, LLC	
15	DMH Business LLC	
	<i>Marsh Global Holdings Ltd - Interest 40%</i>	
16	The Pitts, LLC (Diane's residence)	
17	DHM Holding LLC	