



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, John S. Sapiente  
 Name of the Holding Company Director and Official  
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.*

John S. Sapiente  
 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 1205268  
 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  
Elgin Bancshares, Inc.

Legal Title of Holding Company  
P.O. Box 641

(Mailing Address of the Holding Company) Street / P.O. Box  
Elgin IL 60121  
 City State Zip Code

101 E. Chicago St., Elgin, IL 60120  
 Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:  
Jill Markowski Secretary  
 Name Title

847-888-7500  
 Area Code / Phone Number / Extension

847-888-2662  
 Area Code / FAX Number

jemarkowski@unbelgin.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

FORM FR Y-6

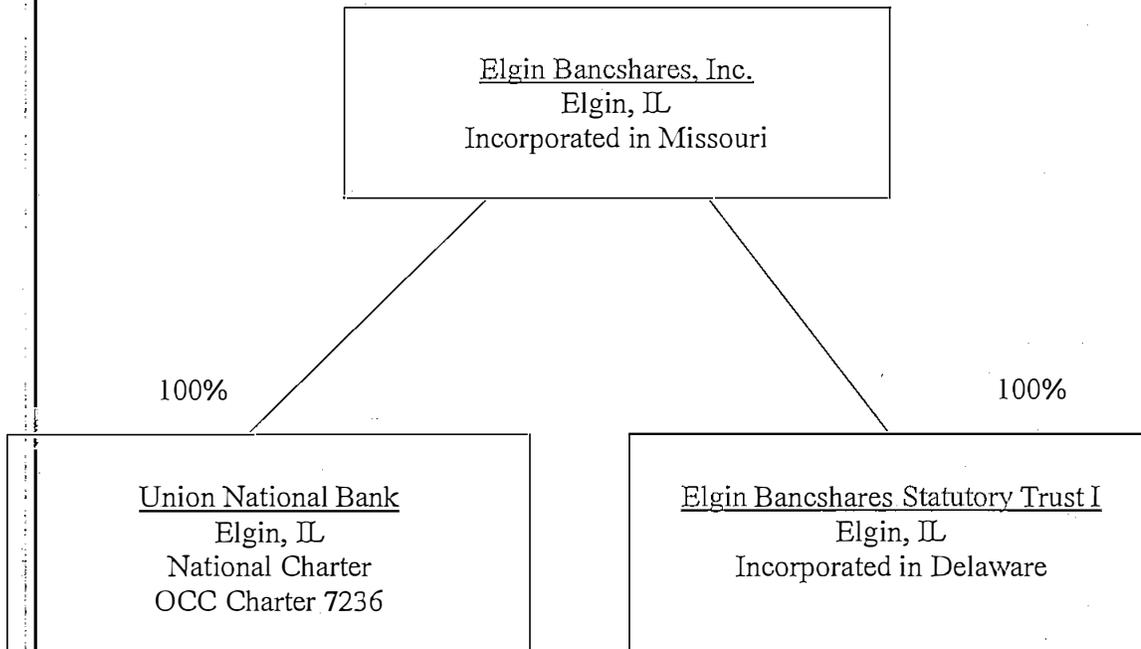
ELGIN BANCSHARES, INC.  
Elgin, IL  
Fiscal Year Ending December 31, 2015

Elgin Bancshares, Inc. has not been issued an LEI.  
Union National Bank, Elgin Bancshares Statutory Trust I do not have a LEI

Report Item

1: Elgin Bancshares, Inc. does not prepare an annual report for its shareholders and is not registered with the SEC.

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank

**Result:** A list of branches for your holding company: **ELGIN BANCSHARES, INC. (1205268)** of **ELGIN, IL**.  
 The data are as of **12/31/2015**. Data reflects information that was received and processed through **07/11/2016**.

**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)		963730	UNION NATIONAL BANK	ONE FOUNTAIN SQUARE PLAZA	ELGIN	IL	60120	KANE	UNITED STATES	Not Required	Not Required	UNION NATIONAL BANK	963730	
ok		Full Service		2421467	101 EAST CHICAGO STREET OFFICE	101 EAST CHICAGO STREET	ELGIN	IL	60120	KANE	UNITED STATES	2339	0	UNION NATIONAL BANK	963730	

## FR Y-6

Elgin Bancshares, Inc.  
Elgin, IL  
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 <u>during</u> 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
John S. Sapiente Trust dated 7/29/98 Naples, Florida, USA	United States of America	1151 common shares - 26%	NONE	N/A	N/A
John A. Sapiente Trust dated 6/14/96 Inverness, IL	United States of America	998 common shares - 23%			
Jill E. Sapiente Trust dated 7/18/94 Inverness, IL	United States of America	998 common shares - 23%			
Jacqueline M. Sapiente Trust dated 7/18/94 Deer Park, IL	United States of America	998 common shares - 23%			

Elgin Bancshares, Inc.  
Elgin, IL  
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 Bank Holding Company	Title & Position with Bank 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 Bank 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)
John S. Sapiente, John S. Sapiente Revocable Trust dated 7/29/98, Naples, FL USA	Consulting, Windsor Consulting Group, Inc.	Director and President	Director and Chairman of the Board (Union National Bank)	Pres, VP, Secy, Treas & Director (Windsor Consulting Group, Inc.)  Pres. & Director (EDM Holding Co, Inc.)  Pres. & Director (3J Leasing, Inc.)	26%	N/A	Windsor Consulting Group, Inc. (100%)  EDM Holding Co., Inc. (10.50%)
Fred L. Shaw Inverness, IL USA	President, Union National Bank	Director and Assistant Secretary	Director and President (Union National Bank)	Director (Elgin Die Mold Company)  Director (EDM Holding Co, Inc & 3J Leasing, Inc.) President (Assemblage, LTD)	4%	N/A	Assemblage LTD (100%)

John A. Sapiente, John A. Sapiente Trust dated 6/14/96, Inverness, IL USA	President (Elgin Die Mold Company)	N/A	N/A	President & Director (Elgin Die Mold Company)	23%	N/A	EDM Holding Co., Inc. (49.19%)
				Vice President & Director (EDM Holding Co. Inc.) Vice President & Director (3J Leasing, Inc.) Director (Windsor Consulting Group, Inc.)			
Jill E. Markowski, Jill E. Sapiente Trust dated 7/18/94, Inverness, IL USA	Portfolio Manager, Union National Bank	Secretary	Director & Portfolio Manager (Union National Bank)	Secretary (EDM Holding Co, Inc.)	23%	N/A	EDM Holding Co., Inc. (10.00%)
				Secretary (3J Leasing, Inc.) Director (Windsor Consulting Group, Inc.)			
Jacqueline M. Buckstaff, Jacqueline M. Sapiente Trust dated 7/18/94, Deer Park, IL USA	Homemaker	N/A	N/A	Director (Windsor Consulting Group, Inc.)	23%	N/A	EDM Holding Co., Inc. (10.00%)