



# 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, Richard H. Weis  
Name of the Holding Company Director and Official  
Director & EVP Finance  
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 H. Weis  
Signature of Holding Company Director and Official  
03/01/2016  
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 1143052  
C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):  
December 31, 2015

Month / Day / Year  
None Applied For

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

Reporter's Name, Street, and Mailing Address  
First Apple River Corporation  
Legal Title of Holding Company  
103 N Main Street

(Mailing Address of the Holding Company) Street / P.O. Box  
Apple River IL 61001  
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:  
David Wilmarth CFO & Secretary  
Name Title

815-777-6300  
Area Code / Phone Number / Extension  
815-777-6304  
Area Code / FAX Number

davidw@communitybankgalena.com  
E-mail Address

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

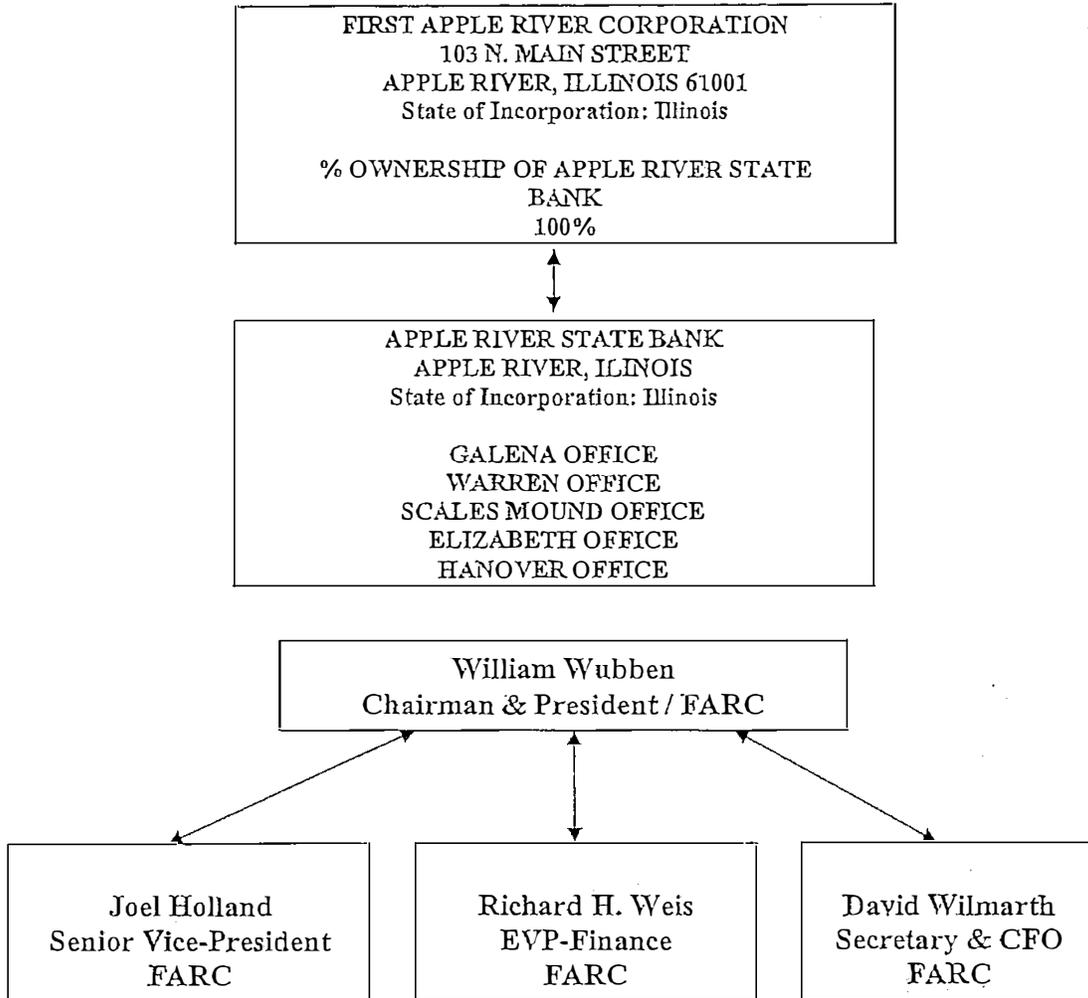
Does the reporter request confidential treatment for any portion of this submission?  
 Yes Please identify the report items to which this request applies:  
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."  
 No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

FIRST APPLE RIVER CORPORATION  
and  
APPLE RIVER STATE BANK

Organizational and Managerial Structure

December 31, 2015



\*\* None of the entities have a LEI

Results: A list of branches for your depository institution: APPLE RIVER STATE BANK (ID\_RSSD: 594938).  
 This depository institution is held by FIRST APPLE RIVER CORPORATION (1143052) of APPLE RIVER, 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>.

\* FDICUNUM, 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	FDICUNUM*	Office Number*	Head Office	Head Office ID RSSD*	Comments
OK		Full Service (Head Office)	594938	APPLE RIVER STATE BANK	103 NORTH MAIN STREET	APPLE RIVER	IL	61001	JO DAVIESS	UNITED STATES	11442		0   APPLE RIVER STATE BANK	594938	
OK		Full Service	3153907	112 NORTH MAIN STREET OFFICE	112 NORTH MAIN STREET	ELIZABETH	IL	61028	JO DAVIESS	UNITED STATES	240612		5   APPLE RIVER STATE BANK	594938	
OK		Full Service	2755014	GALENA BRANCH	101 EXCHANGE STREET	GALENA	IL	61036	JO DAVIESS	UNITED STATES	489586		6   APPLE RIVER STATE BANK	594938	
OK		Full Service	939436	215 JEFFERSON STREET OFFICE	215 JEFFERSON STREET	HANOVER	IL	61041	JO DAVIESS	UNITED STATES	11167		4   APPLE RIVER STATE BANK	594938	
OK		Full Service	3507498	SCALES MOUND BRANCH	510 NORTH MAIN STREET	SCALES MOUND	IL	61075	JO DAVIESS	UNITED STATES	364277		3   APPLE RIVER STATE BANK	594938	
OK		Full Service	592345	WARREN BRANCH	135 EAST MAIN STREET	WARREN	IL	61087	JO DAVIESS	UNITED STATES	2407		2   APPLE RIVER STATE BANK	594938	

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 FIRST APPLE RIVER CORPORATION  
 Fiscal Year Ending December 31, 2015

Report Item 3: Shareholders:

Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015
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(1)(a) Name & Address (City, State, Country)	(1)(b) Country Citizenship	(1)(c) Number and Percentage of Each Class of Voting Stock
William Hume Leominster, MA	USA	938 Shares Common Stock 6% Common Stock
Linda James Trust Apple River, IL	USA	900 Shares of Common Stock 6% Common Stock
William James Trust Apple River, IL	USA	900 Shares of Common Stock 6% Common Stock
** Note: Voting Authority Resides in Above Shareholder Linda James		
James Charlton Chicago, IL	USA	1310 Shares Common Stock 8% Common Stock

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 FIRST APPLE RIVER CORPORATION  
 Fiscal Year Ending December 31, 2015

Report Item 3: Shareholders:

Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015

( Continued from Page 1 )

(1)(a) Name & Address (City, State, Country)	(1)(b) Country Citizenship	(1)(c) Number and Percentage of Each Class of Voting Stock
Apple River State Bank ESOP Apple River, IL (See Attachment A)	USA	1063 Shares Common Stock 7% Common Stock
NOTE: The following are voting members of the ESOP Committee*		
William A. Wubben-Personally/ESOP Committee Member Scales Mound, IL	USA	614 Shares 4% Common Stock
Joel Holland-Personally/ESOP Committee Member Galena, IL	USA	490 Shares 3% Common Stock
Richard H. Weis-Personally/ESOP Committee Member Galena, IL	USA	200 Shares 1% Common Stock
Eric Einsweiler-Personally/ESOP Committee Member Galena, IL	USA	100 Shares 1% Common Stock
David Wilmarth-Personally/ESOP Committee Member Galena, IL	USA	45 Shares 1% Common Stock

Shareholders 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 ending 12-31-2015.

None

\*Note: Any individual also listed on Report Item 4: Insiders could also be elected to vote the shares of the ESOP.

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 FIRST APPLE RIVER CORPORATION  
 Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

(1) Names & Address	(2) Principal Occupation If other than Bank Holding Company	(3)(a) Title & Position with Bank Holding Co	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Co	(4)(b) Percentage of Voting Shares Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
William Wubben Scales Mound, IL	N/A	Chairman Director	President Director	N/A	11%	None	N/A
Richard Weis Galena, IL	N/A	EVP-Finance Director	EVP-Finance Director	N/A	8%	None	N/A
Eric Einsweiler Galena, IL	Manufacturing LEMFCO	Director	Director	Manager LEMFCO	8%	None	N/A
Marc McCoy Galena, IL	Real Estate and Insurance McCoy Ins & RE	Director	Director	Manager McCoy Insurance & Real Estate	1%	None	N/A

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**FIRST APPLE RIVER CORPORATION**  
 Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

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William McFadden Apple River, IL	Farming	Director	Director	N/A	3%	None	N/A
Linda James Apple River, IL	Retired Accountant	Director	Director	N/A	12%	None	N/A
William Holland Warren, IL	Farming	Director	Director	N/A	3%	None	N/A
Joel Holland Holland Galena, IL	N/A	Vice-President Director	Vice-President CEO Director	N/A	10%	None	N/A

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 FIRST APPLE RIVER CORPORATION  
 Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

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David Wilmarth Galena, IL	N/A	CFO	CFO	N/A	7%	None	N/A
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