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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, Jack R Franklin

Name of the Holding Company Director and Official

President and CEO

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.

Jack R. Franklin
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 _____
C.I. _____

2971261

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

First BancTrust Corporation

Legal Title of Holding Company

114 Church Street

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

Champaign

IL

61824

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Ellen Litteral

Treasurer and CFO

Name

Title

217-465-0240

Area Code / Phone Number / Extension

217-465-0285

Area Code / FAX Number

elitteral@firstbanktrust.com

E-mail Address

www.firstbanktrust.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.

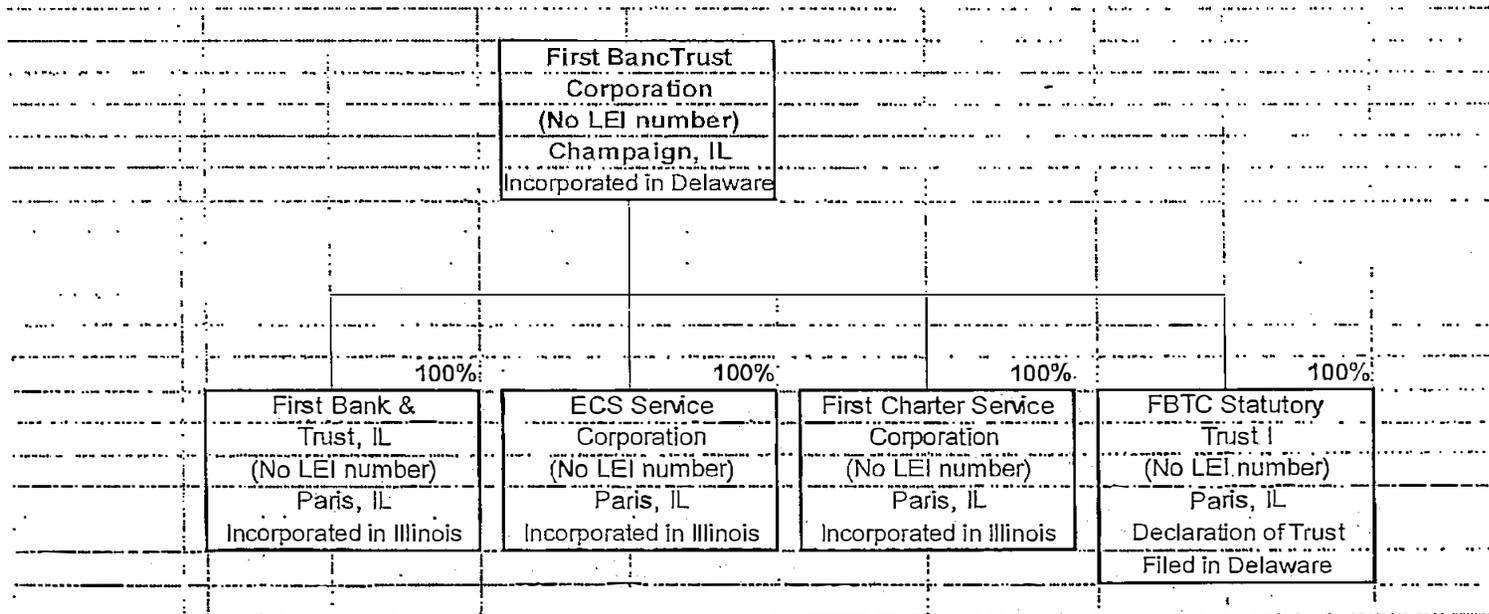
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Form FR Y-6

First BancTrust Corporation
 Paris, Illinois
 Fiscal Year Ending December 31, 2015

2(a): Organizational Chart



2(b): Branch Verification

Submitted via email on March 17, 2016

Results: A list of branches for your holding company: **FIRST BANCTRUST CORPORATION (2971261) of CHAMPAIGN, 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_R SD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_R SD*	Comments
OK		Full Service (Head Office)	221476	FIRST BANK & TRUST, IL	101 SOUTH CENTRAL AVENUE	PARIS	IL	61944	EDGAR	UNITED STATES	42620	0	FIRST BANK & TRUST, IL	221476	
OK		Full Service	4820130	CHAMPAIGN THE CROSSING BRANCH	2911 CROSSING COURT	CHAMPAIGN	IL	61822	CHAMPAIGN	UNITED STATES	Not Required	Not Required	FIRST BANK & TRUST, IL	221476	
OK		Full Service	3979853	FIRST BANK OF CHAMPAIGN BRANCH	114 W. CHURCH STREET	CHAMPAIGN	IL	61824	CHAMPAIGN	UNITED STATES	510596	11	FIRST BANK & TRUST, IL	221476	
OK		Full Service	2041333	FIRST BANK OF MARSHALL OFFICE	610 NORTH MICHIGAN AVENUE	MARSHALL	IL	62441	CLARK	UNITED STATES	277165	2	FIRST BANK & TRUST, IL	221476	
OK		Full Service	3609057	FIRST BANK OF MARTINSVILLE OFFICE	10 EAST CUMBERLAND STREET	MARTINSVILLE	IL	62442	CLARK	UNITED STATES	450905	9	FIRST BANK & TRUST, IL	221476	
OK		Limited Service	3673012	COMMUNITY FINANCE OFFICE	208 WEST WASHINGTON STREET	PARIS	IL	61944	EDGAR	UNITED STATES	441471	7	FIRST BANK & TRUST, IL	221476	
OK		Full Service	315973	1500 E. GROVE AVE BRANCH	1500 E GROVE AVE	RANTOUL	IL	61866	CHAMPAIGN	UNITED STATES	43424	8	FIRST BANK & TRU T, IL	221476	
OK		Full Service	3657889	FIRST BANK OF SAVOY OFFICE	1251 WOODFIELD DRIVE	SAVOY	IL	61874	CHAMPAIGN	UNITED STATES	364531	5	FIRST BANK & TRU T, IL	221476	

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First BancTrust Corporation
Fiscal Year Ending 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 12-31-2015

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
First BancTrust Corporation Employee Stock Ownership Plan Trust ("ESOP") Paris, IL USA First Bankers Trust Co, Trustee Quincy, IL, USA	USA	143,148 – 6.78% Common Stock (all shares are allocated)
First Bank & Trust Retirement Savings Plan ("401-K Plan") Paris, IL USA First Bankers Trust Co, Trustee Quincy, IL, USA	USA	97,036 – 4.59% Common Stock (all shares are allocated)
Bay Pond Partners, L.P. Boston, MA, USA	USA	189,400 – 8.97% Common Stock
Gerald R. Forsythe Wheeling, IL, USA	USA	149,800 – 7.09% Common Stock
Wellington Management Co LLP Boston, MA, USA	USA	213,200 – 10.09% 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

(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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NONE

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First BancTrust Corporation
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders
(1)(2)(3)(a)(b)(c) and 4(a)(b)(c)

(1) Names City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
David W. Dick Paris, IL USA	Retired	Director	Director (1)	N/A	1.42%	None	N/A
Terry T. Hutchison Charleston, IL USA	Self-Employed Business Consultant	Director	Director (1)	N/A	0.64%	None	N/A
James D. Motley Paris, IL USA	CPA	Director & Chairman	Director (1) Chairman (1)	Owner James D Motley CPA Paris IL	0.17%	None	N/A
Joseph R. Schroeder Marshall, IL USA	Attorney	Director & Secretary	Director (1)(3)	Partner Bennett Schroeder & Wieck Marshall, IL	1.82%	None	N/A
Vick N. Bowyer Chrisman, IL USA	Financial Advisor & Principal	Director	Director (1)(3)	Co-owner LPL Financial Marshall IL	0.48%	None	N/A
John W. Welbom Marshall, IL USA	Retired	Director	Director (1)(2)(3)	N/A	1.04%	None	N/A

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First BancTrust Corporation
December 31, 2015

Report Item 4: Insiders
(1)(2)(3)(a)(b)(c) and 4(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other Businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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 P. Graham Rantoul, IL USA	CPA	Director	Director (1)(2)	VP-Finance & Acctg Regency Consolidated Residential, LLC	0.53%	None	N/A
Hans L. Grotelueschen Mahomet, IL USA	CPA	Director	Director (1)(2)	President YG Financial Group, PC	0.56%	None	N/A
Jack R. Franklin Savoy, IL USA	N/A	Director & President	Director (1) President (1)(3) Vice President (2)		1.49%	None	N/A
Ellen M. Litteral Paris, IL USA	N/A	Vice President Treasurer & CFO	Sr. Vice President/CFO (1) Director (3) Secretary (3) Treasurer (3)		0.87%	None	N/A
Larry W. Strohm Marshall, IL USA	N/A	Vice President	Sr. VP/Market President (1)		1.66%	None	N/A
David F. Sullivan Paris, IL USA	N/A	Vice President	Sr. VP/Market President (1)		0.48%	None	N/A

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First BancTrust Corporation
December 31, 2015

Report Item 4: Insiders
(1)(2)(3)(a)(b)(c) and 4(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other Businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
Phyllis A. Webster Urbana, IL USA	N/A	Vice President	Sr. VP/Market President (1)		1.01%	None	N/A
Matthew A. Carr Monticello, IL USA	N/A	Director & Vice President	Director (1) Sr. VP & Chief Credit Officer (1) President (2)		0.11%	None	N/A
Wellington Mgmt Co LLP Boston, MA USA	N/A	N/A	N/A	N/A	10.09%	None	N/A

- (1) First Bank & Trust, IL
- (2) First Charter Service Corporation
- (3) ECS Service Corporation