

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.

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)

I, Carol Jo Fritts

Name of the Holding Company Director and Official

Trustee of First Neighborhood Bancshares, Inc ESOP

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

First Neighborhood Bancshares, Inc ESOP

Legal Title of Holding Company

201 N Meridian St/PO Box 127

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

Toledo

IL

62468

City

State

Zip Code

Same

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Kathy L Peters

Senior VP

Name

Title

217-849-2701

Area Code / Phone Number / Extension

217-849-3793

Area Code / FAX Number

kpeters@firstneighbor.com

E-mail Address

www.firstneighbor.com

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

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.

Carol Jo Fritts

Signature of Holding Company Director and Official

3-23-16

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 2558505
C.I. _____

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

First Neighborhood Bancshares, Inc
Legal Title of Subsidiary Holding Company

201 N Meridian/PO Box 127
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Toledo IL 62468
City State Zip Code

Same
Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

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Physical Location (if different from mailing address)

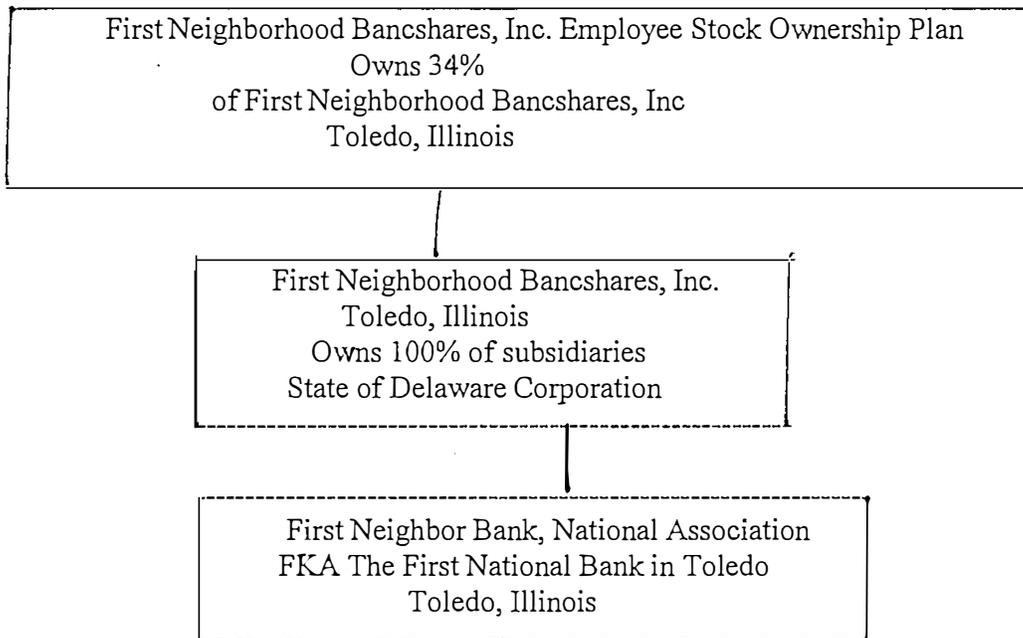
FIRST NEIGHBORHOOD BANCSHARES, INC.
Employee Stock Ownership Plan
Report Items
2015FR Y-6

Report Item 1 Annual reports to shareholders

No annual report is prepared for our First Neighborhood Bancshares, Inc. ESOP holding company. Our company completes an annual report to our stockholders for First Neighborhood Bancshares, Inc. We are not registered with the SEC.

Report Item 2 Organizational Chart

Statement: Organization does not have an LEI to report



Results: A list of branches for your depository institution: FIRST NEIGHBOR BANK, NATIONAL ASSOCIATION (ID_RSSD: 413646).
 This depository institution is held by FIRST NEIGHBORHOOD BANCSHARES, INC. (1881934) of TOLEDO, 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_RSSD*	Popular Name	Street Address	City	State	Zip Code
		Full Service (Head Office)	413646	FIRST NEIGHBOR BANK, NATIONAL ASSOCIATION	201 NORTH MERIDIAN STREET	TOLEDO	IL	62468
Chg Address	12/31/2015	Full Service	2870944	918 IL-49	918 IL-49	CASEY	IL	62420
		Full Service	2694346	1415 EIGHTEENTH ST OFF	1415 EIGHTEENTH STREET	CHARLESTON	IL	61920
		Full Service	795735	705 EAST CUMBERLAND OFFICE	705 EAST CUMBERLAND	GREENUP	IL	62428
		Full Service	4504542	MATTOON BRANCH	900 BROADWAY AVENUE EAST	MATTOON	IL	61938
		Full Service	3507292	223 EAST 6TH STREET OFFICE	223 EAST 6TH STREET	NEOGA	IL	62447
		Full Service	6842	511 SOUTH BROADWAY OFFICE	511 SOUTH BROADWAY	NEWMAN	IL	61942

column.

County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
CUMBERLAND	UNITED STATES	2412	0	FIRST NEIGHBOR BANK, NATIONAL ASSOCIATION	413646	
CLARK	UNITED STATES	201865	1	FIRST NEIGHBOR BANK, NATIONAL ASSOCIATION	413646	
COLES	UNITED STATES	243356	2	FIRST NEIGHBOR BANK, NATIONAL ASSOCIATION	413646	
CUMBERLAND	UNITED STATES	2351	3	FIRST NEIGHBOR BANK, NATIONAL ASSOCIATION	413646	
COLES	UNITED STATES	Not Required	Not Required	FIRST NEIGHBOR BANK, NATIONAL ASSOCIATION	413646	
CUMBERLAND	UNITED STATES	361883	5	FIRST NEIGHBOR BANK, NATIONAL ASSOCIATION	413646	
DOUGLAS	UNITED STATES	7462	6	FIRST NEIGHBOR BANK, NATIONAL ASSOCIATION	413646	

First Neighborhood Bancshares, Inc. ESOP
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 12/31/15			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 12/31/15		
(1)(a) Name & Address	(1) (b) Country of citizenship or Incorp.	(1)(c) Number & % of each class of voting share	(1)(a) Name & Address	(1) (b) Country of citizenship or Incorp.	(1)(c) Number & % of each class of voting share
NONE			NONE		

* Any one of the Trustees has authority to vote the number of shares in the Bank Holding Company

First Neighborhood Bancshares, Inc. ESOP
Fiscal year Ending December 31, 2015

Report Item # 4

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Co	(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 Co	(4) (b) percentage of voting shares in subsidiaries (include names of subsidiaries)	(4) (c) List names of other companies (include partnerships if 25% or more of voting securities are held (list names of companies and % of voting shares held
Carol Jo Fritts Greenup, IL USA	Employed by financial institution	Trustee	Director & Chairman of First Neighborhood Bancshares, Inc.	President of First Neighbor Bank	*	3.10%	None
Kathy Peters Toledo, IL USA	Employed by financial institution	Trustee	Treasurer	Senior Vice President of First Neighbor Bank	*	.15%	None

Julie Morgan Toledo, IL USA	Employed by financial institution	Trustee	Asst Secretary	Internal Auditor & Human Resources of First Neighbor Bank	*	.04%	None
Scott Bland, Greenup, IL USA	Employed by financial institution	Trustee	None	Vice President of First Neighbor Bank	*	.26%	None
Brad Fitch, Greenup, IL USA	Employed by financial institution	Trustee	None	Senior Vice President of First Neighbor Bank	*	None	None

* Any one of the Trustees has authority to vote the number of shares in the Bank Holding Company

First Neighborhood Bancshares, Inc
Fiscal year Ending December 31, 2015

Report Item # 4

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Co	(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) Percent age of voting shares in Bank Holding Co	(4) (b) percentage of voting shares in subsidiaries (include names of subsidiaries)	(4) (c) List names of other companies (include partnerships if 25% or more of voting securities are held (list names of companies and % of voting shares held
Robert Carr Toledo, IL USA	Employed by financial institution	Director and Secretary of First Neighborhood Bancshares, Inc.	Director, Chairman of the Board of First Neighbor Bank	Partner of Carr, Rice, Scott Apts;	4.78%	Shares in Holding Co represent % of ownership in the bank	Partner of Carr, Rice, Scott Apts - 50% ownership
First Neighborhood Bancshares, Inc ESOP USA	NA	NA	NA	NA	34.72%	NA	NA

Carol Jo Fritts Greenup, IL USA	Employed by financial institution	Director & Chairman of First Neighborhood Bancshares, Inc.	Director & President of First Neighbor Bank, NA	None	3.10%	Shares in Holding Co represent % of ownership in the bank	None
Gerald Kincaid Newman, IL USA	Retired Farmer	Director of First Neighborhood Bancshares, Inc.	Director of First Neighbor Bank, NA	None	1.09%	Shares in Holding Co represent % of ownership in the bank	None
Judi Markwell Toledo, IL USA	Business manager of J & S Professional Pharmacy, Inc	Director First Neighborhood Bancshares, Inc.	Director of First Neighbor Bank, Na	None	.90%	Shares in Holding Co represent % of ownership in the bank	None
Richard Gresens Toledo, IL USA	Retired	Director First Neighborhood Bancshares, Inc.	Director of First Neighbor Bank, Na	Gresens Bro Farm, part owner	.55%	Shares in Holding Co represent % of ownership in the bank	Gresens Bros Farm – 50%
John Crouch Casey, IL USA	Farmer	Director First Neighborhood Bancshares, Inc.	Director of First Neighbor Bank, Na	None	.13%	Shares in Holding Co represent % of ownership in the bank	Crouch Farms 100%

William J Wood Charleston, IL USA	Business manager	Director First Neighborhood Bancshares, Inc.	Director of First Neighbor Bank, Na	Wood Rental	.03%	Shares In Holding Co represent % of ownership in the bank	Wood Rental 100%
James W Whitaker Neoga, IL USA	Minister	Director First Neighborhood Bancshares, Inc.	Director of First Neighbor Bank, Na	None	.02%	Shares in Holding Co represent % of ownership in the bank	None
Kathy Peters Toledo, IL USA	Employed by financial institution	Treasurer	Senior Vice President of First Neighbor Bank	None	.15%	Shares in Holding Co represent % of ownership in the bank	None
Julie Morgan Toledo, IL USA	Employed by financial institution	Asst Secretary	Internal Auditor & Human Resources of First Neighbor Bank	None	.04%	Shares in Holding Co represent % of ownership in the bank	None
Linda Simpson Yale, IL USA	Employed by financial institution	Asst Secretary Asst Treasurer	Vice President of First Neighbor Bank	None	.34%	Shares in Holding Co represent % of ownership in the bank	None
Scott Bland, Greenup, IL USA	Employed by financial institution	None	Vice President of First Neighbor Bank	None	.26%	Shares in Holding Co represent % of ownership in the bank	None

Brad Fitch, Greenup, IL USA	Employed by financial institution	None	Senior Vice President of First Neighbor Bank	None	None	Shares in Holding Co represent % of ownership in the bank	None