

**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, Lee H Garlach  
 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.

[Signature]  
 Signature of Holding Company Director and Official  
3-29-16  
 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 3735152  
 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

First State Bancorporation, Inc  
 Legal Title of Holding Company

9000 N Knoxville

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

Peoria IL 61615  
 City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Tracy McDowell Controller

Name Title

217-659-7776

Area Code / Phone Number / Extension

217-659-7772

Area Code / FAX Number

tmcowell@firststateil.com

E-mail Address

N/A

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.

Form FR Y-6  
First State Bancorporation, Inc.  
9000 N Knoxville  
Peoria, IL 61615  
Fiscal Year Ending December 31, 2015

Report Item

1. Crowe Horwath audited our financial statements as of 12/31/15. We will forward copies of the audited financials statements when we receive a final copy.

2.a Organizational Chart

First State Bancorporation, Inc.  
No LEI  
Peoria, IL  
Incorporated in the State of Illinois  
:  
100% Direct Ownership  
First State Bank of Illinois  
No LEI  
Peoria, IL  
Incorporated in the State of Illinois

2.b Submitted via e-mail March 29, 2016.

3. List of shareholders that directly or indirectly owns, controls, or holds with power to vote 5% or more of stock.

1.	<u>a) Name &amp; address</u>	<u>b)</u>	<u>c)# &amp; % of stock</u>
	Lee H Garlach Milan, IL	USA	474,880 – 26.71% - common stock
	Lee & Jennifer Garlach Milan, IL	USA	105,047 – 5.91% - common stock
	Jeffrey Jaycox Virginia Beach, VA	USA	12,545 - .71% - common stock
	Jeffrey & Natalie Jaycox Virginia Beach, VA	USA	100,000 – 5.62% - common stock
	P Joseph O'Neill Peoria, IL	USA	5,045 – .28% - common stock
	Janet K O'Neill Trust Joe O'Neill Trustee Peoria, IL	USA	142,427 – 8.01% - common stock

2. None

Result: A list of branches for your holding company: **FIRST STATE BANCORPORATION, INC. (3735152) of PEORIA, 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	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	953535	FIRST STATE BANK OF ILLINOIS	9000 NORTH KNOXVILLE	PEORIA	IL	61615	PEORIA	UNITED STATES	6157	0	FIRST STATE BANK OF ILLINOIS	953535	
OK		Full Service	3513547	BLANDINSVILLE BRANCH	135 SOUTH MAIN	BLANDINSVILLE	IL	61420	MCDONOUGH	UNITED STATES	428549	6	FIRST STATE BANK OF ILLINOIS	953535	
OK		Full Service	2609199	CARTHAGE BRANCH	407 BUCHANAN	CARTHAGE	IL	62321	HANCOCK	UNITED STATES	220734	3	FIRST STATE BANK OF ILLINOIS	953535	
OK		Full Service	304230	CARTHAGE BRANCH	433 MAIN STREET	CARTHAGE	IL	62321	HANCOCK	UNITED STATES	8958	1	FIRST STATE BANK OF ILLINOIS	953535	
OK		Full Service	35936	COLUSA BRANCH	2544 NORTH COUNTY ROAD 175D	COLUSA	IL	62329	HANCOCK	UNITED STATES	6159	9	FIRST STATE BANK OF ILLINOIS	953535	
OK		Full Service	3514105	HAMILTON BRANCH	1035 BROADWAY	HAMILTON	IL	62341	HANCOCK	UNITED STATES	278223	5	FIRST STATE BANK OF ILLINOIS	953535	
OK		Full Service	4530439	LA HARPE OFFICE OFFICE	128 EAST MAIN STREET	LA HARPE	IL	61450	HANCOCK	UNITED STATES	Not Required	Not Required	FIRST STATE BANK OF ILLINOIS	953535	
OK		Full Service	1987742	MACOMB BRANCH	500 EAST JACKSON STREET	MACOMB	IL	61455	MCDONOUGH	UNITED STATES	270897	2	FIRST STATE BANK OF ILLINOIS	953535	
OK		Full Service	3513499	MONMOUTH BRANCH	122 WEST BOSTON AVENUE	MONMOUTH	IL	61462	WARREN	UNITED STATES	278225	7	FIRST STATE BANK OF ILLINOIS	953535	

Form FR Y-6							
First State Bancorporation, Inc.							
9000 N Knoxville							
Peoria, IL 61615							
Fiscal Year Ending December 31, 2015							
Report Item 4 Insiders							
1)	2)	3a)	3b)	3c)	4a)	4b)	4c)
Name & Address	Occupation	Title & Position Holding Company	Title & Position Subsidiary	Title & Position Other Businesses	% of voting shares in Holding Co	% of voting shares in Subsidiary	Other Companies and % of Voting Shares
Lee H Garlach Milan, IL USA	Banker CEO - First State Bank of Illinois	President Director	Director & CEO First State Bank of Illinois	N/A	32.62%	None	First State Title Solutions - 50%
Dean Heinzmann Peoria, IL USA	Banker President - First State Bank of Illinois	Executive VP Director	Director & President First State Bank of Illinois	N/A	3.93%	None	None
Jeffrey S. Jaycox Virginia Beach, VA USA	CEO of a manufacturing company based in Norfolk, VA	Director	N/A	President - Tabet Manufacturing Company, Inc. - owns 100%	6.33%	None	Tabet Manufacturing Company, Inc. - 100% C & A Holdings, LLC - 40% (wife & children own the remaining 60% of C & A)
Steven D. Kool Eureka, IL USA	CEO of an equipment dealership based in Goodfield, IL with locations in 4 states	Director	N/A	CEO - Vermeer Midwest, Inc. - owns 37.19% personally & in trust	2.96%	None	Vermeer Midwest, Inc. - 25% Vermeer of Michigan, Inc. - 25% DSS, LLC - 25% JSC, LLC - 25%
Joseph O'Neill Peoria, IL USA	CEO of a logistics company based in Morton, IL	Director	Director First State Bank of Illinois	CEO - Arbor, LLC (f/k/a G&D Integrated Holdings, LLC) - owns 65%	8.29%	None	Arbor, LLC (f/k/a G&D Integrated Holdings, LLC) - 65% 384 Holdings LLC - 65% -384 Galens, LLC -384 Bartonville, LLC -384 Carver Lane 401, LLC -384 Carver Lande 403, LLC -384 Truck Haven, LLC -384 Morton Terminal, LLC -384 Morton Office, LLC -384 Morton Warehouse, LLC -384 University, LLC -384 Channahon, LLC -384 Decatur Land, LLC -384 Decatur Office, LLC -384 Decatur Warehouse, LLC -384 Monticello Warehouse, LLC -384 Monticello Terminal, LLC -384 Charleston, LLC -384 Griffin, LLC G&D Operating Holdings, LLC - 65% -G&D Integrated Contract Logistics, Inc. -G&D Integrated Transportation, Inc. -G&D Integrated Transportation Brokerage, Inc -Hardebeck Trucking, LLC -G&D Integrated Administration, LLC - 384 Holdings, LLC Woodland Preserve Inc - 65%