

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. § 3108(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, Roger A. Brooks
Name of the Holding Company Director and Official
Chairman of the Board
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 of Holding Company Director and Official
Date of Signature 7/20/2015

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 3070152
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
Firststate Bancorp, Inc
Legal Title of Holding Company
PO Box 146
(Mailing Address of the Holding Company) Street / P.O. Box
Mason City IL 62664
City State Zip Code
123 W Elm
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Dorinda L Fitzgerald CPA
Name Title
217-787-0563
Area Code / Phone Number / Extension
217-787-9266
Area Code / FAX Number
d Fitzgerald @ p-dcpas.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

FIRSTSTATE BANCORP, INC.
Mason City, Illinois

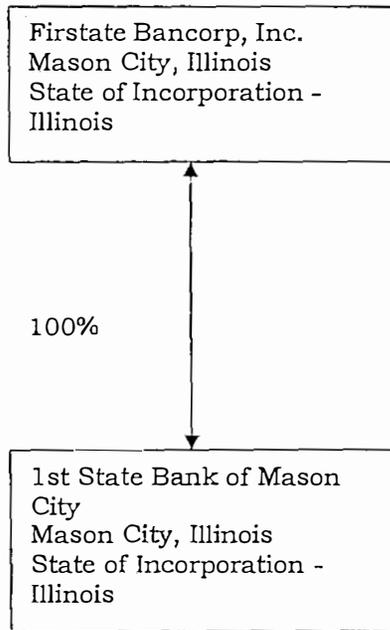
FISCAL YEAR ENDING DECEMBER 31, 2015

Report Item:

1. The Bank holding company does not prepare an annual report.

2 (a).

ORGANIZATIONAL CHART



2 (b). Branch verification - attached

The holding company and its subsidiary do not have an LEI

Results: A list of branches for your holding company: FIRSTATE BANCORP. INC. (3070152) of MASON CITY, 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)	170640	1ST STATE BANK OF MASON CITY	123 WEST ELM STREET	MASON CITY	IL	62664	MASON	UNITED STATES	15721	0	1ST STATE BANK OF MASON CITY	170640	

FORM FRY-6
 FIRSTSTATE BANCORP, INC.
 Mason City, Illinois
 December 31, 2015

Report Item 3: Securities Holders
 1(a), 1(b), 1(c), 2(a), 2(b), 2(c)

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 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 (city, state, country)	1(b) Country of citizenship or incorporation	1(c) Number & percentage of each class of voting securities	2(a) Name & address (city, state, country)	2(b) Country of citizenship or incorporation	2(c) Number & percentage of each class of voting securities
Allen Blessman Mason City, IL USA	USA	3,980 shares – 13.6% common stock	NONE		
Roger A. Brooks Mason City, IL USA	USA	2,599 shares – 8.9% common stock	NONE		

FORM FRY-6
 FIRSTATE BANCORP, INC.
 Mason City, Illinois
 December 31, 2015

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

1 Name & address (city, state, country)	2 Principal occupation if other than with Bank Holding Company	3(a) Title and 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 of 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 percentages of voting securities held)
Roger A. Brooks Mason City, IL USA	Retired	Chairman of the Board	Director Chairman of the Board	None	8.9%	None	None
Jim Liesman Mason City, IL USA	Grain elevator Manager	President	Director President	None	1.4%	None	None
Neil Conklen Mason City, IL USA	Retired	Director	Director Vice President	None	Less than 1%	None	None
Julie A. Dixon Mason City, IL USA	Banking	Secretary	Executive Vice- President & Cashier – First State Bank of Mason City	None	1.5%	None	None
Robert R. Werner New Holland, IL USA	Retired	Director	Director	None	3.5%	None	None
Allen Blessman Mason City, IL USA	Retired	None	None	None	13.6%	None	None
Thomas L. Brownfield Havana, IL USA	Attorney	Director	Director	None	Less than 1%	None	None
Jason Fletcher Athens, IL USA	Business Owner	Director	Director	None	Less than 1%	None	None
Brent Beivends San Jose, IL USA	Farmer	Director	Director	None	Less than 1%	None	None