

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.

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, **James H. Wright**

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Freeport Bancshares, Inc.

Legal Title of Holding Company

510 Park Crest Dr., P.O. Box 689

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

Freeport

IL

61032

City

State

Zip Code

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.

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Luanne S. Wright

Secretary-Treasurer

Name

Title

941-228-3857

Area Code / Phone Number / Extension

941-383-0124

Area Code / FAX Number

lswright13@aol.com

E-mail Address

N/A

Signature of Holding Company Director and Official

Date of Signature

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

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

1205585

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

Item 1 - Bank Holding Company Financial Statements:

Annual reports to stockholders are not normally prepared by Freeport Bancshares, Inc. nor is the bank holding company registered with the Securities and Exchange Commission (SEC). Therefore, financial statements do not accompany this report.

Item 2a - Organization Chart

An organization chart showing the Bank Holding Company's direct and indirect ownership and control of all its subsidiaries is as follows:

Freeport Bancshares, Inc.* Freeport, Illinois (Incorporated in Delaware)

100%	100%	100%
Midwest Community Bank * Freeport, Illinois (Recognized as an Illinois State Banking Organization)	Freeport Bancshares, Inc.* Statutory Trust I Freeport, Illinois (Organized in Delaware)	Freeport Bancshares, Inc.* Statutory Trust II Freeport, Illinois (Organized in Delaware)

70% (Non-Managing Member)
Blueleaf Lending, LLC * Chicago, Illinois (Incorporated in Illinois)

*None of the above entities have an LEI.

Item 2b – Branch Verification

Submitted via e-mail on 3/10/2016 to the Federal Reserve Bank of Chicago as required.

Results: A list of branches for your holding company: FREEPORT BANKSHARES, INC. [1205565] of FREEPORT, 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>.

* FDICUNIFORM, 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	FDICUNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	607333	MIDWEST COMMUNITY BANK	510 PARK CREDIT DRIVE	FREEPORT	IL	61032	STEPHENSON	UNITED STATES	13427	0	MIDWEST COMMUNITY BANK	607333	
OK		Full Service	2098113	FREEPORT BRANCH	1725 SOUTH WEST AVENUE	FREEPORT	IL	61032	STEPHENSON	UNITED STATES	249014	1	MIDWEST COMMUNITY BANK	607333	
OK		Full Service	3155899	ROCKFORD OFFICE BRANCH	3963 N PERRYVILLE RD	ROCKFORD	IL	61114	WHITNEBAGO	UNITED STATES	364976	4	MIDWEST COMMUNITY BANK	607333	

FREEMPORT BANCSHARES, INC.
F.R. Y-6 Annual Report Items
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Item 3 – Shareholders

Each shareholder of record that owns or controls five percent or more of voting securities of Freeport Bancshares, Inc.:

Name and address	Country of citizenship	Number of shares	Percentage
Mark H. Wright Freeport, IL	U.S.A.	18,000	45.00%
Todd M. Wright Caledonia, IL	U.S.A.	18,000	45.00%
James H. Wright Longboat Key, Florida	U.S.A.	2,044	.0511%
Luanne S. Wright Longboat Key, Florida	U.S.A.	1,956	.0489%

Item 4 - Insiders

(1) <u>Name and address</u>	(2) <u>Principal occupation</u>	(3) <u>Title or position with:</u>			(4) <u>Percentage of voting shares owned in:</u>		
		(a) Bank Holding Company	(b)Subsidiary	(c) Other company	(a) Bank Holding Co.	(b) Sub-sidiary	(c) Other
James H. Wright Longboat Key, FL	Banking	President and Director	Chrm of Bd and Director (Midwest Community Bank)	N/A	5.11%	0	See note
Luanne S. Wright Longboat Key, FL	CPA	Secretary-Treasurer and Director	N/A	N/A	4.89%	0	See note
Todd M. Wright Caledonia, IL	Banking	Vice President and Director	Co-CEO and Director (Midwest Community Bank)	N/A	45.00%	0	See note
Mark H. Wright Freeport, IL	Banking	Vice President and Director	Co-CEO And Director (Midwest Community Bank)	N/A	45.00%	0	See note

FREEPORT BANCSHARES, INC.
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(4) (c) Note:

Cornerstone Trust II, LLC
James H. Wright (33 1/3% ownership)
Mark H. Wright (33 1/3% ownership)
Todd M. Wright (33 1/3% ownership)
Wright Family (100% ownership)

Burled Woods, Inc.
James H. Wright (17% ownership)
Mark H. Wright (17% ownership)
Todd M. Wright (17% ownership)
Wright Family (51% ownership)

Cornerstone I, LLC
(Cornerstone Trust II, LLC owns 50.5% of Cornerstone I, LLC)

Blueleaf Lending, LLC
Todd M Wright (15.4% ownership)

Belvidere Investments, LLC
James H. Wright (49% ownership)
Luanne S. Wright (49% ownership)
Mark H. Wright (1% ownership)
Todd M. Wright (1% ownership)
Wright Family (100% ownership)

Celadon Reef, LLC
Belvidere Investments, LLC (61% ownership)