

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

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, **Robert Watkins**

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

HENRY STATE BANCORP, INCORPORATED

Legal Title of Holding Company

P.O. BOX 207, 700 SECOND STREET

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

HENRY

IL

61537

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:

ROBERT WATKINS

PRESIDENT

Name

Title

309 364 2302

Area Code / Phone Number / Extension

3093642060

Area Code / FAX Number

rwatkins@henrystatebank.com

E-mail Address

Robert Watkins

Signature of Holding Company Director and Official

4-21-16

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
C.I.

3021015

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

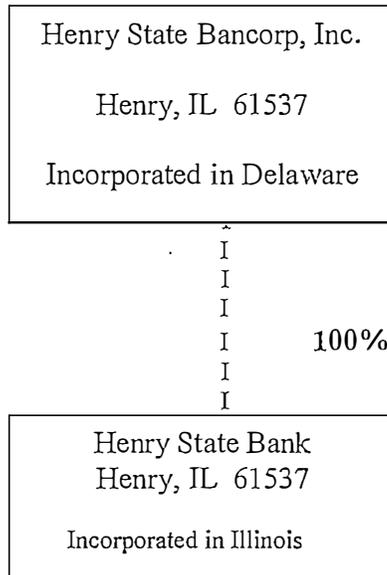
Form FR Y-6

Henry State Bancorp, Inc.
Henry, IL 61537
Fiscal Year Ending December 31, 2015

Report Item

1. The BHC does not prepare an annual report for its shareholders.

- 2: Organizational Chart



2(b): Branch Verification

Submitted by email January 29, 2016

No LEI for the above entities

Results: A list of branches for your holding company: HENRY STATE BANCORP, INC. (3021015) of HENRY, 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) | 941233 | HENRY STATE BANK | 700 2ND STREET | HENRY | IL | 61537 | MARSHALL | UNITED STATES | 5407 | 0 | HENRY STATE BANK | 941233 | |

Current Securities holders with ownership, control or holdings of 5% or more with
with power to vote as of 12/31/2015

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 12/31/2010

(1)(a)
Name & Address
(City, State, Country)

(1)(b)
Country of Citizenship
or Incorporation

(1)(C)
Number and Percentage
of common stock

(2)(a)
Name & Address
(City, State, Country)

(2)(b)
Country of Citizenship
or Incorporation

(2)(C)
Number and Percentage
of common stock

N/A

N/A

N/A

| | | |
|--------------------------------------------|-----|--------------|
| Jerry D. Farr Glenview, IL | USA | 670 - 11.96% |
| Chris Farr Chicago, IL | USA | 60 - 1.07% |
| Karen Farr Chicago, IL | USA | 1 - .0001% |
| Robert Farr Golf, IL | USA | 70 - 1.25% |
| Jennifer Farr Golf, IL | USA | 10 - .18% |
| Henry Farr Golf, IL | USA | 10 - .18% |
| Clarabel S Riddell Spartan, IL | USA | 410 - 7.32% |
| William J Riddell Spartan IL | USA | 10 - .18% |
| Susanne Riddell Spartan IL | USA | 159 - 2.84% |
| William Jay Riddell Spartan IL | USA | 10 - .18% |
| Jenifer E Bauer Jefferson, SD | USA | 10 - .18% |
| Mary Kessling Channahon, IL | USA | 150 - 2.68% |
| Marjorie Gilmore Downs, IL | USA | 50 - .9% |
| James R Riddell Spartan, IL | USA | 220 - 3.92% |
| Sally F Riddell Spartan, IL | USA | 24 - .42% |
| Nancy Riddell-Dudra Medina, MN | USA | 50 - .9% |
| James D Riddell Montrose CO | USA | 289 - 5.2% |
| Cynthia Dunham Lincolnville, ME | USA | 287 - 5.1% |
| Doris Jean Trimpe Riddell Los Altos, CA | USA | 325 - 5.80% |
| William Hogg Bluffton, IN | USA | 225 - 4.01% |
| Barbara Lochner N. Manchester, IN | USA | 225 - 4.01% |

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Henry State Bancorp, Inc.
December 31, 2015

Henry State Bancorp, Inc.
3021015

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

| (1) Names & Address | (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) Percentages of Voting Shares In Bank Holding Company | (4)(b) Percentages of voting Shares In Subsidiaries (include names of subsidiaries) | (4)(C) List names of other companies (includes partnerships) if 25% or more of voting shares are held (list names of companies & voting shares held) |
|-----------------------------------|------------------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Robert Frazee Henry IL | Retired | Director | Director Henry State Bank | University of Illinois Extension Conservationist (Retired) | 0.40% | None | None |
| Robert J Watkins Henry IL | N/A | President & Director | President & Director Henry State Bank | N/A | 0.36% | None | None |
| Albert J. Monier Spartan IL | A&R Farm | Director | Director Henry State Bank | Partner A&R Farm | 1.32% | None | None |
| Robert L. Read Henry IL | Read Bros. Inc. | Director | Director Henry State Bank | President of Read Bros. Inc. | 1.70% | None | None |
| Ernest J Waldschmidt Lacon, IL | N/A | Director | Vice President & Secretary Henry State Bank | N/A | 0.36% | None | None |
| James R. Riddell Spartan IL | Trucking | Director | Director Henry State Bank | Self Employed/Trucking | 3.92% | None | None |
| Sally F Riddell Spartan, IL | N/A | N/A | N/A | N/A | 0.42% ** | None | None |
| William J. Riddell Spartan IL | Wm. Riddell Farm Inc. | Chairman and Director | Chairman & Director Henry State Bank | President of Wm. Riddell Farms Inc. | 0.18% | None | None |
| Susanne Riddell Spartan IL | N/A | N/A | N/A | N/A | 2.84% ** | None | None |
| William Jay Riddell Spartan IL | N/A | N/A | N/A | N/A | 0.18% ** | None | None |
| Jennifer E Bauer Jefferson, SD | N/A | N/A | N/A | N/A | 0.18% ** | None | None |
| Charabel S Riddell Spartan, IL | N/A | N/A | N/A | N/A | 7.32% ** | None | None |
| Mary Kessling Channahon, IL | N/A | N/A | N/A | N/A | 2.68% ** | None | None |
| Marjorie Gilmore Downs, IL | N/A | N/A | N/A | N/A | .9% ** | None | None |
| Nancy Riddell-Dudra Medina, MN | N/A | N/A | N/A | N/A | .9% ** | None | None |

**Note: Identifies individuals that are not a director or an officer of the holding company, they are by definition considered a "principal shareholder" of the bank holding company.

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Henry State Bancorp, Inc.
December 31, 2015

Henry State Bancorp, Inc.
3021015

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

| | | | | | | | |
|--------------------------------------------|-----|-----|-----|-----|-----------|------|------|
| James D Riddell Montrose CO | N/A | N/A | N/A | N/A | 5.2% ** | None | None |
| Cynthia Dunham Lincolnton, ME | N/A | N/A | N/A | N/A | 5.1% ** | None | None |
| Jerry D. Farr Glenview, IL | N/A | N/A | N/A | N/A | 11.96% ** | None | None |
| Chris Farr Chicago, IL | N/A | N/A | N/A | N/A | 1.07% ** | None | None |
| Karen Farr Chicago, IL | N/A | N/A | N/A | N/A | .0001% ** | None | None |
| Robert Farr Golf, IL | N/A | N/A | N/A | N/A | 1.25% ** | None | None |
| Jennifer Farr Golf, IL | N/A | N/A | N/A | N/A | .18% ** | None | None |
| Henry Farr Golf, IL | N/A | N/A | N/A | N/A | .18% ** | None | None |
| Doris Jean Trimpe Riddell Los Altos, CA | N/A | N/A | N/A | N/A | 5.80% ** | None | None |
| William Hogg Ellettsville, IN | N/A | N/A | N/A | N/A | 4.01% ** | None | None |
| Barbara Lochner N. Manchester, IN | N/A | N/A | N/A | N/A | 4.01% ** | None | None |

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