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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, **Richard Harms**

Name of the Holding Company Director and Official

President and Director

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
2/17/16
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 2391784
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

Holcomb Bancorp, Inc. Employee Stock Ownership Plan

Legal Title of Holding Company

108 West Main Street

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

Holcomb

IL

61043

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

David Schroepfer

CPA

Name

Title

815-399-7700

Area Code / Phone Number / Extension

815-399-7644

Area Code / FAX Number

dschroepfer@wipfli.com

E-mail Address

www.holcombstatebank.com

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

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.

Holcomb Bancorp, Inc.

Legal Title of Subsidiary Holding Company

100 Main Street

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

Holcomb IL 61043
City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

HOLCOMB BANCORP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Report Items

December 31, 2015

1a. Form 10-K

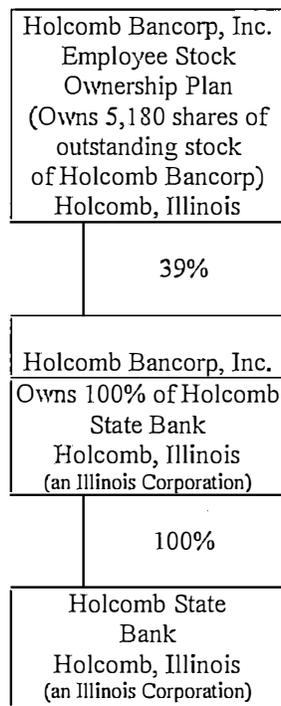
Not Applicable

1b. Annual Report to Shareholders

None

2. Organizational Chart

An organizational chart, showing the bank holding company's direct and indirect ownership and control of all its bank and nonbank subsidiaries - both foreign and domestic.



LEI is not applicable for all entities

2b. Domestic Branch Listing

See attached.

Results: A list of branches for your depository institution: **HOLCOMB STATE BANK (ID_RSSD: 568135)**.

This depository institution is held by **HOLCOMB BANCORP, INC., EMPLOYEE STOCK OWNERSHIP PLAN (2391784) of HOLCOMB, 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)	568135	HOLCOMB STATE BANK	108 WEST MAIN STREET	HOLCOMB	IL	61043	OGLE	UNITED STATES	5813	0	HOLCOMB STATE BANK	568135	
OK		Full Service	3499388	CRESTON BRANCH	400 EAST HIGHWAY 38	CRESTON	IL	60113	OGLE	UNITED STATES	438911	3	HOLCOMB STATE BANK	568135	
OK		Full Service	2095411	233 EAST ROUTE 38 OFFICE	233 EAST HWY 38	ROCHELLE	IL	61068	OGLE	UNITED STATES	219391	1	HOLCOMB STATE BANK	568135	
OK		Full Service	2097143	NEW MILFORD BRANCH	7035 11TH STREET	ROCKFORD	IL	61109	WINNEBAGO	UNITED STATES	219392	2	HOLCOMB STATE BANK	568135	

**HOLCOMB BANCORP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

Report Items

December 31, 2015

(Continued)

3. Shareholders (Holcomb Bancorp, Inc. ESOP)

Each stockholder of record that owns or controls five percent or more of voting securities of the employee stock ownership plan as of fiscal year 12/31/2015:

(1)(a) Name and Address (City, State, & Country)	(1)(b) County of Citizenship	(1)(c) Number of Shares	(1)(c) Percentage of shares owned
Richard Harms Holcomb, IL, USA	USA	1,126	8.64%

Securities holders 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 12/31/2015

N/A

3. Shareholders (Holcomb Bancorp, Inc.)

Current securities holders of the bank holding company with ownership, control, or holdings of 5% or more with power to vote as of fiscal year 12/31/2015:

(1)(a) Name and Address (City, State, & Country)	(1)(b) County of Citizenship	(1)(c) Number of Shares	(1)(c) Percentage of shares owned
Holcomb Bancorp, Inc. Employee Stock Ownership Plan Holcomb, IL, USA	N/A	5,180	39.70%
Clyde Gelderloss Rochelle, IL, USA	USA	760	5.83%
Carol Hayenga Trust #93 Trustee Carol Hayenga Kings, IL, USA	USA	1,230	9.43%
James Carmichael Rochelle, IL, USA	USA	747	5.73%

Securities holders 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 12/31/2015:

(2)(a) Name & Address (City, State, Country)	(2)(b) Country of citizenship or Incorporation	(2)(c) Number and Percentage of each class of voting securities
N/A		

HOLCOMB BANCORP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Report Items

December 31, 2015
(Continued)

4. Directors and Officers (Holcomb Bancorp, Inc.)

List each director, trustee, executive officer, principal shareholder (10% or more), or person exercising similar functions, regardless of title or compensation, of the bank holding company, showing the following:

1. Name and address (city, state/country): Clyde Gelderloos
Rochelle, IL, USA
2. Principal occupation, if other than with holding company organization:
Self
3. Title or position:
 - a. The bank holding company:
Director
 - b. All direct and indirect subsidiaries of the bank holding company:
None
 - c. Title or position with any other business company in which the person is a director, trustee, partner, or principal officer:
Rochelle Travel Plaza - Vice President and Director
4. Number of shares or percentage of each class of voting securities owned, controlled, or held with power to vote in:
 - a. The bank holding company:
760 shares (5.83%)
 - b. Direct or indirect subsidiaries of the bank holding company:
None
 - c. Any other business company, if 25% or more of its outstanding voting securities are held (report the name of business company and actual percentage of ownership):
None

HOLCOMB BANCORP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Report Items

December 31, 2015
(Continued)

4. Directors and Officers (Holcomb Bancorp, Inc.)

List each director, trustee, executive officer, principal shareholder (10% or more), or person exercising similar functions, regardless of title or compensation, of the bank holding company, showing the following:

1. Name and address (city, state/country): William E. Hoyt
Winnebago, IL, USA
2. Principal occupation, if other than with holding company organization:
Civil Engineer
3. Title or position:
 - a. The bank holding company:
Director
 - b. All direct and indirect subsidiaries of the bank holding company:
None
 - c. Title or position with any other business company in which the person is a director, trustee, partner, or principal officer:
None
4. Number of shares or percentage of each class of voting securities owned, controlled, or held with power to vote in:
 1. The bank holding company:
70 shares (.54%)
 2. Direct or indirect subsidiaries of the bank holding company:
None
 3. Any other business company, if 25% or more of its outstanding voting securities are held (report the name of business company and actual percentage of ownership):
None

HOLCOMB BANCORP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Report Items

December 31, 2015
(Continued)

4. Directors and Officers (Holcomb Bancorp, Inc.)

List each director, trustee, executive officer, principal shareholder (10% or more), or person exercising similar functions, regardless of title or compensation, of the bank holding company, showing the following:

1. Name and address (city, state/country): Perry Byers
Byron, IL, USA
2. Principal occupation, if other than with holding company organization:
Public Warehousing
3. Title or position:
 - a. The bank holding company:
Director
 - b. All direct and indirect subsidiaries of the bank holding company:
None
 - c. Title or position with any other business company in which the person is a director, trustee, partner, or principal officer:
President - Parkside Warehouse, Inc.
4. Number of shares or percentage of each class of voting securities owned, controlled, or held with power to vote in:
 1. The bank holding company:
21 shares (.20%) owned under Bonnie Tigner Trust
 2. Direct or indirect subsidiaries of the bankholding company:
None
 3. Any other business company, if 25% or more of its outstanding voting securities are held (report the name of business company and actual percentage of ownership):
None

HOLCOMB BANCORP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Report Items

December 31, 2015
(Continued)

4. Directors and Officers (Holcomb Bancorp, Inc.)

List each director, trustee, executive officer, principal shareholder (10% or more), or person exercising similar functions, regardless of title or compensation, of the bank holding company, showing the following:

1. Name and address (city, state/country): Thomas Huddleston
Rochelle, IL, USA
2. Principal occupation, if other than with holding company organization:
Construction development
3. Title or position:
 - a. The bank holding company:
Director
 - b. All direct and indirect subsidiaries of the bank holding company:
None
 - c. Title or position with any other business company in which the person is a director, trustee, partner, or principal officer:
President, Huddleston, McBride Drainage Company
4. Number of shares or percentage of each class of voting securities owned, controlled, or held with power to vote in:
 1. The bank holding company:
98 shares (.75%) and 169 shares (1.29%) FBO Thomas Huddleston
 2. Direct or indirect subsidiaries of the bank holding company:
None
 3. Any other business company, if 25% or more of its outstanding voting securities are held (report the name of business company and actual percentage of ownership):
Huddleston, McBride Drainage Company – 50%

HOLCOMB BANCORP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Report Items

December 31, 2015
(Continued)

4. Directors and Officers (Holcomb Bancorp, Inc.)

List each director, trustee, executive officer, principal shareholder (10% or more), or person exercising similar functions, regardless of title or compensation, of the bank holding company, showing the following:

1. Name and address (city, state/country): James Carmichael
Rochelle, IL, USA
2. Principal occupation, if other than with holding company organization:
Farmer
3. Title or position:
 - a. The bank holding company:
Director
 - b. All direct and indirect subsidiaries of the bank holding company:
None
 - c. Title or position with any other business company in which the person is a director, trustee, partner, or principal officer:
Director, Maplehurst Farms, Inc.
4. Number of shares or percentage of each class of voting securities owned, controlled, or held with power to vote in:
 1. The bank holding company:
747 shares (5.73%)
 2. Direct or indirect subsidiaries of the bank holding company:
None
 3. Any other business company, if 25% or more of its outstanding voting securities are held (report the name of business company and actual percentage of ownership):
None

HOLCOMB BANCORP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Report Items

December 31, 2015
(Continued)

4. Directors and Officers (Holcomb Bancorp, Inc.)

List each director, trustee, executive officer, principal shareholder (10% or more), or person exercising similar functions, regardless of title or compensation, of the bank holding company, showing the following:

1. Name and address (city, state/country):
Holcomb Bancorp, Inc. Employee Stock
Ownership Plan
Holcomb, IL, USA
2. Principal occupation, if other than with holding company organization:
N/A
3. Title or position:
 - a. The bank holding company:
N/A
 - b. All direct and indirect subsidiaries of the bank holding company:
N/A
 - c. Title or position with any other business company in which the person is a director, trustee, partner, or principal officer:
N/A
4. Number of shares or percentage of each class of voting securities owned, controlled, or held with power to vote in:
 - a. The bank holding company:
5,180 shares (39.70%)
 - b. Direct or indirect subsidiaries of the bank holding company:
None
 - c. Any other business company, if 25% or more of its outstanding voting securities are held (report the name of business company and actual percentage of ownership):
None

HOLCOMB BANCORP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

Report Items

December 31, 2015

(Continued)

4. Directors and Officers (Holcomb Bancorp, Inc. Employee Stock Ownership Plan)

List each director, trustee, executive officer, principal shareholder (10% or more), or person exercising similar functions, regardless of title or compensation, of the bank holding company, showing the following:

2. Name and address (city, state/country): Richard Harms
Rochelle, IL, USA
2. Principal occupation, if other than with holding company organization:
None
3. Title or position:
 - d. The bank holding company:
Fiduciary
 - e. All direct and indirect subsidiaries of the bank holding company:
President and Director, Holcomb Bancorp, Inc.
President and Director, Holcomb State Bank
 - f. Title or position with any other business company in which the person is a director, trustee, partner, or principal officer:
None
4. Number of shares or percentage of each class of voting securities owned, controlled, or held with power to vote in:
 - d. The bank holding company:
8.64% (1,126 shares)
 - e. Direct or indirect subsidiaries of the bank holding company:
None
 - f. Any other business company, if 25% or more of its outstanding voting securities are held (report the name of business company and actual percentage of ownership):
None