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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, **Clarence W. Ruyle**

Reporter's Name, Street, and Mailing Address

**Midland Bancshares, Inc.**

Legal Title of Holding Company

**P.O. Box 380**

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

**Kincaid IL 62540**

City State Zip Code

**112 Market Street, Kincaid, IL 62540**

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

**Cheryl Martin Partner**

Name Title

**217-789-0960**

Area Code / Phone Number / Extension

**217-789-2822**

Area Code / FAX Number

**cherylm@kebcpa.com**

E-mail 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.

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

Signature of Holding Company Director and Official

*Clarence W. Ruyle*  
**3/23/16**

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 **2609489**  
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:

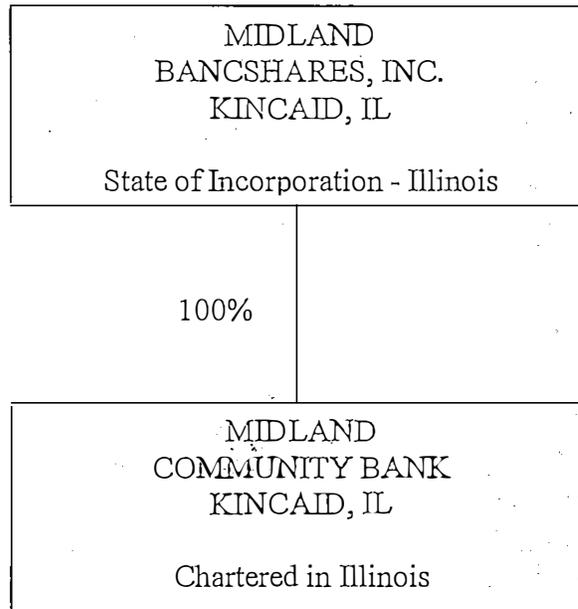
- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

FORM FR Y-6  
 December 31, 2015  
 MIDLAND BANCSHARES, INC.  
 112 MARKET STREET, P.O. BOX 380  
 KINCAID, ILLINOIS 62540

Report Item

- 1a: The BHC is not required to prepare Form 10k with the SEC.
- 1b: The BHC does not prepare an annual report for its shareholders.
- 2a: Organizational Chart



There is no legal entity identifier (LEI) for either company above.

- 2b: See attached  
Sent via email March 21, 2016.
- 3: Securities holders – (1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holding of 5% or more with power to vote as of December 31, 2015.

| (1)(a)                                   | (1)(b)                                     | (1)(c)  |
|--|--|---|
| Name & Address<br>(City, State, Country) | Country of Citizenship<br>or Incorporation | Number and Percentage of<br>Each Class of Voting Securities |
| Ida R. Noll<br>Springfield, IL           | USA  | 56,856 – 18.42% common stock                                |

|                                |     |                             |
|--------------------------------|-----|-----------------------------|
| Alex Szabo<br>Tovey, IL        | USA | 20,370 – 6.60% common stock |
| Louis Sloan<br>Taylorville, IL | USA | 17,204 – 5.57% common stock |
| Jon Noll<br>Springfield, IL    | USA | 12,974 – 4.20% common stock |

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 ended December 31, 2015.

| (2)(a)  | (2)(b)                                     | (2)(c)  |
|---|--|---|
| Name & Address<br>(City, State, Country)      | Country of Citizenship<br>or Incorporation | Number and Percentage of<br>Each Class of Voting Securities |
| Robert Shaver Estate<br>Springfield, Illinois | USA  | 25838 – 7.57%   |
| Nancy Shaver<br>Springfield, Illinois         | USA  | 10942 – 3.21%   |

4: Insiders - (1) (2) (3) (a)(b)(c) and (4)(a)(b)(c)

See attachment

Results: A list of branches for your depository institution: MIDLAND COMMUNITY BANK (ID\_RSSD: 822631).  
 This depository institution is held by MIDLAND BANCSHARES, INC. (2609489) of KINCAID, 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) | 822631          | MIDLAND COMMUNITY BANK | 112 MARKET STREET         | KINCAID     | IL    | 62540    | CHRISTIAN | UNITED STATES | 13590        | 0              | MIDLAND COMMUNITY BANK | 822631               |          |
| OK          |                | Full Service               | 2090395         | TAYLORVILLE FACILITY   | 1149 EAST 1500 NORTH ROAD | TAYLORVILLE | IL    | 62568    | CHRISTIAN | UNITED STATES | 249552       | 1              | MIDLAND COMMUNITY BANK | 822631               |          |

MIDLAND BANCSHARES, INC.

FR Y-6

December 31, 2015

REPORT ITEM 4: INSIDERS - CONTINUED

(1) (2) (3) (a)(b)(c) and (4)(a)(b)(c)

| (1)<br>Names &<br>Address<br>(City, State,<br>Country) | (2)<br>Principal<br>Occupation if other<br>than with Bank<br>Holding Company | (3)(a)<br>Title & Position<br>with Bank Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include Names<br>of Subsidiaries) | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(Include Names<br>of Other<br>Businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Bank Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(Include Names<br>of Subsidiaries) | (4)(c)<br>List Names of Other<br>Companies (includes<br>Partnerships)<br>if 25% or<br>More of Voting<br>Securities are Held<br>(List Names of<br>Companies and<br>Percentage of Voting<br>Securities Held) |
|--|--|--|---|---|--|---|--|
| Andrew D. Dougherty<br>Kincaid, IL                     | Retired  | Director &<br>Chairman                                     | Director &<br>Chairman  | N/A   | 3.67 %   | None  | N/A  |
| Michael P. Drea<br>Taylorville, IL                     | Gov't. Employee  | Director   | Director  | N/A   | 1.23   | None  | N/A  |
| Jon Gray Noll<br>Springfield, IL                       | Attorney   | Director   | Director  | Noll Law Office<br>Owner  | 4.20   | None  | N/A  |
| Clarence W. Ruyle<br>Divernon, IL                      | Retired  | Director &<br>President                                    | Director  | N/A   | 1.40   | None  | N/A  |
| Alex Szabo<br>Tovey, IL                                | Retired  | Director   | Director  | N/A   | 6.60   | None  | N/A  |
| Adam Voeks<br>Taylorville, IL                          | Business Owner   | Director   | Director  | Computer Techniques, Inc.<br>Owner  | 1.11   | None  | Computer Techniques, Inc.<br>29.40%  |
| Ida R. Noll<br>Springfield, IL                         | Retired  | N/A  | N/A   | N/A   | 18.42  | None  | N/A  |