

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, W. Kenny Massey

Name of the Holding Company Director and Official

President, Director & Chairman

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.

Reporter's Name, Street, and Mailing Address

Modern Woodmen of America

Legal Title of Holding Company

1701 1st Avenue

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

Rock Island

IL

61201

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Todd D. Swanson

Controller

Name

Title

309-793-5537

Area Code / Phone Number / Extension

309-793-5688

Area Code / FAX Number

Todd.Swanson@modern-woodmen.org

E-mail Address

www.modern-woodmen.org

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

Signature of Holding Company Director and Official

3/17/16

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
C.I.

3057 395

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

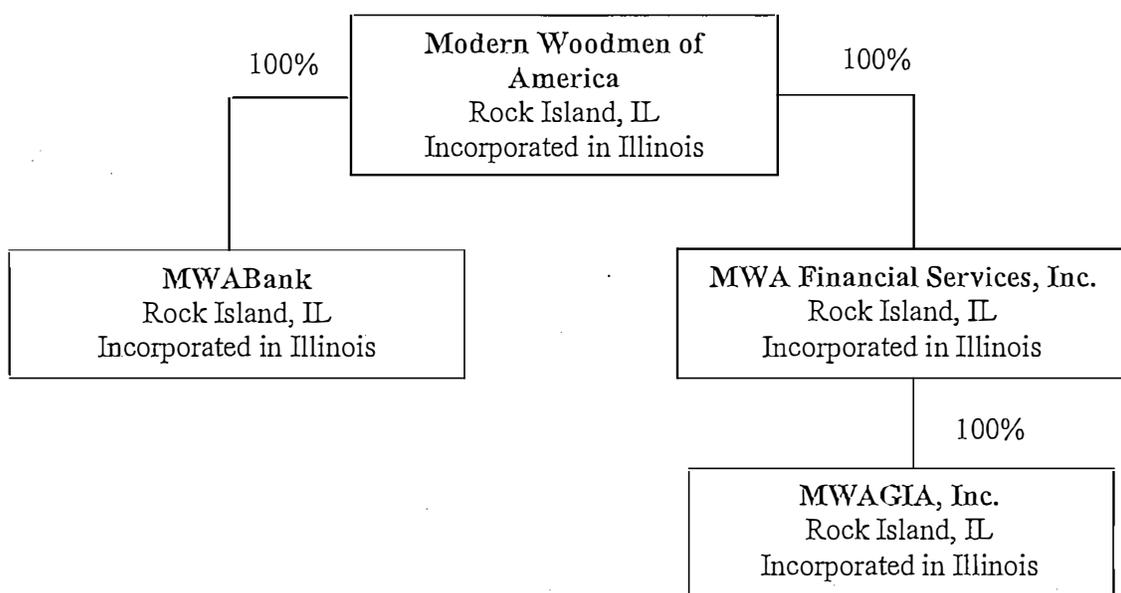
Form FR Y-6

Modern Woodmen of America
Rock Island, Illinois
Fiscal Year Ending December 31, 2015

Report Item

- 1: The savings and loan holding company has not prepared an annual report for shareholders since the saving and loan holding company does not have shareholders.
- 2a: Modern Woodmen of America and its subsidiaries do not have Legal Entity Identifiers.

Organization Chart



- 2b: Domestic branch listing provided to the Federal Reserve Bank.

Results: A list of branches for your holding company: MODERN WOODMEN OF AMERICA (3057395) of ROCK ISLAND, 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-malling 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) | 3162767 | MWABANK | 1701 1ST AVENUE | ROCK ISLAND | IL | 61201 | ROCK ISLAND | UNITED STATES | 362579 | 0 | MWABANK | 3162767 | |

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Modern Woodmen of America
Rock Island, Illinois
Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders

| Current Securities Holders with ownership, control or holdings of 5% or more with power to vote <u>as of</u> fiscal year ending 12-31-2015 | | | 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 <u>during</u> the fiscal year ending 12-31-2015 | | |
|--|---|---|---|---|---|
| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities | (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 |
| | None | | | None | |

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 Modern Woodmen of America
 Rock Island, Illinois
 Fiscal Year Ending December 31, 2015

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

| (1) | (2) | (3)(a) | (3)(b) | (3)(c) | (4)(a) | (4)(b) | (4)(c) |
|--|--|---|---|--|--|---|---|
| Names & Address (City, State, Country) | Principal Occupation if other than with Holding Company | Title & Position with Holding Company | Title & Position with Subsidiaries (include names of subsidiaries) | Title & Position with Other Businesses (include names of other businesses) | Percentage of Voting Securities in Holding Company | Percentage of Voting Securities in Subsidiaries (include names of subsidiaries) | List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |
| W. Kenny Massey LeClaire, IA, USA | N/A | President, CEO, Director & Chairman | Director (MWA Financial Services, Inc.) Director & Chairman (MYABank) President, Director & Chairman (MWAGIA, Inc.) | N/A | N/A | None | N/A |
| Jerald J. Lyphout East Moline, IL, USA | N/A | National Secretary & Director | Secretary & Director (MWA Financial Services, Inc.) Secretary & Director (MWAGIA, Inc.) | N/A | N/A | None | N/A |
| Albert T. Hurst Little Rock, AR, USA | N/A | Director & Regional Director | N/A | N/A | N/A | None | N/A |
| Robert C. Pollex Perrysburg, OH, USA | Judge, Wood County Common Pleas Court | Director | N/A | N/A | N/A | None | N/A |
| Darcy G. Callas Moline, IL, USA | N/A | General Counsel & Director | Director (MWA Financial Services, Inc.) Director (MWAGIA, Inc.) | N/A | N/A | None | N/A |
| William D. Keltner Jackson, TN, USA | N/A | Director & Regional Director | N/A | N/A | N/A | None | N/A |
| David B. Emrick Davenport, IA, USA | N/A | Director | Director (MWABank) | N/A | N/A | None | N/A |
| Gary L. Medd Davenport, IA, USA | N/A | Director | N/A | N/A | N/A | None | N/A |
| Lori A. Newberg Lenexa, KS, USA | Executive Vice President & CFO, Miller & Newberg, Inc. | Director | N/A | N/A | N/A | None | N/A |
| Michael S. Andrews East Moline, IL, USA | N/A | Chief Actuary | N/A | N/A | N/A | None | N/A |
| Daniel G. DePuydt Muscatine, IA, USA | N/A | Human Resources Director | N/A | N/A | N/A | None | N/A |
| Melvin L. Rambo LeClaire, IA, USA | N/A | Chief Risk Officer | N/A | N/A | N/A | None | N/A |
| Patrick O. Saunders Davenport, IA, USA | N/A | Asst. National Secretary | N/A | N/A | N/A | None | N/A |
| Brett M. Van Coal Valley, IL, USA | N/A | Treasurer & Investment Manager | Director (MWA Financial Services, Inc.) Director (MWAGIA, Inc.) | N/A | N/A | None | N/A |
| Jill Lain Weaver Geneseo, IL, USA | N/A | Fraternal Director | N/A | N/A | N/A | None | N/A |
| George R. Worley Bettendorf, IA, USA | N/A | Chief Distribution and Marketing Officer | N/A | N/A | N/A | None | N/A |