



# 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, Michael Steven

Name of the Holding Company Director and Official

Vice 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.

*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

03/24/2015

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 1207128  
 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

NBE Bancshares Inc.

Legal Title of Holding Company

137 S Main Street

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

<u>Earlville</u>	<u>IL</u>	<u>60518</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael Stevens Vice Chairman

Name Title

8152468411

Area Code / Phone Number / Extension

8152469318

Area Code / FAX Number

mstevens@pioneerstatebank.com

E-mail Address

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

Does the reporter request confidential treatment for any portion of this submission?

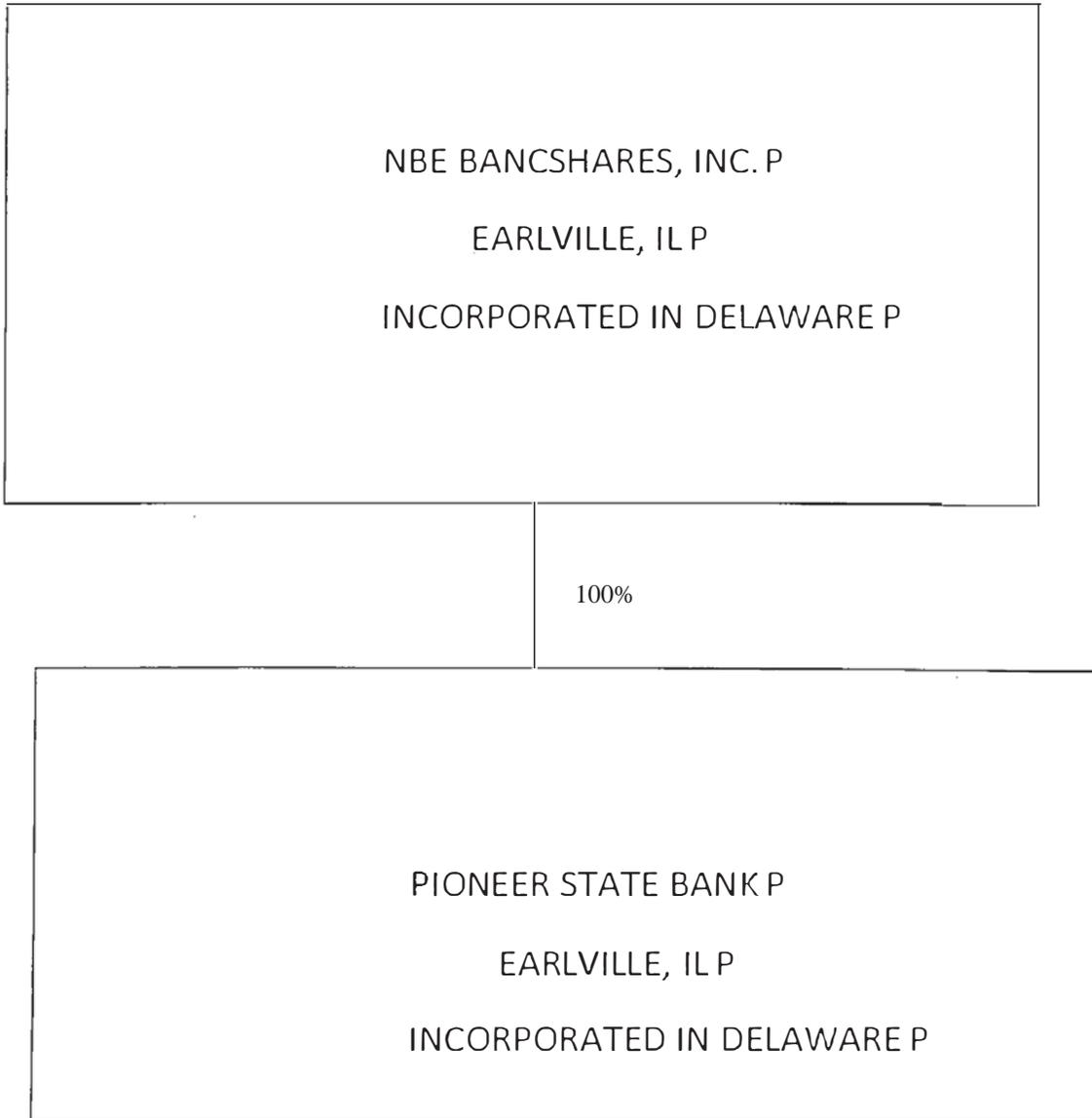
Yes Please identify the report items to which this request applies:

- 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

ITEM 2A

NBE BANCSHARES ORGANIZATIONAL CHART



Neither NBE Bancshares nor Pioneer State bank has an LEI to report.

**Results:** A list of branches for your holding company: **NBE BANCSHARES, INC. (1207178)** of EARLVILLE, IL.  
 The data are as of **03/31/2016**. Data reflects information that was received and processed through **04/05/2016**.

**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*	Comment
OK		Full Service (Head Office)	861742	PIONEER STATE BANK	137 SOUTH MAIN STREET	EARLVILLE	IL	60518	LA SALLE	UNITED STATES	7499	0	PIONEER STATE BANK	861742	
OK		Full Service	4662983	235 CHICAGO ROAD BRANCH	235 CHICAGO ROAD	PAW PAW	IL	61353	LEE	UNITED STATES	Not Required	Not Required	PIONEER STATE BANK	861742	

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NBE Bancshares  
 Earlville, IL  
 Fiscal Year Ending 12/31/2015

**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 end.					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.		
(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
R.W. Strong and Mary Beth Voga	U.S.	2,420	8.31%		NONE	NONE	NONE
John W. Weldner Trust	U.S.	2,165	7.44%				
James E. Malley Trust	U.S.	2,130	7.32%				
Fred K. Davis	U.S.	1,672	5.74%				

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NBE Bancshares  
Earlville, IL  
Fiscal Year Ending 12/31/2015

## Report Item 4: Insiders

(1)(a)(b)(c) and (2)(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)
Fred K. Davis Mendota IL, USA	Farmer/Investor	Chairman of the Board NBE Bancshares, Inc.	Director		5.74	0	0
John A. Landers Earlville IL, USA	Investor	Director	Director	N/A	0.82	0	0
Michael R. Stevens North Aurora IL, USA	President/CEO/Dire ctor	Treasurer NBE Bancshares, Inc.	Director/Vice Chairman		2.14	0	0
Mark E. Anderson Bolingbrook IL, USA	Attorney	Director	Director	N/A Attorney White, Marsh & Anderson, etal	3.43	0	0
James R. Bann Earlville IL, USA	Retired	President NBE Bancshares, Inc.	Chairman of the Board		1.99	0	0
Frederick S. Nelson Earlville IL, USA	Retired	Director	Director	N/A	1.61	0	0
Neva J. Ikeler Paw Paw IL, USA	Retired	Director	Director	N/A	0.03	0	0
Robert J. Gast Earlville IL, USA	Farming/Investor	Director	Director	N/A	2.68	0	0
Quintin T. Harmon Coal City IL, USA	EVP/Chief Lending Officer	Director	Director		0.08	0	0
Thomas E. Klatt Bristol IL, USA	Trucking Company Owner	Director	Director	N/A Shareholder & President- Today Cartage, Inc.	1.32	0	0