



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)

Reporter's Name, Street, and Mailing Address

**Northern States Financial Corporation**

Legal Title of Holding Company

**1601 N. Lewis Ave**

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

**Waukegan**

**IL**

**60085**

City

State

Zip Code

**I. Scott Yelvington**

Name of the Holding Company Director and Official

**President CEO**

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.

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:

**Kathleen Ciecko**

**VP Asst. Controller**

Name

Title

**8472446000 281**

Area Code / Phone Number / Extension

**8476233285**

Area Code / FAX Number

**kathleen.ciecko@norstates.com**

E-mail Address

**www.nsfc.com**

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

Signature of Holding Company Director and Official

**03/25/2016**

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.

**1210589**

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."

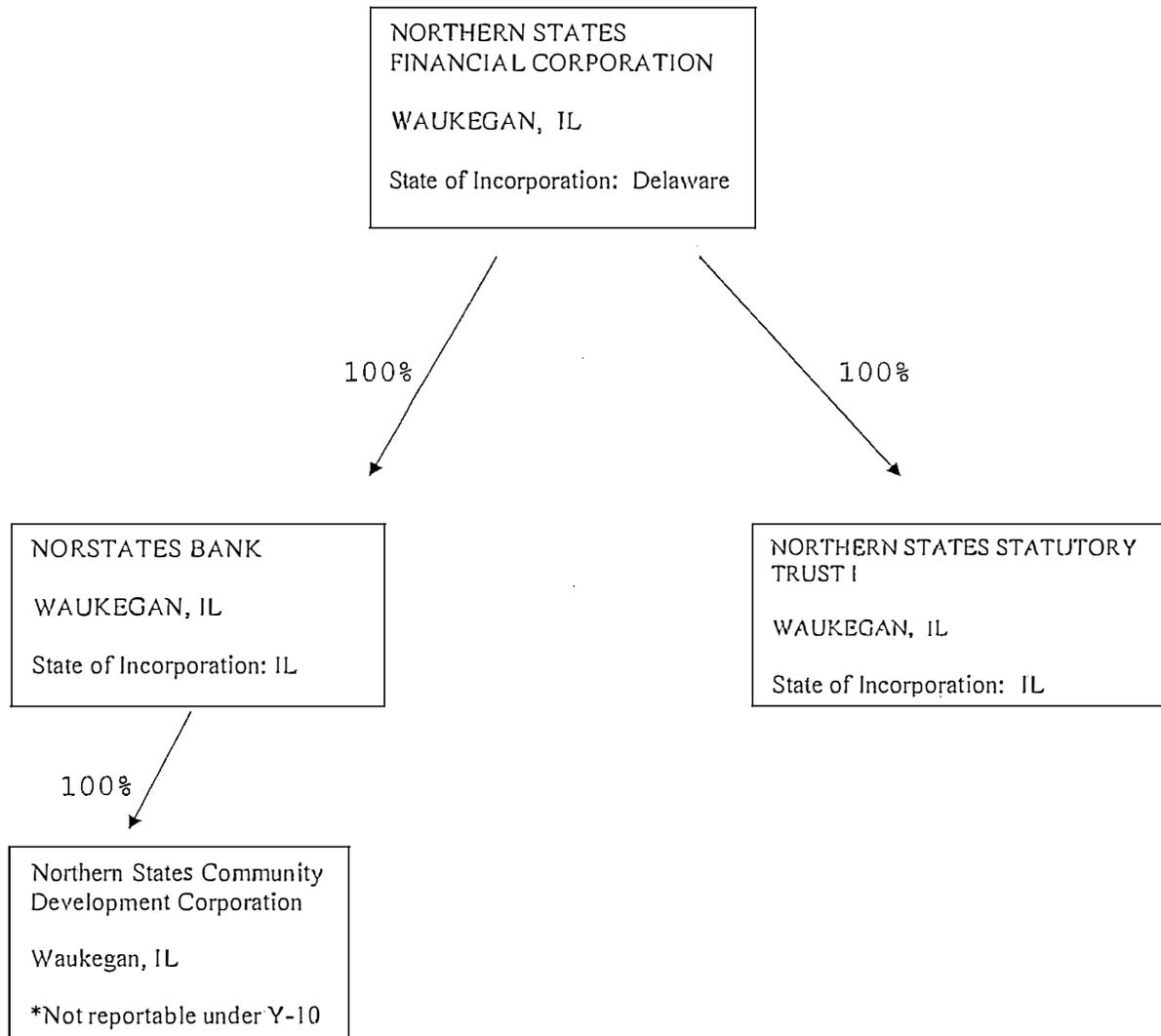
No

Report Item 1: Annual Report to Shareholders

Reporter is not registered with the SEC.  
Enclosed is the Annual Report

Report Item 2a: Organization Chart

The company does not have a LEI to report.



Report Item 2(b): Branch Verification

Submitted via e-mail on February 23, 2016

Results: A list of branches for your holding company: **NORTHERN STATES FINANCIAL CORPORATION (1210589) of WAUKEGAN, 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)	545042	NORSTATES BANK	1601 NORTH LEWIS AVENUE	WAUKEGAN	IL	60085	LAKE	UNITED STATES	12511		NORSTATES BANK		545042
OK		Full Service	2087500	ANTIOCH FACILITY	IL ROUTE 59 AND GRASS LAKE ROAD	ANTIOCH	IL	60002	LAKE	UNITED STATES	245922	2	NORSTATES BANK		545042
OK		Full Service	2116491	GURNEE FACILITY	5384 GRAND AVENUE	GURNEE	IL	60031	LAKE	UNITED STATES	263074	5	NORSTATES BANK		545042
OK		Full Service	2102355	GOODNOW FACILITY	AVILON BOULEVARD & GOODNOW BOULEVARD	ROUND LAKE	IL	60073	LAKE	UNITED STATES	239491	8	NORSTATES BANK		545042
OK		Full Service	944841	CEDAR LAKE FACILITY	1777 NORTH CEDAR LAKE ROAD	ROUND LAKE BEACH	IL	60073	LAKE	UNITED STATES	10976	7	NORSTATES BANK		545042
OK		Full Service	809472	DOWNTOWN FACILITY	216 WEST MADISON STREET	WAUKEGAN	IL	60085	LAKE	UNITED STATES	40558	3	NORSTATES BANK		545042
OK		Full Service	2114200	WESTSIDE FACILITY	3233 GRAND AVENUE	WAUKEGAN	IL	60085	LAKE	UNITED STATES	245921	1	NORSTATES BANK		545042
OK		Full Service	3106408	HARBOR FACILITY	700 NORTH SHERIDAN ROAD	WINTHROP HARBOR	IL	60096	LAKE	UNITED STATES	245923	6	NORSTATES BANK		545042



FR Y-6  
NORTHERN STATES FINANCIAL CORP  
Waukegan, IL  
Fiscal Year Ending December 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)
Theodore Bertrand Wadsworth, IL U.S.A.	Independent Contractor in Real Estate	Director	N/A	N/A	0.40%	N/A	None
Jack H. Blumberg Highland Park, IL U.S.A.	Owner, Jack H. Blumberg Management Co.	Director	N/A	N/A	0.11%	N/A	Jack H. Blumberg Management Co. 100%
Frank J. Furlan Libertyville, IL U.S.A.	Retired, Northern IL Survey Co.	Director	N/A	N/A	0.07%	N/A	Northern IL Survey Co. 98%
Allan J. Jacobs Lake Forest, IL U.S.A.	CPA, Evoy, Kamshulte, Jacobs & Co. LLP	Chairman of the Board	N/A	N/A	0.11%	N/A	None
Barbara J. Martin Ivanhoe, IL U.S.A	President & CEO, Vista Health System	Director	N/A	N/A	0.02%	N/A	None
Charles W. Smith Waukegan, IL U.S.A	Attorney and owner of Smith & LaLuzerne, Ltd.	Director & Vice Chairman	N/A	N/A	0.03%	N/A	Smith & LaLuzerne, Ltd 100% DerryMore Land, Corp 35%
Scott Yelvington Arlington Heights, IL U.S.A	President & CEO, NorStates Bank	Director, President & CEO	President & CEO, NorStates Bank	N/A	0.85%	N/A	None
Scott Cottrell, Falls Church, VA, U.S.A.	Managing Dir., FJ Capital Mgt., LLC	Director	N/A	N/A	0.00%	N/A	None
Gregory Gersack, Chicago, IL, U.S.A	Managing Prin., FIG Partners	Director	N/A	N/A	2.39%	N/A	None
Thomas Nemeth, Gurnee IL U.S.A.	SVP & Controller, NorStates Bank	Vice President & Treasurer	SVP & Controller, NorStates Bank	N/A	0.01%	N/A	None
Kerry Biegay, Waukegan, IL U.S.A	EVP & Corporate Secretary, NorStates Bank	Vice President & Corporate Secretary	EVP & Corporate Secretary, NorStates Bank	N/A	0.29%	N/A	None
Shelly Christian, Gurnee, IL U.S.A	EVP & CLO, NorStates Bank	Vice President	EVP & CLO, NorStates Bank	N/A	0.22%	N/A	None
Matthew Sitkowski, Chicago IL U.S.A.	EVP & CFO, NorStates Bank	Vice President & CFO	EVP & CFO, NorStates Bank	N/A	0.00%	N/A	None