



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, Kim Kleinschmidt

Name of the Holding Company Director and Official

Vice President

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

Rochester State Bankshares, Inc.

Legal Title of Holding Company

133 N. John

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

Rochester

IL

62563

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:

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

Kim Kleinschmidt v.p.

Signature of Holding Company Director and Official

March 25, 2016

Date of Signature

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

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 1132319
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

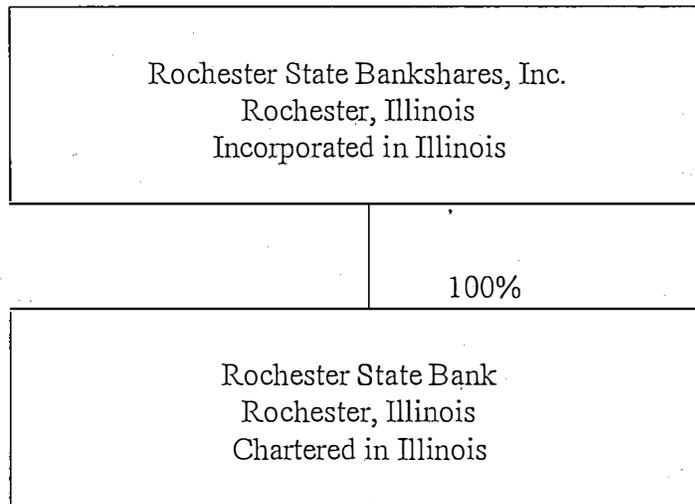
ROCHESTER STATE BANKSHARES, INC.

FR Y-6

December 31, 2015

REPORT ITEM

- 1a. The Bank holding company is not registered with the SEC.
- 1b. The Bank holding company does not prepare an annual report for its shareholders
- 2a. Organization Chart



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

- 2b. Attached. Sent via email on March 21, 2016.

Results: A list of branches for your depository institution: ROCHESTER STATE BANK (ID_RSSD: 679648).
 This depository institution is held by ROCHESTER STATE BANKSHARES, INC. (1132319) of ROCHESTER, 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)	679648	ROCHESTER STATE BANK	133 NORTH JOHN STREET	ROCHESTER	IL	62563	SANGAMON	UNITED STATES	1184	0	ROCHESTER STATE BANK	679648	

ROCHESTER STATE BANKSHARES, INC.

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December 31, 2015

REPORT ITEM - Continued

3. Securities Holders

- (1) Shareholders that directly or indirectly own, control, or hold with power to vote 5% or more of the Holding Company's stock as of December 31, 2015, are listed below:

a) <u>Name and Address</u>	b) <u>Citizenship</u>	c) <u>Number and % of Common Shares</u>
Jay E. Bell Chicago, IL	USA	1,072 shares – 81.2%

- (2) No additions or changes to the above.

4. Insiders

Individual data schedules for five officers and directors are attached.

ROCHESTER STATE BANKSHARES, INC.

FR Y-6

December 31, 2015

REPORT ITEM 4: INSIDERS
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary (include Names of Subsidiary)	(3)(c) Title & Position with Other Businesses (Include Names of Other Businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include Names of Subsidiaries)	(4)(c) 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)
Perry M. Waters Rochester, IL	Insurance Agency Owner	Director	Director	Agent	1.14	None	Waters Agency, Inc 33.33%
Bernard G. Segatto, III Springfield, IL	Attorney	Director	Director	Attorney	0.76	None	None
Jay E. Bell Chicago, IL	Seat on Mercantile Exchange	President/ Director	Director	Trader	81.21	None	None
Mollie Christine Cary Pavnee, IL	Partner - Secretarial Business Services	Director	None	Partner	3.79	None	Secretarial Business Systems 33.33%
Kim Kleinschmidt Lincoln, IL	CEO Rochester State Bank	Vice President/ Director	CEO	None	0	None	None