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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.

I, Steven J Leuthold

Name of the Holding Company Director and Official

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.

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.

Steven J Leuthold
Signature of Holding Company Director and Official

3-28-16

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 3033830
 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

Speer bancshares, Inc.

Legal Title of Holding Company

14 Main Street, P.O. Box 37

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

Speer

IL

61479-0037

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Steven J Leuthold

President

Name

Title

309-249-2141

Area Code / Phone Number / Extension

309-249-2304

Area Code / FAX Number

sleuth@speerbank.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

Speer Bancshares, Inc.

Annual Report of Bank Holding Company - FR Y-6

31-Dec-15

Report Item 2(a): Organization Chart

SPEER BANCSHARES, INC.
(100% Ownership of State Bank of Speer)
Speer, IL
State of Incorporation: Delaware

STATE BANK OF SPEER
Speer, IL
State of Incorporation: Illinois

*Note: No LEI for the above entities.

Results: A list of branches for your depository institution: **STATE BANK OF SPEER (ID_RSSD: 250047).**

This depository institution is held by **SPEER BANCSHARES, INC. (3033830)** of **SPEER, 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)	250047	STATE BANK OF SPEER	14 MAIN STREET	SPEER	IL	61479	STARK	UNITED STATES	6926	0	STATE BANK OF SPEER	250047	
OK		Full Service	3490527	PEORIA BRANCH	7620 NORTH UNIVERSITY STREET	PEORIA	IL	61614	PEORIA	UNITED STATES	365587	1	STATE BANK OF SPEER	250047	

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Speer Bancshares, Inc.

Annual Report of Bank Holding Company - FR Y-6

December 31, 2015

Report Item 1: Annual Report to Shareholders

The bank holding company prepares an annual report for its shareholders and is not registered with the Securities and Exchange Commission. Two copies of the annual report have been enclosed.

Report Item 3(1): Securities holders

List each securities holder, of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the bank holding company.

Zealy M. Holmes, Estate
U.S. Citizen - Deceased
Direct Ownership - 4,408 shares, 22.040%
Indirect Ownership - 1,611 shares, 8.055%
Total Ownership - 6,019 shares, 30.095%

Peggy L. Holmes-Hicks, Chillicothe, IL
U.S. Citizen
Direct Ownership - 374 shares, 1.870%
Indirect Ownership - 4,818 shares, 24.090%
Total Ownership - 5,192 shares, 25.960%

George M. or Patricia L. Stahl, Wyoming, IL
U.S. Citizen
Direct Ownership - 6,433 shares, 32.165%
Indirect Ownership - 6,029 shares, 30.145%
Total Ownership - 12,462 shares, 62.310%

James R. Hicks, Chillicothe, IL
U.S. Citizen
Direct Ownership – 236 shares, 1.180%
Indirect Ownership – 4,956 shares, 24.780%
Total Ownership – 5,192 shares, 25.960%

David Frank, Minneapolis, MN
U.S. Citizen
Direct Ownership – 131 shares, 0.655%
Indirect Ownership – 4,756 shares, 23.780%
Total Ownership – 4,887 shares, 24.435%

Connie Holmes Nelson, Thunder Bay, Ontario, Canada
U.S. Citizen
Direct Ownership – 174 shares, 0.870%
Indirect Ownership – 4,818 shares, 24.090%
Total Ownership – 4,992 shares, 24.960%

Wendy Holmes, Minneapolis, MN
U.S. Citizen
Direct Ownership – 174 shares, 0.870%
Indirect Ownership – 4,713 shares, 23.565%
Total Ownership – 4,887 shares, 24.435%

Cailin Anne Nelson, Brooklyn, NY
U.S. Citizen
Direct Ownership – 174 shares, 0.870%
Indirect Ownership – 4,818 shares, 24.090%
Total Ownership – 4,992 shares, 24.960%

Emmalee Holmes-Hicks, Providence, RI
U.S. Citizen
Direct Ownership – 174 shares, 0.870%
Indirect Ownership – 5,018 shares, 25.090%
Total Ownership – 5,192 shares, 25.960%

Kira Zhibo Nelson, Minneapolis, MN
U.S. Citizen
Direct Ownership – 174 shares, 0.870%
Indirect Ownership – 4,713 shares, 23.565%
Total Ownership – 4,887 shares, 24.435%

Bradley M. Stahl, Chicago, IL
U.S. Citizen
Direct Ownership – 10 shares, 0.050%
Indirect Ownership – 6,433 shares, 32.165%
Total Ownership – 6,443 shares, 32.215%

Report Item 3(2): Securities holders

List any securities holder not listed in section 3(1) above that owned or controlled 5 percent or more of any class of voting securities in the bank holding company.

N/A

FORM FR Y-6
SPEER BANCSHARES, INC.
12/31/2015

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)
George M. Stahl Wyoming, IL USA	N/A	Board Chairman and Director	Board Chairman and Director, State Bank of Speer	N/A	6,433 shares - Speer Bancshares, Inc. 32.165% Direct Ownership 6,029 shares - Speer Bancshares, Inc. 30.145% Indirect Ownership 12,462 shares - Speer Bancshares, Inc. 62.31% Total Ownership	N/A	N/A
Steven J. Leuthold Dunlap, IL USA	N/A	President and Director	President/CEO and Director, State Bank of Speer	N/A	630 shares - Speer Bancshares, Inc. 3.15% Total Ownership	N/A	N/A
Winston J. Stotler East Peoria, IL USA	Sales of Office Furniture, Widmer Interiors	Director	Director, State Bank of Speer	CEO, Widmer Interiors Peoria, IL President, Island Rock, LLC East Peoria, IL	50 shares - Speer Bancshares, Inc. 0.25% Total Ownership	N/A	Widmer Interiors 50% Island Rock 100%
Anne C. Rennick Wyoming, IL USA	Attorney at Law	Director	Director, State Bank of Speer	Owner, Rennick & Rennick Wyoming, IL	471 shares - Speer Bancshares, Inc. 2.355% Total Ownership	N/A	Anne C. Rennick, Attorney at Law 100%
Fred A. Menold Princeville, IL USA	Farmer	Director	Director, State Bank of Speer	President, Fawn Midwest, Inc. Princeville, IL President, Fawn Meadows, LLC Princeville, IL Secretary/Treasurer, Menold Brothers, Inc. Princeville, IL Shareholder, Menold Farms, Inc. Princeville, IL	200 shares - Speer Bancshares, Inc. 1% Direct Ownership 150 shares - Speer Bancshares, Inc. 75% Indirect Ownership 350 shares - Speer Bancshares, Inc. 1.75% Total Ownership	N/A	Fawn Midwest, Inc. 100% Fawn Meadows, LLC 100% Menold Brothers, Inc. 50%
Frank R. Shafer Wyoming, IL	Farmer	Director	Director, State Bank of Speer	General Partner, Shafer Farms Partnership	340 shares - Speer Bancshares, Inc. 1.70% Total Ownership	N/A	KJLK Properties, LLC 100%

USA

Wyoming, IL

Limited Partner
Shafer Farms Family, LLLP
Wyoming, IL

General Partner In Shafer Farms
Partnership, which is a co-owner
of Shafer-Down, LLC
Wyoming, IL

Sole Member
KJK Properties, LLC
Wyoming, IL

Marvin A. Strellmatter Princeville, IL USA	N/A	N/A	Executive Vice President State Bank of Speer	N/A	40 shares - Speer Bancshares, Inc. 20% Total Ownership	N/A	N/A
Mark A. Rumbold Speer, IL USA	Farmer	Director	Director, State Bank of Speer	Secretary and Director, Ezra Rumbold and Son, Inc. Wyoming, IL Director, Rumbold Valley Farms, Inc. Wyoming, IL Vice President, Rumbold & Kuhn, Inc. Wyoming, IL Member, Camp Run Farms, LLC Wyoming, IL Member, RVF Seed, LLC Wyoming, IL	31 shares - Speer Bancshares, Inc. 155% Total Ownership	N/A	N/A
Peggy L. Holmes-Hicks Chillicothe, IL USA	Teacher	N/A	N/A	N/A	374 shares - Speer Bancshares, Inc. 1.870% Direct Ownership 4,818 shares - Speer Bancshares, Inc. 24.090% Indirect Ownership 5,192 shares - Speer Bancshares, Inc. 25.960% Total Ownership	N/A	N/A
Zealy M. Holmes Estate Deceased	N/A	N/A	Deceased	N/A	4,408 shares - Speer Bancshares, Inc. 22.040% Direct Ownership 1,611 shares - Speer Bancshares, Inc. 8.055% Indirect Ownership 6,019 shares - Speer Bancshares, Inc. 30.095% Total Ownership	N/A	N/A

James R. Hicks Chillicothe, IL USA	Farmer	N/A	N/A	N/A	236 shares - Speer Bancshares, Inc. 1.180% Direct Ownership 4,956 shares - Speer Bancshares, Inc. 24.780% Indirect Ownership 5,192 shares - Speer Bancshares, Inc. 25.960% Total Ownership	N/A	N/A
David Frank Minneapolis, MN USA	Urban Developer	N/A	N/A	N/A	131 shares - Speer Bancshares, Inc. .655% Direct Ownership 4,756 shares - Speer Bancshares, Inc. 23.780% Indirect Ownership 4,887 shares - Speer Bancshares, Inc. 24.435% Total Ownership	N/A	N/A
Connie Holmes Nelson Thunder Bay, Ontario Canada	University Professor	N/A	N/A	N/A	174 shares - Speer Bancshares, Inc. .870% Direct Ownership 4,818 shares - Speer Bancshares, Inc. 24.090% Indirect Ownership 4,992 shares - Speer Bancshares, Inc. 24.960% Total Ownership	N/A	N/A
Wendy Holmes Minneapolis, MN USA	Not-for-Profit Employee	N/A	N/A	N/A	174 shares - Speer Bancshares, Inc. .870% Direct Ownership 4,713 shares - Speer Bancshares, Inc. 23.565% Indirect Ownership 4,877 shares - Speer Bancshares, Inc. 24.435% Total Ownership	N/A	N/A
Gailin Anne Nelson Brooklyn, NY USA	Computer Consultant	N/A	N/A	N/A	174 shares - Speer Bancshares, Inc. .870% Direct Ownership 4,818 shares - Speer Bancshares, Inc. 24.090% Indirect Ownership 4,992 shares - Speer Bancshares, Inc. 24.960% Total Ownership	N/A	N/A
Emmalee Holmes-Hicks Providence, RI USA	Music Teacher	N/A	N/A	N/A	174 shares - Speer Bancshares, Inc. .870% Direct Ownership 5,018 shares - Speer Bancshares, Inc. 25.090% Indirect Ownership 5,192 shares - Speer Bancshares, Inc. 25.960% Total Ownership	N/A	N/A
Kira Zhibo Nelson Minneapolis, MN USA	Student	N/A	N/A	N/A	174 shares - Speer Bancshares, Inc. .870% Direct Ownership 4,713 shares - Speer Bancshares, Inc. 23.565% Indirect Ownership 4,887 shares - Speer Bancshares, Inc. 24.435% Total Ownership	N/A	N/A
Bradley M. Stahl Chicago, IL USA	Accountant	N/A	N/A	N/A	10 shares - Speer Bancshares, Inc. .05% Direct Ownership 6,433 shares - Speer Bancshares, Inc. 32.165% Indirect Ownership 6,443 shares - Speer Bancshares, Inc. 32.215% Total Ownership	N/A	N/A