



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, Martin Reinhart

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.*

Signature of Holding Company Director and Official

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.

1206407

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

Spencer Bancorporation, Inc.

Legal Title of Holding Company

201 West Clark St., PO Box 137

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

Spencer

WI

54479-0137

City

State

Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael Vesel

CPA

Name

Title

715-845-3111

Area Code / Phone Number / Extension

715-842-7272

Area Code / FAX Number

mvesel@wipfli.com

E-mail Address

N/A

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

# Spencer Bancorporation, Inc.

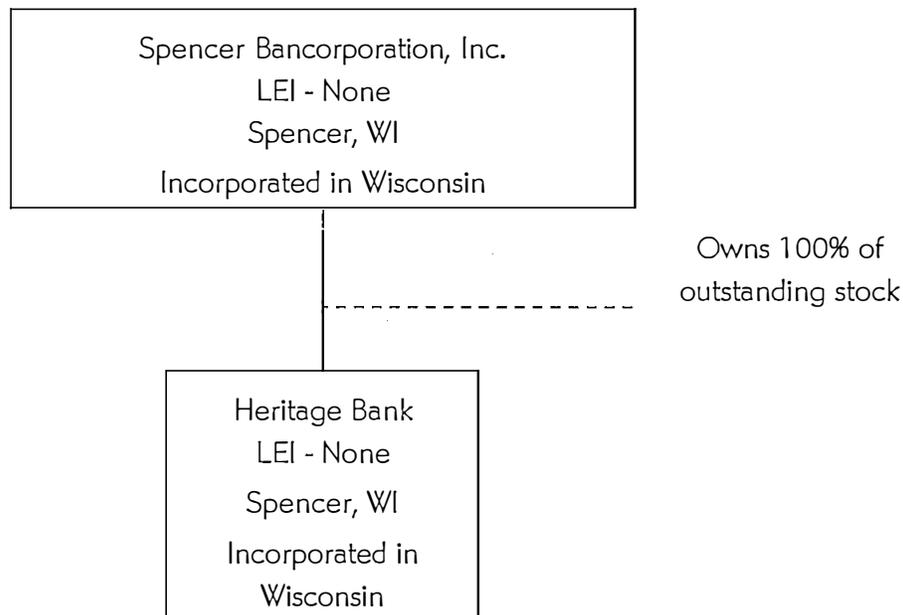
FR Y-6

December 31, 2015

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1. a. None
- b. Will be provided later

2. a.



b. Submitted via email on March 8, 2016.

3. (1) a. William Bauer  
Spencer, WI
  - b. USA
  - c. 7,500 shares; 8.91%
  
  - a. Spencer Bancorporation Employee Stock Plan and Trust  
Spencer, WI
  - b. USA
  - c. 10,866 shares; 12.91%  
(Person entitled to vote shares in trust – Board of Directors of Heritage Bank,  
Plan Administrator)  
(Voting provisions - See attached)
- (2) None

**Results:** A list of branches for your depository institution: **HERITAGE BANK (ID\_RSSD: 114149)**.  
 This depository institution is held by **SPENCER BANCORPORATION, INC. (1206407)** of **SPENCER, WI**.  
 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)	114149	HERITAGE BANK	201 WEST CLARK STREET	SPENCER	WI	54479-01	MARATHON	UNITED STATES	7961	0	HERITAGE BANK	114149	
OK		Full Service	2232711	MARSHFIELD BRANCH	907 NORTH CENTRAL AVENUE	MARSHFIELD	WI	54449	WOOD	UNITED STATES	227286	1	HERITAGE BANK	114149	

Report Item 4: Directors and Officers

(1) Name	Bradford Haessly	
Address	Marshfield, WI USA	
(2) Principal occupation, if other than with holding company	Owner – Total Electric Service, Inc.	
(3) Title or position with:		
(a) Bank holding company	Director	
(b) All direct & indirect subsidiaries of holding company	Director	
(c) Any other business the person is a director or executive officer	President – Total Electric Service, Inc.	
(4) Shares owned, controlled, or held with power to vote in:	<u>Shares</u>	<u>Percentage</u>
(a) Holding company	504	.60%
(b) Direct & indirect sub of holding company	None	
(c) Any other business	None	

Report Item 4: Directors and Officers

(1) Name	Alan R. Bauman	
Address	Spencer, WI USA	
(2) Principal occupation, if other than with holding company	Retired	
(3) Title or position with:		
(a) Bank holding company	Secretary/Director	
(b) All direct & indirect subsidiaries of holding company	Director	
(c) Any other business the person is a director or executive officer	None	
(4) Shares owned, controlled, or held with power to vote in:	<u>Shares</u>	<u>Percentage</u>
(a) Holding company	570	.68%
(b) Direct & indirect sub of holding company	None	
(c) Any other business	None	

Report Item 4: Directors and Officers

(1) Name	Michael A. Schmidt	
Address	Marshfield, WI USA	
(2) Principal occupation, if other than with holding company	Retired	
(3) Title or position with:		
(a) Bank holding company	Chairman/Director	
(b) All direct & indirect subsidiaries of holding company	Director	
(c) Any other business the person is a director or executive officer	None	
(4) Shares owned, controlled, or held with power to vote in:	<u>Shares</u>	<u>Percentage</u>
(a) Holding company	2,520	2.99%
(b) Direct & indirect sub of holding company	None	
(c) Any other business	None	

Report Item 4: Directors and Officers

(1) Name	Thomas R. Drendel	
Address	Marshfield, WI USA	
(2) Principal occupation, if other than with holding company	Retired	
(3) Title or position with:		
(a) Bank holding company	Vice Chairman/Director	
(b) All direct & indirect subsidiaries of holding company	Director	
(c) Any other business the person is a director or executive officer	None	
(4) Shares owned, controlled, or held with power to vote in:	<u>Shares</u>	<u>Percentage</u>
(a) Holding company	1,270	1.51%
(b) Direct & indirect sub of holding company	None	
(c) Any other business	None	

Report Item 4: Directors and Officers

(1) Name	Richard L. Heinzen	
Address	Marshfield, WI USA	
(2) Principal occupation, if other than with holding company	Business owner – Heinzen Printing	
(3) Title or position with:		
(a) Bank holding company	Director	
(b) All direct & indirect subsidiaries of holding company	Director	
(c) Any other business the person is a director or executive officer	President – Heinzen Printing	
(4) Shares owned, controlled, or held with power to vote in:	<u>Shares</u>	<u>Percentage</u>
(a) Holding company	1,580	1.88%
(b) Direct & indirect sub of holding company	None	
(c) Any other business	50% of Heinzen Printing	

Report Item 4: Directors and Officers

(1) Name	Mark Anderson	
Address	Spencer, WI USA	
(2) Principal occupation, if other than with holding company	Business owner – Anderson Electric Company, Inc.	
(3) Title or position with:		
(a) Bank holding company	Director	
(b) All direct & indirect subsidiaries of holding company		
(c) Any other business the person is a director or executive officer	President - Anderson Electric Company, Inc.	
(4) Shares owned, controlled, or held with power to vote in:	<u>Shares</u>	<u>Percentage</u>
(a) Holding company	100	.12%
(b) Direct & indirect sub of holding company	None	
(c) Any other business	None	

Report Item 4: Directors and Officers

(1) Name	Martin P. Reinhart	
Address	Wausau, WI USA	
(2) Principal occupation, if other than with holding company	Banker	
(3) Title or position with:		
(a) Bank holding company	Director	
(b) All direct & indirect subsidiaries of holding company	President/CEO/Director	
(c) Any other business the person is a director or executive officer	Director, Community Bankers of Wisconsin	
(4) Shares owned, controlled, or held with power to vote in:	<u>Shares</u>	<u>Percentage</u>
(a) Holding company	769	.91%
(b) Direct & indirect sub of holding company	None	
(c) Any other business	None	