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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, Gary L. Rhodes
 Name of the Holding Company Director and Official
Chairman, President and 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.

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.

Mary S. Rhodes
 Signature of Holding Company Director and Official
March 14, 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 1210646
 C.I. _____

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
Stillman BancCorp, Inc.
 Legal Title of Holding Company
101 East Main Street P.O. Box 150
 (Mailing Address of the Holding Company) Street / P.O. Box
Stillman Valley IL 61084
 City State Zip Code

Physical Location (if different from mailing address)
 Person to whom questions about this report should be directed:
Sherri L. Hayes Secretary / Treasurer
 Name Title
815-332-8870
 Area Code / Phone Number / Extension
815-332-8858
 Area Code / FAX Number
sherrih@stillmanbank.com
 E-mail Address
www.stillmanbank.com
 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

Stillman BancCorp, Inc.

FRY-6 Report Item 2a

Stillman BancCorp, Inc.
Stillman Valley, IL/USA
Incorporated in Illinois
Entity does not have a LEI to report

100% wholly owned subsidiary

Stillman BancCorp, N.A.
Stillman Valley, IL/USA
Incorporated in Illinois
Entity does not have a LEI to report

Results: A list of branches for your holding company: **STILLMAN BANCCORP, INC. (1210646) of STILLMAN VALLEY, 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-malling 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)	407645	STILLMAN BANCCORP, N.A.	101 EAST MAIN STREET	STILLMAN VALLEY	IL	61084	OGLE	UNITED STATES	5923	0	STILLMAN BANCCORP, N.A.	407645	
ok		Full Service	2431448	BYRON FACILITY	608 WEST BLACKHAWK DRIVE	BYRON	IL	61010	OGLE	UNITED STATES	219792	3	STILLMAN BANCCORP, N.A.	407645	
ok		Full Service	2079167	OREGON FACILITY	1445 NORTH IL ROUTE 2	OREGON	IL	61061	OGLE	UNITED STATES	219791	1	STILLMAN BANCCORP, N.A.	407645	
ok		Full Service	997342	ROCHELLE FACILITY	455 WEST IL HIGHWAY 38	ROCHELLE	IL	61068	OGLE	UNITED STATES	16277	2	STILLMAN BANCCORP, N.A.	407645	
ok		Full Service	3493153	ROCKFORD BRANCH	8492 EAST STATE STREET	ROCKFORD	IL	61108	WINNEBAGO	UNITED STATES	219793	4	STILLMAN BANCCORP, N.A.	407645	
ok		Full Service	3671531	ROSCOE/ROCKTON BRANCH	5250 BRIDGE STREET	ROSCOE	IL	61073	WINNEBAGO	UNITED STATES	466415	5	STILLMAN BANCCORP, N.A.	407645	

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Stillman BancCorp, Inc.
Stillman Valley, IL
Fiscal Year Ending December 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
Alice Ann Agnew Tomahawk, WI, USA	USA	Common 20,630 8.45%	None		
Alan R. Eickman Rockford, IL, USA	USA	Common 9,120 3.74%			
Patricia A. Eickman Rockford, IL, USA	USA	Common 9,120 3.74%			
Russell T. Gibbs Alpharetta, GA, USA	USA	Common 31,839 13.04%			
Debra R. Polhill Byron, IL, USA	USA	Common 17,940 7.35%			
Gary L. Rhodes Stillman Valley, IL, USA	USA	Common 19,845 8.13%			
		Options 2,510 1.03%			
Allen A. Savage and Susan L. Savage Roscoe, IL, USA	USA	Common 14,140 5.79%			

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Stillman BancCorp, Inc.
 Stillman Valley, 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)
Russell T. Gibbs Alpharetta, GA, USA	None	Director	Director Emeritus - Stillman BancCorp N.A.	None	13.04%	0.00%	None
Stephen G. Balsley Roscoe, IL, USA	Attorney	Director	Director - Stillman BancCorp N.A.	Partner - Barrick, Switzer, Long, Balsley & Van Evera Member - Cygnet Investments	1.37%	0.00%	Cygnel Investments LLC, 100% WHB, LLC, 11.11%
Richard E. Gensler Rochelle, IL, USA	Farmer	Director	Director - Stillman BancCorp N.A.	President - Otto Gensler, Inc.	1.35%	0.00%	Otto Gensler, Inc. 53%

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Stillman BancCorp, Inc.
Stillman Valley, 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)
Martin C. Larson Stillman Valley, IL, USA	Banking - Stillman BancCorp N.A.	Director and Executive Vice President	Director and President and Chief Executive Officer - Stillman BancCorp N.A.	None	1.80%	0.00%	None
Gary L. Rhodes Stillman Valley, IL, USA	Banking - Stillman BancCorp N.A.	Director, Chairman, President and Chief Executive Officer	Director and Chairman - Stillman BancCorp N.A.	None	9.16% stock and options	0.00%	None
Robert A. Rogers Forreston, IL, USA	Cement - Rogers Ready Mix and Materials, Inc.	Director	Director - Stillman BancCorp N.A.	Vice President and Treasurer - Rogers Ready Mix and Materials, Inc.	2.23%	0.00%	None
Stephen E. Schmeling Rockford, IL, USA	Construction - Schmeling Construction Company	Director	Director - Stillman BancCorp N.A.	President - Schmeling Construction Company	0.49%	0.00%	Schmeling Construction Company, 90%