



# 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, Christopher J. Gavin**

Name of the Holding Company Director and Official

Director & Secretary/Treasurer

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

03/31/2016

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.

3356632

**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**

Western Illinois Bancshares, Inc.

Legal Title of Holding Company

200 East Broadway

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

Monmouth

IL

61462

City

State

Zip Code

Physical Location (if different from mailing address)

**Person to whom questions about this report should be directed:**

Amanda Campbell

CFO

Name

Title

309-457-6247

Area Code / Phone Number / Extension

309-734-5850

Area Code / FAX Number

amandal@mbwi.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."

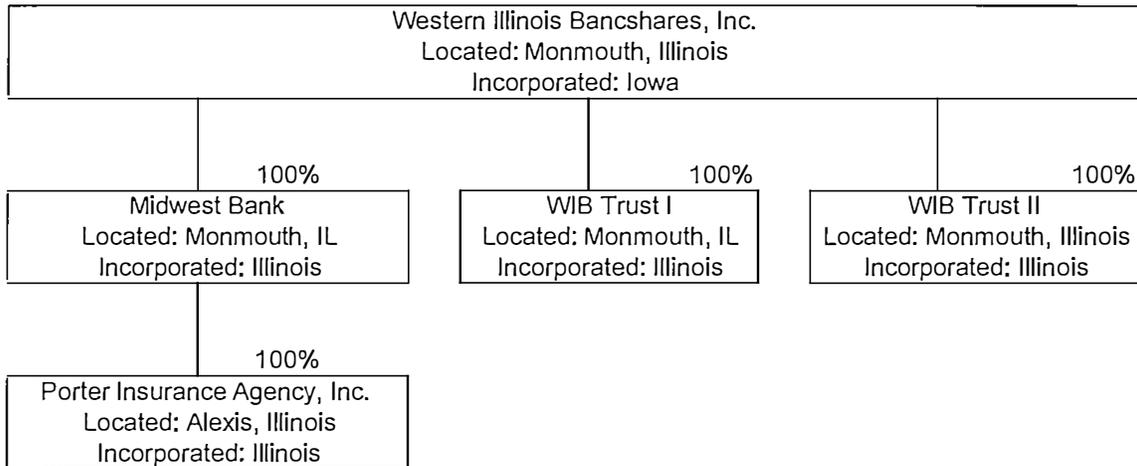
No

Form FR Y-6

**Western Illinois Bancshares, Inc.**  
**Monmouth, Illinois**  
**Fiscal Year Ending December 31, 2015**

Report Item

- 1: The bank holding company does prepare an annual report for its shareholders.  
A copy of the annual report will be forwarded when it is completed.
- 2: Organizational Chart



Note: All entities do not have a Legal Entity Identifier (LEI) at this time.

---

Results: A list of branches for your holding company: **WESTERN ILLINOIS BANCSHARES, INC. (335632) of MONMOUTH, IL.**  
 The data are as of **03/31/2016**. Data reflects information that was received and processed through **04/05/2016**.

**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)	709143	MIDWEST BANK	200 EAST BROADWAY	MONMOUTH	IL	61462	WARREN	UNITED STATES	2377	0	MIDWEST BANK	709143	
OK		Full Service	3075586	ALEDO BRANCH	700 SOUTHEAST 13TH AVENUE COURT	ALEDO	IL	61231	MERCER	UNITED STATES	278222	5	MIDWEST BANK	709143	
OK		Full Service	2503680	612 WEST MAIN STREET BRANCH	612 WEST MAIN STREET	GALESBURG	IL	61401	KNOX	UNITED STATES	201783	4	MIDWEST BANK	709143	
OK		Full Service	3735077	GALESBURG BRANCH	2558 NORTH SEMINARY STREET	GALESBURG	IL	61401	KNOX	UNITED STATES	478305	7	MIDWEST BANK	709143	
OK		Limited Service	2092634	VILLAGE BANKING CENTER FACILITY	206 SOUTH KIRK STREET	KIRKWOOD	IL	61447	WARREN	UNITED STATES	201782	2	MIDWEST BANK	709143	
OK		Limited Service	3075595	COUNTY MARKET BANKING CENTER	1120 NORTH 6TH STREET	MONMOUTH	IL	61462	WARREN	UNITED STATES	361372	6	MIDWEST BANK	709143	
OK		Full Service	4097419	VENTURE PLAZA BRANCH	1150 N 6TH ST STE A	MONMOUTH	IL	61462	WARREN	UNITED STATES	490042	8	MIDWEST BANK	709143	
OK		Full Service	794046	OQUAWKA BANKING CENTER	SIXTH STREET AND SCHUYLER STREET	OQUAWKA	IL	61469	HENDERSON	UNITED STATES	6952	3	MIDWEST BANK	709143	

Holding Company Name  
City, State  
Fiscal Year Ending DECEMBER 31ST, 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
Augustin S. Hart III Oquawka, Illinois	USA	83,160 - 8.08% common	NONE	NONE	NONE
Rebessa S Hart Oquawka, Illinois ** Mr. Hart's wife	USA	2,800 - 0.28% common	NONE	NONE	NONE
Broadwaters Partnership, L.P. Brookfield, Wisconsin ** Mr. Hart votes for this entity.	USA	20,000 - 1.99% common	NONE	NONE	NONE
Douglas Hart Powell, WY ** Mr. Hart's brother	USA	6,000 - 0.60% common	NONE	NONE	NONE
C. Dean Hennenfent Alexis, Illinois	USA	90,000 - 9.03% common	NONE	NONE	NONE
Raymond Defenbaugh Biggsville, IL	USA	69,000 - 6.88% common	NONE	NONE	NONE

For WBI only

**Western Illinois Bancshares, Inc.**  
**Monmouth, Illinois**  
**Fiscal Year Ending December 31, 2015**

## Report Item 4: Insiders

(1),(2),(3)(a)(b)(c) and (4)(a)(b)(c)

Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title and Position with Subsidiaries (include name of subsidiaries)	Title and Position with Other Businesses (include name of businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include name of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held
Augustin S. Hart III Oquawka, Illinois USA	Agribusiness	Director & President	N/A	Managing member - Oquawka Locomotive Co., L Partner - Enterprising Brothers Managing Member - Oquawka Fuels President - B4 Ranch LLC President - Hart Arizona LLC Managing Partner - Broadwaters LP President - Broadwaters Inc. Managing Partner - Hart Lake Forest LLC Co-President - Hancock Associates Inc Sec/Treasurer - Team Frick Technologies LTD Sec/Treasurer - Universal Ladder LLC Member - Nchipp LLC	8.72%	None	Oquawka Locomotive - 100% Enterprising Brothers - 50% Oquawka Fuels - 100% Broadwaters Inc - 25% Hancock Ass. - 33% voting 8.4% non-voting
<u>Connected to Gus Hart:</u>							
Rebecca Smith Hart	Retired	N/A	N/A	N/A	0.29%	N/A	N/A
Broadwaters LP	N/A	N/A	N/A	N/A	2.10%	N/A	N/A
Douglas Hart		N/A	N/A	N/A	0.63%	N/A	N/A
Raymond E. Defenbaugh Biggsville, Illinois	Agribusiness	Director & Vice President	N/A	Chairman, Director, President, CEO - Big River Resources LLC President, Director - Big River Co-op President - Pattee Foundation Treasurer, BOD - Big River Resources United	5.14%	None	
Christopher J. Gavin Monmouth, Illinois USA	Banking	Director & Secretary/ Treasurer	President Midwest Bank of Western Illinois	Member - Gavin Farms Member - 4-G Farms LLC	2.60%	None	4-G Farms LLC - 25%

Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title and Position with Subsidiaries (include name of subsidiaries)	Title and Position with Other Businesses (include name of businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include name of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held
Scott Champion Monmouth, Illinois USA	Publishing	Director	N/A	Owner - Champion Hair Stylist CEO - Thief River Falls Times	2.05%	None	Champion Hair Stylist - 100% Thief River Falls 90%
<u>Connected to Scott Champion:</u>							
Janice Champion		N/A	N/A	N/A	0.14%	N/A	
C. Dean Hennenfent Alexis, Illinois USA	Agribusiness	Director	N/A	Owner/Operator - Hennenfent Farms	7.39%	None	Hennenfent Farms - 100%
Robert A. Riley Monmouth, Illinois USA	Farm Implement Dealer	Director	N/A	Director - OSF Holy Family Medical Center Director - CMC Hospital Foundation	3.09%	None	None
Mark J. Sexton St. Paul, Minnesota USA	Lawyer	Director	N/A	MAJ Co FBAK Co SGSG Investment Co Monmouth Co Albatross Investment AAMS Partnership Ashton Agency Inc River Ventures I & II Investment Trustee American Savings Bank Readlyn Savings Bank First State Bank Britt First State Bank Nashua Ashton State Bank Director - GNB Bancorp	4.63%	None	MAJ Company - 26%
Rob C. Fick Davenport, IA	Real Estate	Director	N/A	Barr Farm LC Century Heights Limited Partnership Cumberland Square LC Dexter Acres Phase III LC	None	None	Rob Fick Inc owns: Dexter Acres Phase III LC - 25% Eastern Avenue Comm Developers LC - 25% Fick Brothers LLC - 75%

Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title and Position with Subsidiaries (include name of subsidiaries)	Title and Position with Other Businesses (include name of businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include name of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held
				Eastern Avenue Comm Developers LC Eldridge Commercial Developers LC Eldridge Convenience Centre LC Eldridge Industrial Developers LC Elmore Commercial Investors LC Fick Brothers LLC FWH LLC Hopewell Farm LC Jersey Meadows Comm Developers LC Maple Leaf Farm LLC Mel Foster Mortgage Co Investors LC Mellan LC Middle Road Developers LC Muhs Tracts LC Musal Tract LC Nchippis, LLC Quick Covers LC Ridges LC Rob Fick Inc Take Charge LC The Bluffs @ Case Creek LLC TMI Home Warranty LLC Transition Partners LC			Hopewell Farm LC - 25% Karl Farm LC - 35% Musal Tract LC - 30% Ridges LC - 25% Transition Partners LC - 50%  Rob Fick owns: FWH LLC - 33.30% Maple Leaf Farm LLC - 100% Nchippis, LLC - 31.89% Rob Fick Inc - 100% The Bluffs @ Case Creek LLC - 100%