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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, **James K. Caldwell**

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

03/11/2016

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

1203536

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

Whitewater Bancorp Inc.

Legal Title of Holding Company

207 W. Main Street

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

Whitewater

WI

53190

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

James K. Caldwell

President

Name

Title

262-473-1400

Area Code / Phone Number / Extension

262-473-5769

Area Code / FAX Number

jcaldwell@firstcitizensww.com

E-mail Address

www.firstcitizensww.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

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Whitewater Bancorp, Inc.

Whitewater, WI

Fiscal Year Ending December 31, 2015

Report Item 2a: Organizational Chart – All Entities are Registered Wisconsin Organizations

Owned	Outstanding	Issuer	Owned	Outstanding	Issuer	Owned	Outstanding	Issuer
James K Caldwell	3,120 Voting shares 315 Shares Non-Voting	Whitewater Bancorp, Inc. Whitewater, WI	James K. Caldwell 2010 GRAT	964 shares Non-voting	Whitewater Bancorp, Inc. Whitewater, WI	Caldwell 2012 Perpetual Generation Skipping Trust	1,301 shares Non-voting	Whitewater Bancorp, Inc. Whitewater, WI

Whitewater Bancorp, Inc.

Whitewater, WI

91 Shares of First Citizens State Bank Whitewater, Wisconsin Stock = 100%	20 Shares of Palmyra State Bank Palmyra, Wisconsin 100%
Reverse Split Effective 12/6/96 places 91 Shares with the Holding Company for 100%	Reverse Split Effective 1/1/94 places 20 shares with the Holding Company for 100%

First Citizens State Bank Whitewater, Wisconsin	Palmyra State Bank Palmyra, Wisconsin
100 authorized and 91 Issued and Outstanding Shares	20 Issued and Outstanding Shares

Banco Services, Inc. Whitewater, WI 100% wholly owned subsidiary of First Citizens State Bank	REO, LLC Whitewater, WI 100% wholly owned subsidiary of First Citizens State Bank, Managing Member Not Reportable
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Banco LLC Whitewater, WI 100% wholly owned subsidiary of Banco Services, Inc., Managing Member
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Note: All entities listed above do not have a Legal Entity Identifier (LEI).

Results: A list of branches for your holding company: **WHITEWATER BANCORP, INC. (1203536) of WHITEWATER, 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)	831642	FIRST CITIZENS STATE BANK	207 WEST MAIN STREET	WHITEWATER	WI	53190	WALWORTH	UNITED STATES	7164	0	FIRST CITIZENS STATE BANK	831642	
OK		Full Service	3286627	EAST TROY BRANCH	2546 EAST MAIN STREET	EAST TROY	WI	53120	WALWORTH	UNITED STATES	359371	5	FIRST CITIZENS STATE BANK	831642	
OK		Limited Service	3703245	HERITAGE BRANCH	3223 NORTH STREET	EAST TROY	WI	53120	WALWORTH	UNITED STATES	Not Required	Not Required	FIRST CITIZENS STATE BANK	831642	
OK		Full Service	3511561	1058 WEST MAIN STREET BRANCH	1058 WEST MAIN STREET	WHITEWATER	WI	53190	WALWORTH	UNITED STATES	270094	2	FIRST CITIZENS STATE BANK	831642	
OK		Limited Service	2930941	FAIRHAVEN RETIREMENT COMMUNITY BRANCH	435 WEST STARIN ROAD	WHITEWATER	WI	53190	WALWORTH	UNITED STATES	334445	3	FIRST CITIZENS STATE BANK	831642	
OK		Limited Service	2930950	MULBERRY GLEN RETIREMENT COMMUNITY BRANCH	1255 WEST MAIN STREET	WHITEWATER	WI	53190	WALWORTH	UNITED STATES	334446	4	FIRST CITIZENS STATE BANK	831642	
OK		Full Service (Head Office)	49643	PALMYRA STATE BANK	111 EAST MAIN STREET	PALMYRA	WI	53156	JEFFERSON	UNITED STATES	9490	0	PALMYRA STATE BANK	49643	

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Whitewater Bancorp, Inc.
Whitewater, WI
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 as of fiscal year ending 12-31-2012			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 during the fiscal year ending 12-31-2012		
(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
James K. Caldwell Whitewater WI USA	USA	3,120	None	None	None

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Whitewater Bancorp, Inc.
Whitewater, WI
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 Bank Holding Company	Title & Position with Bank 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 Bank 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)
James K. Caldwell Whitewater, WI USA	N/A	Director President	Director & President First Citizens State Bank	Recreational Properties, Inc. Director & Secretary/Treasurer	100%	None	Recreational Properties, Inc. 50%
			Director & Vice President Palmyra State Bank	Caldwell Farms, Inc. Director & President			Caldwell Farms, Inc. 100%
			Director & President Banco Services Inc.				
			Director & President Banco, LLC				
			Director & President REO, LLC				
Ken G. Knuteson Whitewater, WI USA	N/A	Secretary	Director & Sr VP First Citizens State Bank	N/A	None	None	N/A
			Secretary Banco Services Inc.				
			Secretary Banco, LLC				
			Secretary REO, LLC				
Nate E. Parrish Whitewater, WI USA	N/A		Director & Exec. VP First Citizens State Bank	N/A	None	None	N/A