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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 C. Bell

Name of the Holding Company Director and Official

President/Director

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

03/18/2016

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 1020582
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

WoodTrust Financial Corp

Legal Title of Holding Company

P O Box 8000

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

Wisconsin Rapids WI 54495-8000

City State Zip Code

181 2nd Street South Wisconsin Rapids WI 54495-8000

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Mary Ironside Secretary

Name Title

7154220264

Area Code / Phone Number / Extension

7154220238

Area Code / FAX Number

mary.ironside@woodtrust.com

E-mail Address

www.woodtrust.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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WoodTrust Financial Corp
Wisconsin Rapids WI 54495-8000
As of fiscal year ending 12-31-15

Report Item 2(a): ORGANIZATIONAL CHART

WOODTRUST FINANCIAL CORP
WISCONSIN RAPIDS, WI, USA
Incorporated in Wisconsin

WOODTRUST BANK
WISCONSIN RAPIDS, WI, USA
100%
Incorporated in Wisconsin

***All above entities do not have an LEI

Report Item 2(b): BRANCH VERIFICATION

SEE ATTACHED PRINTOUT OF BRANCH VERIFICATION SPREADSHEET
ALSO SUBMITTED VIA EMAIL 3/15/16

Report Item 2(b): Branch Verification

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)	833749	WOODTRUST BANK	181 2ND STREET SOUTH	WISCONSIN RAPIDS	WI	54494	WOOD	UNITED STATES	3599	0	WOODTRUST BANK	833749	
ok		Full Service	2498496	PLOVER BRANCH	1900 PLOVER RD	PLOVER	WI	54467	PORTAGE	UNITED STATES	207583	3	WOODTRUST BANK	833749	
ok		Full Service	3721771	WAUSAU BRANCH	500 FIRST STREET, SUITE 1000	WAUSAU	WI	54403	MARATHON	UNITED STATES	468102	5	WOODTRUST BANK	833749	
ok		Limited Service	4900818	MOTOR MALL	110THIRD STREET NORTH	WISCONSIN RAPIDS	WI	54494	WOOD	UNITED STATES	not required	not required	WOODTRUST BANK		
ok		Full Service	2080332	WAZEECHA BRANCH	4510 KELLNER ROAD	WISCONSIN RAPIDS	WI	54494	WOOD	UNITED STATES	207582	1	WOODTRUST BANK	833749	
ok		Full Service	76546	WISCONSIN RAPIDS BRANCH	2651 8TH STREET SOUTH	WISCONSIN RAPIDS	WI	54494	WOOD	UNITED STATES	12603	2	WOODTRUST BANK	833749	

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 WoodTrust Financial Corp
 Wisconsin Rapids WI 54495-8000
 As of fiscal year ending 12-31-15

Report Item 3: SECURITIES HOLDERS

(1). Current Sec Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-15

(1).a	1.b	1.c
STEVEN C. BELL WISCONSIN RAPIDS, WI, USA	USA	63,544 - 56.80%
CHAD KANE WAUSAU, WI, USA	USA	8,868 - 7.926%
ELIZABETH KILLIAN CINCINNATI, OH, USA	USA	7,192 - 6.429%
REBECCA KETTLESON WAUSAU, WI USA	USA	7,192 - 6.429%
MARGARET S. BELL CHICAGO, IL USA	USA	6,841 - 6.115%
PAULA BELL WISCONSIN RAPIDS, WI USA	USA	6,345 - 5.672%

Family members with shares that collectively could be 5% or more:

CATHERINE BELL SCOTTSDALE, AZ USA	USA	2,995 - 2.677%
MANCE FAMILY TRUST SUSAN AND JAMES MANCE, CO-TRUSTEES FOUNTAIN HILLS, AZ USA	USA	4,340 - 3.879%
LINDA GROWNEY MADISON, WI USA	USA	4,117 - 3.68%
JENNI KANE MIDDLETON, WI USA	USA	221 - 0.198%

(2). Sec Holders not listed in 3(1) with ownership, etc. during fiscal year ending 12-31-15

N/A

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WoodTrust Financial Corp
Wisconsin Rapids, WI 54495-8000
Fiscal Year Ending December 31, 2015

Report Item 4: INSIDERS

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
Jenni Kane Middleton, WI, USA	Health Care Customer Service	n/a	n/a	n/a	221 shares or .198%	n/a	n/a
Catherine Bell Scottsdale, AZ, USA	Retired	n/a	n/a	n/a	2995 shares or 2.68%	n/a	n/a
Linda Growney, Madison WI, USA	Interior Decorator	n/a	n/a	Owner, Teal Lake Interiors	4117 shares or 3.68%	n/a	100% ownership
Susan Mance Fountain Hills, AZ, USA	Retired	n/a	n/a	Co-Trustee, Mance Family Trust	4340 shares or 3.88%	n/a	n/a
James Mance Fountain Hills, AZ, USA	Vice President, WoodTrust Bank	n/a	n/a	Co-Trustee, Mance Family Trust	4340 shares or 3.88%	n/a	n/a
Margaret Bell, Chicago, IL, USA	Student	n/a	n/a	n/a	6841 shares or 6.115%	n/a	n/a
Elizabeth Killian Spokane, WA, USA	Homemaker	n/a	n/a	n/a	7192 shares or 6.429%	n/a	n/a
Rebecca Kettleson, Wausau, WI, USA	Homemaker	Director	n/a	n/a	7192 shares or 6.429%	n/a	n/a
Paula Bell, Wisc Rapids, WI, USA	Homemaker	n/a	n/a	n/a	6345 shares or 5.67%	n/a	n/a

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 Wisconsin Rapids, WI 54495-8000
 Fiscal Year Ending December 31, 2015

Report Item 4: INSIDERS

(1) Name, City, State, County	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) 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)
Steve Bell, Wisc Rapids WI USA	Chairman and CEO, WoodTrust Bank	President & Director	Chairman, CEO, Director WoodTrust Bank	1. Director/Treasurer – Tahoe Management Company 2. Trustee – Steven Bell Revocable Trust 3. Co-Chairman & Director – WoodTrust Bell Foundation 4. Partner – KB Investments 5. Owner - Twin Peaks LLC 6. Owner – Twin Peaks II 7. Trustee – various Grantor Retained Annuity Trusts 8.. Owner – Twin Peaks III 9. Chairman/Director – Legacy Foundation of Central Wisconsin	63,544 shares Or 56.80%	n/a	1. Tahoe Management – 50% 4. KB Investments – 50% 5. Twin Peaks, LLC – 60% 6. Twin Peaks II – 100% 8. Twin Peaks III – 100%

