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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. §§ 148(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, Mark J. Tolliver

Name of the Holding Company Director and Official
Chairman

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.

Mark J. Tolliver

Signature of Holding Company Director and Official

03/21/2016

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.

2357575

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

Admiral Family Banks, Inc.

Legal Title of Holding Company

4100 W. 123rd Street

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

<u>Alsip</u>	<u>IL</u>	<u>60803</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Hugh J. Ahern

CPA

Name

Title

773-831-9709

Area Code / Phone Number / Extension

773-779-8310

Area Code / FAX Number

hugh@desmondcpa.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

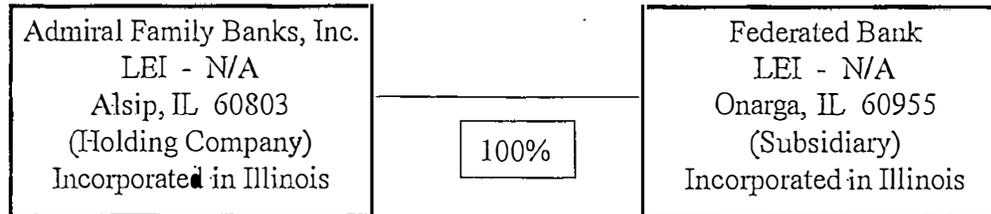
Form FR Y-6

ADMIRAL FAMILY BANKS, INC.
4100 W. 123rd Street
Alsip, IL 60803

Fiscal Year Ending
December 31, 2015

Report Item 1: None. Admiral Family Banks, Inc. does not prepare an annual report for its shareholders.

Report Item 2A: Organization Chart



Report Item 2b: Domestic Branch Verification (effective date December 31, 2015 with FR Y-6 submission – also submitted via e-mail March 20, 2016):

Data Action	Date Opened	Branch Service Type	Branch ID RSSD*	Popular Name	Address	County	FDIC UNIMUM	Office Number	Head Office	Head Office ID_RSSD
OK	1918	Full service (head office)	640143	Federated Bank	107 N. Chestnut Onarga, IL 60955 USA	Iroquois	6693	0	Federated Bank	640143
OK	1997	Full service	3507443	Bradley Branch	327 S. Kinzie Ave. Bradley, IL 60915 USA	Kankakee	222429	3	Federated Bank	640143
OK	1977	Full service	440633	Chebense Facility	222 N. Chestnut St. Chebense, IL 60922 USA	Iroquois	15731	2	Federated Bank	640143
OK	1985	Full service	2099101	Loda Facility	117 N. Oak St. Loda, IL 60948 USA	Iroquois	222428	1	Federated Bank	640143

Report Item 3-1: a. Mark J. Tolliver
Orland Park, IL USA
b. Citizenship: United States of America
c. No. of common shares: 43,640
Percentage of ownership: 74%

a. Catherine T. Averill
Palos Park, IL USA
b. Citizenship: United States of America
c. No. of common shares: 14,547
Percentage of ownership: 24%

Report Item 3-2: None

Results: A list of branches for your depository institution: **FEDERATED BANK (ID_RSSD: 640143)**.

This depository institution is held by **ADMIRAL FAMILY BANKS, INC. (2357575)** of **ALSIP, 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-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	1918	Full Service (Head Office)	640143	FEDERATED BANK	107 NORTH CHESTNUT	ONARGA	IL	60955	IROQUOIS	UNITED STATES	6693	0	FEDERATED BANK	640143	
OK	1997	Full Service	3507443	BRADLEY BRANCH	327 SOUTH KINZIE AVENUE	BRADLEY	IL	60915	KANKAKEE	UNITED STATES	222429	3	FEDERATED BANK	640143	
OK	1977	Full Service	440633	CHEBANSE FACILITY	222 NORTH CHESTNUT STREET	CHEBANSE	IL	60922	KANKAKEE	UNITED STATES	15731	2	FEDERATED BANK	640143	
OK	1985	Full Service	2099101	LODA FACILITY	117 NORTH OAK STREET	LODA	IL	60948	IROQUOIS	UNITED STATES	222428	1	FEDERATED BANK	640143	

ADMIRAL FAMILY BANKS, INC.

4100 W. 123rd Street

Alsip, IL 60803

Form FR Y-6

December 31, 2015

Report Item 4

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank 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 Bank 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)
Catherine Averill Palos Park, IL U.S. citizen	Retired	Director, Vice- President and Secretary	Director – Federated Bank	Owner of Admiral Steel, LLC, HJT Investments, LLC, and Admiral Properties, LLC	24%	None	Admiral Steel, LLC - 60% HJT Investment, LLC - 60% Admiral Properties, LLC - 50%
Mark J. Tolliver Orland Park, IL U.S. citizen	Steel warehousing Admiral Steel, LLC	Director, Chairman of the Board, President, Treasurer, and Assistant Secretary	Director and Chairman of the Board – Federated Bank	Manager and Owner of Admiral Steel, LLC, HJT Investments, LLC, and Admiral Properties, LLC	74%%	None	Admiral Steel, LLC - 40% HJT Investments, LLC - 40% Admiral Properties, LLC - 50%
Matt Clark Onarga, IL U.S. citizen	Bank President	Director	Director and President – Federated Bank	N/A	None	None	None