

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.

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)

I, Fred L. Drake  
 Name of the Holding Company Director and Official  
**Chairman and President**

Reporter's Name, Street, and Mailing Address  
**Heartland Bancorp, Inc.**

Legal Title of Holding Company

**401 N. Hershey Road**

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

<b>Bloomington</b>	<b>IL</b>	<b>61704</b>
City	State	Zip Code

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.

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:  
**James Lyons** **Vice President**

Name Title

**309-664-8948**

Area Code / Phone Number / Extension

**309-661-7947**

Area Code / FAX Number

**jlyons@hbtbank.com**

E-mail Address

**www.hbtbank.com**

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

**3-28-2016**

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.

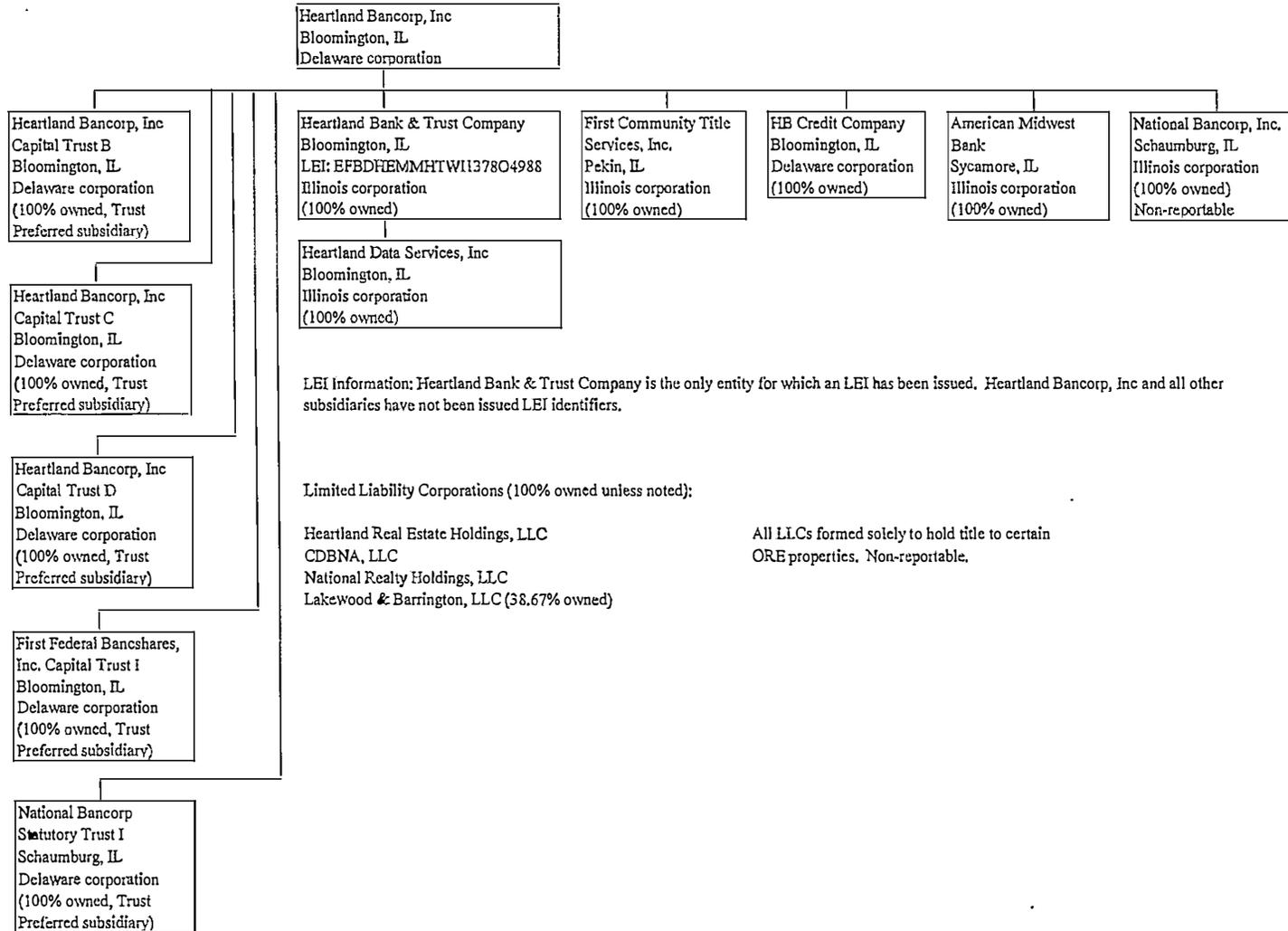
**1208120**

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  
 Heartland Bancorp, Inc  
 Bloomington, IL  
 Fiscal Year Ending December 31, 2015

Report Item 2a: Organization Chart



LEI Information: Heartland Bank & Trust Company is the only entity for which an LEI has been issued. Heartland Bancorp, Inc and all other subsidiaries have not been issued LEI identifiers.

Limited Liability Corporations (100% owned unless noted):

- Heartland Real Estate Holdings, LLC
- CDBNA, LLC
- National Realty Holdings, LLC
- Lakewood & Barrington, LLC (38.67% owned)

All LLCs formed solely to hold title to certain ORE properties. Non-reportable.

Results: A list of branches for your holding company: HEARTLAND BANCORP, INC. (1208120) of BLOOMINGTON, 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		Full Service (Head Office)	841436	AMERICAN MIDWEST BANK	1985 DEKALB AVENUE	SYCAMORE	IL	60178	DEKALB	UNITED STATES	14715		0	AMERICAN MIDWEST BANK	841436
OK		Full Service	658139	ANTIOCH BRANCH	485 LAKE STREET	ANTIOCH	IL	60002	LAKE	UNITED STATES	2287		8	AMERICAN MIDWEST BANK	841436
OK		Full Service	2094898	FOURTH STREET FACILITY	913 SOUTH 4TH STREET	DEKALB	IL	60115	DEKALB	UNITED STATES	252588		1	AMERICAN MIDWEST BANK	841436
OK		Full Service	1997255	BROOKSIDE OFFICE	3 4 NORTH BROOKSIDE DRIVE	GURNEE	IL	60031	LAKE	UNITED STATES	201435		9	AMERICAN MIDWEST BANK	841436
OK		Full Service	4724845	ST CHARLES BRANCH	2402 WEST MAIN STREET	SAINT CHARLES	IL	60175	KANE	UNITED STATES	Not Required	Not Required		AMERICAN MIDWEST BANK	841436
OK		Full Service	397447	SCHAUMBURG BRANCH	321 WEST GOLF ROAD	SCHAUMBURG	IL	60196	COOK	UNITED STATES	13221		5	AMERICAN MIDWEST BANK	841436
OK		Full Service	3641534	MAIN STREET FACILITY	124 SOUTH MAIN STREET	SYCAMORE	IL	60178	DEKALB	UNITED STATES	252589		3	AMERICAN MIDWEST BANK	841436
OK		Full Service (Head Office)	426534	HEARTLAND BANK & TRUST COMPANY	401 NORTH HERSHEY ROAD	BLOOMINGTON	IL	61704	MCLEAN	UNITED STATES	14032		0	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3656789	AURORA BRANCH	1575 OGDEN AVENUE	AURORA	IL	60503	KENDALL	UNITED STATES	453407		83	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	2575276	205 NORTH MAIN STREET OFFICE	205 NORTH MAIN STREET	BLOOMINGTON	IL	61701	MCLEAN	UNITED STATES	250834		7	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3679434	2111 EAST OAKLAND AVENUE BRANCH	2111 EAST OAKLAND AVENUE	BLOOMINGTON	IL	61701	MCLEAN	UNITED STATES	462322		30	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3679443	2231 WEST MARKET STREET BRANCH	2231 WEST MARKET STREET	BLOOMINGTON	IL	61705	MCLEAN	UNITED STATES	428795		22	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	2419080	207 WEST WASHINGTON STREET BRANCH	207 WEST WASHINGTON STREET	CARLOCK	IL	61725	MCLEAN	UNITED STATES	250832		1	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3309937	2101 WEST SPRINGFIELD ROAD OFFICE	2101 WEST SPRINGFIELD	CHAMPAIGN	IL	61821	CHAMPAIGN	UNITED STATES	429668		24	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3499315	WINDSOR ROAD BRANCH	1101 WEST WINDSOR ROAD	CHAMPAIGN	IL	61821	CHAMPAIGN	UNITED STATES	442345		26	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	256432	801 EAST CEMETARY AVENUE OFFICE	801 EAST CEMETARY AVENUE	CHENOA	IL	61726	MCLEAN	UNITED STATES	11006		17	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	2846042	COUNTRYSIDE BRANCH	6575 JOLIET ROAD	COUNTRYSIDE	IL	60525	COOK	UNITED STATES	221799		59	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	2130479	418 LOCUST STREET OFFICE	418 LOCUST ST	DELAVAL	IL	61734	TAZEWELL	UNITED STATES	280324		34	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	2552521	45 NORTH FAYETTE STREET OFFICE	45 NORTH FAYETTE STREET	EL PASO	IL	61738	WOODFORD	UNITED STATES	232706		4	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	922438	99 NORTH ELM STREET OFFICE	99 NORTH ELM STREET	EL PASO	IL	61738	WOODFORD	UNITED STATES	9390		3	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3656239	ELWOOD BRANCH	430 EAST MISSISSIPPI AVENUE	ELWOOD	IL	60421	WILL	UNITED STATES	466808		62	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	546731	108 NORTH MAIN STREET OFFICE	108 NORTH MAIN STREET	EUREKA	IL	61530	WOODFORD	UNITED STATES	596		8	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3679498	1821 SOUTH MAIN STREET BRANCH	1821 SOUTH MAIN STREET	EUREKA	IL	61530	WOODFORD	UNITED STATES	463206		32	HEARTLAND BANK & TRUST COMPANY	426534
OK		Limited Service	2098953	EUREKA - DRIVE-UP FACILITY	202 WEST CENTER STREET	EUREKA	IL	61530	WOODFORD	UNITED STATES	186663		9	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	977036	FARMER CITY BRANCH	335 SOUTH MAIN STREET	FARMER CITY	IL	61842	DE WITT	UNITED STATES	10095		63	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	746335	GENOA BRANCH	327 WEST MAIN STREET	GENOA	IL	60135	DEKALB	UNITED STATES	6918		72	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3304419	GERMANTOWN HILLS BRANCH	379 OLD GERMANTOWN ROAD	GERMANTOWN HILLS	IL	61548	WOODFORD	UNITED STATES	428794		21	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	614939	130 NORTH CHURCH STREET OFFICE	130 NORTH CHURCH STREET	GIBSON CITY	IL	60936	FORD	UNITED STATES	2395		5	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	2375207	HAMPSHIRE BRANCH	819 WARNER STREET	HAMPSHIRE	IL	60140	KANE	UNITED STATES	201826		75	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	2116213	HENRY BRANCH	703 THIRD STREET	HENRY	IL	61537	MARSHALL	UNITED STATES	284492		71	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3507537	HUNTLEY BRANCH	12101 REGENCY SQUARE PARKWAY	HUNTLEY	IL	60142	KANE	UNITED STATES	359604		77	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3499276	LEXINGTON BRANCH	401 WEST MAIN STREET	LEXINGTON	IL	61753	MCLEAN	UNITED STATES	463132		31	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	2130488	116 SOUTH MAIN STREET OFFICE	116 SOUTH MAIN STREET	MACKINAW	IL	61755	TAZEWELL	UNITED STATES	42587		35	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	2130497	105 NORTH MENARD OFFICE	105 NORTH MENARD	METAMORA	IL	61548	WOODFORD	UNITED STATES	280325		37	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	2504388	MILLBROOK BRANCH	8225 FOX RIVER DRIVE	MILLBROOK	IL	60536	KENDALL	UNITED STATES	208092		81	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	2295350	MINOOKA BRANCH	500 BOB BLAIR ROAD	MINOOKA	IL	60447	GRUNDY	UNITED STATES	201825		74	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3730102	223 SOUTH MAIN STREET BRANCH	223 SOUTH MAIN STREET	MORTON	IL	61550	TAZEWELL	UNITED STATES	489802		52	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	4190981	MORTON NORTH BRANCH	179 EAST COURTLAND STREET	MORTON	IL	61550	TAZEWELL	UNITED STATES	491471		54	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	892849	NEWARK BRANCH	STATE HIGHWAY 71 & UNION STREET	NEWARK	IL	60541	KENDALL	UNITED STATES	3919		80	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3499249	FORT JESSE ROAD BRANCH	1725 FORT JESSE ROAD	NORMAL	IL	61761	MCLEAN	UNITED STATES	362204		19	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	4096636	UPTOWN NORMAL BRANCH	200 WEST COLLEGE AVENUE	NORMAL	IL	61761	MCLEAN	UNITED STATES	5928		55	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	2295323	OGLESBY BRANCH	501 WEST WASHINGTON STREET	OGLESBY	IL	61348	LA SALLE	UNITED STATES	201824		73	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	655044	3400 COURT STREET OFFICE	3400 COURT STREET	PEKIN	IL	61554	TAZEWELL	UNITED STATES	14024		15	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3499324	PEKIN BROADWAY BRANCH	2807 BROADWAY ROAD	PEKIN	IL	61554	TAZEWELL	UNITED STATES	360043		16	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3677971	ALLEN ROAD BRANCH	9010 NORTH ALLEN ROAD	PEORIA	IL	61615	PEORIA	UNITED STATES	453828		29	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3677980	DOWNTOWN OFFICE	2125 W ADAMS	PEORIA	IL	61602	PEORIA	UNITED STATES	437227		25	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3499294	KNOXVILLE AVENUE BRANCH	7815 NORTH KNOXVILLE AVENUE	PEORIA	IL	61614	PEORIA	UNITED STATES	419360		20	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3677999	WAR MEMORIAL BRANCH	3501 WEST WAR MEMORIAL DRIVE	PEORIA	IL	61615	PEORIA	UNITED STATES	452992		28	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	990549	PERU BRANCH	925 SHOOTING PARK ROAD	PERU	IL	61354	LASALLE	UNITED STATES	13774		68	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3490497	PLAINFIELD BRANCH	5650 WEST CATON FARM ROAD	PLAINFIELD	IL	60586	WILL	UNITED STATES	361229		61	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3494440	PLAINFIELD NORTH BRANCH	14901 SOUTH ROUTE 59	PLAINFIELD	IL	60544	WILL	UNITED STATES	362164		84	HEARTLAND BANK & TRUST COMPANY	426534
OK		Full Service	3656798	PLANO BRANCH	11500 EAST US HIGHWAY 34	PLANO	IL	60545	KENDALL	UNITED STATES	453406		82	HEARTLAND BANK & TRUST COMPANY	426534

OK	Full Service	4446848	606 SOUTH MAIN STREET BRANCH	606 SOUTH MAIN STREET	PRINCETON	IL	61356	BUREAU	UNITED STATES	Not Required	Not Required	HEARTLAND BANK & TRUST COMPANY	426534
OK	Limited Service	2093949	PRINCETON EAST FACILITY	423 SOUTH SIXTH STREET	PRINCETON	IL	61356	BUREAU	UNITED STATES	201823	66	HEARTLAND BANK & TRUST COMPANY	426534
OK	Full Service	843533	PRINCETON NORTH BRANCH	2101 NORTH MAIN STREET	PRINCETON	IL	61356	BUREAU	UNITED STATES	284139	69	HEARTLAND BANK & TRUST COMPANY	426534
OK	Full Service	2462518	COUNTY LINE BRANCH	121 GLETTY ROAD	SANDWICH	IL	60548	DEKALB	UNITED STATES	221796	79	HEARTLAND BANK & TRUST COMPANY	426534
OK	Full Service	2470643	SANDWICH BRANCH	1200 EAST CHURCH STREET	SANDWICH	IL	60548	DEKALB	UNITED STATES	44542	76	HEARTLAND BANK & TRUST COMPANY	426534
OK	Full Service	4306269	SHOREWOOD BRANCH	700 WEST JEFFERSON STREET	SHOREWOOD	IL	60404	WILL	UNITED STATES	Not Required	Not Required	HEARTLAND BANK & TRUST COMPANY	426534
OK	Full Service	402949	SOMONAUK BRANCH	128 SOUTH DEPOT STREET	SOMONAUK	IL	60552	DEKALB	UNITED STATES	64471	78	HEARTLAND BANK & TRUST COMPANY	426534
OK	Full Service	318170	SPRING VALLEY BRANCH	100 EAST DAKOTA STREET	SPRING VALLEY	IL	61367-14	BUREAU	UNITED STATES	441391	70	HEARTLAND BANK & TRUST COMPANY	426534
OK	Full Service	3679470	602 SOUTH VINE STREET BRANCH	602 SOUTH VINE STREET	URBANA	IL	61801	CHAMPAIGN	UNITED STATES	468636	47	HEARTLAND BANK & TRUST COMPANY	426534
OK	Full Service	4223610	PHILO ROAD BRANCH	1812 SOUTH PHILO ROAD	URBANA	IL	61802	CHAMPAIGN	UNITED STATES	490667	53	HEARTLAND BANK & TRUST COMPANY	426534
OK	Full Service	4201491	130 SOUTH MAIN OFFICE	130 SOUTH MAIN	WASHINGTON	IL	61571	TAZEWELL	UNITED STATES	612	10	HEARTLAND BANK & TRUST COMPANY	426534
OK	Full Service	2076531	CUMMINGS BRANCH	100 SOUTH CUMMINGS LANE	WASHINGTON	IL	61571	TAZEWELL	UNITED STATES	186697	11	HEARTLAND BANK & TRUST COMPANY	426534
OK	Full Service	4262048	WESTERN SPRINGS BRANCH	4456 WOLF ROAD	WESTERN SPRINGS	IL	60558	COOK	UNITED STATES	64501	58	HEARTLAND BANK & TRUST COMPANY	426534

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Heartland Bancorp, Inc  
Bloomington, 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 as of fiscal year ending 12-31-2014

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 12-31-2014

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Shares	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Shares
Allen C. Drake El Paso, IL USA	USA	2,981.9 22.23%	-NONE-	-NONE-	-NONE-
Arthur M. Drake Bloomington, IL USA	USA	703.3 5.24%			
Fred L. Drake Hudson, IL USA	USA	2,695.9 20.10%			
Marcia J. Dudley El Paso, IL USA	USA	987.4 7.36%			
George E. Drake El Paso, IL USA	USA	5.5 0.04%			
George Drake Family Trust El Paso, IL USA (This trust benefits the following in equal shares: Allen C. Drake, Arthur M. Drake, Fred L. Drake and Marcia J. Dudley)	USA (Illinois Trust)	5,690.0 42.41%			

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Bloomington, IL  
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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)
Name & 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)
Fred L. Drake Hudson, IL USA		Chairman and President	Chairman, Heartland Bank & Trust; Director, First Community Title Services; Director, Heartland Data Services, Inc.; President and Director, HB Credit Company	Chairman, State Bank of Lincoln; Chairman, Lincoln SB Corp; Trustee, Elinor Drake Grandchildren Trust	30.70%	none	George Drake Fam Trust, 25%
Patrick F. Busch Bloomington, IL USA		Executive Vice President and Director	President, Chief Lending Officer and Director, Heartland Bank & Trust; Director, First Community Title Services	Beneficiary/Owner, Land Trusts HBTMCLT #124, HBTMCLT #135, HBTMCLT #327, HBTMCLT #227, MCLTMT #400 and BN Property Holdings, LLC Hershey Series	0.88%	none	Land Trusts: HBTMCLT #124, 100% HBTMCLT #135, 100% HBTMCLT #327, 50% HBTMCLT #227, 50% MCLTMT #400, 50% BN Property Holdings LLC Hershey Series, 50%
George E. Drake El Paso, IL USA	retired	Vice-Chairman	Director, Heartland Bank & Trust	Vice Chairman & Director, Lincoln SB Corp; Vice Chairman & Director, State Bank of Lincoln;	0.04%	none	Lincolnland Farms LP, 72.24%
Allen C. Drake El Paso, IL USA	retired	Executive Vice President and Director	Director, Heartland Bank & Trust	Director, Lincoln SB Corp; VP & Director, State Bank of Lincoln; Manager and Director, CRCI LLC; General Partner, Lincolnland Farms LP; Trustee, Elinor Drake Grandchildren Trust; Trustee, George Drake Family Trust;	32.83%	none	CRCI LLC, 100% George Drake Fam Trust, 25%

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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)
Name & 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)
J. Lance Carter Bloomington, IL USA		Executive Vice President and Director	Executive Vice President, Chief Operating Officer & Director, Heartland Bank & Trust	none	0%	none	none
Eric E. Burwell Lincoln, IL USA	property manager	Director	Director, Heartland Bank & Trust	Secretary, Burwell Management Company; Member, JCE Properties LLC; Director, Illinois State University Foundation; Owner, Eric E. Burwell Licensed Illinois RE Broker; President, Radio Flyer II, Inc; Co-Trustee, Eric E. Burwell Trust f/b/o Eric Burwell dtd 12/21/07; Trustee, C. Eugene Burwell 2008 Family Trust; Co-Trustee, Curt E. Burwell Family Trust; Owner, Eric E. Burwell Living Trust dtd 4/12/99; Member, B12, LLC; Trustee, Karin A. Burwell Living Trust	0%	none	Burwell Management Co, 50% JCE Properties, LLC, 30% Eric E. Burwell Licensed Illinois Real Estate Broker, 100% Radio Flyer II, Inc, 50% Eric E. Burwell, Living Trust Dtd 4/12/99, 100% Eric E. Burwell Trust f/b/o Eric Burwell dtd 12/21/07, 100% B12, LLC, 44.7102%

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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)
Name & 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)
Dale Strassheim Hudson, IL USA	retired	Director	Director, Heartland Bank & Trust	Advisory Board Member, Illinois State University College of Arts & Sciences; FACE Committee Member, Pregnancy Resource Center; Board Member, Stevenson Lecture Series; Member, Normal Rotary Club; Investor, Jefferson Plaza Morton, LLC; Advisory Council Member, Bloomington-Normal Boys and Girls Club	0%	none	none
Terry Brown Lincoln, IL USA	retired	Director	Director, Heartland Bank & Trust	Director, State Bank of Lincoln	0%	none	none
Marcia J. Dudley El Paso, IL USA	investor	none	none	none	17.96%	none	George Drake Fam Trust, 25%
Arthur M. Drake Bloomington, IL USA	investor	none	none	none	15.85%	none	George Drake Fam Trust, 25%