

Board of Governors of the Federal Reserve System

COPY



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, Robert B. Phelps

Name of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

Kingsley Banc Corp.

Legal Title of Holding Company

1 E 2nd Street/P.O. Box 460

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

Kingsley

IA

51028

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

David W. Phelps

Vice President

Name

Title

712-378-2341

Area Code / Phone Number / Extension

712-378-3580

Area Code / FAX Number

david@kingsleybank.com

E-mail Address

www.kingsleybank.com

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

Signature of Holding Company Director and Official

03/30/2016

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 1133633  
 C.I. \_\_\_\_\_

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

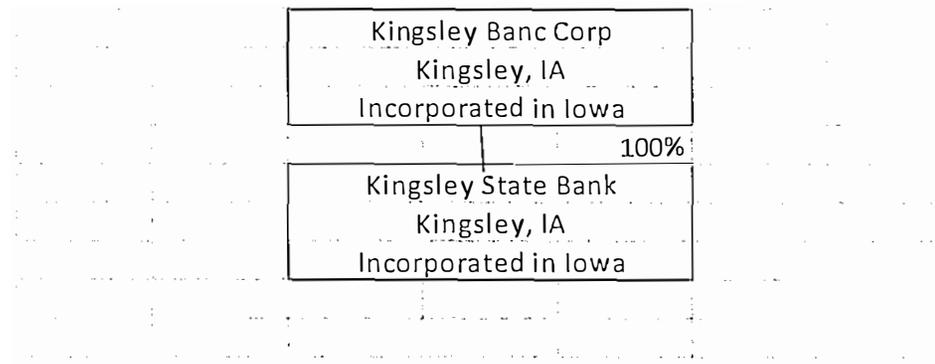
Kingsley Banc Corp.

Kingsley, Iowa

Fiscal Year Ending December 31, 2015

Report Item 2.

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank.



\*All entities do not have a LEI.

Results: A list of branches for your depository institution: **KINGSLEY STATE BANK (ID\_RSSD: 809940)**.  
 This depository institution is held by **KINGSLEY BANC CORP (1133633)** of **KINGSLEY, IA**.  
 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	FDICUNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ok		Full Service (Head Office)	809940	KINGSLEY STATE BANK	1 EAST 2ND STREET	KINGSLEY	IA	51028-040	PLYMOUTH	UNITED STATES	13248	0	KINGSLEY STATE BANK	809940	
ok		Full Service	3183735	850 12TH STREET SOUTH WEST OFFICE	850 12TH STREET SOUTH WEST	LE MARS	IA	51031	PLYMOUTH	UNITED STATES	366365	1	KINGSLEY STATE BANK	809940	
ok		Full Service	3523818	SERGEANT BLUFF BRANCH	705 FIRST STREET	SERGEANT BLUFF	IA	51054	WOODBURY	UNITED STATES	437112	2	KINGSLEY STATE BANK	809940	

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Kingsley State Bank  
Kingsley, Iowa  
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 <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
George Phelps Kingsley, IA	United States	1,112 - 23.36% Common Stock	Not Applicable	Not Applicable	Not Applicable
Linda Phelps Kingsley, IA	United States	1,111 - 23.34% Common Stock			
Carol Phelps Kingsley, IA	United States	572 - 12.02% Common Stock			
Robert B. Phelps Kingsley, IA	United States	383 - 8.05% Common Stock			
Robert W. Phelps Milwaukee, WI	United States	475 - 9.98% Common Stock			
Scott Phelps Kingsley, IA	United States	475 - 9.98% Common Stock			
Alison Hooegeveen Kingsley, IA	United States	475 - 9.98% Common Stock			
David Phelps Kingsley, IA	United States	157 - 3.30% Common Stock			

Kingsley Banc Corp  
Kingsley, Iowa  
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 Holding Company	Title & Position with 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 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)
George Phelps Kingsley, IA, USA	N/A	President, Director	CEO, Director (Kingsley State Bank)	N/A	23.36%	None	N/A
Robert B. Phelps Kingsley, IA, USA	N/A	Vice President, Secretary, Treasurer, Director	Chairman, Director (Kingsley State Bank)	N/A	8.05%	None	N/A
Linda Phelps Kingsley, IA, USA	N/A	N/A	N/A	N/A	23.34%	None	N/A
Carol Phelps Kingsley, IA, USA	N/A	N/A	N/A	N/A	12.02%	None	N/A
Alison Hoogeveen Kingsley, IA, USA	Wildlife Rehabilitator	N/A	N/A	N/A	9.98%	None	N/A
Scott Phelps	N/A	N/A	Vice President	N/A	9.98%	None	N/A

Kingsley, IA, USA			(Kingsley State Bank)				
Robert W. Phelps Milwaukee, WI, USA	Wealth Manager	N/A	N/A	Partner Oarsman Capital Milwaukee, WI	9.98%	None	Oarsman Capital (50%)
	Manager	N/A	N/A	President  Norse Building Products Allenton, WI		None	Norse Building Products (100%)
David Phelps Kingsley, IA, USA	N/A	N/A	N/A	Vice President (Kingsley State Bank)	3.30%	None	N/A