



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, Steve Aughenbaugh
 Name of the Holding Company Director and Official
President and 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]
 Signature of Holding Company Director and Official
03/28/2016
 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 1204775
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015

Month / Day / Year
 None

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
Lincoln S.B. Corp.
 Legal Title of Holding Company
PO Box 529

(Mailing Address of the Holding Company) Street / P.O. Box
Lincoln IL 62656
 City State Zip Code

508 Broadway St, Lincoln, IL 62656
 Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Kendall E Hurley VP, State Bank of Lincoln
 Name Title

217-732-2755
 Area Code / Phone Number / Extension

217-732-4215
 Area Code / FAX Number

khurley@sblincoln.com
 E-mail Address

None
 Address (URL) for the Holding Company's web page

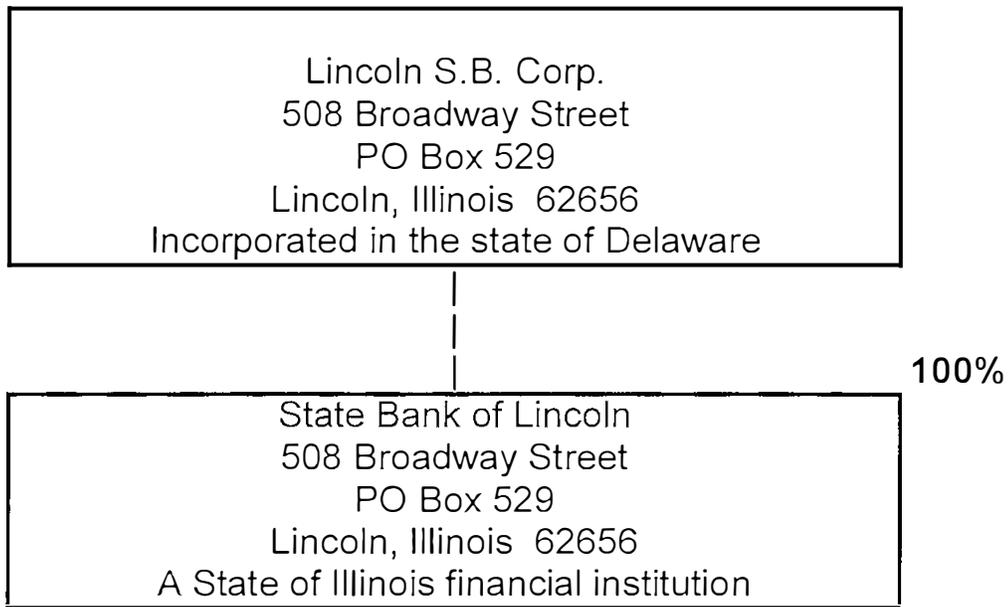
Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:

 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 FRY-6 Annual Holding Company Report
Lincoln S.B. Corp.
508 Broadway Street
PO Box 529
Lincoln, Illinois 62656
Fiscal Year Ending December 31, 2015

Report Item:

2(a): Organization Chart



** There are no non-controlled investments greater than 5% but less than 25% owned by the bank holding company.

** All entities do not have a LEI.

Results: A list of branches for your depository institution: STATE BANK OF LINCOLN (ID_RSSD: 490535).
 This depository institution is held by LINCOLN S.B. CORP. (1204775) of LINCOLN, 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)	490535	STATE BANK OF LINCOLN	508 BROADWAY	LINCOLN	IL	62656	LOGAN	UNITED STATES	7884	0	STATE BANK OF LINCOLN	490535	
OK		Full Service	3950852	CLINTON BRANCH	301 SOUTH SIDE SQUARE	CLINTON	IL	61727	DEWITT	UNITED STATES	7683	6	STATE BANK OF LINCOLN	490535	
OK		Full Service	3494413	CLINTON IGA BRANCH	220 EAST VAN BUREN STREET	CLINTON	IL	61727	DE WITT	UNITED STATES	226330	8	STATE BANK OF LINCOLN	490535	
OK		Full Service	2094731	SANGAMON STREET FACILITY	111 NORTH SANGAMON STREET	LINCOLN	IL	62656	LOGAN	UNITED STATES	265211	3	STATE BANK OF LINCOLN	490535	
OK		Full Service	2086026	STATE BANK WEST BRANCH	818 WOODLAWN ROAD	LINCOLN	IL	62656	LOGAN	UNITED STATES	227049	1	STATE BANK OF LINCOLN	490535	
OK		Full Service	3642139	WALMART FACILITY	825 MALERICH DRIVE	LINCOLN	IL	62656	LOGAN	UNITED STATES	466301	5	STATE BANK OF LINCOLN	490535	

Form FRY-6 Annual Holding Company Report
 Lincoln S.B. Corp.
 508 Broadway Street
 PO Box 529
 Lincoln, Illinois 62656
 Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders

(1)a (1)b (1)c:

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/15:

(1)a Name & Address (City, State, Zip, Country)	(1)b Country of Citizenship or Incorporation	(1)c Number and Percentage of Each Class of Voting Securities
Fred L Drake Hudson, Illinois 61748, USA	USA	2,724 (18.72%) Common Stock
Allen C. Drake El Paso, Illinois 61738, USA	USA	2,723 (18.72%) Common Stock
Marcia J. Dudley El Paso, Illinois 61738, USA	USA	2,629 (18.07%) Common Stock
Elinor J. Drake El Paso, Illinois 61738, USA	USA	2,599 (17.86%) Common Stock
Arthur M. Drake Bloomington, Illinois 61704, USA	USA	2,441 (16.78%) Common Stock
George E. Drake Family Trust Dated 5/16/85 Allen Drake Trustee El Paso, Illinois 61738, USA	USA	1,432 (9.84%) Common Stock as 358 (2.46%) shares each for Allen C. Drake, Arthur M. Drake, Fred L. Drake and Marcia J. Dudley as beneficiaries

Report Item 3: Securities Holders

(2)a (2)b and (2)c:

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 12/31/15:

(1)a Name & Address (City, State, Zip, Country)	(1)b Country of Citizenship or Incorporation	(1)c Number and Percentage of Each Class of Voting Securities
N/A		

Y-6 Annual Holding Company Report
 Lincoln S.B. Corp.
 508 Broadway Street
 PO Box 529
 Lincoln, Illinois 62656
 Year Ending December 31, 2015

Report Item 4: Insiders
 (1)(2)(3)a.b.c and (4)a.b.c

(1) Name & Address (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 subsidiaries)	(4)(a) Percentage of Voting Securities in Holding Company	(4)(b) Percentage of Voting Securities in subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Steve D. Aughenbaugh Lincoln, Illinois, USA	President State Bank of Lincoln	President and Director	President State Bank of Lincoln	N/A	None	None	N/A
George E. Drake El Paso, Illinois, USA	Retired Banker	Vice Chairman of Bd	Vice Chairman of Bd State Bank of Lincoln	Vice Chairman of Board and Director; Heartland Bank and Trust Co. Vice Chairman of Board and Director; Heartland Bancorp, Inc.	None	None	Lincolnland Farms LP 38.6% Owner
Ellnor J. Drake El Paso, Illinois, USA	Retired	N/A	N/A	N/A	20.34%	None	Lincolnland Farms LP 33.64% Owner
Allen C. Drake El Paso, Illinois, USA	Retired Banker	Director	Vice President and Director State Bank of Lincoln	Director; Heartland Bank and Trust Company Director & Executive Vice President of Heartland Bancorp, Inc.	18.72% AND 9.64% as Trustee of George Drake Trust	None	Lincolnland Farms LP - General Partner Trustee and 25% Beneficiary of the George Drake Intervivos Family Trust CRCL LLC 100% Owner, President Trustee of the Ellnor Drake Grandchildren Trusts Trustee for CKD Family Trust
Arthur M. Drake Bloomington, Illinois, USA	Retired	N/A	N/A	N/A	16.78%	None	N/A
Fred L. Drake as Trustee of the Fred L. Drake Revocable Trust Hudson, Illinois, 61748	Banker	Chairman of Board	Chairman of Board Vice President State Bank of Lincoln	Chairman, CEO Heartland Bank and Trust Co. Chairman, President, CEO Heartland Bancorp Chairman Heartland Data Services Chairman First Community Title	16.72%	None	Heartland Bancorp 24.54% Voting Rights
Marcia J. Dudley El Paso, Illinois, USA	Homemaker	N/A	N/A	N/A	16.07%	None	N/A
Richard D. Martin Lincoln, Illinois, USA	Farmer	Director	Director State Bank of Lincoln	N/A	None	None	N/A
Glenn McCrea Lincoln, Illinois, USA	Farmer	Director	Director State Bank of Lincoln	N/A	None	None	N/A
Terry J. Brown Lincoln, Illinois, USA	Retired Banker	Director	Director State Bank of Lincoln	Director Heartland Bank & Trust Co	None	None	N/A
Gail L. Nunnery Clinton, Illinois, USA	Banker	Secretary	VP and Trust Officer State Bank of Lincoln	N/A	None	None	N/A