



COPY

FR Y-6  
OMB Number 7100-0297  
Approval expires September 30, 2018  
Page 1 of 2

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, Daniel P. Cortelyou

Name of the Holding Company Director and Official

V.P. and Treasurer

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this reporting 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.

X [Signature]  
Signature of Holding Company Director and Official

X 03/22/2014  
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 2394366  
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

PrairieLand Bancorp Employee Stock Ownership Plan & Tr.

Legal Title of Holding Company

484 East Main Street

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

Bushnell

IL

61422

City

State

Zip Code

same

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

JoAnne A. Brant

CPA

Name

Title

314-925-4342

Area Code / Phone Number / Extension

314-925-4350

Area Code / FAX Number

joanne.brant@claconnect.com

E-mail Address

www.bushnellbank.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

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

PrairieLand Bancorp, Inc.  
Legal Title of Subsidiary Holding Company

484 East Main Street  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Bushnell IL 61422  
City State Zip Code

Physical Location (if different from mailing address)

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

City State Zip Code

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City State Zip Code

Physical Location (if different from mailing address)

PRAIRIELAND BANCORP EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST  
ANNUAL REPORT  
FORM FR Y -6  
DECEMBER 31, 2015

REPORT ITEMS

Report Item 1a: Form 10-K

The Bank Holding Company is not required to prepare Form 10-K with the Securities and Exchange Commission.

Report Item 1b: Annual report to shareholders

The Bank Holding Company does not prepare an annual report to shareholders.

Report Item 2a: Organizational Chart

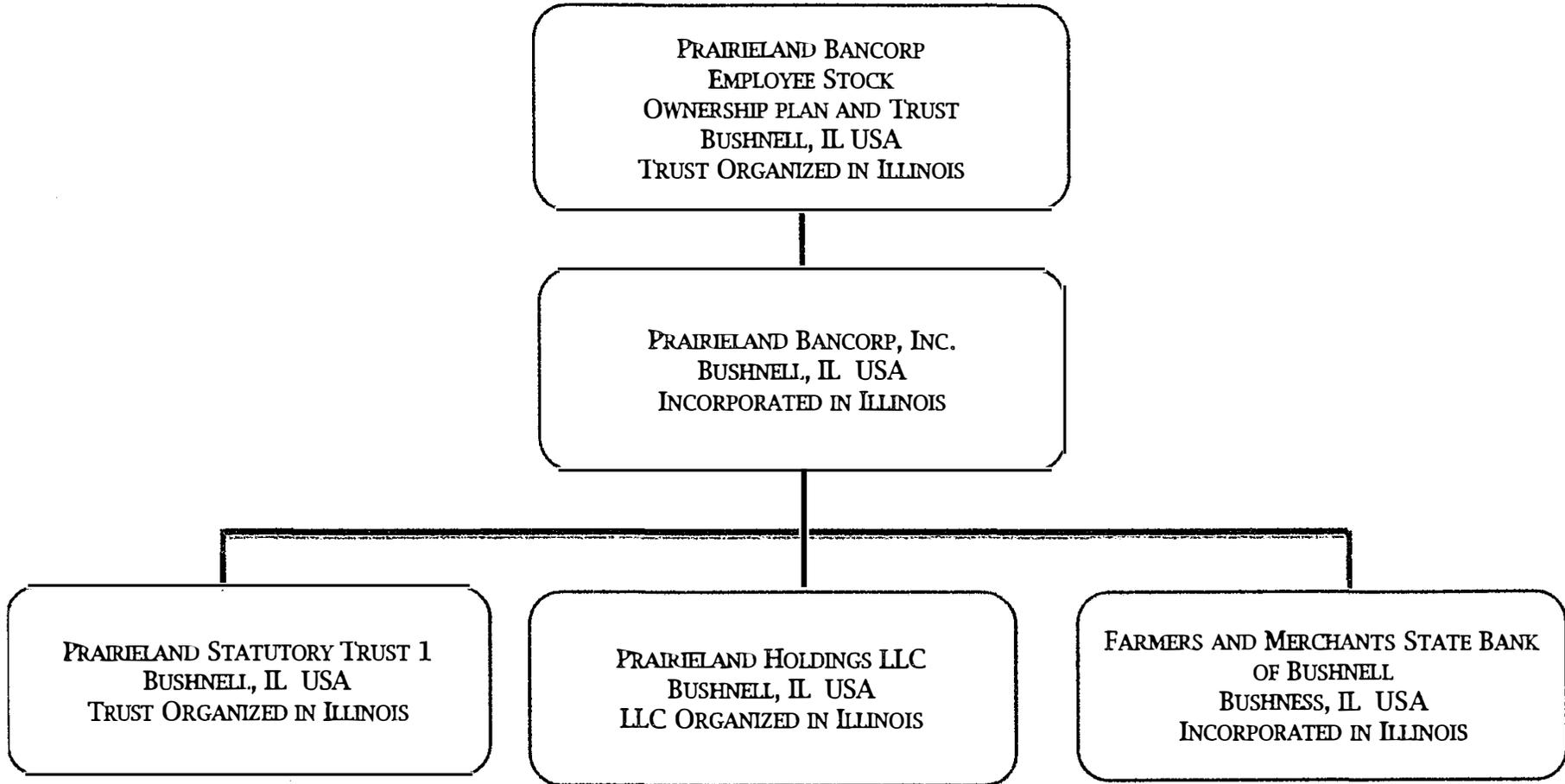
See copy of the organizational chart attached.

PrairieLand Bancorp Employee Stock Ownership Plan and Trust owns 38% of PrairieLand Bancorp, Inc.

PrairieLand Bancorp, Inc. owns 100% of each of its four subsidiaries.

The direct holder of PrairieLand Holdings, LLC is a managing member of the LLC.

None of the entities currently have a Legal Entity Identifier (LEI).



PrairieLand Bancorp Employee Stock Ownership Plan and Trust owns 38% of PrairieLand Bancorp, Inc.

PrairieLand Bancorp, Inc. owns 100% of each of its subsidiaries.

The direct holder of PrairieLand Holdings LLC is a managing member of the LLC.

None of the entities currently have a Legal Entity Identifier (LEI).

Results: A list of branches for your depository institution: FARMERS AND MERCHANTS STATE BANK OF BUSHNELL (ID\_RSSD: 321330). This depository institution is held by PRAIRIELAND BANKCORP EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST (2397366) of BUSHNELL, IL. The data are as of 12/31/2015. Data reflects information that was received and processed through 01/20/2016.

**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>.

\* FDICUNINUM, 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) | 321330          | FARMERS AND MERCHANTS STATE BANK OF BUSHNELL | 384 EAST MAIN STREET | BUSHNELL | IL    | 61422    | MCDONOUGH | UNITED STATES | 7232        |                | FARMERS AND MERCHANTS STATE BANK OF BUSHNELL | 321330               |          |
| OK          |                | Full Service               | 3656864         | COLE STREET BRANCH                           | 429 COLE STREET      | BUSHNELL | IL    | 61422    | MCDONOUGH | UNITED STATES | 463205      |                | FARMERS AND MERCHANTS STATE BANK OF BUSHNELL | 321330               |          |

## EXHIBIT B

## PRAIRIELAND BANCORP, INC.

## Securities Holders with 5% Voting Power

December 31, 2015

## Report Item 3:

| <u>Names and Addresses</u>                           | <u>Country of<br/>Citizenship</u> | <u>Voting Common<br/>Shares<br/>Controlled</u> | <u>Percentage<br/>of Outstanding<br/>Voting Shares</u> |
|--|-----------------------------------|--|--|
| PrairieLand Bancorp, Inc. ESOP<br>Bushnell, Illinois | United States                     | 58,635   | 38%  |
| Lyndall Pigg*<br>Bushnell, Illinois                  | United States                     | 10,533   | 6%   |

\*Directly or through attribution

PRAIRIELAND BANCORP EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Directors, Officers and Securities Holders

December 31, 2015

Report Item 4:

|  |   |  |
|--|---|--|
| (1) Name, City and State/Country   | Michael G. Steelman<br>Bushnell, Illinois USA               | Daniel P. Cortelyou<br>Bushnell, Illinois USA              |
| (2) Principal occupation   | Chairman/CEO<br>Farmers & Merchants Bank of<br>Bushnell, IL | Bank President<br>Farmers & Merchants Bank of Bushnell, IL |
| (3) Title or position with:  |   |  |
| (a) Bank holding company (ESOP)  | Trustee   | Trustee  |
| (b) Prairieland Bancorp, Inc.  | Director, Chairman, President                               | Director, Treasurer, Vice-President                        |
| (c) Other business company in which<br>the person is a director, trustee,<br>partner, or principal officer – |   |  |
| Prairieland Holdings, LLC  | Managing Member   | Assistant Managing Member                                  |
| (4) Number and percentage of shares owned of:  |   |  |
| (a) Bank holding company (ESOP)  | none  | none   |
| (b) Prairieland Bancorp, Inc.  | 3,378 common, 2%  | 6,187 common, 4%   |
| c) Farmers & Merchants Bank of Bushnell  | None  | None   |
| (d) Other business companies, more than<br>25% owned   | None  | None   |
|  |   | Also – Treasurer of the City of Bushnell, IL               |

PRAIRIELAND BANCORP, INC.

Directors, Officers and Securities Holders

December 31, 2015

Report Item 4:

|  |  |  |  |
|--|--|--|--|
| (1) Name, City and State/Country   | Stephen E. Holland<br>Bushnell, Illinois | Terry M. Morrow<br>St. Charles, Missouri | Cynthia R. Rauschart<br>Bushnell, Illinois |
| (2) Principal occupation   | Attorney                                 | Retired                                  | Educator                                   |
| (3) Title or position with:  |  |  |  |
| (a) Bank holding company   | Director, Assistant Secretary            | Director                                 | Director                                   |
| (b) Subsidiary of bank holding company   |  |  |  |
| (1) Farmers and Merchants State Bank of Bushnell   | Director                                 | Director                                 | Director                                   |
| (2) Prairieland Holdings, LLC  | None                                     | None                                     | None                                       |
| (3) Prairieland Financial Services, Inc.   | Director                                 | None                                     | None                                       |
| (c) Other business company in which<br>the person is a director, trustee,<br>partner, or principal officer | Partner, Holland and<br>Holland-law firm | None                                     | None                                       |
| (4) Number and percentage of shares owned of:  |  |  |  |
| (a) The bank holding company   | 1,193 common, 1%                         | 458 common, 1%                           | 850 common, 1%                             |
| (b) Subsidiary of the bank holding company   | None                                     | None                                     | None                                       |
| (c) Other business companies, more than<br>25% owned   | Holland and Holland -<br>law firm – 50%  | None                                     | None                                       |

PRAIRIELAND BANCORP, INC.

Directors, Officers and Securities Holders

December 31, 2015

Report Item 4:

|  |   |   |  |
|--|---|---|--|
| (1) Name, City and State/Country   | Michael G. Steelman<br>Bushnell, Illinois | Daniel P. Cortelyou<br>Bushnell, Illinois | Kenneth Curtis<br>Prairie City, Illinois |
| (2) Principal occupation   | Chairman/CEO/Trust Officer                | Bank President                            | Farmer                                   |
| (3) Title or position with:  |   |   |  |
| (a) Bank holding company   | Director, Chairman, President             | Director, Treasurer,<br>Vice President    | Director                                 |
| (b) Subsidiary of bank holding company   |   |   |  |
| (1) Farmers and Merchants State Bank of Bushnell   | Director, Chairman, CEO,<br>Trust Officer | President                                 | Director                                 |
| (2) Prairieland Holdings, LLC  | Manager                                   | Assistant Manager                         | None                                     |
| (3) Prairieland Financial Services, Inc.   | Director                                  | Director, President, Treasurer            | None                                     |
| (c) Other business company in which<br>the person is a director, trustee,<br>partner, or principal officer | None                                      | None                                      | JLM, Inc.                                |
| (4) Number and percentage of shares owned of:  |   |   |  |
| (a) The bank holding company   | 3,038 common, 1%                          | 6,087 common, 3%                          | 100 common, 1%                           |
| (b) Subsidiary of the bank holding company   | None                                      | None                                      | None                                     |
| (c) Other business companies, more than<br>25% owned   | None                                      | None                                      | 100% JLM, Inc.                           |

PRAIRIELAND BANCORP, INC.

Directors, Officers and Securities Holders

December 31, 2015

Report Item 4:

- |  |  |
|--|--|
| (1) Name, City and State/Country   | PrairieLand Bancorp Employee<br>Stock Ownership Plan and Trust<br>Bushnell, Illinois |
| (2) Principal occupation   | n/a  |
| (3) Title or position with:  |  |
| (a) Bank holding company   | n/a  |
| (b) Subsidiary of bank holding company   |  |
| (1) Farmers and Merchants State Bank of Bushnell   | n/a  |
| (2) PrairieLand Holdings, LLC  | n/a  |
| (3) PrairieLand Financial Services, Inc.   | n/a  |
| (c) Other business company in which<br>the person is a director, trustee,<br>partner, or principal officer | n/a  |
| (4) Number and percentage of shares owned of:  |  |
| (a) The bank holding company   | 58,635 common, 38%   |
| (b) Subsidiary of the bank holding company   | None   |
| (c) Other business companies, more than<br>25% owned   | None   |