

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, Stuart B. Drake

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 of Holding Company Director and Official  
03/21/16

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.

1200188

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

Premier Bancorp of Illinois Inc.

Legal Title of Holding Company

6081 Silver King Blvd Unit 606

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

Cape Coral Florida 33914  
City State Zip Code

333 South Main St., Farmer Ci y, IL 61842

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Stua B. Drake President

Name Title

309-287-4667

Area Code / Phone Number / Extension

None

Area Code / FAX Number

captain@captainduck.net

E-mail Address

N/A

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

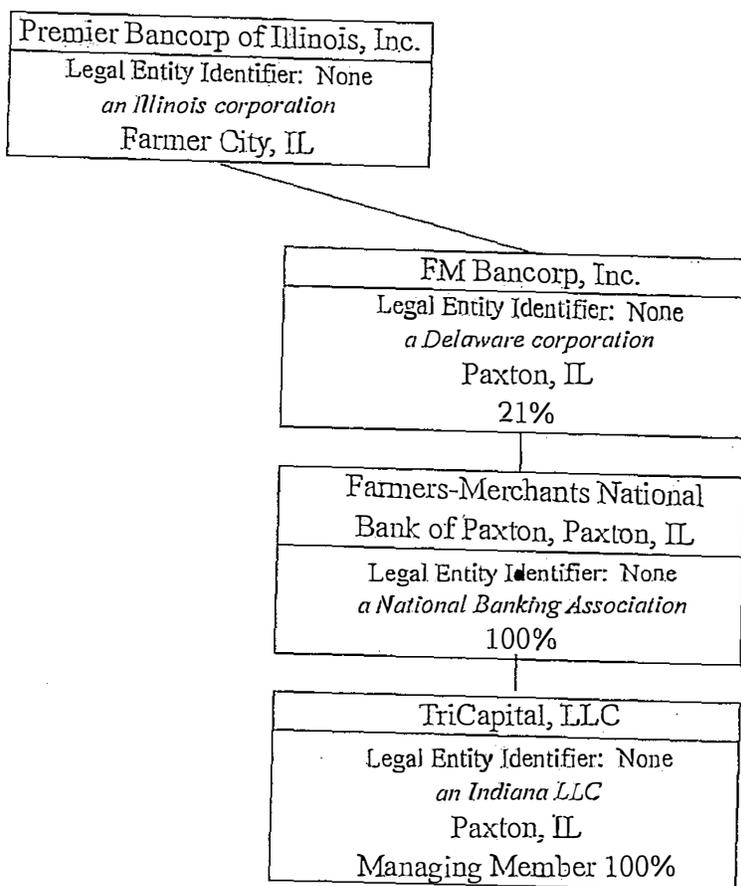
Does the reporter request confidential treatment for any portion of this submission?

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

Report Item 2(a): ORGANIZATION CHART



Report Item 2(b): DOMESTIC BRANCH LISTING

The branch report is reported and verified by FM Bancorp, Inc., the holding company for Farmers-Merchants National Bank of Paxton.

1130285

Results: A list of branches for your depository institution: FARMERS-MERCHANTS NATIONAL BANK OF PAXTON (ID\_RSSD: 652445).  
 This depository institution is held by FM BANCORP, INC. (1130285) of PAXTON, 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 UNIFORM, 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 UNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	652445	FARMERS-MERCHANTS NATIONAL BANK OF PAXTON	101 NORTH TAFT STREET	PAXTON	IL	60957	FORD	UNITED STATES	7690	0	FARMERS-MERCHANTS NATIONAL BANK OF PAXTON	652445	
OK		Full Service	949547	MELVIN BRANCH	100 EAST MAIN STREET	MELVIN	IL	60952	FORD	UNITED STATES	7505	1	FARMERS-MERCHANTS NATIONAL BANK OF PAXTON	652445	
OK		Full Service	874171	PIPER CITY BRANCH	116 SOUTH PINE STREET	PIPER CITY	IL	60959	FORD	UNITED STATES	43845	2	FARMERS-MERCHANTS NATIONAL BANK OF PAXTON	652445	

Report Item 3(1): **YEAR END SECURITIES HOLDERS**  
**OWNING 5% OR MORE OF HOLDING COMPANY STOCK**  
(There were no warrants, rights or other securities outstanding.)

Name and Address	Citizenship	Common Shares	Percentage
Stanley L. Drake Norland, WA	USA	570.0	11.7%
Stephanie Drake Farmer City, IL	USA	1,376.0 a	28.2%
Stuart B. Drake Cape Coral, FL	USA	2,050.0 b	42.0%
Martin B. Drake II Austin, TX	USA	294.0 a	6.0%
Clayton James Drake Iberia, MO	USA	294.0 a	6.0%
Nicole L. Drake Cape Coral, FL	USA	294.0 a	6.0%
Other stockholders Owning Less Than 5%		-	0.0%
Rounding Error		-	0.1%
		4,878.00	100.0%

a-Includes shares held by Stuart B. Drake as trustee

b-Includes 11 shares held by his wife, 1,056 shares held as trustee, and 264 shares for his minor child's interest. Excludes 294 shares for which he acts as agent for Nicole L. Drake

Report Item 3(2): **FISCAL YEAR SECURITIES HOLDERS**  
**OWNING 5% OR MORE OF HOLDING COMPANY STOCK**  
*(In addition to shareholders listed above)*

NONE

Name and Address	HOLDING COMPANY	FARMERS-MERCHANTS BANK	OTHER COMPANY	
Principal Occupation	Title/Position Shares Held/Controlled	Title/Position Shares Held/Controlled	Title/Position	Shares Held or Controlled
James R. Eckert Anchor, IL USA Banker	Director None	None None	Anchor State Bank President, Director and CEO	None to Report
			Anchor Bancorporation, Inc. President, Director and CEO	52.40%

Philip J. Duffy Champaign, IL USA Banker	Director None	None None	Heartland Bank and Trust Co. Senior Vice President & Trust Officer	None to Report
			First Community Title Services, Inc. <sup>1</sup> President	None to Report

Stephanie Drake Champaign, IL Retired	Principal Shareholder 28.2% <sup>2</sup>	None None	Stephanie Drake Irrevocable Farm Trust Trustee	100.00%
			Drake Family Investments LLC None	32.2%
			Richard K. Drake GST Trust Beneficiary	25% <sup>3</sup>

Stanley L Drake Norland, WA USA Retired	Principal Shareholder 11.70%	None None	Stanley L. Drake Irrevocable Farm Trust Trustee	100.00%
			Drake Family Investments LLC None	21.9%

1 A wholly owned subsidiary of Heartland Bancorp, Inc.

2 Includes 14.4% held by Stuart B. Drake as trustee for the Richard K. Drake Irrevocable GST Trust for which the trustee is required by the terms of the trust to give a proxy to Stephanie Drake.

3 This ownership represents only the investments of the trust in bank or bank holding company stock which by the terms of the trust, the trustee is required to give her a proxy. As to other assets of the trust, full control is vested in the trustee, Stuart B. Drake.

Report Item 4: Directors and Officers

Name and Address Principal Occupation	HOLDING COMPANY	FARMERS-MERCHANTS BANK	OTHER COMPANY	
	Title/Position Shares Held/Controlled	Title/Position Shares Held/Controlled	Title/Position	Shares Held or Controlled
Stuart B. Drake <sup>4</sup> Cape Coral, FL USA Business Manager	President and Director Principal Shareholder 42.0% <sup>5</sup>	Director None	<i>Prairie Ridge Agriculture LLC</i> Manager	17.2% <sup>6</sup>
			<i>Stuart B. Drake Irrevocable Farm Trust</i> Trustee	100.00%
			<i>F.M. Bancorp, Inc.</i> <sup>7</sup> Director	9.3% <sup>8</sup>
			<i>Farmers-Merchants National Bank of Paxton</i> Director	None
			<i>Stuart B. Drake Trust</i> Trustee	100.00%
			<i>Drake Family Investments LLC</i> Manager	34.2% <sup>9</sup>
			<i>Stephen P. Drake Irrevocable Farm Trust</i> Trustee	100.00%
			<i>Richard K. Drake Irrevocable GST Trust</i> Trustee	100% <sup>10</sup>

- 4 Diana L. Drake is his wife. She is trustee of the Diana L. Drake Trust. Her holding company ownership is reported below; she holds no position with the holding company or bank and has no other company relationship or ownership to report.
- 5 Includes 5.6% held by his wife [REDACTED]. Excludes 30.7% he holds as trustee for the Richard K. Drake Irrevocable GST Trust for which the trustee is required by the terms of the trust to give a proxy to others. Also excluded is 6% that he acts as agent for Nicole Drake.
- 6 Controlled 100% by him and his family (both directly and indirectly through trusts for the benefit of his children).
- 7 FM Bancorp, Inc. owns 100% of Farmers-Merchants National Bank of Paxton. Farmers-Merchants National Bank of Paxton owns 100% of TriCapital LLC.
- 8 Includes 8.8% held indirectly through Premier Bancorp of Illinois, Inc.
- 9 Includes 5.3% held as custodian for his minor child and 4.7% by his wife and 6.0% as agent for Nicole Drake.
- 10 Includes 30.7% that pursuant to the terms of the trust, the trustee is required to give proxies to others for bank and bank holding company stock owned by the trust. As to other assets, he has 100% voting power.

Report Item 4: Directors and Officers

Name and Address Principal Occupation	HOLDING COMPANY	FARMERS-MERCHANTS BANK	OTHER COMPANY	
	Title/Position Shares Held/Controlled	Title/Position Shares Held/Controlled	Title/Position	Shares Held or Controlled
Martin B. Drake II Austin, TX USA Unemployed	Principal Shareholder Director 6.0% <sup>11</sup>	None None	Stephen P. Drake Irrevocable Farm Trust Beneficiary 25.00%	
			Drake Family Investments LLC None 5.8%	
			Richard K. Drake GST Trust Beneficiary 9.375% <sup>12</sup>	

Clayton James Drake Iberia, MO USA Banker	Principal Shareholder Director 6.0% <sup>13</sup>	None None	Stephen P. Drake Irrevocable Farm Trust Beneficiary 25.00%	
			Drake Family Investments LLC None 0.8%	
			Central Bank of the Lake of the Ozarks Business Banking Officer None to Report	
			Drake Angus Farms LLC Owner 100%	
			American Dream Excavating LLC Owner 100%	
			Drake Real Estate Holdings LLC Owner 100% <sup>14</sup>	
			Richard K. Drake GST Trust Beneficiary 9.375% <sup>15</sup>	

- 11 Principal Shareholder since he is the adult son of Stuart B. Drake. Includes 5.4% held by Stuart B. Drake as trustee for the Richard K. Drake Irrevocable GST Trust for which the trustee is required by the terms of the trust to give a proxy to Martin B. Drake II.
- 12 This ownership represents only the investments of the trust in bank or bank holding company stock which by the terms of the trust, the trustee is required to give her a proxy. As to other assets of the trust, full control is vested in the trustee, Stuart B. Drake.
- 13 Principal Shareholder since he is an adult son of Stuart B. Drake. Includes 5.4% held by Stuart B. Drake as trustee for the Richard K. Drake Irrevocable GST Trust for which the trustee is required by the terms of the trust to give a proxy to Clayton James Drake.
- 14 Includes 50% owned by his wife.
- 15 This ownership represents only the investments of the trust in bank or bank holding company stock which by the terms of the trust, the trustee is required to give him a proxy. As to other assets of the trust, full control is vested in the trustee, Stuart B. Drake.

Report Item 4: Directors and Officers

Name and Address Principal Occupation	HOLDING COMPANY	FARMERS-MERCHANTS BANK	OTHER COMPANY	
	Title/Position Shares Held/Controlled	Title/Position Shares Held/Controlled	Title/Position	Shares Held or Controlled
Nicole L. Drake Cape Coral, FL USA Student	Principal Shareholder 6.0% <sup>16</sup>	None None	Stephen P. Drake Irrevocable Farm Trust Beneficiary 25.00%	
			Drake Family Investments LLC None 6.0%	
			Richard K. Drake GST Trust Beneficiary 9.375% <sup>17</sup>	

<sup>16</sup> Principal Shareholder since she is an adult daughter of Stuart B. Drake. Includes 5.4% held by Stuart B. Drake as trustee for the Richard K. Drake Irrevocable GST Trust for which the trustee is required by the terms of the trust to give a proxy to Nicole L. Drake.

<sup>17</sup> This ownership represents only the investments of the trust in bank or bank holding company stock which by the terms of the trust, the trustee is required to give her a proxy. As to other assets of the trust, full control is vested in the trustee, Stuart B. Drake.