



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, Donald B. Vogel

Name of the Holding Company Director and Official

Secretary

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Prophetstown Banking Co.

Legal Title of Holding Company

114 West Third Street/PO Box 157

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

Prophetstown

IL

61277

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:

Scott VanOpdorp

AVP

Name

Title

815-537-2348

Area Code / Phone Number / Extension

815-537-2116

Area Code / FAX Number

scottv@farmersnationalbank.com

E-mail Address

www.farmersnationalbank.com - bank website

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

Signature of Holding Company Director and Official

08/05/2016

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.

2198563

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

PBC

PROPHETSTOWN BANKING CO.

Prophetstown Banking CO.
Organization Chart
December 31, 2015

Prophetstown Banking CO.
LEI Number: N/A
Prophetstown, IL 61277
Incorporated in Illinois

owns 100% of the following Company

Farmers National Bank
LEI Number: N/A
Prophetstown, IL 61277
Incorporated in the United States of America

This is the only holding of Prophetstown Banking CO.

114 WEST THIRD STREET, P.O. BOX 157 • PROPHETSTOWN, ILLINOIS 61277-0157
TELEPHONE: (815) 537-2348 • FAX: (815) 537-2116

Parent Company of Farmers National Bank

Results: A list of branches for your depository institution: FARMERS NATIONAL BANK (ID_RSSD: 933041).
 This depository institution is held by PROPHETSTOWN BANKING CO. (2198563) of PROPHETSTOWN, 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)	933041	FARMERS NATIONAL BANK	114 WEST 3RD STREET	PROPHETSTOWN	IL	61277	WHITESIDE	UNITED STATES	2397	0	FARMERS NATIONAL BANK	933041	
OK		Full Service	2606657	700 US HIGHWAY 6 EAST OFFICE	700 US HIGHWAY 6 EAST	GENESEO	IL	61254	HENRY	UNITED STATES	201827	1	FARMERS NATIONAL BANK	933041	
OK		Full Service	3588796	MORRISON BRANCH	1100 EAST LINCOLNWAY	MORRISON	IL	61270	WHITESIDE	UNITED STATES	461709	2	FARMERS NATIONAL BANK	933041	

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Prophetstown Banking Co
 Prophetstown, Illinois
 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 ending 12-31-2015			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 ending 12-31-2015		
(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
Marilyn J Jones Prophetstwon, IL, USA	USA	221,104 shares 10.0% Common Stock	n/a	n/a	n/a
Stanley A Jones Washington, IA USA	USA	82,750 shares 3.74% Common Stock			
Susan K Jones-Miller Bettendorf, IA USA	USA	56,000 shares 2.53% Common Stock			

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Prophetstown Banking Co
 Prophetstown, Illinois
 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)
Robert E. Johnston Prophetstown, IL, USA	President - Director of Farmers National Bank	Director & President	N/A	N/A	2.16%	N/A	N/A
Donald B. Vogel Sterling, IL, USA	CFO of Farmers National Bank	Director & Secretary	N/A	Owner Don B. Vogel CPA	0.23%	N/A	Don B. Vogel CPA (100%)
David L. Matthews Prophetstown, IL, USA	Executive VP of Farmers National Bank	Director	N/A	N/A	2.34%	N/A	Matthews Family LLC (25%)
Daniel B. Nafziger Prophetstown, IL, USA	Executive VP of Farmers National Bank	Director	N/A	N/A	1.48%	N/A	N/A
Jeffrey B. Woodworth Lyndon, IL, USA	Farmer	Director	N/A	N/A	0.67%	N/A	N/A
Steven R. Emmerson Geneseo, IL, USA	Owner of Emmerson Excavating	Director	N/A	Owner Emmerson Excavating	0.42%	N/A	Emmerson Excavating (100%)

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Prophetstown Banking Co
Prophetstown, Illinois
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)
William R. Dale Geneseo, IL, USA	Executive VP of Farmers National Bank	Director	N/A	N/A	0.27%	N/A	N/A
Susan K. Jones-Miller Bettendorf, IA, USA	Education	Director	N/A	Instructor Scott Community College & St. Ambrose University	2.53%	N/A	Indian Gardens Corp, Inc. (40%) Lena Aylsworth LLC (50%)
Marilyn J. Jones Prophetstown, IL, USA	Retired	N/A	N/A	N/A	10.00%	N/A	N/A
Stanley A. Jones Washington, IA USA	Metal Fabrication	N/A	N/A	N/A	3.74%	N/A	Indian Gardens Corp, Inc. (40%) Lena Aylsworth LLC (50%)