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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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 officer of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior officer and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I. George Phelps

Name of the Holding Company Director and Official

President

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 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

03/30/2018

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

R S S D I D

1133633

C.I.

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

December 31, 2017

Month / Day / Year

N/A

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

Reporter’s Name, Street, and Mailing Address

Kingsley Banc Corp

Legal Title of Holding Company

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

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

Kingsley

51028

IA

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

712/3782341/15

Area Code / Phone Number / Extension

712/3783580

Area Code / FAX Number

david@kingsleybank.com

E-mail Address

www.kingsleybank.com

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

Is confidential treatment requested for any portion of this report submission? ☐ Yes ☐ No

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report. ☐ Yes ☐ No

2. a letter justifying this request has been provided separately ... ☐ Yes ☐ No

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as “confidential.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

03/2018
Report Item

1: The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the appropriate Reserve Bank, 3 copies are enclosed.

2a: Organizational Chart

```
  Kingsley Banc Corp
  Kingsley, IA
  Incorporated in Iowa
     100%
  Kingsley State Bank
  Kingsley, IA
  Incorporated in Iowa
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2b: Domestic branch listing provided to the Federal Reserve Bank.

Kingsley Bank Corp *LEI: None
Kingsley State Bank *LEI: 254900NRKWUPLHJS2E87
Results: A list of branches for your holding company: KINGSEY BANC CORP (1133633) of KINGSEY, IA.
The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018

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.
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 V-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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>Zip</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNIFORM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID RSSD</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>2018-12-31</td>
<td>Full Service</td>
<td>809940</td>
<td>KINGSEY STATE BANK</td>
<td>5 EAST 2ND STREET</td>
<td>18099</td>
<td>IA</td>
<td>51028-0460</td>
<td>PLYMOUTH</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>KINGSEY STATE BANK</td>
<td>809940</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2018-12-31</td>
<td>Full Service</td>
<td>31837351850</td>
<td>SERGEANT BLUFF BRANCH</td>
<td>705 FIRST STREET</td>
<td>18099</td>
<td>IA</td>
<td>51031</td>
<td>WOODBURY</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>KINGSEY STATE BANK</td>
<td>809940</td>
<td></td>
</tr>
</tbody>
</table>
FR Y-6
Kingsley State Bank
Kingsley, Iowa
Fiscal Year Ending December 31, 2017

Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>Securities Holders not listed in 3(1)(e) through 3(1)(e) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year.</th>
</tr>
</thead>
<tbody>
<tr>
<td>George Phelps</td>
<td>United States</td>
<td>1,111 - 23.34% Common Stock</td>
<td><a href="#">Not Applicable</a></td>
</tr>
<tr>
<td>Linda Phelps</td>
<td>United States</td>
<td>1,110 - 23.32% Common Stock</td>
<td><a href="#">Not Applicable</a></td>
</tr>
<tr>
<td>Carol Phelps</td>
<td>United States</td>
<td>569 - 11.95% Common Stock</td>
<td><a href="#">Not Applicable</a></td>
</tr>
<tr>
<td>Robert B. Phelps</td>
<td>United States</td>
<td>380 - 7.98% Common Stock</td>
<td><a href="#">Not Applicable</a></td>
</tr>
<tr>
<td>Robert W. Phelps</td>
<td>United States</td>
<td>477 - 10.02% Common Stock</td>
<td><a href="#">Not Applicable</a></td>
</tr>
<tr>
<td>Scott Phelps</td>
<td>United States</td>
<td>477 - 10.02% Common Stock</td>
<td><a href="#">Not Applicable</a></td>
</tr>
<tr>
<td>Alison Hoogeveen</td>
<td>United States</td>
<td>477 - 10.02% Common Stock</td>
<td><a href="#">Not Applicable</a></td>
</tr>
<tr>
<td>David Phelps</td>
<td>United States</td>
<td>159 - 3.34% Common Stock</td>
<td><a href="#">Not Applicable</a></td>
</tr>
</tbody>
</table>
Report Item 4: Insiders
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Names &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Securities in Holding Company</th>
<th>Percentage of Voting Securities in Subsidiaries (Include names of subsidiaries)</th>
</tr>
</thead>
<tbody>
<tr>
<td>George Phelps</td>
<td>President, Director (Kingsley State Bank)</td>
<td>CEO, Director</td>
<td>N/A</td>
<td>23.34%</td>
<td>None [N/A]</td>
</tr>
<tr>
<td>Robert B. Phelps</td>
<td>Vice President, Secretary, Treasurer, Director (Kingsley State Bank)</td>
<td>Chairman, Director (Kingsley State Bank)</td>
<td>N/A</td>
<td>7.98%</td>
<td>None [N/A]</td>
</tr>
<tr>
<td>Linda Phelps</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>23.32%</td>
<td>None [N/A]</td>
</tr>
<tr>
<td>Carol Phelps</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>11.95%</td>
<td>None [N/A]</td>
</tr>
<tr>
<td>Alison Hoogeveen</td>
<td>Wildlife Rehabilitator</td>
<td>N/A</td>
<td>N/A</td>
<td>10.02%</td>
<td>None [N/A]</td>
</tr>
<tr>
<td>Scott Phelps</td>
<td>N/A</td>
<td>Vice President (Kingsley State Bank)</td>
<td>N/A</td>
<td>10.02%</td>
<td>None [N/A]</td>
</tr>
<tr>
<td>Robert W. Phelps</td>
<td>Wealth Manager (Oarsman Capital Milwaukee, WI)</td>
<td>Partner Oarsman Capital Milwaukee, WI</td>
<td>N/A</td>
<td>10.02%</td>
<td>None [Oarsman Capital (35.75%)]</td>
</tr>
<tr>
<td></td>
<td>Manager</td>
<td>President Norse Building Products Allenton, WI</td>
<td>N/A</td>
<td></td>
<td>None [Norse Building Products (100%)]</td>
</tr>
<tr>
<td>David Phelps</td>
<td>N/A</td>
<td>Vice President (Kingsley State Bank)</td>
<td>N/A</td>
<td>3.34%</td>
<td>None [N/A]</td>
</tr>
</tbody>
</table>