

Board of Governors of the Federal Reserve System

COPY



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, Garry D. Kleer

Name of the Holding Company Director and Official

President/CEO

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

First Mutual of Richmond, Inc.

Legal Title of Holding Company

PO Box 937

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

Richmond IN 47375-0937

City State Zip Code

31 N. 9th Street, Richmond, IN 47374

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Beth A. Brittenham Corporate Secretary

Name Title

7659734214

Area Code / Phone Number / Extension

7659734347

Area Code / FAX Number

bbrittenham@firstbankrichmond.com

E-mail 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.

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

Signature of Holding Company Director and Official

03/24/2016

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.

2624398

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.

Richmond Mutual Bancorporation, Inc.
Legal Title of Subsidiary Holding Company

PO Box 937
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Richmond IN 47375-0937
City State Zip Code

31 N. 9th Street, Richmond, IN 47374
Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

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

Physical Location (if different from mailing address)

**FIRST MUTUAL OF RICHMOND, INC.
RICHMOND MUTUAL BANCORPORATION, INC.**

Responses to Federal Reserve Board Form FR Y-6

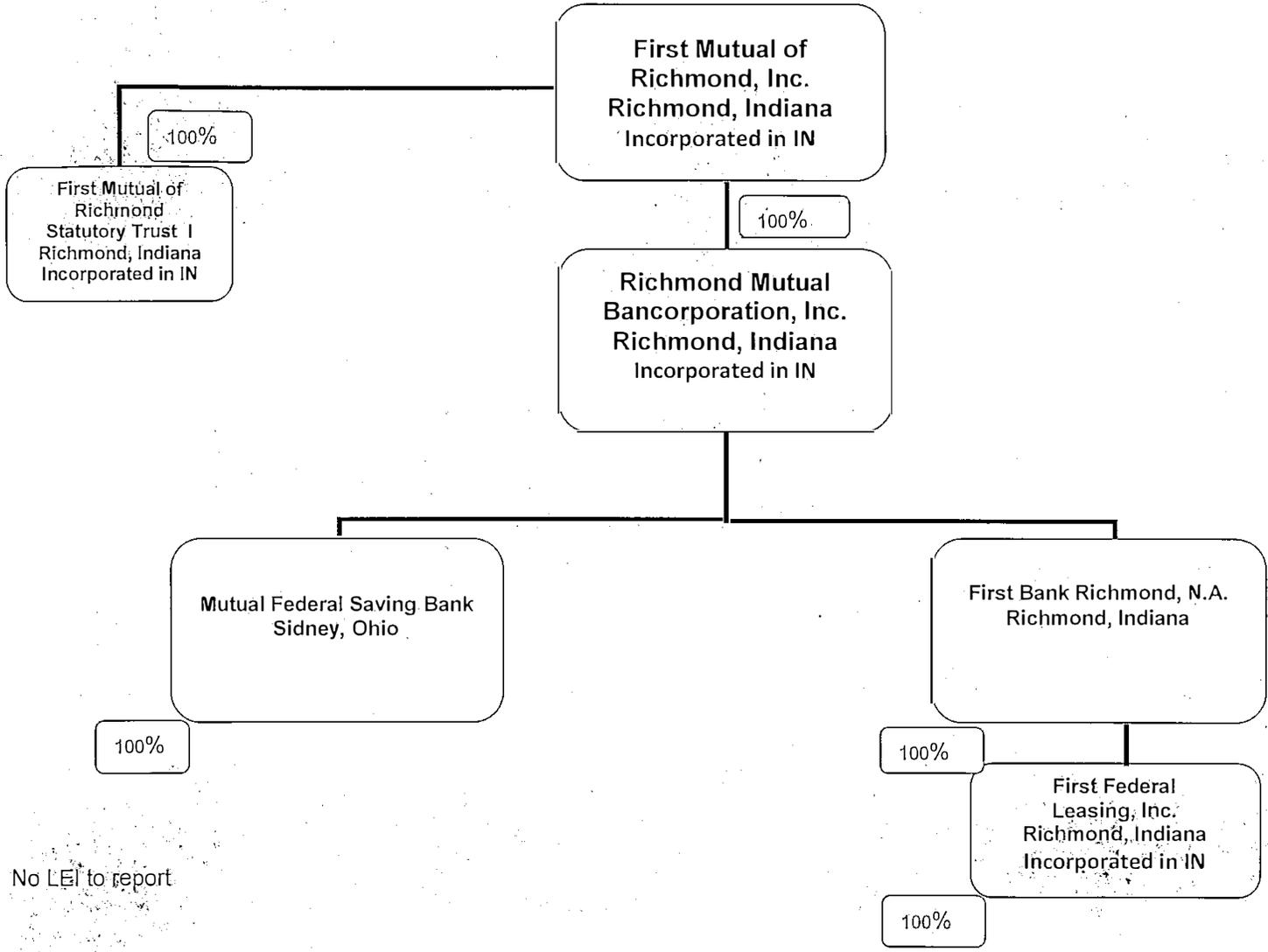
Item 1: First Mutual of Richmond, Inc. (“FMR”), as a non-stock corporation, is not registered with the Securities and Exchange Commission. FMR does not prepare an annual report since it is a non-stock corporation. Subsidiary, Richmond Mutual Bancorporation, Inc., also does not prepare an annual report.

Item 2a: See Exhibit 2a.

Item 2b: Branch Verification submitted via e-mail on 3/24/2016.

Item 3: FMR, which is incorporated in the United States, is located in Richmond, Indiana, and owns 100% of Richmond Mutual Bancorporation, Inc. (“RMB”), which is also incorporated in the United States. FMR does not have any stockholders because it is a non-stock corporation.

Item 4a: attached for First Mutual of Richmond, Inc. and Richmond Mutual Bancorporation, Inc.



No LEI to report

Results: A list of branches for your holding company: **FIRST MUTUAL OF RICHMOND, INC. (2624398)** of **RICHMOND, IN.**
 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)	419675	FIRST BANK RICHMOND, N.A.	20 NORTH NINTH STREET	RICHMOND	IN	47374	WAYNE	UNITED STATES	41367	0	FIRST BANK RICHMOND, N.A.	419675	
change	6/30/2014	Full Service	2047308	CAMBRIDGE CITY BRANCH	138 WEST MAIN STREET	CAMBRIDGE CITY	IN	47327-11	WAYNE	UNITED STATES	268213	1	FIRST BANK RICHMOND, N.A.	419675	Moved. Address is now 200 West Main Street, Cambridge City, IN 47327
OK		Full Service	2047317	CENTERVILLE BRANCH	119 EAST MAIN STREET	CENTERVILLE	IN	47330	WAYNE	UNITED STATES	268214	2	FIRST BANK RICHMOND, N.A.	419675	
OK		Full Service	2047326	EASTSIDE BRANCH	3403 EAST MAIN STREET	RICHMOND	IN	47374-37	WAYNE	UNITED STATES	268215	3	FIRST BANK RICHMOND, N.A.	419675	
close	12/31/2014	Full Service	3772782	KROGER BRANCH	3701 NATIONAL ROAD EAST	RICHMOND	IN	47374	WAYNE	UNITED STATES	360993	7	FIRST BANK RICHMOND, N.A.	419675	
OK		Limited Service	3499146	MOTOR BRANCH	601 SOUTH A STREET	RICHMOND	IN	47374	WAYNE	UNITED STATES	268218	6	FIRST BANK RICHMOND, N.A.	419675	
OK		Full Service	3499164	NORTHSIDE BRANCH	2499 CHESTER BOULEVARD	RICHMOND	IN	47374	WAYNE	UNITED STATES	424670	8	FIRST BANK RICHMOND, N.A.	419675	
OK		Full Service	2295695	WESTSIDE BRANCH	2929 NATIONAL ROAD WEST	RICHMOND	IN	47374	WAYNE	UNITED STATES	457974	9	FIRST BANK RICHMOND, N.A.	419675	
OK		Full Service	3499182	SHELBYVILLE BRANCH	1601 EAST MICHIGAN ROAD	SHELBYVILLE	IN	46176	SHELBY	UNITED STATES	268217	5	FIRST BANK RICHMOND, N.A.	419675	
OK		Full Service (Head Office)	790972	MUTUAL FEDERAL SAVINGS BANK	121 SOUTH OHIO AVENUE	SIDNEY	OH	45365	SHELBY	UNITED STATES	42835	0	MUTUAL FEDERAL SAVINGS BANK	790972	
OK		Full Service	3772803	PIQUA BRANCH	138 NORTH SUNSET DRIVE	PIQUA	OH	45356	MIAMI	UNITED STATES	278133	1	MUTUAL FEDERAL SAVINGS BANK	790972	
OK		Full Service	3772791	SIDNEY WEST BRANCH	2140 WEST MICHIGAN	SIDNEY	OH	45365	SHELBY	UNITED STATES	278134	2	MUTUAL FEDERAL SAVINGS BANK	790972	
OK		Full Service	3772812	TROY BRANCH	1867 WEST MAIN STREET	TROY	OH	45373	MIAMI	UNITED STATES	518101	3	MUTUAL FEDERAL SAVINGS BANK	790972	

FIRST MUTUAL OF RICHMOND
 Richmond, Indiana
 Fiscal year ending December 31, 2015

Name and Address (City, State)	Principal Occupation if other than with Bank Holding Company	Title and Position with Bank Holding Company	Title and Position with Subsidiaries	Title and Position with other Businesses	Percentage of Voting Shares in Holding Company	Names of other companies (including partnerships) where 25% or more of voting securities or partnership interests are held
Thomas L. Holthouse Richmond, IN	Retired	Chairman of the Board	Chairman of the Board (Richmond Mutual Bancorporation & First Bank Richmond)	N/A	0%	N/A
Lindley S. Mann Richmond, IN	Business Owner	Director	Director (Richmond Mutual Bancorporation, First Bank Richmond & Mutual Federal)	Chairman/CEO E.G. Hill	0%	E.G. Hill 92.5%
Carol B. McKey Richmond, IN	Retired	Director	Director (Richmond Mutual Bancorporation & First Bank Richmond)	Retired	0%	
W. Ray Stevens, III Richmond, IN	Business owner	Director	Director (Richmond Mutual Bancorporation & First Bank Richmond)	Owner of Stevens Wire Products	0%	Stevens Wire Products Inc 100% Hang Time Properties LLC 50% Finish Line Properties LLC 50% Kaste Properties LLC 100%

E. Michael Blum Richmond, IN	Business owner	Director	Director (Richmond Mutual Bancorporation & First Bank Richmond)	Owner of Bullerdicks, a furniture store	0%	Bullerdicks 100%
Garry D. Kleer Richmond, IN	N/A	Director President/CEO	Director & President (Richmond Mutual Bancorporation and First Bank Richmond) Chairman of the Board (Mutual Federal)	N/A	0%	N/A
Joseph E. Chamness Richmond, IN	N/A	Exec. Vice President (Richmond Mutual Bancorporation)	Exec. Vice President (First Bank Richmond)	N/A	0%	Trinity Gifts & Books, Inc. 49%
Donald A. Benziger Richmond, IN	N/A	Exec. Vice President (Richmond Mutual Bancorporation)	Exec. Vice President (First Bank Richmond)	N/A	0%	N/A
Alan M. Spears Richmond, IN	N/A	Sr. Vice President (Richmond Mutual Bancorporation)	Sr. Vice President (First Bank Richmond)	N/A	0%	N/A
Albert E. Fullerton, Jr. Richmond, IN	N/A	Sr. Vice President (Richmond Mutual Bancorporation)	Sr. Vice President (First Bank Richmond)	N/A	0%	N/A
Cathy J. Hays Richmond, IN	N/A	Vice President (Richmond Mutual Bancorporation)	Vice President (First Bank Richmond)	N/A	0%	Fiberglass Pools of Richmond, LLC 50%

RICHMOND MUTUAL BANCORPORATION, INC.

Richmond, Indiana

Fiscal year ending December 31, 2015

Name and Address (City, State)	Principal Occupation if other than with Bank Holding Company	Title and Position with Bank Holding Company	Title and Position with Subsidiaries	Title and Position with other Businesses	Percentage of Voting Shares in Holding Company	Principal Securities Holder	Names of other companies (including partnerships) where 25% or more of voting securities or partnership interests are held
Thomas L. Holthouse Richmond, IN	Retired	Chairman of the Board	Chairman of the Board (First Mutual of Richmond & First Bank Richmond)	N/A	0%		N/A
Lindley S. Mann Richmond, IN	Business Owner	Director	Director (First Mutual of Richmond, First Bank Richmond & Mutual Federal)	Chairman/CEO E.G. Hill	0%		E.G. Hill 92.5%
Carol B. McKey Richmond, IN	Retired	Director	Director (First Mutual of Richmond & First Bank Richmond)	Retired	0%		
W. Ray Stevens, III Richmond, IN	Business owner	Director	Director (First Mutual of Richmond & First Bank Richmond)	Owner of Stevens Wire Products	0%		Stevens Wire Products Inc 100% Hang Time Properties LLC 50% Finish Line Properties LLC 50% Kaste Properties LLC 100%

E. Michael Blum Richmond, IN	Business owner	Director	Director (First Mutual of Richmond & First Bank Richmond)	Owner of Bullerdicks, a furniture store	0%	Bullerdicks 100%
Garry D. Kleer Richmond, IN	N/A	Director President/CEO	Director & President (First Mutual of Richmond and First Bank Richmond) Chairman of the Board (Mutual Federal)	N/A	0%	N/A
Joseph E. Chamness Richmond, IN	N/A	Exec. Vice President	Exec. Vice President (First Bank Richmond)	N/A	0%	Trinity Gifts & Books, Inc. 49%
Donald A. Benziger Richmond, IN	N/A	Exec. Vice President	Exec. Vice President (First Bank Richmond)	N/A	0%	N/A
Alan M. Spears Richmond, IN	N/A	Sr. Vice President	Sr. Vice President (First Bank Richmond)	N/A	0%	N/A
Albert E. Fullerton, Jr. Richmond, IN	N/A	Sr. Vice President	Sr. Vice President (First Bank Richmond)	N/A	0%	N/A
Cathy J. Hays Richmond, IN	N/A	Vice President	Vice President (First Bank Richmond)	N/A	0%	Fiberglass Pools of Richmond, LLC 50%
Robin S. Weinert Eaton, OH	N/A	Sr. Vice President	Sr. Vice President (First Bank Richmond)	N/A	0%	N/A