



COPY

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, Michael C. Marhenke

Name of the Holding Company Director and Official

Director, President, and CEO

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Independent Alliance Banks, Inc.

Legal Title of Holding Company

118 East Ludwig Road

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

Fort Wayne

IN

46825

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:

Eric Sheibley

VP, Controller

Name

Title

260-469-6335

Area Code / Phone Number / Extension

260-484-4028

Area Code / FAX Number

eric.sheibley@iabfinancial.com

E-mail Address

www.iabfinancial.com

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

Signature of Holding Company Director and Official

03/21/2016

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

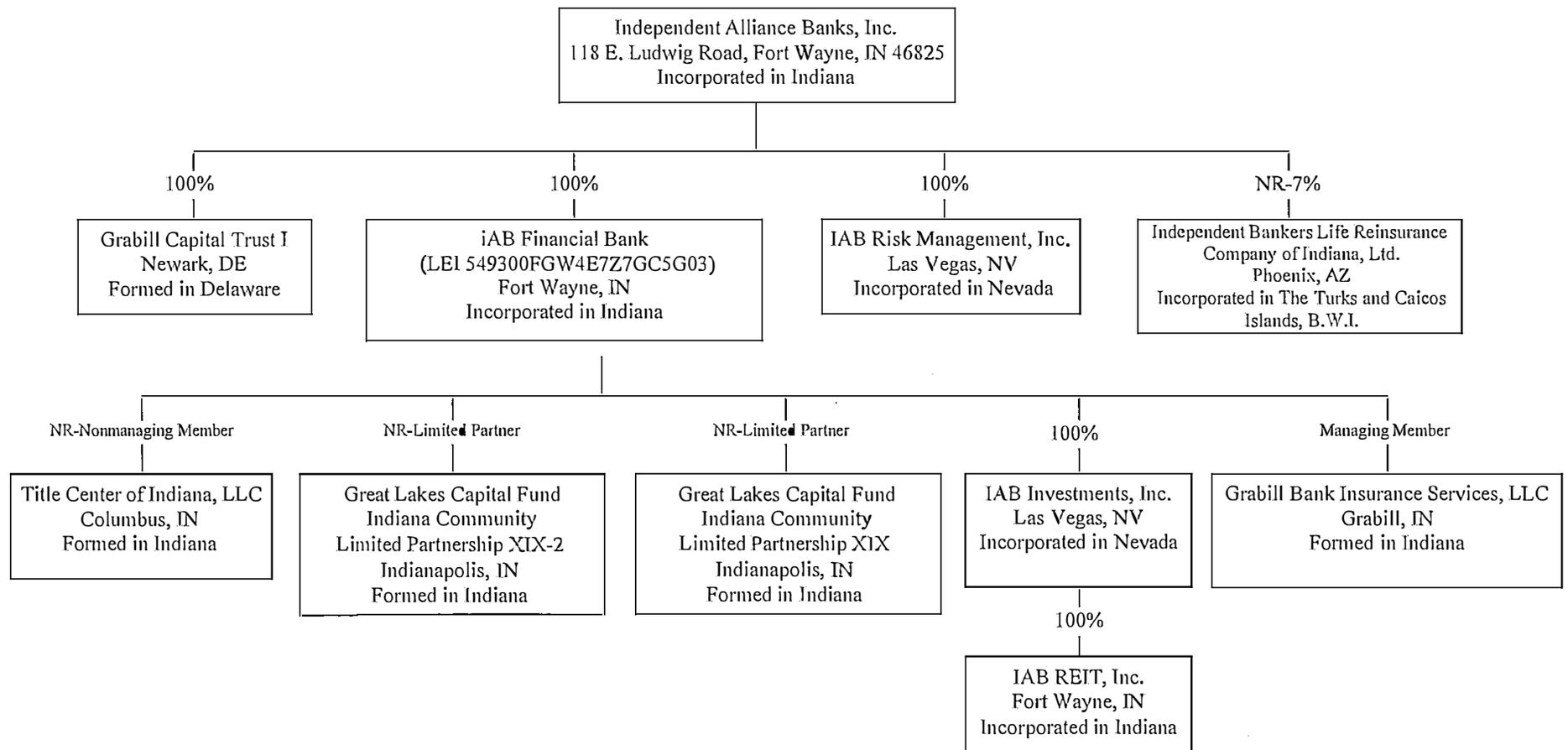
For Federal Reserve Bank Use Only
RSSD ID 2734064
C.I. _____

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

Form FR Y-6
 Exhibit B
 Report Item 2a: Organization Chart

Independent Alliance Banks, Inc.
 Fort Wayne, Indiana
 Fiscal Year Ending December 31, 2015



NOTE: Aside from iAB Financial Bank, no LEI exists for the above entities.

Results: A list of branches for your holding company: **INDEPENDENT ALLIANCE BANKS, INC. (2734064) of FORT WAYNE, 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 FRY-10 reporting requirements, you must also submit FRY-10 Domestic Branch Schedules for each branch with a Data Action of **Change, Close, Delete, or Add**.

The FRY-10 report may be submitted in a hardcopy format or via the FRY-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSO 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_RSSO*	Comments
OK		Full Service (Head Office)	435349	IAB FINANCIAL BANK	118 EAST LUDWIG ROAD	FORT WAYNE	IN	46825	ALLEN	UNITED STATES	10577	0	IAB FINANCIAL BANK	435349	
OK		Full Service	2074470	BLUFFTON NORTH BRANCH	1405 BAKER PLACE	BLUFFTON	IN	46714	WELLS	UNITED STATES	238530	11	IAB FINANCIAL BANK	435349	
OK		Full Service	2404022	BLUFFTON SOUTH BRANCH	1717 SOUTH HARRISON PLAZA	BLUFFTON	IN	46714	WELLS	UNITED STATES	238531	12	IAB FINANCIAL BANK	435349	
OK		Full Service	447342	BOURBON BRANCH	101 WEST CENTER STREET	BOURBON	IN	46504	MARSHALL	UNITED STATES	Not Required	Not Required	IAB FINANCIAL BANK	435349	
Change	2/1/2015	Limited Service	4835086	BOURBON DRIVEUP BRANCH	436 EAST CENTER STREET	BOURBON	IN	46504	MARSHALL	UNITED STATES	Not Required	Not Required	IAB FINANCIAL BANK	435349	Branch address was off one digit. FRY-10 filed 3/18/16.
OK		Full Service	2953856	BUSINESS BANKING CENTER BRANCH	5217 MERCHANDISE DRIVE	FORT WAYNE	IN	46825	ALLEN	UNITED STATES	357620	4	IAB FINANCIAL BANK	435349	
OK		Full Service	2084844	DUPONT BRANCH	10403 LEO ROAD	FORT WAYNE	IN	46825	ALLEN	UNITED STATES	238015	2	IAB FINANCIAL BANK	435349	
OK		Full Service	3499333	ILLINOIS ROAD BRANCH	1115 AVENUE OF AUTOS	FORT WAYNE	IN	46804	ALLEN	UNITED STATES	419659	7	IAB FINANCIAL BANK	435349	
OK		Full Service	3745647	NORTHBROOK BRANCH	1401 WEST DUPONT ROAD	FORT WAYNE	IN	46825	ALLEN	UNITED STATES	466132	8	IAB FINANCIAL BANK	435349	
OK		Trust	4104737	WEALTH MANAGEMENT BRANCH	9031 STELLHORN CROSSING PARKWAY	FORT WAYNE	IN	46815	ALLEN	UNITED STATES	499508	9	IAB FINANCIAL BANK	435349	
OK		Full Service	3494299	WEST JEFFERSON BRANCH	6751 WEST JEFFERSON BOULEVARD	FORT WAYNE	IN	46804	ALLEN	UNITED STATES	441045	15	IAB FINANCIAL BANK	435349	
OK		Full Service	4441870	GRABILL BRANCH	13505 MAIN STREET	GRABILL	IN	46741	ALLEN	UNITED STATES	534165	19	IAB FINANCIAL BANK	435349	
OK		Full Service	2086941	HARLAN BRANCH	17505 STATE ROAD 37	HARLAN	IN	46743	ALLEN	UNITED STATES	238014	1	IAB FINANCIAL BANK	435349	
OK		Full Service	3494280	HUNTINGTON BRANCH	2845 GUILFORD STREET	HUNTINGTON	IN	46750	HUNTINGTON	UNITED STATES	359242	14	IAB FINANCIAL BANK	435349	
OK		Full Service	2442257	LEO BRANCH	13839 AMSTUTZ ROAD	LEO	IN	46765	ALLEN	UNITED STATES	238016	3	IAB FINANCIAL BANK	435349	
OK		Full Service	158947	MARKLE BRANCH	180 EAST MORSE STREET	MARKLE	IN	46770	HUNTINGTON	UNITED STATES	10785	10	IAB FINANCIAL BANK	435349	
OK		Full Service	2953847	NEW HAVEN BRANCH	11075 ISABELLE DRIVE	NEW HAVEN	IN	46774	ALLEN	UNITED STATES	358980	6	IAB FINANCIAL BANK	435349	
OK		Full Service	4371753	OSSIAN BRANCH	1001 DEHNER DRIVE	OSSIAN	IN	46777	WELLS	UNITED STATES	531957	17	IAB FINANCIAL BANK	435349	
OK		Full Service	2798169	WARREN BRANCH	450 BENNETT DRIVE	WARREN	IN	46792	HUNTINGTON	UNITED STATES	238532	13	IAB FINANCIAL BANK	435349	

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Exhibit C

Report Item 3 – Securities Holders (1)(a)(b)(c) and (2)(a)(b)(c)

Independent Alliance Banks, Inc.

Fiscal Year Ending December 31, 2015

Securities Holders (1)(a)(b)(c):

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2015:

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities		
		Number	Percentage	Class
David Bertsch Revocable Trust Dated April 30, 1997 * C. Bertsch, S. Bertsch & P. Brown – Trustees Grabill, IN, USA	USA	102,051	2.50%	Common
Anna Marie Bertsch Revocable Trust Dated April 30, 1997 * C. Bertsch, S. Bertsch & P. Brown – Trustees Grabill, IN, USA	USA	101,007	2.47%	Common
Cynthia Bertsch * Fort Wayne, IN, USA	USA	618	0.02%	Common
Sandra Kay Bertsch * Leo, IN, USA	USA	609	0.01%	Common
Pamela Sue Brown * Grabill, IN, USA	USA	639	0.02%	Common
Leland E. Boren ** Upland, IN, USA	USA	311,541	7.63%	Common
Larita R. Boren Charitable Remainder Unitrust ■■ ** Leland E. Boren – Trustee Upland, IN, USA	USA	171,060	4.19%	Common
Andrew Jordan Bowser Irrevocable Trust ** Leland E. Boren – Trustee Upland, IN, USA	USA	2,088	0.05%	Common

Securities Holders (1)(a)(b)(c) (cont):

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities		
		Number	Percentage	Class
Samantha Lyn Bowser Irrevocable Trust ** Leland E. Boren – Trustee Upland, IN, USA	USA	1,740	0.04%	Common
CEDE & Co. *** New York, NY, USA	USA	1,237,184	30.30%	Common

* - Bertsch and related interests have a combined ownership of 204,924 shares or 5.02%, thus resulting in this shareholder being reported in Report Item 3 - Securities Holders.

** - Boren and related interests have a combined ownership of 486,429 shares or 11.91%, thus resulting in this shareholder being reported in Report Item 3 - Securities Holders. Of the 486,429 shares owned by Boren and related interests, 482,601 shares are held in the CEDE & Co. nominee name and are included in CEDE & Co.'s total number of shares.

*** - Nominee name. A list of beneficial owners is not available for securities owned under this nominee name. Of the total shares reported for this nominee name, it is known that 482,601 shares are owned by Boren and related interests.

Securities Holders (2)(a)(b)(c):

Securities holders not listed above in Securities Holders 3(1)(a) through 3(1)(c) that had ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2015:

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities		
		Number	Percentage	Class

N/A – None

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Exhibit D

Report Item 4 – Insiders (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

Independent Alliance Banks, Inc.
Fiscal Year Ending December 31, 2015

(1) Name, city and state/country	(2) Principal Occupation if Other Than with Independent Alliance Banks, Inc.	(3)(a) Title & Position with Independent Alliance Banks, Inc.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares Owned in Independent Alliance Banks, Inc.	(4)(b) Percentage of Voting Shares Owned in Subsidiaries	(4)(c) Percentage of Voting Shares Owned in Other Companies (if 25% or more of voting securities are held)
Leland E. Boren Upland, IN, USA	Businessman; Significant Shareholder	N/A	N/A	N/A	11.91 (Represents shares individually owned and controlled as trustee)	None	N/A
Kathryn A. Brogan Leo, IN, USA	Attorney	Director	Director (iAB Financial Bank)	Partner, Eilbacher Fletcher, LLP	0.26	None	N/A
Robert L. Caley Markle, IN, USA	Grain Farmer	Director	Director (iAB Financial Bank)	Secretary, Caley Farms, Inc.	0.71	None	Caley Bros Farms, Inc. (100% ownership) Agland Grain, Inc. (50% ownership)
CEDE & Co. New York, NY, USA	Significant Shareholder (Nominee Name)	N/A	N/A	N/A	30.30	None	N/A
Brent L. Clifton Spencerville, IN, USA	Retired	Director and Vice Chairman	Director and Vice Chairman (iAB Financial Bank)	N/A	0.83	None	N/A
Jeffrey K. Espich Uniondale, IN, USA	Retired	Director	Director (iAB Financial Bank)	Senior Advisor to the Governor of Indiana	0.52	None	Kozy Kourt, Inc. (100% ownership)
Rudy G. Frauhiger Ossian, IN, USA	Realtor/Auctioneer	Director	Director (iAB Financial Bank)	Realtor & Auctioneer, Coldwell-Banker Holloway & Holloway Auction Co.	0.48	None	N/A

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Independent Alliance Banks, Inc.
Fiscal Year Ending December 31, 2015

(1) Name, city and state/country	(2) Principal Occupation if Other Than with Independent Alliance Banks, Inc.	(3)(a) Title & Position with Independent Alliance Banks, Inc.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares Owned in Independent Alliance Banks, Inc.	(4)(b) Percentage of Voting Shares Owned in Subsidiaries	(4)(c) Percentage of Voting Shares Owned in Other Companies (if 25% or more of voting securities are held)
Karl R. LaPan Fort Wayne, IN, USA	Businessman	Director	Director (iAB Financial Bank)	President & CEO, Northeast Indiana Innovation Center, Inc.	0.18	None	N/A
Douglas F. LeMaster Bluffton, IN, USA	Retired	Director	Director (iAB Financial Bank)	N/A	0.84	None	N/A
Michael C. Marhenke New Haven, IN, USA	N/A	Director, President, and CEO	Director, President and CEO (iAB Financial Bank)	N/A	0.52	None	N/A
			Director (IAB Investments, Inc.)				
			Director, President and CEO (IAB REIT, Inc.)				
			Administrator (Grabill Capital Trust I)				
			Officer (Grabill Bank Insurance Services, LLC)				
Dr. Ann C. McPherrin Huntington, IN, USA	University Administrator & Professor	Director	Director (iAB Financial Bank)	Vice President for Strategy & Graduate & Professional Programs, Professor of Business & Economics, Huntington University	0.22	None	N/A

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Report Item 4 – Insiders (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

Independent Alliance Banks, Inc.
Fiscal Year Ending December 31, 2015

(1) Name, city and state/country	(2) Principal Occupation if Other Than with Independent Alliance Banks, Inc.	(3)(a) Title & Position with Independent Alliance Banks, Inc.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares Owned in Independent Alliance Banks, Inc.	(4)(b) Percentage of Voting Shares Owned in Subsidiaries	(4)(c) Percentage of Voting Shares Owned in Other Companies (if 25% or more of voting securities are held)
William S. Ogden Auburn, IN, USA	Accountant	Director	Director (iAB Financial Bank)	Vice President, Finance, Sauder Manufacturing Co.	0.10	None	N/A
Charles R. Schrimper Leo, IN, USA	Retired	Director and Chairman	Director and Chairman (iAB Financial Bank)	N/A	0.13	None	N/A
James A. Witmer Spencerville, IN, USA	Businessman	Director	Director (iAB Financial Bank)	Senior Vice President, Parkview Health	0.10	None	N/A