

**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, Steve Fopma**

Name of the Holding Company Director and Official

Vice 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.

Reporter's Name, Street, and Mailing Address

**Leighton Investment Company**

Legal Title of Holding Company

**900 Washington St., PO Box 6**

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

**Pella**

**IA**

**50219-0006**

City

State

Zip Code

*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.*

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Steve Fopma**

**Vice President**

Name

Title

**641-628-1566**

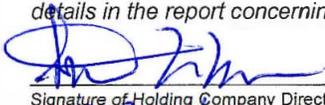
Area Code / Phone Number / Extension

**641-628-7286**

Area Code / FAX Number

**sfopma@leightonbank.com**

E-mail Address

  
Signature of Holding Company Director and Official

Date of Signature

**2/10/2016**

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

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 1137172  
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:

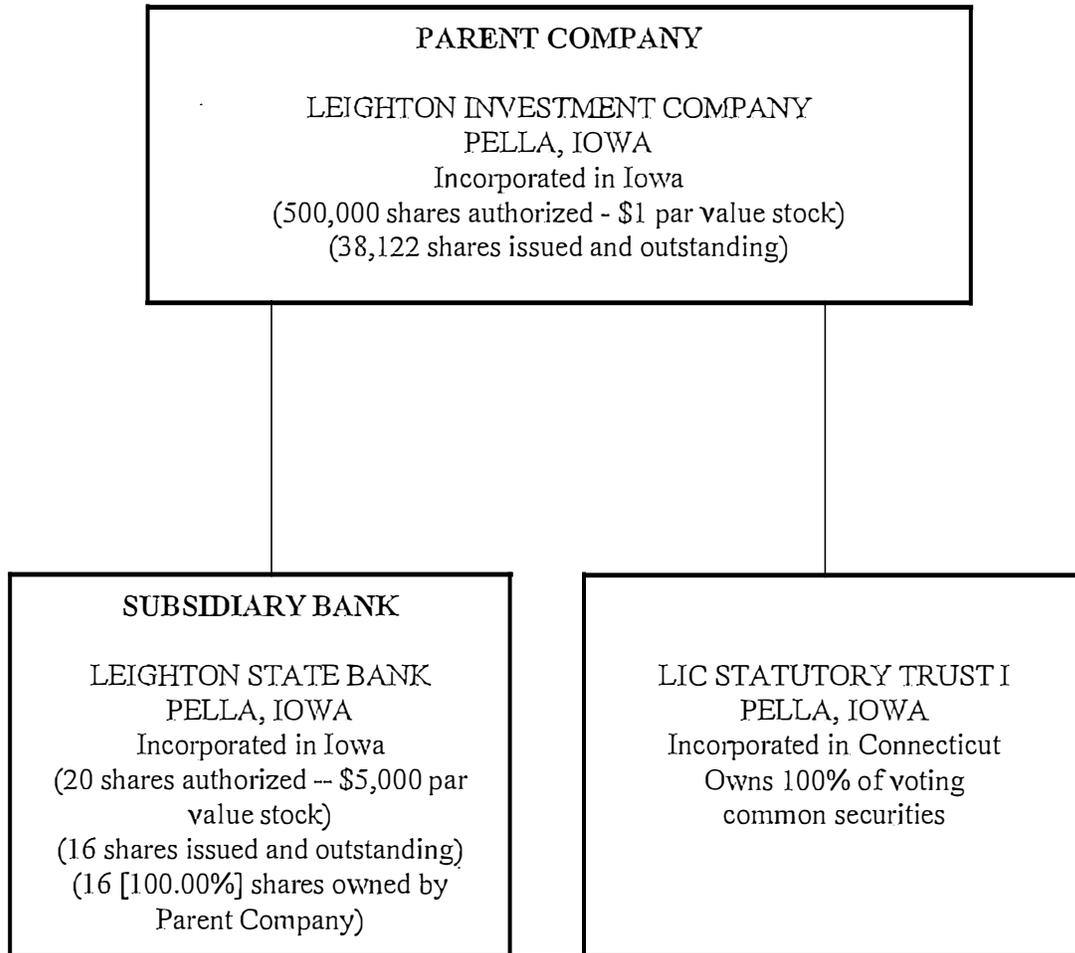
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

LEIGHTON INVESTMENT COMPANY  
PELLA, IOWA  
FR Y-6 INFORMATION  
FISCAL YEAR ENDING DECEMBER 31, 2015

- 1: The BHC does not prepare an annual report for its shareholders.
- 2a: Organizational Chart



All entities does not have a LEI

Results: A list of branches for your holding company: LEIGHTON INVESTMENT COMPANY [1137172] of PELLA, IA. The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

Report Item 2b

**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)	936640	LEIGHTON STATE BANK	900 WASHINGTON STREET	PELLA	IA	50219	MARION	UNITED STATES	6472		0 LEIGHTON STATE BANK		936640 OK
OK		Full Service	3525353	LEIGHTON BRANCH	225 OTLEY STREET	LEIGHTON	IA	50143	MAHASKA	UNITED STATES	221892		1 LEIGHTON STATE BANK		936640 OK
OK		Full Service	828745	MONROE BRANCH	101 WEST WASHINGTON	MONROE	IA	50170	JASPER	UNITED STATES	9189		2 LEIGHTON STATE BANK		936640 OK
OK		Full Service	4842226	PELLA DRIVE UP BRANCH	840 WASHINGTON STREET	PELLA	IA	50219	MARION	UNITED STATES	Not Required	Not Required	LEIGHTON STATE BANK		936640 OK

LEIGHTON INVESTMENT COMPANY  
 PELLA, IOWA  
 FORM FR Y-6  
 DECEMBER 31, 2015

Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-15			Shareholders not listed in 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 12-31-15		
(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 and Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Richard N. Glendening Pella, IA	USA	14,414 shares – 37.81% common stock (owned)	None	None	None
Rodney H. DeBruin Laramie, WY	USA	4,000 shares – 10.49% common stock (owned)			
Mary K. Young Oskaloosa, IA	USA	3,875 shares – 10.16% common stock (owned)			
Norm & Dorothy Ver Ploeg Leighton, IA	USA	2,830 shares – 7.42% common stock (owned)			

LEIGHTON INVESTMENT COMPANY  
PELLA, IOWA  
FR Y-6 INFORMATION  
FISCAL YEAR ENDING DECEMBER 31, 2015

Report Item 4: Insiders

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) 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)
Richard N. Glendening Pella, IA	Retired	President, Treasurer and Director	Chairman and Director	None	37.81%	None	None
Steve Fopma Lynnville, IA	Banker	Vice President, Secretary and Director	President, CEO and Director Leighton State Bank (Pella, IA)	None	2.36%	None	None
Wendy Sims Pella, IA	CPA	Director	Director Leighton State Bank (Pella, IA)	CEO – Schuring, Uiternmarkt, Sims, McCleish & Ver Meer, P.C.	0.21%	None	None
Norman L. Ver Ploeg Leighton, IA	Farmer	Director	Vice Chairman and Director Leighton State Bank (Pella, IA)	None	7.42%	None	None
Mark Ellingson Pella, IA	Bank Investment Representative	Director	Senior Vice President and Director Leighton State Bank (Pella, IA)	None	2.36%	None	None
James M. Brandl Pella, IA	Retired Executive	Director	Director Leighton State Bank (Pella, IA)	None	3.19%	None	None

LEIGHTON INVESTMENT COMPANY  
PELLA, IOWA  
FR Y-6 INFORMATION  
FISCAL YEAR ENDING DECEMBER 31, 2015

Report Item 4: Insiders (Continued)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) 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)
Lynn Donahue Monroe, IA	Business Executive	Director	Director Leighton State Bank (Pella, IA)	President – Donahue Brothers Inc. Manager/Partner – Green River Investments LLC Senior Vice President –Midland Manufacturing	None	None	100% - Donahue Brothers Inc. 100% - Green River Investments LLC 33% - Midland Industrial Development LLC
Rodney H. DeBruin Laramie, WY	Retired	None	None	None	10.49%	None	None
Mary K. Young Oskaloosa, IA	Retired	None	None	None	10.16%	None	None