



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.

J. Michael F. Petrie

Name of the Holding Company Director and Official

Chairman & Director

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 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.

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 3530786
C.I. _____

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)

Reporter's Name, Street, and Mailing Address

Merchants Bancorp

Legal Title of Holding Company

11555 N. Meridian Street, Suite 400

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

Camel IN 46032

City State Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Treg Bauchert V.P. Controller

Name Title

317-660-4361

Area Code / Phone Number / Extension

317-569-6481

Area Code / FAX Number

tbauchert@merchantsbankofindiana.com

E-mail Address

N/A

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

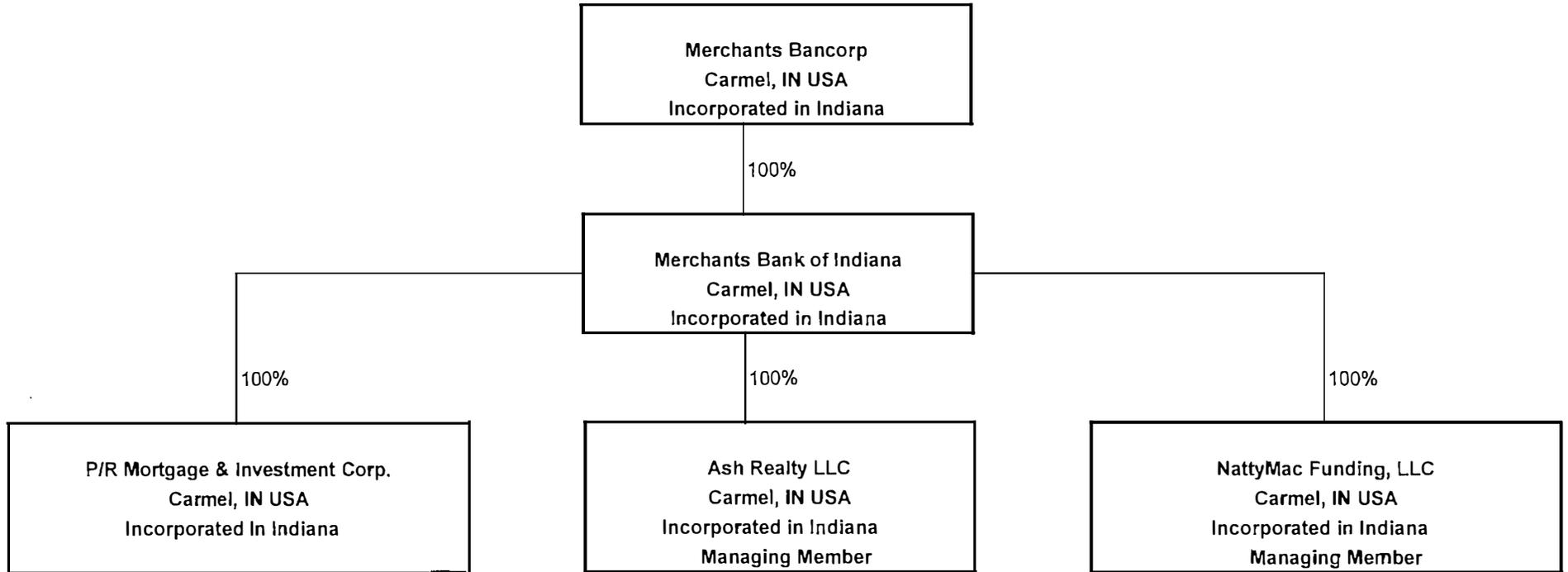
Does the reporter request confidential treatment for any portion of this submission?

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

Form FR Y-6
Report Item 2a
Merchants Bancorp
Carmel, IN
Fiscal Year Ending December 31, 2015



*All entities do not have an LEI to report at this time.

Result: A list of branches for your holding company: **MERCHANTS BANCORP (3530786) of CARMEL, IN.**
 The data are as of **12/31/2015**. Data reflects information that was received and processed through **07/11/2016**.

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)	963945	MERCHANTS BANK OF INDIANA	11555 NORTH MERIDIAN STREET, SUITE 400	CARMEL	IN	46032	HAMILTON	UNITED STATES	5125	0	MERCHANTS BANK OF INDIANA	963945	
ok		Full Service	4844734	116TH STREET BRANCH	11590 NORTH MERIDIAN STREET, SUITE 120	CARMEL	IN	46032	HAMILTON	UNITED STATES	Not Required	Not Required	MERCHANTS BANK OF INDIANA	963945	
ok		Full Service	3349429	96TH STREET BRANCH	3737 EAST 96TH STREET	INDIANAPOLIS	IN	46240	MARION	UNITED STATES	431779	2	MERCHANTS BANK OF INDIANA	963945	
ok		Full Service	3763904	LYNN BRANCH	6880 SOUTH ARBA PIKE	LYNN	IN	47355	RANDOLPH	UNITED STATES	461393	1	MERCHANTS BANK OF INDIANA	963945	

Form FR Y-6

Merchants Bancorp

Carmel, Indiana

Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015

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 12-31-2015

(1)(a) Name and Address (City, State, Country)	(1)(b) Country of Citizenship and 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 and Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Randall D. Rogers Vero Beach, FL USA	USA	47% Common Stock	None	None	None
Michael F. Petrie Carmel, IN USA	USA	47% Common Stock	None	None	None

Form FR Y-6
 Merchants Bancorp
 Carmel, Indiana
 Fiscal Year Ending December 31, 2015

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Addresses (City, State, Country)	Principal Occupation If other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares In Bank Holding Company	Percentage of Voting Shares In Subsidiaries (Include names of Subsidiaries)	List names of other companies (Includes partnership if 25% or more of voting securities are held (list names of companies and % of voting securities held)
Randall D. Rogers Vero Beach, FL USA	N/A	President, COO & Director	MBI Vice Chairman PRMIC Chairman	N/A	47%	0%	TBR Enterprises LLC 24%
Michael F. Petrie Carmel, IN USA	N/A	Chairman, CEO, Treasurer, Secretary & Director	MBI Chairman PRMIC President	N/A	47%	0%	Petrie Investments LLC. 100%
Thomas W. Dinwiddle Indianapolis, IN USA	Attorney	Director	MBI Director PRMIC None	Partner	1%	0%	N/A
Scott A. Evans Lynn, IN USA	N/A	Director & Executive VP	MBI President & Co-COO PRMIC None	N/A	0%	0%	N/A
David N. Shane Indianapolis, IN USA	Executive	Director	MBI Director PRMIC None	Board of Directors Board of Directors	1%	0%	N/A
John W. Perry Terre Haute, IN USA	Banking	Director	MBI Director PRMIC None	SVP & Trust Officer	1%	0%	N/A
Patrick D. O'Brien Indianapolis, IN USA	Automobile Dealer	Director	MBI Director PRMIC None	President	1%	0%	O'Brien Motors, Inc 67% The Alley, LLC 51% The Alley Realty, LLC 51% K&P Property Development, LLC 100%
Michael J. Dunlap Fishers, IN USA	N/A	Director	MBI President & Co-COO PRMIC Senior Vice President	N/A	1%	0%	N/A

PRMIC (P/R Mortgage & Investment Corp.)
 MBI (Merchants Bank of Indiana)
 BOD (Board of Directors)