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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.

I, William N. Salin

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 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.

William N. Salin

Signature of Holding Company Director and Official

03/30/2016

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 1139466
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

Salin Bancshares, Inc.

Legal Title of Holding Company

8455 Keystone Crossing

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

Indianapolis

IN

46038

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Matthew Fukuhara

VP Controller

Name

Title

317-452-8045

Area Code / Phone Number / Extension

317-452-8146

Area Code / FAX Number

m.fukuhara@salin.com

E-mail Address

www.salin.com

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

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

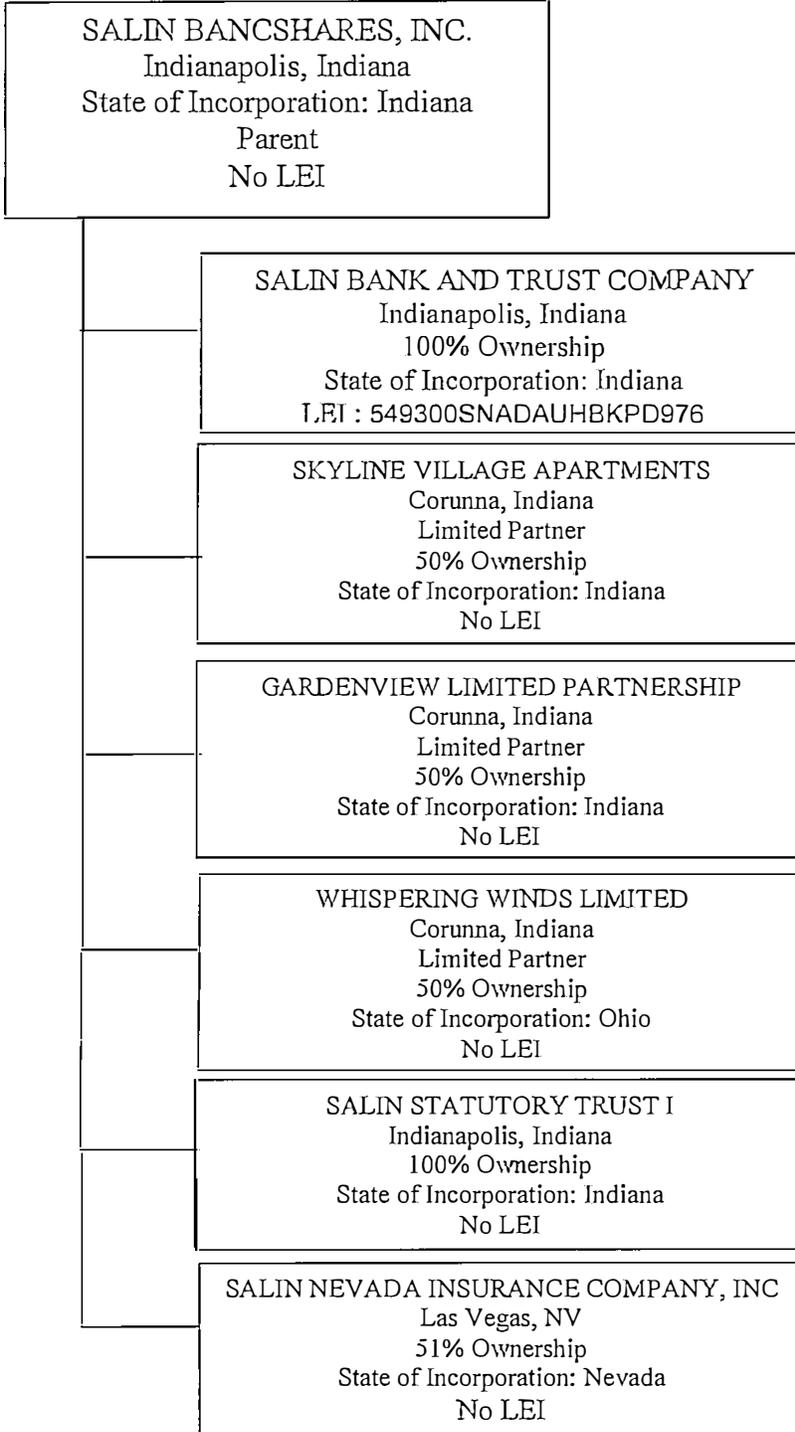
- Yes Please identify the report items to which this request applies:
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
- No

Form FR Y-6
Salin Bancshares, Inc.
Indianapolis, Indiana
Year Ending December 31, 2015

Report Item 1: Annual reports to shareholders

None

Report Item 2a: Organizational Chart



Form FR Y-6
Salin Bancshares, Inc.
Year Ending December 31, 2015

Report Item 2b: Banking Center Listing

BR #	Branch Desc	Address	City	Country	Zip Code	Branch Service Type	Action	Date
2	Eastgate	2901 E. Market St.	Logansport, IN	USA	46947	Full Service	OK	
5	Galveston	436 S. California St.	Galveston, IN	USA	46932	Full Service	OK	
9	Indianapolis	8455 Keystone Crossing Suite 100	Indianapolis, IN	USA	46240	Full Service	OK	
11	West Lafayette	351 Sagamore Parkway West	West Lafayette, IN	USA	47906	Full Service	OK	
12	Flora	106 W. Columbia	Flora, IN	USA	46929	Full Service	OK	
13	Lafayette Downtown	400 Main St.	Lafayette, IN	USA	47901	Full Service	OK	
14	Creasy Lane	330 N. Creasy Ln.	Lafayette, IN	USA	47905	Full Service	OK	
16	Delphi	102 S. Market St.	Delphi, IN	USA	46923	Full Service	OK	
17	Kokomo Downtown	112 S. Washington St.	Kokomo, IN	USA	46901	Full Service	OK	
21	Columbus Downtown	655 Third St.	Columbus, IN	USA	47201	Full Service	OK	
24	Rocky Ford	3501 Central Ave.	Columbus, IN	USA	47203	Full Service	OK	
27	Edinburgh	100 W. Main Cross St.	Edinburgh, IN	USA	46124	Full Service	OK	
29	Lima Road	9835 Lima Road	Fort Wayne, IN	USA	46818	Full Service	OK	
30	Fort Wayne Downtown	110 W. Main St.	Ft. Wayne, IN	USA	46802	Full Service	OK	
37	Georgetown	6433 E. State Boulevard	Ft. Wayne, IN	USA	46815	Full Service	OK	
40	Marion Downtown	302 S. Washington St.	Marion, IN	USA	46952	Limited Service	OK	
41	Marion Northwest	1200 N Baldwin	Marion, IN	USA	46952	Full Service	OK	
43	Gas City	716 E. Main St.	Gas City, IN	USA	46933	Full Service	OK	
51	Allisonville Road	11555 Allisonville Road	Fishers, IN	USA	46038	Full Service	OK	
53	Maple Crest	2825 S. Washington St.	Kokomo, IN	USA	46902	Full Service	OK	

Form FR Y-6
Salin Bancshares, Inc.
Year Ending December 31, 2015

Report Item 3: Shareholders

1abc 2abc

Shareholders Owning 5% or More

1a	1b	1c	2a	2b	2c
Name, City, State	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name, City, State	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
Susan S. McClain Trust Carmel, Indiana Susan S. McClain Trustee	USA	68 - 25.185%	N/A	N/A	N/A
Margaret Jane Salin Irrevocable Grandchildren's Trust No. 3 Carmel, Indiana Susan S. McClain Trustee	USA	9.5 - 3.518%			
Susan McClain Irrevocable Children's Trust Carmel, Indiana Susan S. McClain Trustee	USA	9.5 - 3.518%			
Susan S. McClain	USA	3 - 1.111%			
Sherri J. Fritsch Trust Carmel, Indiana Sherri J. Fritsch Trustee	USA	68 - 25.185%			
Margaret Jane Salin Irrevocable Grandchildren's Trust No. 2 Carmel, Indiana Sherri J. Fritsch Trustee	USA	9.5 - 3.518%			
Sherri Fritsch Irrevocable Children's Trust Carmel, Indiana Sherri J. Fritsch Trustee	USA	9.5 - 3.518%			
Sherri J. Fritsch	USA	3 - 1.111%			
William N. Salin II Trust Carmel, Indiana William N. Salin II Trustee	USA	68 - 25.185%			
Margaret Jane Salin Irrevocable Grandchildren's Trust No. 1 Carmel, Indiana William N. Salin II Trustee	USA	9.5 - 3.518%			
William N. Salin II Irrevocable Children's Trust Carmel, Indiana William N. Salin II Trustee	USA	9.5 - 3.518%			
William N. Salin II	USA	3 - 1.111%			

Form FR Y-6
 Salin Bancshares, Inc.
 Year Ending December 31, 2015

Report Item 4: Insiders
 1, 2, 3abc, and 4abc

1	2	3a	3b	3c	4a	4b	4c
Name, 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 partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
William N. Salin II Carmel, Indiana	N/A	VP & Director	Administrator - Salin Statutory Trust I	Atlantic Seashore, LLC - Director Flagship Insurance Company - Director Keep America Beautiful, LLC - Partner and Director Rustic Court Limited Partnership - Limited Partner	33.33%	None	Atlantic Seashore, LLC - 100%
Susan S. McClain Carmel, Indiana	Vice President and Director - Salin Foundation	VP & Director	Administrator - Salin Statutory Trust I	Flagship Insurance Company - Director Keep America Beautiful, LLC - Partner and Director Rustic Court Limited Partnership - Limited Partner	33.33%	None	None
Sherri J. Fritsch Carmel, Indiana	President - Salin Foundation	VP & Director	Administrator - Salin Statutory Trust I	Flagship Insurance Company - Director Keep America Beautiful, LLC - Partner and Director Rustic Court Limited Partnership - Limited Partner	33.33%	None	None