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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, J. Daniel Maddox  
Name of the Holding Company Director and Official  
Senior Vice President and 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.

JDM  
Signature of Holding Company Director and Official  
2-1-2016  
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 1200405  
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  
Town Financial Corporation

Legal Title of Holding Company  
P.O. Box 629

(Mailing Address of the Holding Company) Street / P.O. Box  
Hartford City IN 47348  
City State Zip Code

3206 N. Walnut St., Hartford City, IN 47348  
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:  
Chris B. Whitesell SVP & CFO  
Name Title  
765-348-1606  
Area Code / Phone Number / Extension

Area Code / FAX Number  
cwhitesell@townfin.com  
E-mail Address

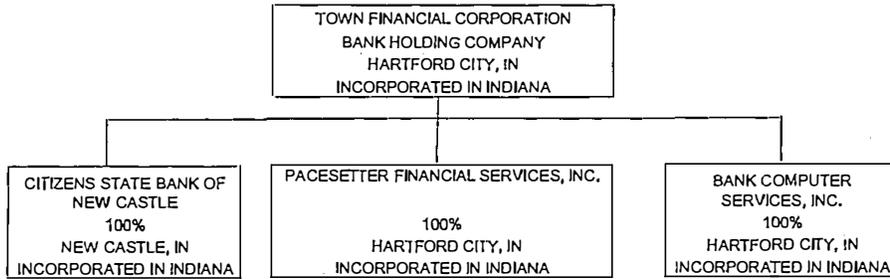
Address (URL) for the Holding Company's web page

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  
Town Financial Corporation  
Hartford City, IN  
Fiscal Year Ending December 31, 2015

Report item 1: A separate annual report is not prepared for the shareholders of Town Financial Corporation. Enclosed is a copy of an unaudited financial statement for December 31, 2015. Comparative consolidated audited financial statements are being prepared.

Report item 2(a): Organizational Chart



None of the entries listed in 2(a) have a Legal Entity Identifier (LEI) Code

Report item 2(b): Branch Verification

Submitted via e-mail on January 25, 2016

Results: A list of branches for your holding company: TOWN FINANCIAL CORPORATION (1200405) of HARTFORD CITY, 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.

CB

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)	1000641	CITIZENS STATE BANK OF NEW CASTLE	1238 BROAD STREET	NEW CASTLE	IN	47362	HENRY	UNITED STATES	8290	0	CITIZENS STATE BANK OF NEW CASTLE	1000641	
OK		Full Service	4801979	CITIZENS STATE BANK OF NEW CASTLE - CARMEL BRANCH	902 S. RANGEUNE ROAD	CARMEL	IN	46032	HAMILTON	UNITED STATES	Not Required	Not Required	CITIZENS STATE BANK OF NEW CASTLE	1000641	
Change	please see comments	Full Service	2040055	714 NORTH MAIN STREET BRANCH	714 NORTH MAIN STREET	DUNKIRK	IN	47336	BLACKFORD	UNITED STATES	277575	15	CITIZENS STATE BANK OF NEW CASTLE	1000641	The county for the Dunkirk office was changed to Blackford County from Jay County. The office has been in the same located since the 1960s and we are not sure how or why this was changed. We failed to catch the error last year.
OK		Limited Service	2618146	222 WEST WASHINGTON STREET OFFICE	222 WEST WASHINGTON STREET	HARTFORD CITY	IN	47348	BLACKFORD	UNITED STATES	277578	17	CITIZENS STATE BANK OF NEW CASTLE	1000641	
OK		Full Service	242248	HARTFORD CITY BRANCH	1515 NORTH WALNUT STREET	HARTFORD CITY	IN	47348	BLACKFORD	UNITED STATES	13151	14	CITIZENS STATE BANK OF NEW CASTLE	1000641	
OK		Full Service	2418663	475 NORTH MCCULLUM STREET BRANCH	475 NORTH MCCULLUM STREET	KNIGHTSTOWN	IN	46148	HENRY	UNITED STATES	229126	11	CITIZENS STATE BANK OF NEW CASTLE	1000641	
OK		Full Service	2099763	LEWISVILLE BRANCH	118 WEST MAIN STREET	LEWISVILLE	IN	47352	HENRY	UNITED STATES	229116	1	CITIZENS STATE BANK OF NEW CASTLE	1000641	
OK		Full Service	937946	110 SOUTH MAIN STREET OFFICE	110 SOUTH MAIN STREET	MONTPELIER	IN	47359	BLACKFORD	UNITED STATES	9973	18	CITIZENS STATE BANK OF NEW CASTLE	1000641	
OK		Full Service	2071992	120-D SOUTH MEMORIAL DRIVE OFFICE	120-D SOUTH MEMORIAL DRIVE	NEW CASTLE	IN	47362	HENRY	UNITED STATES	229123	8	CITIZENS STATE BANK OF NEW CASTLE	1000641	
OK		Limited Service	2072702	DRIVE-IN BRANCH	1302 BROAD STREET	NEW CASTLE	IN	47362	HENRY	UNITED STATES	229121	6	CITIZENS STATE BANK OF NEW CASTLE	1000641	
OK		Full Service	2099062	RAINTREE BRANCH	1726 SOUTH MEMORIAL DRIVE	NEWCASTLE	IN	47362	HENRY	UNITED STATES	229119	4	CITIZENS STATE BANK OF NEW CASTLE	1000641	
OK		Full Service	3807778	PENDELTON BRANCH	129 SOUTH PENDELTON AVENUE	PENDELTON	IN	46064	MADISON	UNITED STATES	477883	13	CITIZENS STATE BANK OF NEW CASTLE	1000641	
OK		Full Service	1997778	PORTLAND OFFICE	1221 NORTH MERIDIAN STREET	PORTLAND	IN	47371	JAY	UNITED STATES	235061	19	CITIZENS STATE BANK OF NEW CASTLE	1000641	
OK		Full Service	2102083	RUSHVILLE BRANCH	1802 NORTH MAIN STREET	RUSHVILLE	IN	46173-933	RUSH	UNITED STATES	229125	10	CITIZENS STATE BANK OF NEW CASTLE	1000641	
OK		Full Service	2040064	200 WEST OAK STREET BRANCH	200 WEST OAK STREET	UNION CITY	IN	47390	RANDOLPH	UNITED STATES	277576	16	CITIZENS STATE BANK OF NEW CASTLE	1000641	

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Town Financial Corporation  
Hartford City, IN  
Fiscal Year Ending December 31, 2015

**Report Item 3: Securities Holders**

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2014			Securities Holders 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 12-31-2014		
(1)(a)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
Jane C. Maddox Hartford City, Indiana USA	USA	common 3133 14.27%	NONE	NONE	NONE
John R. Maddox, Jr. Carmel, Indiana USA	USA	common 5894 26.85%			
Amy Houser Hartford City, Indiana USA	USA	common 1589 7.24%			
Susan Osann Washington, D. C. USA	USA	common 1945 8.86%			
Melissa Rocco Yorktown, Indiana USA	USA	common 2223 10.13%			
Estate of Raymond Maddox Muncie, Indiana USA	USA	common 1544 7.03%			
Gary J. Maddox New Castle, Indiana USA	USA	common 2048 9.33%			

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Town Financial Corporation  
Hartford City, IN  
Fiscal Year Ending December 31, 2015Report Item 4: Insiders  
(1)(a)(b)(c) and (2)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (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 Securities In Bank Holding Company	Percentage of Voting Securities 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)
Jane C. Maddox Hartford City, IN USA	Housewife	Director Emeritus	Director Emeritus of Pacesetter Financial Services Inc. Director Emeritus of Citizens State Bank		14.27%	N/A	N/A
James B. Maddox Muncie, IN USA	Retired	Director Emeritus	Director Emeritus of Citizens State Bank Director Emeritus of Pacesetter Financial Services Inc. Director Emeritus of Bank Computer Services, Inc.		4.33%	N/A	N/A
John R. Maddox Jr. Cannel, IN USA	N/A	Director, Chairman and President	President and Director of Pacesetter Financial Services, Inc. Director and Chairman of Bank Computer Services, Inc. Director and Chairman of Citizens State Bank	Secretary/Treasurer of Bonham Insurance Agency Director and Secretary of Globe Auto Club	26.85%	N/A	25% in Bonham Insurance Agency 60% in Globe Auto Club
Gary J. Maddox New Castle, IN USA	N/A	Director and Senior Vice President	Director and Senior Vice President of Citizens State Bank Director of Bank Computer Services, Inc. Director and Vice President of Pacesetter Financial Services, Inc.	Director of Globe Auto Club	9.33%	N/A	40% in Globe Auto Club
John Daniel Maddox Pendleton, IN USA	N/A	Director and Senior Vice President	Director and Executive Vice President of Citizens State Bank Director of Pacesetter Financial Services Inc. Director of Bank Computer Services, Inc.		1.28%	N/A	N/A
Amy Houser Hartford City, IN USA	None	Honorary Director	N/A		7.24%	N/A	N/A
Susan Osann Washington DC USA	Office Manager	Honorary Director	N/A		8.86%	N/A	N/A
Melissa Rocco Yorktown, IN USA	None	Honorary Director	N/A		10.13%	N/A	N/A
Chris B. Whitesell Dunkirk, IN USA	N/A	Senior Vice President Secretary Treasurer	Senior Vice President of Citizens State Bank		N/A	N/A	N/A
Michele Hurst Hartford City, IN USA	N/A	Assistant Treasurer	Assistant Treasurer of Pacesetter Financial Services, Inc.		N/A	N/A	N/A