



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, **Steven K. Brunton**

Name of the Holding Company Director and Official

CFO & Executive 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

Benton Financial Corporation

Legal Title of Holding Company

P O Box 511

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

Fowler IN 47944-0511

City State Zip Code

300 E 5th Street Fowler IN 47944

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:

Linda I Brewer Cashier

Name Title

765-884-1200 1131

Area Code / Phone Number / Extension

765-884-3239

Area Code / FAX Number

brewlin@fowlerstatebank.com

E-mail Address

Signature of Holding Company Director and Official

March 25, 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 1130762
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

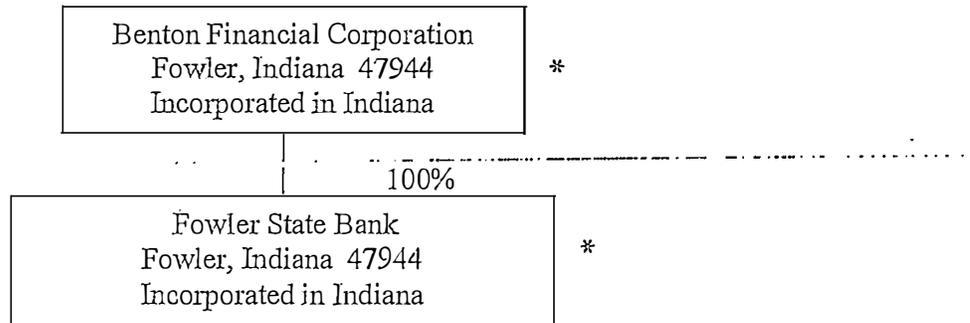
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Benton Financial Corporation
Fowler, IN
Fiscal Year Ending December 31, 2015

Report Item

1: Benton Financial Corporation does prepare an annual report for its shareholders and is not registered with the SEC. As specified by the appropriate Reserve Bank, 3 copies of the annual report are enclosed.

2a: Organizational Chart:



Benton Financial Corporation owns and controls 100% of its subsidiary Fowler State Bank and its Branches

2b: Domestic branch listing provided to the Federal Reserve Bank.
Submitted via email on 3-11-2016—Copy attached.

* ALL ENTITIES DO NOT HAVE LEI

Results: A list of branches for your depository institution: **FOWLER STATE BANK (ID_RSSD: 554343)**.
 This depository institution is held by **BENTON FINANCIAL CORPORATION (1130762) of FOWLER, 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.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	OfficeNumber*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	554343	FOWLER STATE BANK	300 EAST 5TH STREET	FOWLER	IN	47944	BENTON	UNITED STATES	1211	0	FOWLER STATE BANK	554343	
OK		Full Service	2088637	GRANT AVENUE BRANCH	406 SOUTH GRANT AVENUE	FOWLER	IN	47944-16	BENTON	UNITED STATES	190190	1	FOWLER STATE BANK	554343	
OK		Full Service	3123357	607 EAST LINCOLN STREET OFFICE	607 EAST LINCOLN STREET	KENTLAND	IN	47951	NEWTON	UNITED STATES	363795	4	FOWLER STATE BANK	554343	
OK		Full Service	2442181	510 STATE ROAD BRANCH	510 STATE ROAD 28	WILLIAMSPORT	IN	47993	WARREN	UNITED STATES	190191	2	FOWLER STATE BANK	554343	

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Benton Financial Corporation
 Fowler, 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 12-31-2015			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 12-31-2015		
(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 & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Marilyn S. Brouillette Fowler, IN 47944	USA	37,158 - 5.10%	NONE	NONE	NONE
Cede & Co New York, NY 10274	USA	53,643 - 7.37%			
James T. Rainier (Living Trust) James T. Rainier Sole Trustee Fowler, IN 47944	USA	50,000 - 6.87%			
Wife Nancy B. Rainier Family Testamentary Tr James T. Rainier Succ Ttee Fowler, IN 47944	USA	50,000 - 6.87%			

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Benton Financial Corporation
Fowler, IN
Fiscal Year Ending December 31, 2015

Report 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)
Kenneth W. Deckard Oxford, IN 47971	N/A	Chair & Director	Chair & Director Fowler State Bank	N/A	0.14%	None	None
Steven T. Pettet Fowler, IN 47944	N/A	President, CEO & Director	President, CEO, Trust Officer & Director Fowler State Bank	N/A	1.58%	None	None
Steven K. Brunton Fowler, IN 47944	N/A	Executive Vice President, CFO & Director	Executive Vice President, CFO & Director Fowler State Bank	N/A	0.23%	None	None
John S. Freeland Montmorenci, IN 47962	Agricultural Services (Chemical/Fertilizer)	Vice Chair & Director	Vice Chair & Director Fowler State Bank	Area Branch Manager of Helena	0.31%	None	None
John C. Wright Fowler, IN 47944	Attorney	Director	Director Fowler State Bank	Dumas, Weist, Mahnesmith & Wright Member	0.070%	None	None
Michael Fischbach Fowler, IN 47944	Fanner/Sales Professional	Director	Director Fowler State Bank	ABC U-Store Inc Sec/Treas Pioneer HI-Bred International Sales Professional	0.28%	None	ABC U-Store Inc. 25%