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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, Ryan M. Warner

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.

Ryan M. Warner

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
 C.I.

1210217

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2015

Month / Day / Year

none / N.A.

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Bippus State Corporation

Legal Title of Holding Company

P.O. Box 1148

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

Huntington

IN

46750

City

State

Zip Code

150 Hauenstein Road

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

David J. Cunningham

CFO

Name

Title

260-356-8900

Area Code / Phone Number / Extension

260-358-2505

Area Code / FAX Number

dcunningham@bippusbank.com

E-mail Address

www.bippusbank.com

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

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

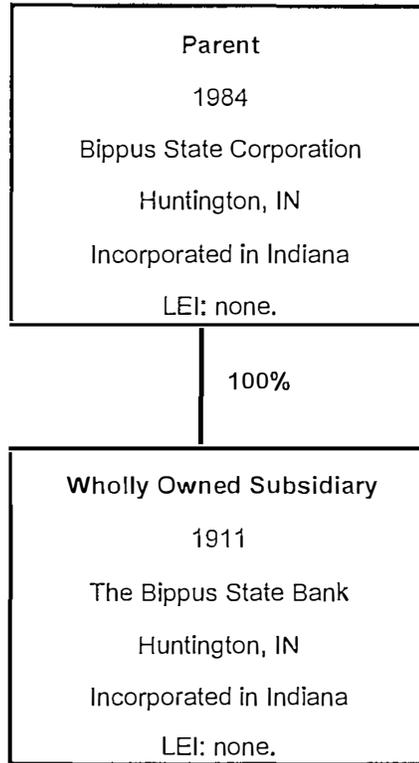
Yes Please identify the report items to which this request applies:

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 FRY-6
Bippus State Corporation
Huntington, IN
Fiscal Year Ending 12/31/15
Report Item 2a - Organization Chart



Form FR Y-6
 Bippus State Corporation
 Huntington, IN
 Fiscal Year Ending 12/31/15
 Report Item 2b - Branch Listing

Submitted via email on 03/23/2016

Results: A list of branches for your depository institution: BIPPUS STATE BANK, THE (ID_RSSD: 443148).
 The depository institution is held by BIPPUS STATE CORPORATION (1210217) of HUNTINGTON, 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 UNIFORM, 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 UNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK	12/31/2015	Full Service (Head Office)	443148	BIPPUS STATE BANK THE	150 HAUENSTEIN ROAD	HUNTINGTON	IN	46750	HUNTINGTON	UNITED STATES	1230	0	BIPPUS STATE BANK THE	443148	
OK	12/31/2015	Full Service	2304542	SOUTH JEFFERSON STREET BRANCH	1303 SOUTH JEFFERSON STREET	HUNTINGTON	IN	46750	HUNTINGTON	UNITED STATES	190221	2	BIPPUS STATE BANK THE	443148	
OK	12/31/2015	Full Service	3489736	NORTH MANCHESTER OFFICE	106 WEST STREET	NORTH MANCHESTER	IN	46962	WABASH	UNITED STATES	454893	5	BIPPUS STATE BANK THE	443148	
OK	12/31/2015	Full Service	3499351	ROANOKE BRANCH	577 GEIGER DRIVE, STE A	ROANOKE	IN	46783	HUNTINGTON	UNITED STATES	422501	4	BIPPUS STATE BANK THE	443148	

Bippus State Corporation
Huntington, IN
Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of			Securities Holders not listed in 3(1)(a) through (3)(1)(c)		
(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
Don Deemer, Van Buren, IN, USA USA		13,290 - 6.16% Common Stock	N/A	N/A	N/A
Jan Deemer, Van Buren, IN, USA USA		12,650 - 5.86% Common Stock			
Fred Diefenbaugh Testamentary Trust, Huntington, IN, USA, John F. Branham, Attorney & Trustee	USA	21,520 - 9.98% Common Stock			
Kenneth R. Rupley, Huntington, IN, USA	USA	19,081 - 8.85% Common Stock			
Ralph Johnson, Huntington, IN, USA	USA	12,792 - 5.93% Common Stock			
Ryan L. Johnson, Huntington, IN, USA	USA	2,011 - 0.93% Common Stock			
Darlene (Johnson) Stanley, Huntington, IN, USA	USA	990 - 0.46% Common Stock			
Daniel Groff, Huntington, IN, USA	USA	12,860 - 5.96% Common Stock			
Jim Groff, Huntington, IN, USA	USA	700 - 0.32% Common Stock			
J.D. Groff II, Huntington, IN, USA	USA	700 - 0.32% Common Stock			
Rebecca Groff, Huntington, IN, USA	USA	200 - 0.09% Common Stock			

Bippus State Corporation
Huntington, 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 Holding Company	Title & Position with 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 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)
Deemer Family - Don & Jan Deemer (brothers), Van Buren, IN, USA	N/A	N/A	N/A	Retired / N/A	12.02%	0%	0%
Stephen R. Mason, Huntington, IN, USA	Director	Director	Director, Bippus State Bank	Retired / N/A	0.27%	0%	0%
Kenneth R. Rupley, Huntington, IN, USA	Director	Director	Director, Bippus State Bank	Owner, Rupley Farm Equipment	8.85%	0%	100% Rupley Farm Equipment
Chris A. Stephan, Huntington, IN, USA	Director	Director	Director, Bippus State Bank	Owner, C. Stephan Trucking, Inc.	0.28%	0%	100% C. Stephan Trucking, Inc. 100% Stephan Leasing, Inc.
Matthew M. Wilcox, Huntington, IN, USA	Director	Director	Director, Bippus State Bank	Owner, Apollo Caster, Inc.	0.40%	0%	100% Apollo Caster, Inc.
Ryan L. Johnson, Huntington, IN, USA	Director	Director	Director, Bippus State Bank	Owner, Johnson Petroleum, Inc.	0.93%	0%	100% Johnson Petroleum, Inc. 100% Johnson Properties, LLC
Joesph K. Wiley, Huntington, IN, USA	Director	Director	Director, Bippus State Bank	Partner, Bowers Brewer Garrett & Wiley, LLP	0.23%	0%	50% Bowers Brewer Garrett & Wiley, LLP 25% Warren Court Real Estate
Ryan M. Warner, Huntington, IN, USA	Director & President	Director & President	Director & President, Bippus State Bank	Owner, Goodview, LLC	0.83%	0%	100% Goodview, LLC 50% KRPW, LLC
David J. Cunningham, CPA N. Manchester, IN, USA	Chief Financial Officer	Chief Financial Officer	Chief Financial Officer	N/A	0.00%	0%	0%