

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

None

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

Reporter's Name, Street, and Mailing Address

BTC Financial Corporation

Legal Title of Holding Company

666 Grand Avenue, 1700 Ruan Center

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

Des Moines

IA

50309

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Tracey Ball

Treasurer

Name

Title

515-245-2552

Area Code / Phone Number / Extension

515-558-3552

Area Code / FAX Number

tball@ruan.com

E-mail Address

N/A

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

I, John Ruan III

Name of the Holding Company Director and Official

Chairman & CEO

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.

John Ruan III

Signature of Holding Company Director and Official

03/08/2016

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.

1201871

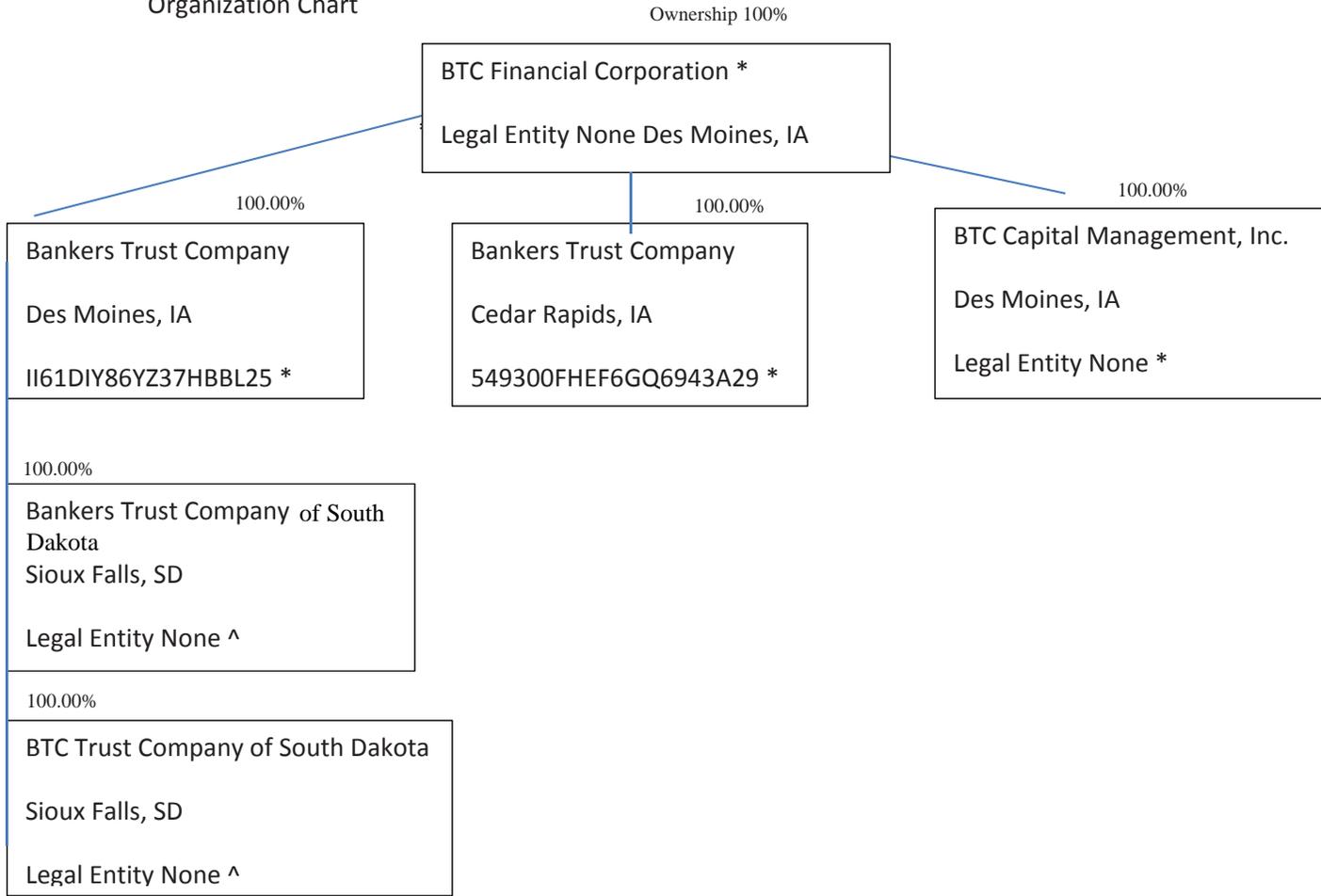
Does the reporter request confidential treatment for any portion of this submission?

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

Organization Chart



All entities indicated with a * are Incorporated in the State of Iowa
All entities indicated with a ^ are Incorporated in the State of South Dakota
Family Homes Construction, LLC & Family Homes Construction II LLC is no longer reportable
Bankers Trust Investments & Trust Services, Inc. is inactive

Results: A list of branches for your depository institution: **BANKERS TRUST COMPANY (ID_RSSD: 3142358)**.
 This depository institution is held by **BTC FINANCIAL CORPORATION (1201671)** of **DES MOINES, IA**.
 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*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	3142358	BANKERS TRUST COMPANY	221 3RD AVENUE SOUTHEAST	CEDAR RAPIDS	IA	S2401	LINN	UNITED STATES	364164	0	BANKERS TRUST COMPANY	3142358	
OK		Limited Service	3680412	221 3RD AVENUE SOUTHEAST BRANCH	221 3RD AVENUE SOUTHEAST	CEDAR RAPIDS	IA	S2401	LINN	UNITED STATES	457301	1	BANKERS TRUST COMPANY	3142358	
OK		Full Service	3680403	BLAIRS FERRY BRANCH	400 BLAIRS FERRY ROAD NORTHEAST	CEDAR RAPIDS	IA	S2402	LINN	UNITED STATES	465436	2	BANKERS TRUST COMPANY	3142358	

Results: A list of branches for your depository institution: **BANKERS TRUST COMPANY (ID_RSSD: 811046)**.
 This depository institution is held by **BTC FINANCIAL CORPORATION (1201671)** of **DES MOINES, IA**.
 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*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	811046	BANKERS TRUST COMPANY	453 7TH STREET	DES MOINES	IA	50309	POLK	UNITED STATES	621	0	BANKERS TRUST COMPANY	811046	
OK		Full Service	3644311	PHOENIX BRANCH	2525 EAST CAMELBACK ROAD SUITE 100	PHOENIX	AZ	85016	MARICOPA	UNITED STATES	465732	31	BANKERS TRUST COMPANY	811046	
OK		Full Service	3680382	BANKERS TRUST ALOONA BRANCH	3820 SOUTHWEST 8TH STREET	ALTOONA	IA	50009	POLK	UNITED STATES	457871	21	BANKERS TRUST COMPANY	811046	
OK		Full Service	3960927	AMES BRANCH	3725 STANGE ROAD	AMES	IA	50010	STORY	UNITED STATES	493029	30	BANKERS TRUST COMPANY	811046	
OK		Full Service	3523854	ANKENY BRANCH	102 NORTHEAST TRILEIN DRIVE	ANKENY	IA	50021	POLK	UNITED STATES	436703	19	BANKERS TRUST COMPANY	811046	
OK		Full Service	2060222	CLIVE BRANCH	11111 UNIVERSITY AVENUE	CLIVE	IA	50325	POLK	UNITED STATES	186726	7	BANKERS TRUST COMPANY	811046	
OK		Limited Service	3523966	MOBILE CLIVE BRANCH	11111 UNIVERSITY AVENUE	CLIVE	IA	50325	POLK	UNITED STATES	186731	12	BANKERS TRUST COMPANY	811046	
OK		Full Service	3523948	DOWNTOWN BRANCH	717 7TH STREET	DES MOINES	IA	50309	POLK	UNITED STATES	186723	4	BANKERS TRUST COMPANY	811046	
OK		Full Service	2058108	EAST BRANCH	150 EAST EUCLID AVENUE	DES MOINES	IA	50313	POLK	UNITED STATES	186727	8	BANKERS TRUST COMPANY	811046	
OK		Limited Service	3524002	MOBILE EAST BRANCH	150 EAST EUCLID AVENUE	DES MOINES	IA	50313	POLK	UNITED STATES	186732	13	BANKERS TRUST COMPANY	811046	
OK		Limited Service	3523975	MOBILE NORTH BRANCH	3905 MERLE HAY ROAD	DES MOINES	IA	50310	POLK	UNITED STATES	186733	14	BANKERS TRUST COMPANY	811046	
OK		Limited Service	3523911	MOBILE SKYWALK BRANCH	453 7TH STREET	DES MOINES	IA	50309	POLK	UNITED STATES	186729	10	BANKERS TRUST COMPANY	811046	
OK		Limited Service	3523993	MOBILE SOUTH BRANCH	655 EAST ARMY POST ROAD	DES MOINES	IA	50315	POLK	UNITED STATES	186734	15	BANKERS TRUST COMPANY	811046	
OK		Full Service	2415158	NORTH BRANCH	3905 MERLE HAY ROAD	DES MOINES	IA	50310	POLK	UNITED STATES	186722	3	BANKERS TRUST COMPANY	811046	
OK		Full Service	2054276	SOUTH BRANCH	655 EAST ARMY POST ROAD	DES MOINES	IA	50315	POLK	UNITED STATES	186725	6	BANKERS TRUST COMPANY	811046	
OK		Full Service	2054100	GRIMES BRANCH	110 SOUTH MAIN STREET	GRIMES	IA	50111	POLK	UNITED STATES	186720	1	BANKERS TRUST COMPANY	811046	
OK		Limited Service	3523872	MOBILE GRIMES BRANCH	110 SOUTH MAIN STREET	GRIMES	IA	50111	POLK	UNITED STATES	186735	16	BANKERS TRUST COMPANY	811046	
OK		Full Service	3538139	DEERFIELD BRANCH	13371 HICKMAN ROAD	URBANDALE	IA	50323	POLK	UNITED STATES	444308	20	BANKERS TRUST COMPANY	811046	
OK		Full Service	4529059	60TH STREET BRANCH	620 - 60TH STREET	WEST DES MOINES	IA	50266	POLK	UNITED STATES	Not Required	Not Required	BANKERS TRUST COMPANY	811046	
OK		Limited Service	3523920	MOBILE WEST BRANCH	7000 UNIVERSITY AVENUE	WINDSOR HEIGHTS	IA	50324	POLK	UNITED STATES	186730	11	BANKERS TRUST COMPANY	811046	
OK		Full Service	2415149	WEST BRANCH	7000 UNIVERSITY AVENUE	WINDSOR HEIGHTS	IA	50324	POLK	UNITED STATES	186721	2	BANKERS TRUST COMPANY	811046	

Form FR Y-6

BTC Financial Corporation
Des Moines, Iowa
Fiscal Year Ending December 31, 2015

Report Item 3: Shareholders

1. Shareholders owning 5 percent or more of voting stock bank holding company:
 - a. The Ruan BTC Trust, John Ruan III, Trustee, Des Moines, IA
Des Moines, Iowa
 - b. USA
 - c. 1,161 shares (49.49%) of Class A, voting common.

- a. Elizabeth J. Ruan 2004 BTC Revocable Trust, John Ruan III, Trustee, Des Moines, IA,
 - b. USA
 - c. 1,161 shares (49.49%), voting common.

2. Shareholders who owned 5 percent or more of voting stock of the holding company during the year but not at year-end.
 - a. None

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BTC Financial Corporation
 Des Moines, Iowa
 Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

1. Name	1. Address	2. Occupation	3 (a) Title & Position Holding Co.	3 (b) Title & Position Subsidiaries	3 (c) Title & Position Other Businesses	4 (a) Percentage of Voting Shares of BHC	4 (b) Percentage of Voting Shares of Subsidiaries	4 (c) List Names of Other Companies 25% Voting Securities
John Ruan III	Des Moines, Iowa	N.A.	See Attached	See Attached	See Attached	See Attached	See Attached	See Attached
Suku Radia	West Des Moines, Iowa	N.A.	President, COO and Director	None	N.A.	None	None	N.A.
Kip Albertson	West Des Moines, Iowa	N.A.	Senior Vice President	None	N.A.	None	None	N.A.
Tracey Ball	Urbandale, Iowa	N.A.	CFO and Treasurer	None	N.A.	None	None	N.A.
John Ruan IV	Des Moines, Iowa	N.A.	Vice President	None	N.A.	None	None	N.A.
Janet Gillum	Des Moines, Iowa	N.A.	Assistant Secretary	None	N.A.	None	None	N.A.
Jonathan Fletcher	Des Moines, Iowa	N.A.	Director	None	N.A.	None	None	N.A.
David Fisher	Des Moines, Iowa	N.A.	Director	None	President, Onthank	None	None	N.A.
J. Landis Martin	Denver, CO	N.A.	Director	None	CEO, Platte River	None	None	N.A.
C. Ted McCarter	Indian Wells, CA	N.A.	Director	None	N.A.	None	None	N.A.

BTC Financial Corporation
 Des Moines, Iowa
 Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

1. Name	1. Address	2. Occupation	3 (a) Title & Position Holding Co.	3 (b) Title & Position Subsidiaries	3 (c) Title & Position Other Businesses	4 (a) Percentage of Voting Shares of BHC	4 (b) Percentage of Voting Shares of Subsidiaries	4 (c) List Names of Other Companies 25% Voting Securities
Steven Chapman	West Des Moines, Iowa	N.A.	Director	None	Vice Chairman, RTMS	None	None	N.A.
Thomas R. Schaefer	Stuart, Florida	N.A.	Director	None	None	None	None	N.A.

BTC FINANCIAL CORPORATION
 Legal Entity Identifier: None
 Report F. R. Y-6
 December 31, 2015

1. No reports are issued to stockholders or the Securities Exchange Commission for either the bank holding company or any of its subsidiaries.

2. SEE ATTACHED ORGANIZATION CHART

3. SEE ATTACHED

4. Information as required is listed for Elizabeth J. Ruan, and John Ruan III individually as follows:

(1) Elizabeth J. Ruan, Des Moines, Iowa, USA

(2) None

(3) None

(4)

	<u>No.</u> <u>Shares</u>	<u>Percentage</u> <u>of Voting</u> <u>Shares</u>
(a) BTC Financial Corporation	1161	49.49
(b) Subsidiaries:		
Bankers Trust Company, Cedar Rapids, IA		
BTC Capital Management, Inc.		
Bankers Trust Company, Des Moines, IA	0	49.49
Subsidiaries:		
Bankers Trust Company of South Dakota	0	49.49
Family Homes Construction, LLC	0	49.49
Family Homes Construction II, LLC	0	49.49
Bankers Trust Invest. & Trust Services, Inc.	0	49.49
BTC Trust Company of South Dakota	0	49.49
(c) Ruan Financial Corporation	1161	49.49
Ruan Center Corporation	0	49.49
Ruan Transportation Management Systems, Inc.	0	49.49
Subsidiaries:		
Ruan Transport Corporation	0	49.49
Subsidiaries:		
Single Source Transportation Co.	0	49.49

Ruan Logistics Corporation	0	49.49
Cal-Western Transport, Inc.	0	49.49
Kings County Truck Lines (CA)	0	49.49
Aartman Transport Corporation	0	49.49
Food Grade Transporters, Inc.	0	49.49

- (1) John Ruan III, Des Moines, Iowa, USA
- (2) Principal occupation is Director and officer of companies listed in 4b.
- (3) (a) Director, Chairman and CEO of bank holding company,
BTC Financial Corporation
- (b) Chairman and Director of the bank subsidiary, Bankers Trust Company
—Des Moines
- (c) Director, Chairman, President and CEO of:
Ruan Financial Corporation
- Director, Chairman and CEO of:
Ruan Center Corporation
Ruan, Incorporated
Ruan Car Sales, Inc.
Concentric International
- Executive Chairman and Director of:
Ruan Transportation Management Systems, Inc.
Ruan Transport Corporation
Ruan Logistics Corporation
Single Source Transportation Co.
Cal-Western Transport, Inc.
Kings County Truck Lines, Inc. (CA)
- Director and Chairman of:
The World Food Prize Foundation
- Director, Chairman and President of:
City Center Corporation
- President, Secretary and Treasurer of:
Ruan Properties SD, LLC
- Director and President of:
Seven Hundred Grand Association

Co-Chairman of:

Downtown Community Alliance

Past Chairman of:

YMCA of Greater Des Moines

The Des Moines Metro Planning Organization

U.S. Chamber of Commerce Federation

Director of:

United State Chamber of Commerce Foundation

Hubbell Realty Company

Iowa Business Council

Castle Pines Golf Club

Director and Member of Executive Committee of:

Greater Des Moines Partnership

Manager of:

Ruan Homes, LLC

John Ruan LLC

John Ruan III LLC

John Ruan III 2 LLC

John Ruan III 2015, LLC

Ruan Properties SD, LLC

Trustee of:

John Ruan Foundation Trust

The Ruan Trust

The Ruan BTC Trust

Elizabeth J. Ruan 2004 Revocable Trust

Elizabeth J. Ruan 1991 Revocable Trust

John Ruan 1993 Revocable Trust

Culver Educational Foundation

	<u>Shares</u>	<u>Voting Shares</u>
(4) (a) BTC Financial Corporation	196,000 Class B Voting	Non-voting 100%*
(b) Subsidiaries:		
Bankers Trust Company, Cedar Rapids, IA	0	100*
BTC Capital Management	0	100*
Bankers Trust Company, Des Moines, IA	0	100*
Subsidiaries:		
Bankers Trust Company of South Dakota	0	100*
Family Homes Construction, LLC	0	100*
Family Homes Construction II, LLC	0	100*
Bankers Trust Investment & Trust Services, Inc.	0	100*
BTC Trust Company of South Dakota	0	100*
(c) Ruan Financial Corporation	0	100*
Subsidiaries:		
Ruan Center Corporation	0	100*
Ruan Transportation Management Systems, Inc.	0	100*
Subsidiaries:		
Ruan Logistics Corporation	0	100*
Aartman Transport Corporation	0	100*
Food Grade Transporters, Inc.	0	100*
Cal-Western Transport, Inc.	0	100*
Kings County Truck Lines, Inc. (CA)	0	100*
Ruan Transport Corporation	0	100*
Subsidiaries:		
Single Source Transportation Co.	0	100*
(d) Ruan, Incorporated	3,840.3703 Class B	Non-voting
Ruan, Incorporated	2	1%
Ruan, Incorporated	198	99%*
Subsidiaries:		
Ruan Car Sales, Inc.		
Concentric International		
Payless of Iowa, Inc.		
(e) John Ruan III, LLC	20	40%
John Ruan III, 2 LLC	950 4 187.5	Non-voting 40% Non-voting

John Ruan III 2015, LLC	187.5	Non-voting
	24	48%
	950	Non-voting

*As a Trustee/beneficiary of The Ruan Trust, The Ruan BTC Trust, Elizabeth J. Ruan 2004 Revocable Trust, John Ruan 1993 Revocable Trust and Elizabeth J. Ruan 1991 Revocable Trust