



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)

I, **Tamara Danover**

Name of the Holding Company Director and Official

**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

**Delhi Bancshares, Inc**

Legal Title of Holding Company

**695 Marion Blvd**

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

**Marion, Iowa**

**IA**

**52302**

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Tamara Danover**

**Vice President**

Name

Title

**319-373-5400**

Area Code / Phone Number / Extension

**319-373-8616**

Area Code / FAX Number

**tdanover@heritagemarion.bank**

E-mail Address

**www.heritagemarion.bank**

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

Signature of Holding Company Director and Official

**01/13/2016**

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 **1205594**  
C.I. \_\_\_\_\_

Exhibit A

Item 1: The BHC does not prepare an annual report for its shareholders.

Item 2: Organizational Chart

Delhi Bancshares, Inc.  
Marion, Iowa  
Incorporated in Iowa

Heritage Bank  
Marion, Iowa  
Incorporated in Iowa  
100%

Item 2b: Submitted by e-mail on January 12, 2016.

Item 3 (1):

<u>Name</u>	<u>Address</u>	<u>Citizenship</u>	<u>Shares Owned</u>	<u>Percentage Owned</u>
Bernard D. Cooper Revocable Trust	Ft Myers, FL	USA	182,882	20.13%
Barbara A. Cooper Revocable Trust	Ft Myers, FL	USA	182,883	20.13%
Tamara L. Danover	Marion, IA	USA	168,701	18.58%
Terry D. Cooper	Marion, IA	USA	124,674	13.72%
Tad C. Cooper	Cedar Rapids, IA	USA	124,674	13.72%
Tony A. Cooper	Chicago, IL	USA	124,674	13.72%

Item 3 (2): None

Item 4:

- (1) Bernard D. Cooper Revocable Trust of BD Cooper, Ft Myers, FL/USA
- (2) Entrepreneur
- (3)(a) President/Director
- (3)(b) Chairman of the Board/Director - Heritage Bank
- (3)(c) BBAK Investments, Ltd. - President/Director  
Cooper Properties, L. C. - Managing Member  
Preferred Insurance of Iowa, Inc. - President/Director
- (4)(a) 182,882 --- 20.13%

\*\*Delhi Bancshares, Inc and Heritage Bank do not have LEI as of this date.

- (4)(b) None
- (4)(c) BBAK Investments, Ltd. --- 3,125 -- 50%  
Cooper Properties, L.C.--- 39.2567%  
Preferred Insurance of Iowa, Inc. --- 100%
  
- (1) Barbara A. Cooper Revocable Trust of Barbara A. Cooper, Ft Myers, FL/USA
- (2) Retired
- (3)(a) Secretary/Director
- (3)(b) Not applicable
- (3)(c) BBAK Investments, Ltd. - Secretary & Treasurer/Director  
Cooper Properties, L.C. - Member  
Preferred Insurance of Iowa, Inc. - Secretary/Director
- (4)(a) 182,883 --- 20.13%
- (4)(b) None
- (4)(c) BBAK Investments, Ltd - 3,125 -- 50%  
Cooper Properties, L.C. --- 39.0295%
  
- (1) Tamara L. Danover, Marion, Iowa/USA
- (2) Banker - Heritage Bank
- (3)(a) Vice President/Treasurer
- (3)(b) President/Director
- (3)(c) Preferred Insurance of Iowa, Inc. - Vice President  
Cooper Holdings, LLP - Managing Partner  
Cooper Properties, L.C. - Member
- (4)(a) 168,701 --- 18.58%
- (4)(b) None
- (4)(c) None
  
- (1) Terry D. Cooper, Marion, Iowa/USA
- (2) Administrator - The Acterra Group, Inc.
- (3)(a) None
- (3)(b) None
- (3)(c) The Acterra Group, Inc - President  
Cooper Holdings, LLP - Partner  
Cooper Properties, L. C. - Member
- (4)(a) 124,674 --- 13.72%
- (4)(b) None
- (4)(c) The Acterra Group, Inc. - 50.07%
  
- (1) Tad Christopher Cooper, Cedar Rapids, Iowa/USA
- (2) Administrator - The Acterra Group, Inc.

\*\*Delhi Bancshares, Inc and Heritage Bank do not have LEI as of this date.

- (3)(a) None
- (3)(b) None
- (3)(c) Vice President - The Acterra Group, Inc.  
Cooper Holdings, LLP - Partner  
Cooper Properties, L. C. - Member
- (4)(a) 124,674 --- 13.72%
- (4)(b) None
- (4)(c) None

- (1) Tony A. Cooper, Batavia, Illinois/USA
- (2) Administrator - The Acterra Group, Inc.
- (3)(a) None
- (3)(b) None
- (3)(c) Cooper Holdings, LLP - Partner  
Cooper Properties, L. C. - Member
- (4)(a) 124,674 --- 13.72%
- (4)(b) None
- (4)(c) None

\*\*Delhi Bancshares, Inc and Heritage Bank do not have LEI as of this date.

Results: A list of branches for your depository institution: HERITAGE BANK (ID\_RSSD: 225942).

This depository institution is held by DELHI BANCSHARES, INC. (1205594) of MARION, 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 UNNUM, 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	FDICUNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ok		Full Service (Head Office)	225942	HERITAGE BANK	695 MARION BOULEVARD	MARION	IA	52302-026	LINN	UNITED STATES	12361	0	HERITAGE BANK	225942	
ok		Full Service	3506473	DELHI BRANCH	402 FRANKLIN STREET	DELHI	IA	52223	DELAWARE	UNITED STATES	245444	1	HERITAGE BANK	225942	
ok		Full Service	3506491	HIAWATHA FERRY BRANCH	2250 BLAIRS FERRY ROAD	HIAWATHA	IA	52233	LINN	UNITED STATES	433267	2	HERITAGE BANK	225942	