



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

Exchange Financial, Inc. 3403732

Legal Title of Holding Company

PO Box 98

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

Adair Iowa 50002

City State Zip Code

322 Audubon Street

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Randy Baird President

Name Title

641-742-3201

Area Code / Phone Number / Extension

641-742-3424

Area Code / FAX Number

rbaird@esbanks.com

E-mail Address

www.esbanks.com

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

I, Randy Baird

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.

Signature of Holding Company Director and Official

3-25-16
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 3403732
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

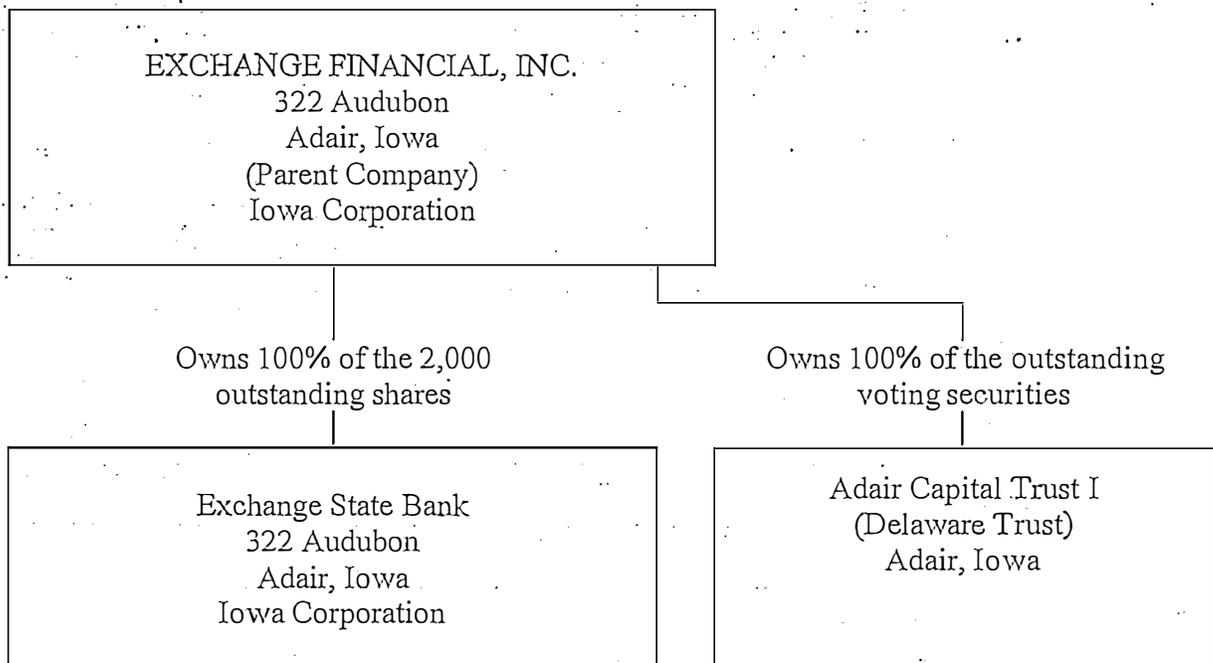
EXCHANGE FINANCIAL, INC.
ANNUAL REPORT FORM FR Y-6

Report Items:

1. Annual Report to Shareholders

An annual report to shareholders for 2015 was not prepared.

2a. Organization Chart



Exchange Financial, Inc., Exchange State Bank and Adair Capital Trust I do not have a Legal Entity Identifier.

2b. Domestic Branch Listing

There are no corrections to the Domestic Branch Listing as submitted to BranchReview@chi.frb.org on March 23, 2016.

Results: A list of branches for your holding company: **EXCHANGE FINANCIAL, INC. (3-103732) of ADAIR, 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)	787141	EXCHANGE STATE BANK	322 AUDUBON	ADAIR	IA	50002	ADAIR	UNITED STATES	12694	0	EXCHANGE STATE BANK	787141	

3. Security Holders

- (1) Listing of security holders that directly or indirectly own, control, or hold with power to vote 5% or more of any class of voting shares of the bank holding company.

<u>Name and Address</u>	<u>Citizenship</u>	<u>Voting Securities</u>	
		<u>Common Stock</u>	
		<u>Number of Shares</u>	<u>Percentage Ownership</u>
Brian L. Thielges Des Moines, Iowa	U.S.A.	8,771*	27.00%
Carl Stukenholtz Perry, Iowa	U.S.A.	20,600	63.41%
Mary R. Thielges Des Moines, Iowa	U.S.A.	3,771*	11.61%

*Includes 3,771 shares owned jointly by Brian L. Thielges and Mary R. Thielges.

The Company does not have any options, warrants or rights that can be converted into or exercised for voting securities.

EXCHANGE FINANCIAL, INC.

4. Insiders

Listing of bank holding company principal security holders, directors, trustees, partners, executive officers or persons exercising similar functions, regardless of title or compensation.

(1) Name and address:	Brian L. Thielges Des Moines, Iowa	Mary R. Thielges Des Moines, Iowa	James Wendl Panora, Iowa	Randy Baird Urbandale, Iowa	Carl Stukenholtz Perry, Iowa
(2) Principal occupation:	Financial services	Mortgage Banker	Crop insurance sales	Banker	Financial services
(3) Title or position with:					
(a) The bank holding company	None	None	Director	Director, President Secretary and Treasurer	Director
(b) Bank subsidiaries: Exchange State Bank	None	None	Director	President, CEO and Director	Director, Chairman
(c) Similar connections with other business companies:	KB Partnership Partner Iowa Farm Finance Corp. President	Iowa Farm Finance Corp. Secretary, Director	Agriserve, Inc. President, Director JD, LLC President, Director	None	Commercial Service of Perry, Inc. President Commercial Service of Perry, Inc. II President C and R Ag. Investments, Inc. President Perry Building, Inc. President
(4) Number of shares and percentage of each class of voting securities held with power to vote:					
(a) The bank holding company: Common	8,771 shares (27.00%)	3,771 shares (11.61%)	802 shares (2.47%)	None	20,600 shares (63.41%)
(b) Subsidiaries of the bank holding company:	None	None	None	None	None
(c) Any other business company:	KB Partnership 50% Iowa Farm Finance Corp. 100%	None	Agriserve, Inc. 50% JD, LLC 50%	None	Commercial Service of Perry, Inc. 100% Commercial Service of Perry, Inc. II 100% C and R Ag. Investments, Inc. 100% Perry Building, Inc. 100%