



## 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, Sandra Willis

Name of the Holding Company Director and Official

President, Director

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.*

Sandra Willis

Signature of Holding Company Director and Official

03/11/2016

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 2668468  
 C.I. \_\_\_\_\_

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 State Bank Corp.

Legal Title of Holding Company

3992 Chandler St., P.O. Box 68

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

Carsonville MI 48419

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Sandra Willis President

Name Title

810-657-9333

Area Code / Phone Number / Extension

810-657-9810

Area Code / FAX Number

swillis@exchangestatebank.com

E-mail Address

www.exchangestatebank.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

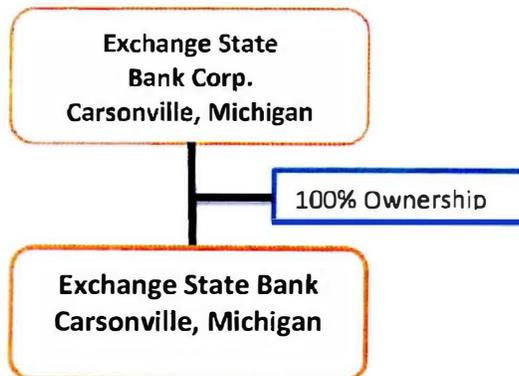
**Form FR Y-6**

**Exchange State Bank Corp.  
Carsonville, Michigan  
Fiscal Year Ending December 31, 2015**

**2a: Organizational Chart**

State of Incorporation:

Exchange State Bank Corp. – Michigan



Exchange State Bank – Michigan

**2b: Branch Verification emailed**

**Footnote: "No LEI for the above entities"**

**Results:** A list of branches for your depository institution: **EXCHANGE STATE BANK (ID\_RSSD: 618544)**.  
 This depository institution is held by **EXCHANGE STATE BANK CORP. (2668468)** of **CARSONVILLE, MI**.  
 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)	618544	EXCHANGE STATE BANK	3992 CHANDLER STREET	CARSONVILLE	MI	48419	SANILAC	UNITED STATES	9447	0	EXCHANGE STATE BANK	618544	
OK		Full Service	2092568	APPLEGATE BRANCH	2543 SOUTH SHERMAN ROAD	APPLEGATE	MI	48401-972	SANILAC	UNITED STATES	233150	2	EXCHANGE STATE BANK	618544	
OK		Full Service	3803846	BROWN CITY BRANCH	4482 MAIN STREET	BROWN CITY	MI	48416	SANILAC	UNITED STATES	478579	5	EXCHANGE STATE BANK	618544	
OK		Full Service	2296133	DECKERVILLE BRANCH	3397 MAIN STREET	DECKERVILLE	MI	48427	SANILAC	UNITED STATES	233152	4	EXCHANGE STATE BANK	618544	
OK		Full Service	2092595	PORT SANILAC BRANCH	55 SOUTH RIDGE	PORT SANILAC	MI	48469-913	SANILAC	UNITED STATES	233149	1	EXCHANGE STATE BANK	618544	
Change	11/1/2015	Full Service	2095242	SANDUSKY BRANCH	520 WEST SANILAC ROAD	SANDUSKY	MI	48471-107	SANILAC	UNITED STATES	233151	3	EXCHANGE STATE BANK	618544	

FR Y-6

Exchange State Bank Corp.  
Carsonville, Michigan  
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 <u>as of</u> fiscal year end.			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 <u>during</u> the fiscal year end.		
(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
None			None		

Exchange State Bank Corp.  
Carsonville, Michigan  
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)
Curt Backus Port Sanilac, MI	Retired	Vice-Chairman	Director Exchange State	Treasurer Sandusky Concrete	1.21%	None	None
Scott Campbell Sandusky, MI USA	Retired	Director	Director Exchange State	Owner Scott Campbell & Owner Campbell Kids, LLC Administrator Campbell Family	0.14%	None	None
Jeff Grout Crosswell, MI USA	Manager	Director	Director Exchange State	Vice President Grout Farms	0.23%	None	None
John Knoerr Sandusky, MI USA	Retired	Director	Chairman Exchange State	None	2.22%	None	None
Timothy Sheridan Lexington, MI USA	Realtor	Director	Director Exchange State	Owner Sheridan Real Sheridan Agency Great Lakes Ins.	0.11%	None	None
David Kirkbride Sandusky, MI USA	Banking	Director	Director Executive VP Exchange State	None	0.11%	None	None
Sandra Willis Port Sanilac, MI	Banking	President	Director President & CEO Exchange State	None	0.15%	None	None