

 **COPY**

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

549300AVBORLE3EAS637

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

Reporter's Name, Street, and Mailing Address

Fentura Financial, Inc.

Legal Title of Holding Company

175 N Leroy Street PO Box 725

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

Fenton

City

MI

State

48430

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

James W. Distelrath

Name

Chief Financial Officer

Title

810-714-3925

Area Code / Phone Number / Extension

810-629-0059

Area Code / FAX Number

jimd@fentura.com

E-mail Address

www.fentura.com

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

I, Ronald L. Justice

Name of the Holding Company Director and Official

President and 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.

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

1248810

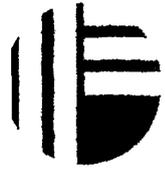
C.I.

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

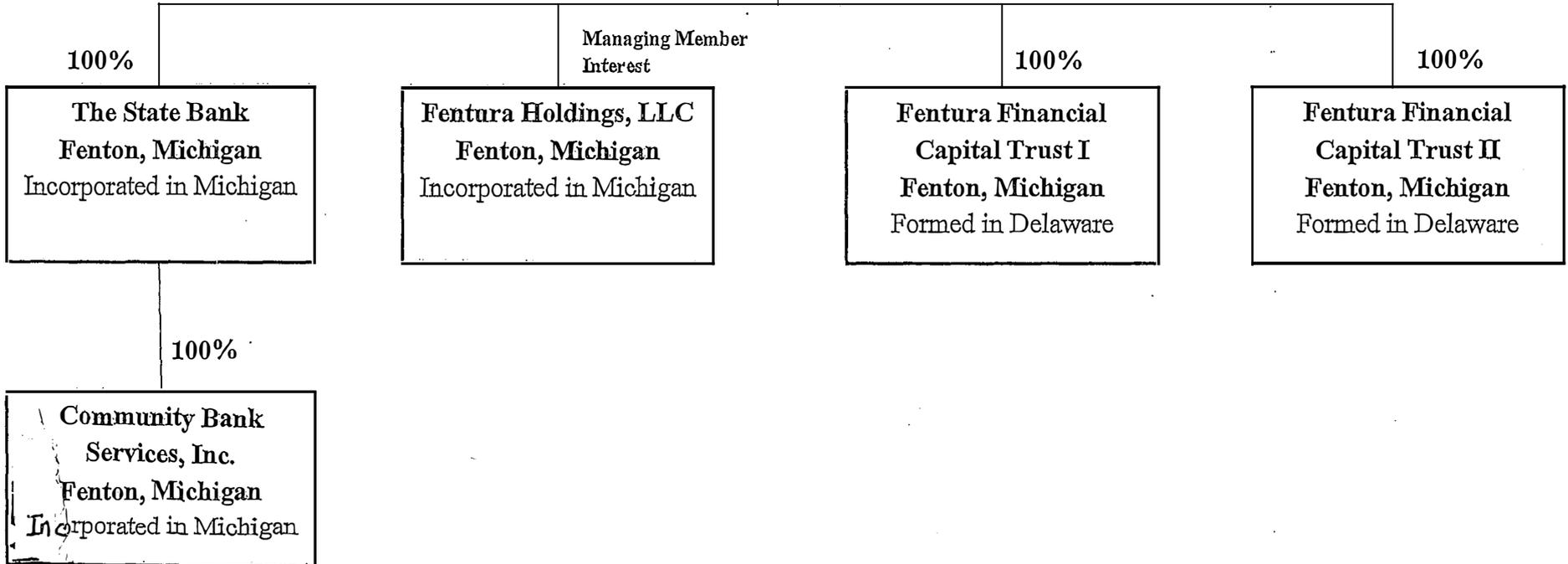


FENTURA FINANCIAL, INC.
Fenton, Michigan

Attachment 1 - Organizational Chart

Fentura Financial & Affiliates

Fentura Financial, Inc.
Fenton, Michigan
Incorporated in Michigan
549300AVBORLE3EAS637



There is no LEI for the above entities.

Results: A list of branches for your depository institution: STATE BANK, THE (ID_RSSD: 602048).
 This depository institution is held by FENTURA FINANCIAL, INC. (1248818) of FENTON, 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)	602048	STATE BANK, THE	175 NORTH LEROY STREET	FENTON	MI	48430	GENESEE	UNITED STATES	7282	0	STATE BANK, THE	602048	
OK		Full Service	3506576	BRIGHTON OFFICE	134 NORTH FIRST STREET	BRIGHTON	MI	48116	LIVINGSTON	UNITED STATES	479126	15	STATE BANK, THE	602048	
OK		Full Service	3123571	15095 SILVER PARKWAY OFFICE	15095 SILVER PARKWAY	FENTON	MI	48430	GENESEE	UNITED STATES	363793	12	STATE BANK, THE	602048	
OK		Full Service	2482682	18005 SILVER PARKWAY OFFICE	18005 SILVER PARKWAY	FENTON	MI	48430	GENESEE	UNITED STATES	224594	7	STATE BANK, THE	602048	
OK		Full Service	3123580	7606 SOUTH SAGINAW STREET OFFICE	7606 SOUTH SAGINAW STREET	GRAND BLANC	MI	48439	GENESEE	UNITED STATES	363776	11	STATE BANK, THE	602048	
OK		Full Service	3048124	GRAND BLANC NORTH OFFICE	1401 EAST HILL ROAD	GRAND BLANC	MI	48439	GENESEE	UNITED STATES	453119	14	STATE BANK, THE	602048	
OK		Full Service	2100913	HOLLY OFFICE	4843 GRANGE HALL ROAD	HOLLY	MI	48442-118	OAKLAND	UNITED STATES	224591	4	STATE BANK, THE	602048	
OK		Full Service	2082064	LINDEN OFFICE	107 NORTH MAIN STREET	LINDEN	MI	48451	GENESEE	UNITED STATES	224589	2	STATE BANK, THE	602048	

FR Y-6

Fentura Financial, Inc.
 Fenton, 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.		
(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
Philip D. Miller, Zeeland, Michigan, United States	United States	235,070 or 9.34% of Fentura Financial, Inc., common stock	NONE		

FR Y-6

Fentura Financial, Inc.
Fenton, 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 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)
William H. Dery, M.D. Midland, MI, USA	Doctor	Director	Director (The State Bank)	Associate Director of The Medical Residency Program Mid-Michigan Medical Center Midland, MI	3.90%	None	N/A
Frederick P. Dillingham Fowlerville, MI, USA	Livingston Business Development Associates Fowlerville, MI	Director	Director (The State Bank)	President Livingston Business Development Associates Fowlerville, MI	1.09%	None	N/A
James W. Distelrath Grand Blanc, MI, USA	N/A	Chief Financial Officer	Chief Financial Officer	N/A	0.24%	None	N/A
Donald L. Grill Spring Lake, MI, USA	Retired President & CEO - Fentura Financial, Inc. Fenton, MI	Director	Director (The State Bank)	Director, Secretary, and Treasurer 1983 Restaurants LLC, Zeeland, MI	0.21%	None	N/A

Randy D. Hicks, M.D. Grand Blanc, MI, USA	Doctor	Director	Director (The State Bank)	President Regional Medical Imaging, P.C. Flint, MI Chairman of the Board PPI Communications Flint, MI	0.63%	None	Regional Medical Imaging, P.C., Flint, MI (50%) Strahle/Hicks Investments, Flint, MI (50%) Hidden Lakes Development, LLC, Grand Blanc, MI (25%) RDW Investment, LLC, Sterling Heights, MI (50%) RJB & M, LLC, Grand Blanc, MI (48%) Contract Mortgage Investment, Grand Blanc, MI (one- third owner) First Storage One, LLC, Grand Blanc, MI (100%)
Ronald L. Justice Fenton, MI, USA	N/A	Director, President & CEO	Director, President & CEO (The State Bank)	N/A	0.13%	None	N/A
Thomas P. McKenney Holly, MI, USA	Attorney	Chairman of the Board	Chairman of the Board (The State Bank)	Owner/President McKenney & Mc Kenney Holly, MI	1.37%	None	McKenney & McKenney (100%)
Brian P. Petty Fenton, MI, USA	Business Owner	Director	Director (The State Bank)	Owner & President Fenton Glass Service, Inc. Fenton, MI	2.12%	None	Fenton Glass Service, Inc., Fenton, MI (100%) Leroy Property, LLC, Fenton, MI (50%)
Ronald K. Rybar Fenton, MI, USA	Business Owner	Director	Director (The State Bank)	President The Rybar Group Fenton, MI	4.02%	None	The Rybar Group, Fenton, MI (100%) 3 M's Realty, Fenton, MI (100%) Torrey Road, LLC, Fenton, MI (100%) 3 M's Boyne, LLC, Fenton, MI (100%) RD Property Management, LLC (50%)
Steven T. Krause Fenton, MI, USA	Business Owner	Director	Director (The State Bank)		0.49%	None	Best Storage of Brighton, Brighton, MI (10%) Best Storage of Hartland, LLC, Hartland, MI (60%) Best Storage of Howell II, LLC, Howell, MI (77%) Best Storage of New Hudson, Inc., New Hudson, MI (100%) G-K2 Development, LLC, Fenton, MI (60%) Controlled Magnetics, Inc., Whitmore Lake, MI (19%) 126 Summit Partners, LLC, Brighton, MI (50%) Another Land Company, LLC, Brighton, MI (20%) SPAR, TEA, EON 85, LLC, Brighton, MI (50%)