

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.

I, Kenneth J. Foote

Name of the Holding Company Director and Official

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

03/22/2016

Date of Signature

For holding companies not registered with the SEC— Indicate status of Annual Report to Shareholders: [X] 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. 1206313

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

First National Bancshares, Inc.

Legal Title of Holding Company

PO Box 4010

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

East Lansing

MI

48826-4010

City

State

Zip Code

241 E. Saginaw, East Lansing, MI 48823

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Amy A. Payne

Treasurer

Name

Title

517-336-7617

Area Code / Phone Number / Extension

517-336-2965

Area Code / FAX Number

apayne@fnba.com

E-mail Address

www.fnba.com

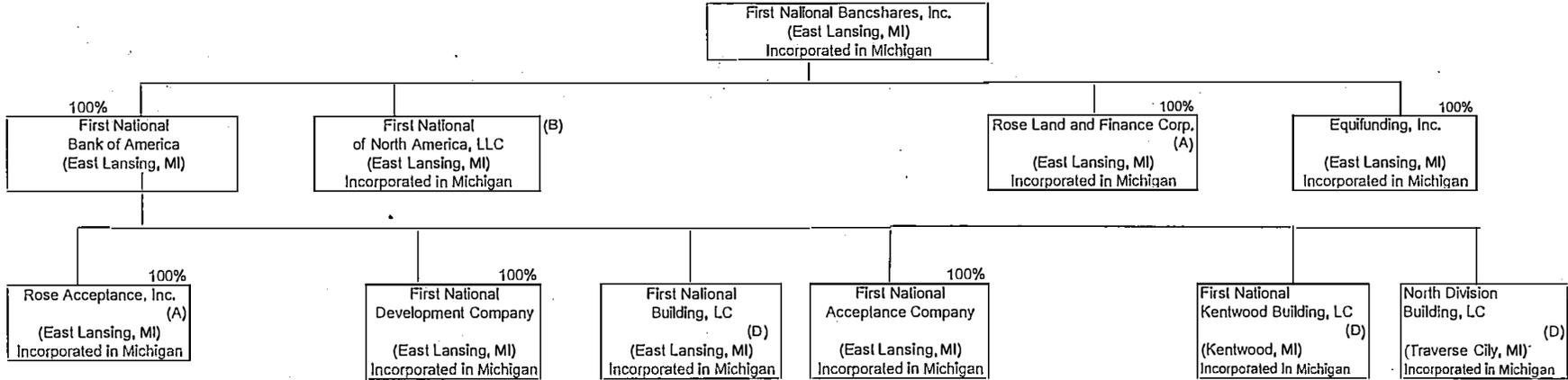
Address (URL) for the Holding Company's web page

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." [X] No

Report Item

1: The bank holding company does not prepare an annual report for its shareholders.  
It does provide a copy of its audited financial statements prepared by its independent public accountant.  
No entity within the organization has a Legal Entity Identifier (LEI).

2(a): Organizational Chart



- (A) Entity not reportable on the Y-10 as it holds DPC properties.
- (B) Bancshares is a non-managing member
- (D) FNBA is a non-managing member

2(b): Branch Verification

Submitted via e-mail on March 10, 2016

Results: A list of branches for your depository institution: **FIRST NATIONAL BANK OF AMERICA (ID\_RSSD: 413141)**.  
 This depository institution is held by **FIRST NATIONAL BANCSHARES, INC. (1206313)** of **EAST LANSING, 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)	413141	FIRST NATIONAL BANK OF AMERICA	241 EAST SAGINAW STREET	EAST LANSING	MI	48823	INGHAM	UNITED STATES	11431	0	FIRST NATIONAL BANK OF AMERICA	413141	
OK		Full Service	2946979	GRANDVILLE BRANCH	4660 KALAMAZOO AVENUE SOUTHEAST	KENTWOOD	MI	49508	KENT	UNITED STATES	518748	4	FIRST NATIONAL BANK OF AMERICA	413141	
OK		Full Service	2946988	TRAVERSE CITY BRANCH	315 NORTH DIVISION STREET	TRAVERSE CITY	MI	49684	GRAND TRAVERSE	UNITED STATES	518747	3	FIRST NATIONAL BANK OF AMERICA	413141	

Form FR Y-6  
 First National Bancshares, Inc.  
 East Lansing, MI  
 Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders  
 (1)(a)(b) and (2)(a)(b)(c)

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship	(1)(c) Number and Percentage of Each Class of Voting Securities	
Rhonda Foote Judy Michigan Asset Trust dated March 28, 2012 Houston, TX	USA	3,363.00	8.1889% Common Stock
Cheryl F. Groenendyke Trust No.1 Tulsa, OK	USA	3,838.00	9.3456% Common Stock
Inky Investments, L.C. East Lansing, MI	USA	1,806.00	4.3976% Common Stock
Barbara F. Shingleton Boston, MA	USA	1,919.00	4.6728% Common Stock
Elizabeth Glomsrud Rancho Santa Fe, CA	USA	82.32	0.2004% Common Stock
Jennifer Shingleton Ewing Chestnut Hill, MA	USA	82.32	0.2004% Common Stock
Rebecca Shingleton Boston, MA	USA	82.32	0.2004% Common Stock
Foote Shingleton 2004 Irrv Trust Boston, MA	USA	1,672.04	4.0714% Common Stock
Shingleton Family Ltd. Partnership Boston, MA	USA	1,806.00	4.3976% Common Stock
Foote Capital, LLC Delaware, RI	USA	3,916.00	9.5355% Common Stock
Kenneth J. Foote Okemos, MI	USA	3,838.00	9.3456% Common Stock
BlytheField Farms, L.C. East Lansing, MI	USA	1,806.00	4.3976% Common Stock
David R. Foote Castle Rock, CO	USA	3,786.65	9.2205% Common Stock
Heirloom, LLC East Lansing, MI	USA	1,781.95	4.3391% Common Stock
Frederick C. Foote Okemos, MI	USA	3,838.00	9.3456% Common Stock
FCF Family Investments, LLC East Lansing, MI	USA	1,806.00	4.3976% Common Stock
Steven M. Foote New York, NY	USA	3,838.00	9.3456% Common Stock
Steadfast, L.L.C. New York, NY	USA	1,806.00	4.3976% Common Stock
		41,067.60	100.0000%

Form FR Y-6  
 First National Bancshares, Inc  
 East Lansing, MI  
 Fiscal Year Ending December 31, 2015

Report Item 4: Insiders  
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name City, State	(2) Principal Occupation if other than with Bank	(3)(a) Title & Position with FNBI	(3)(b) Title & Position with FNBA	(3)(b) Title & Position FNAC	(3)(b) Position/Title First Nat'l Bldg.	(3)(b) Position/Title 315 N. Div Bldg.	(3)(b) Position/Title Kentwood Bldg.	(3)(b) Position/Title North Division Bldg, FNNA, LLC	(3)(b) Title & Position First Nat'l Dev.	(3)(b) Title & Position Rose Land	(3)(b) Title & Position Rose Accept.	(3)(b) Title & Position Equifunding	(3)(c) Title & Position with Other Businesses	(4)(a) (4)(b) (4)(c) Share Ownership			
														FNBI	Subs	Other	
Rhonda F. Judy Houston, TX USA	Investor	Shareholder Director	None	None	None	None	None	None	None	None	None	None	None	See Attached Schedule Exhibit A	8.1889%	None	None
Cheryl F. Groenendyke Tulsa, OK USA	Homemaker	Shareholder Director	Director	None	None	None	None	None	None	None	None	None	None	See Attached Schedule Exhibit A	13.7432%	None	None
Barbara F. Shingleton Boston, MA USA	Homemaker	Shareholder Director	Director	None	None	None	None	None	None	None	None	None	None	See Attached Schedule Exhibit A	13.7432%	None	None
Susan L. Foote Santa Fe, NM USA	Investor	Shareholder	None	None	None	None	None	None	None	None	None	None	None	See Attached Schedule Exhibit A	9.5355%	None	None
Kenneth J. Foote Okemos, MI USA	N/A	Shareholder Director President Secretary	None	None	None	None	None	None	Manager	None	Director	Director	Director	See Attached Schedule Exhibit A	13.7432%	None	None
David R. Foote Castle Rock, CO USA	Investor	Shareholder	None	None	None	None	None	None	None	None	None	None	None	See Attached Schedule Exhibit A	13.5596%	None	None
Frederick C. Foote Okemos, MI USA	Chief Retail Loan Officer	Shareholder Director Vice President	Director Vice President	None	None	None	None	None	Manager	None	Director	None	None	See Attached Schedule Exhibit A	13.7432%	None	None
Steven M. Foote New York, NY USA	Security Broker	Shareholder	None	None	None	None	None	None	None	None	None	None	None	See Attached Schedule Exhibit A	13.7432%	None	None
Amy A. Payne Okemos, MI USA	Treasurer	Treasurer	None	None	None	None	None	None	Treasurer	None	Treasurer	None	Secretary Treasurer	See Attached Schedule Exhibit A	None	None	None

Form FR Y-6  
First National Bancshares, Inc.  
Exhibit A  
December 31, 2015

Cheryl F. Groenendyke

<u>Business Entity</u>	<u>Position/Title</u>	<u>Percent Owned</u>
First United Financial Limited Partnership	Vice President	None
Five Square Management, Inc.	Director	13.4521
Heritage Mark Foundation	President/Trustee	None
Octagon Financial, LLC	Member	13.44513
Octagon Insurance Group Ltd.	Member/Director	9.90

Form FR Y-6  
First National Bancshares, Inc.  
Exhibit A  
December 31, 2015

Barbara F. Shingleton

<u>Business Entity</u>	<u>Position/Title</u>	<u>Percent Owned</u>
Heritage Mark Foundation	Vice Pres/Trustee	None
Octagon Financial, LLC	Member	13.44513
Octagon Insurance Group Ltd.	Member	9.90

Form FR Y-6  
First National Bancshares, Inc.  
Exhibit A  
December 31, 2015

Rhonda F. Judy

<u>Business Entity</u>	<u>Position/Title</u>	<u>Percent Owned</u>
Heritage Mark Foundation	Trustee	None
Octagon Financial, LLC	Member	8.01189
Octagon Insurance Group Ltd.	Member	9.90

Form FR Y-6  
First National Bancshares, Inc.  
Exhibit A  
December 31, 2015

Susan L. Foote

<u>Business Entity</u>	<u>Position/Title</u>	<u>Percent Owned</u>
Octagon Financial, LLC	Member	11.49693
Octagon Insurance Group Ltd.	Member	9.90

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First National Bancshares, Inc.  
Exhibit A  
December 31, 2015

Amy A. Payne

<u>Business Entity</u>	<u>Position/Title</u>	<u>Percent Owned</u>
ASO, Inc.	Sec/ Treasurer	None
Equivest Financial, LLC	Sec/ Treasurer	None
First of North America, L.C.	Treasurer	None
First Security Agency, Inc.	Director/Sec/ Treasurer	None
First United Financial Limited Partnership	Treasurer	None
Five Square Management, Inc.	Sec/ Treasurer	None
Heritage Mark Foundation	Treasurer	None
National Realty Acceptance Company, L.C.	Sec/ Treasurer	None
Octagon Insurance Group, Ltd.	Director/Treasurer	None

Form FR Y-6  
First National Bancshares, Inc.  
Exhibit A  
December 31, 2015

Kenneth J. Foote

<u>Business Entity</u>	<u>Position/Title</u>	<u>Percent Owned</u>
1948 Capital-Finance, LC	Manager	None
ASO, Inc.	Vice Pres/Director	13.4464
Equivest Financial, LLC	Vice President	None
First of North America, L.C.	President	None
Five Square Management, Inc.	President	13.4521
Heritage Mark Foundation	Trustee/Vice Pres/Sec	None
National Realty Acceptance Company, L.C.	President	None
Octagon Financial, LLC	Member	13.44513
Octagon Insurance Group Ltd.	Vice Pres./Director/Member	9.90
Sweetco Properties, LLC	Manager	100.000

Form FR Y-6  
First National Bancshares, Inc.  
Exhibit A  
December 31, 2015

David R. Foote

<u>Business Entity</u>	<u>Position/Title</u>	<u>Percent Owned</u>
Heritage Mark Foundation	Trustee/Vice Pres	None
Octagon Financial, LLC	Member	13.26553
Octagon Insurance Group Ltd.	Member	9.90

Form FR Y-6  
First National Bancshares, Inc.  
Exhibit A  
December 31, 2015

Frederick C. Foote

Business Entity	Position/Title	Percent Owned
1948 Capital-Finance, LC	Manager	None
ASO, Inc.	Pres/Director	13.4464
Equivest Financial, LLC	Vice Pres	None
First of North America, L.C.	Vice Pres.	6.15832
First Security Agency, Inc.	Pres/Director	13.4616
First United Financial Limited Partnership	President	None
Five Square Management, Inc.	Vice Pres/Director	13.4521
Heritage Mark Foundation	Vice Pres/Trustee	None
National Realty Acceptance Company, L.C.	Vice Pres	None
Octagon Financial, LLC	Member	13.44513
Octagon Insurance Group Ltd.	Member/Pres./Director	9.90

Form FR Y-6  
First National Bancshares, Inc.  
Exhibit A  
December 31, 2015

Steven M. Foote

Business Entity	Position/Title	Percent Owned
Five Square Management, Inc.	Director	13.4521
Heritage Mark Foundation	Trustee	None
Octagon Financial, LLC	Member	13.44513
Octagon Insurance Group Ltd.	Member	9.90