



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

n/a

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

Reporter's Name, Street, and Mailing Address

Harbor Springs Financial Corporation

Legal Title of Holding Company

200 E. Main Street

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

Harbor Springs

MI

49740

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kyle A. Kurtz

CFO-First Community Bank

Name

Title

231-526-4112

Area Code / Phone Number / Extension

231-526-4113

Area Code / FAX Number

kyle.kurtz@firstcb.com

E-mail Address

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

I, Matthew R. Clarke

Name of the Holding Company Director and Official

Treasurer

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

02/23/2016

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

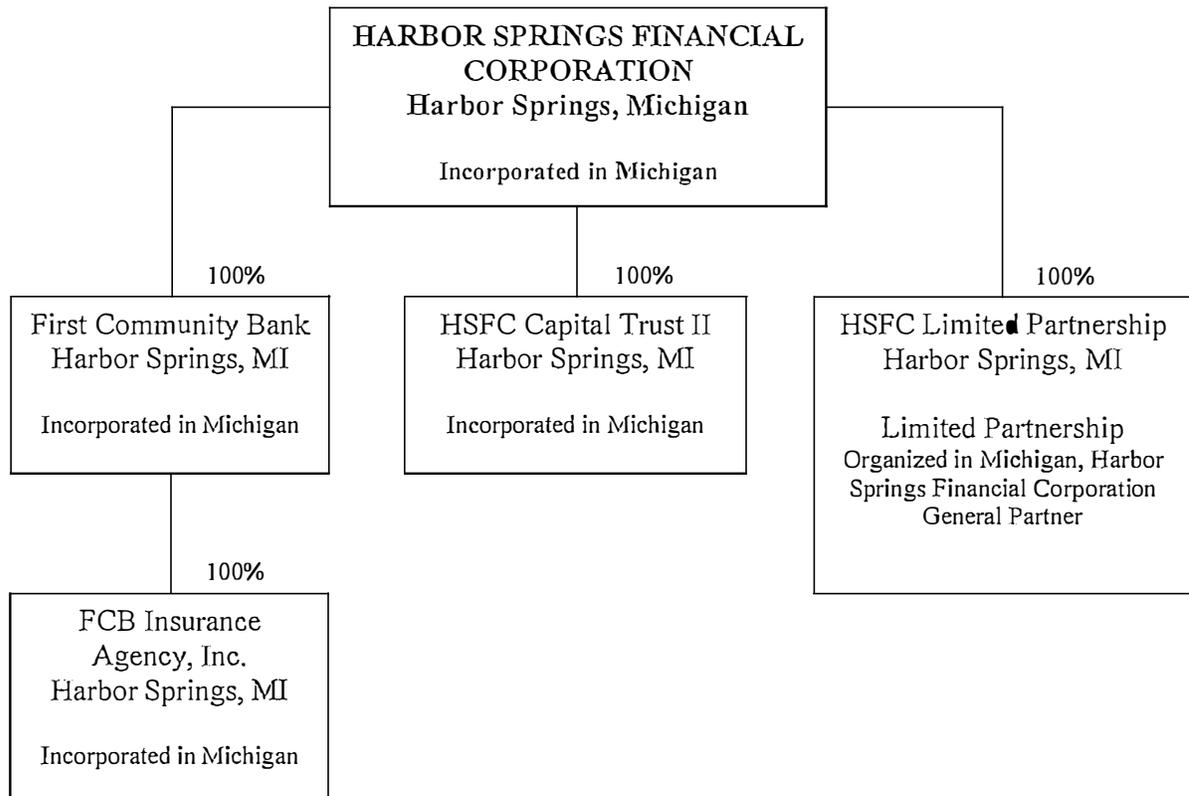
RSSD ID 1208102
C.I. _____

Form FR Y-6

Harbor Springs Financial Corporation
Harbor Springs, Michigan
Fiscal Year Ending December 31, 2015

Report Item

- 1a: The BHC is not required to prepare form 10K with the SEC.
- 1b: The BHC does not prepare an annual report for its shareholders.
- 2a: Organizational Chart: No entities have an LEI number



Supplemental to Report Item 2:

Companies reportable on the FR Y-10 and thus reportable on the FR Y-6: HSFC Capital Trust II, HSFC Limited Partnership.

Additional companies reportable on the FR Y-6: NONE

- 2b: Domestic branch listing provided to the Federal Reserve Bank.

Result: A list of branches for your depository institution: **FIRST COMMUNITY BANK (ID_RSSD: 932745)**.
 This depository institution is held by **HARBOR SPRINGS FINANCIAL CORPORATION (1208102)** of **HARBOR SPRINGS, 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>.

* FDICUNINUM, Office Number, and ID_R SD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_R D*	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)	932745	FIRST COMMUNITY BANK	200 EAST MAIN STREET	HARBOR SPRINGS	MI	49740	EMMET	UNITED STATES	8339	0	FIRST COMMUNITY BANK	932745	
Ok		Full Service	3041282	201 NORTH MAIN STREET OFFICE	201 NORTH MAIN STREET	CHEBOYGAN	MI	49721-163	CHEBOYGAN	UNITED STATES	361319	7	FIRST COMMUNITY BANK	932745	
Ok		Full Service	2389857	60 MONROE CENTER BRANCH	60 MONROE CENTER	GRAND RAPIDS	MI	49503	KENT	UNITED STATES	56270	10	FIRST COMMUNITY BANK	932745	
Ok		Limited Service	2045108	LAKE STREET DRIVE-UP BRANCH	115 EA T LAKE TREET	HARBOR SPRINGS	MI	49740	EMM T	UNITED STATES	229280	2	FIRST COMMUNITY BANK	932745	
Ok		Limited Service	2045135	PLEASANTVIEW DRIVE-UP BRANCH	M-119 AND PLEASANTVIEW ROAD	HARBOR SPRINGS	MI	49740	EMMET	UNITED STATES	229279	1	FIRST COMMUNITY BANK	932745	
Ok		Limited Service	2106670	DIVISION ROAD DRIVE-UP BRANCH	2201 EAST MITCHELL	PETOSKEY	MI	49770	EMMET	UNITED STATES	229281	3	FIRST COMMUNITY BANK	932745	
Ok		Full Service	2106689	PETOSKEY MAIN BRANCH	330 EAST MITCHELL	PETOSKEY	MI	49770	EMMET	UNITED STATES	229282	4	FIRST COMMUNITY BANK	932745	
Ok		Limited Service	3400665	SPRING STREET DRIVE-UP BRANCH	930 SPRING STREET	PETOSKEY	MI	49770	EMMET	UNITED STATES	419443	8	FIRST COMMUNITY BANK	932745	
Ok		Full Service	3700383	TRAVERSE CITY MAIN BRANCH	102 EAST FRONT STREET	TRAVERSE CITY	MI	49684	GRAND TRAVERSE	UNITED STATES	465763	9	FIRST COMMUNITY BANK	932745	

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/14			Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/14		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Robert W. Clarke Harbor Springs, MI	USA	4,298 – 63.77% Voting Common Stock	None	None	None
Matthew R. Clarke Harbor Springs, MI	USA	1,590 – 23.59% Voting Common Stock			
Daniel J. Clarke Harbor Springs, MI	USA	390 – 5.79% Voting Common Stock			
David J. Clarke Harbor Springs, MI	USA	390 – 5.79% Voting Common Stock			
Susan L. Clarke Harbor Springs, MI	USA	72 – 1.07% Voting Common Stock			

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Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name & Address City, State, Country	(2) Principal Occupation if other than with bank holding company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries include names of subsidiaries	(3)(c) Title & Position with other businesses include names of other businesses	(4)(a) Percentage of voting shares in Bank Holding Company	(4)(b) Percentage of voting shares in subsidiaries (include names of subsidiaries)	(4)(c) 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
Robert W. Clarke Harbor Springs, MI USA	N/A	Director & President	Director, Chairman First Community Bank	N/A	63.77%	None	RWC Development Co - 100% Petoskey Community Corp - 100% FCB Building LLC - 100% Larks Properties LLC - 100% HSFC Limited Partnership - 99%
Susan L. Clarke Harbor Springs, MI USA	Retired School Teacher	N/A	N/A	N/A	1.07%	None	N/A
Matthew R. Clarke Harbor Springs, MI USA	N/A	Director & Treasurer	Director, President First Community Bank	N/A	23.59%	None	MDD Cheboygan Main LLC - 33.33%
Daniel J. Clarke Harbor Springs, MI USA	N/A	Director & Secretary	Director, CEO First Community Bank	N/A	5.79%	None	MDD Cheboygan Main LLC - 33.33%
David J. Clarke Harbor Springs, MI USA	Coach	Director	N/A	N/A	5.79%	None	MDD Cheboygan Main LLC - 33.33%