



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, Michael L. Worden

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

03/28/2016

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 1881480

C.I. _____

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

Honor Bancorp, Inc. 1881680

Legal Title of Holding Company

2254 Henry St. PO Box 67

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

Honor MI 49640

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Tom Stapleton, Jr. CFO

Name Title

231-639-1720

Area Code / Phone Number / Extension

231-639-1750

Area Code / FAX Number

toms@myhonorbank.com

E-mail Address

N/A

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

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Honor Bancorp, Inc.
Honor, Michigan
Fiscal Year Ending December 31, 2015

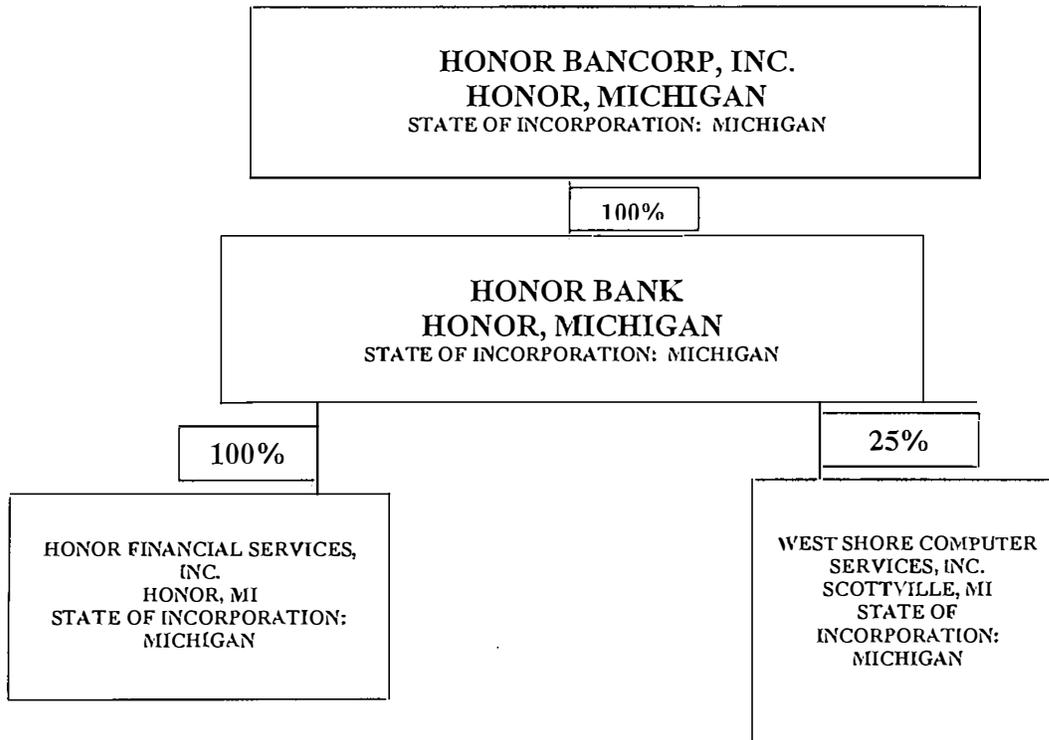
Report Item:

1: The BHC is not required to prepare form 10K with the SEC.

The BHC does prepare an annual report for its shareholders. The annual report was not completed as of the filing of this report. Three copies will be sent as soon as it is completed.

The BHC and all entities do not have a Legal Entity Identifier (LEI).

2a: Organization Chart



2b: Branch Verification:
Submitted via e-mail March 21, 2015

Results: A list of branches for your holding company: HONOR BANCORP, INC. (1881680) of HONOR, 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)	815147	HONOR BANK	2254 HENRY STREET	HONOR	MI	49640	BENZIE	UNITED STATES	5202	0	HONOR BANK	815147	
OK		Full Service	2981886	BEAR LAKE BRANCH	11926 CHIPPEWA HIGHWAY	BEAR LAKE	MI	49614	MANISTEE	UNITED STATES	359384	5	HONOR BANK	815147	
OK		Full Service	2094058	BENZONIA BRANCH	1720 BENZIE HIGHWAY	BENZONIA	MI	49616	BENZIE	UNITED STATES	218088	1	HONOR BANK	815147	
OK		Full Service	2329198	BUCKLEY BRANCH	117 EAST WEXFORD AVENUE	BUCKLEY	MI	49620	WEXFORD	UNITED STATES	218091	4	HONOR BANK	815147	
OK		Full Service	2426248	COPEMISH BRANCH	18705 CADILLAC HIGHWAY	COPEMISH	MI	49625	MANISTEE	UNITED STATES	218090	3	HONOR BANK	815147	
OK		Full Service	2104751	LAKE ANN BRANCH	19688 MAPLE STREET	LAKE ANN	MI	49650	BENZIE	UNITED STATES	218089	2	HONOR BANK	815147	
OK		Full Service	3717662	GARFIELD AVENUE BRANCH	1112 SOUTH GARFIELD AVENUE	TRAVERSE CITY	MI	49686	GRAND TRAVERSE	UNITED STATES	461765	8	HONOR BANK	815147	
OK		Full Service	2981877	MARKETPLACE BRANCH	3500 MARKETPLACE CIRCLE	TRAVERSE CITY	MI	49684	GRAND TRAVERSE	UNITED STATES	359385	6	HONOR BANK	815147	

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December 31, 2015**

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2015.			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 12-31-2015.		
(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State)	(2)(b) Country of Citizenship or incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
Charlotte Putney Arcadia, Michigan	USA	100,548 Common 8.3%	N/A	N/A	N/A

FORM FR Y-6
FISCAL YEAR ENDED DECEMBER 31, 2015

Report Item 4: Directors and Officers
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

1	2	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address	Principal Occupation	Title & Position with BHC	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting shares in BHC	Percentage of Voting shares in Subsidiaries	Names of other Companies
Randy Fosgard Lake Ann, Michigan USA	Local Businessman	Director	Director (Honor Bank)	Owner-Fosgard and Associates LLC	0.07%	None	Fosgard & Associates LLC 100% Randor Properties 100%
James C. Dagwell III Traverse City, Michigan USA	Local Businessman	Director	Director (Honor Bank)	N/A	0.18%	None	N/A
Tom Stapleton, Jr. Beulah, Michigan USA	N/A	Secretary/Treasurer	Vice President/CFO (Honor Bank)	N/A	.01%	None	N/A

FORM FR Y-6
FISCAL YEAR ENDED DECEMBER 31, 2015

Report Item 4: Directors and Officers

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

1	2	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address	Principal Occupation	Title & Position with BHC	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting shares in BHC	Percentage of Voting shares in Subsidiaries	Names of other Companies
Brian McCarthy Bear Lake, Michigan USA	Local Businessman	Director	Director (Honor Bank)	Vice President Blarney Castle Oil Co.	0.36%	None	N/A
Larry Cade Buckley, Michigan USA	Local Business Owner	Director	Director (Honor Bank)	President Midwest Tractor, Inc.	0.42%	None	Midwest Trac 100% Cade Racing 100% L R Cade LLC 100% Booth Cade Investments LLC 50%
Dianne L. Gillison Arcadia, Michigan USA	Local Business Owner	Director	Director (Honor Bank)	Sec/Treas - Gillison's Variety Fabrication, Benzonia, MI	0.27%	None	G-2 Land Mgt Inc. 50% Gillison's Variety Fabrication Inc 12.28% Hill Country Acres LLC 20%
Gary D. Waterson Benzonia, Michigan USA	High School Teacher	Director	Director (Honor Bank)	N/A	1.38%	None	N/A
Michael L. Worden Beulah, Michigan USA	N/A	President & CEO Director	President/CEO/Director (Honor Bank)	N/A	0.47%	None	N/A