

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, Stephen G Lear

Name of the Holding Company Director and Official

Chairman of the Board

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

03/02/2016

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 3849545

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

North Shore MHC

Legal Title of Holding Company

700 S Lewis Ave

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

Waukegan

IL

60085

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Stephen G Lear

Chairman of the Board

Name

Title

8475997474

Area Code / Phone Number / Extension

8473364438

Area Code / FAX Number

slear@northshoretrust.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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

NSTS Financial Corporation
Legal Title of Subsidiary Holding Company

700 S Lewis Ave
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Waukegan IL 60085
City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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Legal Title of Subsidiary Holding Company

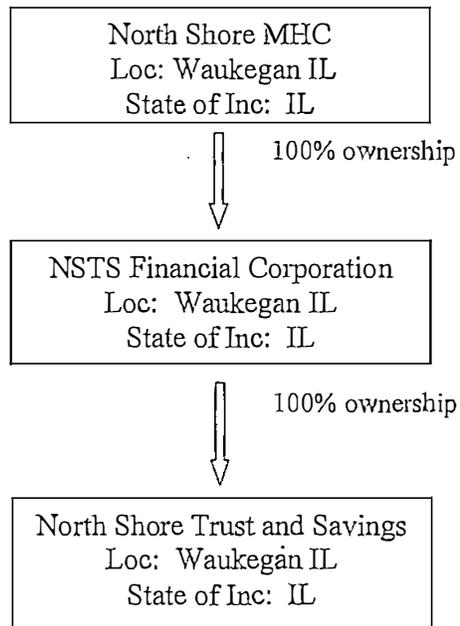
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6

Report Item 2a
Organizational Chart



Note: All entities do not have LEI.

Results: A list of branches for your depository institution: **NORTH SHORE TRUST AND SAVINGS (ID_RSSD: 775773)**.
 This depository institution is held by **NORTH SHORE, MHC (3849545) of WAUKEGAN, IL**.
 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 IO_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)	775773	NORTH SHORE TRUST AND SAVINGS	700 SOUTH LEWIS AVENUE	WAUKEGAN	IL	60085-00	LAKE	UNITED STATES	40517	0	NORTH SHORE TRUST AND SAVINGS	775773	
ok		Full Service	4152475	SAND LAKE ROAD BRANCH	3060 WEST SAND LAKE ROAD	LINDENHURST	IL	60046	LAKE	UNITED STATES	495960	2	NORTH SHORE TRUST AND SAVINGS	775773	
ok		Full Service	4152514	GREEN BAY ROAD BRANCH	1233 NORTH GREEN BAY ROAD	WAUKEGAN	IL	60085	LAKE	UNITED STATES	262828	1	NORTH SHORE TRUST AND SAVINGS	775773	

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North Shore, MHC
Waukegan, IL

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 ending 12-31-2015			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 ending 12-31-2015		
(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	None	None	None	None

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North Shore, MHC
Waukegan, IL
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)
Stephen G Lear Waukegan, IL USA	Chairman of Board/President & CEO North Shore Trust and Savings	Chairman of Board/President	Chairman of Board/President NSTS Financial Corporation	N/A	N/A	N/A	N/A
Apolonio Arenas Waukegan, IL USA	Certified Public Accountant	Director	Director NSTS Financial Corporation	President, Dieck Arenas & Assoc PC	N/A	N/A	100% Dieck Arenas & Assoc PC
Thaddeus M Bond Jr Waukegan, IL USA	Attorney	Director	Director NSTS Financial Corporation	President, Law Offices of Thaddeus M. Bond Jr.	N/A	N/A	100% Law Offices of Thaddeus M. Bond Jr.
Marcella A Bosnak Waukegan, IL USA	Retiree	Director	Director NSTS Financial Corporation	N/A	N/A	N/A	N/A
Thomas M Ivantic Waukegan, IL USA	Airline pilot	Director	Director NSTS Financial Corporation	United Airlines Inc	N/A	N/A	N/A
James L Merlock Waukegan, IL USA	Retiree	Director	Director NSTS Financial Corporation	N/A	N/A	N/A	N/A
Rodney J True Waukegan, IL USA	Retiree	Director	Director NSTS Financial Corporation	N/A	N/A	N/A	N/A

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NSTS Financial Corporation
Waukegan, IL
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 ending 12-31-2015			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 ending 12-31-2015		
(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
North Shore, MHC	USA (IL)	100 shares - 100%	None	None	None

NSTS Financial Corporation
Waukegan, IL
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)
North Shore MHC Waukegan, IL USA	N/A	N/A	N/A	N/A	100%	N/A	N/A
Stephen G Lear Waukegan, IL USA	Chairman of Board/President & CEO North Shore Trust and Savings	Chairman of Board/President	Chairman of Board/President & CEO North Shore Trust and Savings	N/A	N/A	N/A	N/A
Apolonio Arenas Waukegan, IL USA	Certified Public Accountant	Director	Director North Shore Trust and Savings	President, Dieck Arenas & Assoc PC	N/A	N/A	100% Dieck Arenas & Assoc PC
Thaddeus M Bond Jr Waukegan, IL USA	Attorney	Director	Director North Shore Trust and Savings	President, Law Offices of Thaddeus M Bond Jr	N/A	N/A	100% Law Offices of Thaddeus M Bond Jr
Marcella A Bosnak Waukegan, IL USA	Retiree	Director	Director North Shore Trust and Savings	N/A	N/A	N/A	N/A
Thomas M Ivantic Waukegan, IL USA	Airline pilot	Director	Director North Shore Trust and Savings	United Airlines Inc	N/A	N/A	N/A
James L Merlock Waukegan, IL USA	Retiree	Director	Director North Shore Trust and Savings	N/A	N/A	N/A	N/A
Rodney J True Waukegan, IL USA	Retiree	Director	Director North Shore Trust and Savings	N/A	N/A	N/A	N/A