



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

None

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

Reporter's Name, Street, and Mailing Address

North Star Financial Holdings, Inc.

Legal Title of Holding Company

31780 Telegraph Road

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

Bingham Farms

MI

48025

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Wanda J. Van Haitsma

EVP & CFO

Name

Title

248-530-5873

Area Code / Phone Number / Extension

248-593-7109

Area Code / FAX Number

wvanhaitsma@msbmi.com

E-mail Address

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

I, Jeffrey I. Kopelman

Name of the Holding Company Director and Official

Director, President

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

03/23/2016

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

C.I.

3351468

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

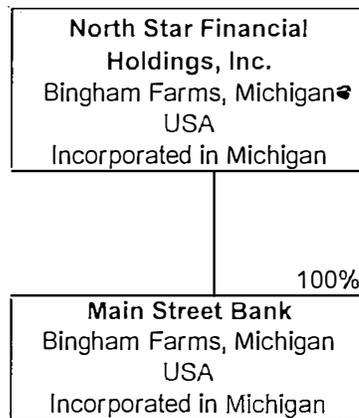
Form FR Y-6

North Star Financial Holdings, Inc.
Bingham Farms, Michigan
Fiscal Year Ending December 31, 2015

Report Item

1: The bank holding company will submit the annual report when finalized

2a: Organizational Chart



2b: Domestic branch listing, submitted via email 02/08/2016

no entities have an LEI.

Results: A list of branches for your depository institution: **MAIN STREET BANK (ID_RSSD: 3351440)**.
 This depository institution is held by **NORTH STAR FINANCIAL HOLDINGS, INC. (3351468)** of **BINGHAM FARMS, MI**.
 The data are as of **12/31/2014**. Data reflects information that was received and processed through **01/07/2015**.

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)	3351440	MAIN STREET BANK	31780 TELEGRAPH ROAD	BINGHAM FARMS	MI	48025	OAKLAND	UNITED STATES	428792	0	MAIN STREET BANK	3351440	
OK		Full Service	4681425	TROY BRANCH	363 WEST BIG BEAVER ROAD, SUITE 150	TROY	MI	48084	OAKLAND	UNITED STATES	Not Required	Not Required	MAIN STREET BANK	3351440	

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NORTH STAR FINANCIAL HOLDINGS, INC.

Fiscal Year Ending December 31, 2015

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 fiscal year ending 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
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(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
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Joel Dorfman (1) Bloomfield Hills, MI USA	U.S.A.	66,300 - 6 % Option on Common Stock	N/A	N/A	N/A
Carolyn Dorfman (1) Short Hills, NJ USA	U.S.A.	103,310 - 12.0 % Common Stock			
Gayle Weiss (1) Bloomfield Hills, MI USA	U.S.A.	103,310 - 12.0 % Common Stock			
Zlotoff Family L.L.C. Birmingham, MI USA Paul Zlotoff, Managing Member	U.S.A.	60,000 - 7 % Common Stock 8,000 - 1% Option on Common Stock			
Broad Street Associates XXXVIII, L.L.C. Bloomfield Hills, MI USA Pamela Applebaum Wyatt, Managing Member	U.S.A.	50,000 - 5.0 % Common Stock			
North Star Partners LLC Bloomfield Hills, MI USA Joel Dorfman, managing member	U.S.A.	110,070 - 12% Common Stock			
Heron Bay LLC Bloomfield Hills, MI USA Joel Dorfman, managing member	U.S.A.	103,310 - 12% Common Stock			

(1) Under terms of a voting agreement, Joel Dorfman has authority to vote the shares owned by Carolyn Dorfman and Gayle Weiss.

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NORTH STAR FINANCIAL HOLDINGS, INC.
 Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

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

(1) Names & 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) 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)
Jeffrey Kopelman Franklin, MI USA	N/A	President Director	President, C.E.O. & Director Main Street bank	N/A	0.3%	N/A	N/A
Wanda Van Hailsma Redford, MI USA	N/A	Secretary	E.V.P./C.F.O. Main Street Bank	N/A	N/A	N/A	N/A
Shelley Kirschner Farmington Hills, MI USA	N/A	N/A	S.V.P./Operations Main Street Bank	N/A	0.2%	N/A	N/A
Michael Ohlrich Wixom, MI USA	N/A	N/A	E.V.P./C.L.O Main Street Bank	N/A	N/A	N/A	N/A
Chris Blain Oakland Twp, MI USA	N/A	N/A	President of Mortgage Division Main Street Bank	N/A	N/A	N/A	N/A
Kevin Thimmes Chesterfield Twp, MI USA	N/A	N/A	S.V.P./ Chief Credit Officer Main Street Bank	N/A	N/A	N/A	N/A
William Kretsch Northville, MI USA	N/A	N/A	E.V.P. of Mortgage Division Main Street Bank	N/A	N/A	N/A	N/A
Cheryl Commyn Chesterfield, MI USA	N/A	N/A	S.V.P./ IT Security & Risk Mgmt Main Street Bank	N/A	N/A	N/A	N/A
Stephanie Huntley Sterling Heights, MI USA	N/A	N/A	S.V.P./ Compliance & BSA Officer Main Street Bank	N/A	N/A	N/A	N/A

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NORTH STAR FINANCIAL HOLDINGS, INC.
 Fiscal Year Ending December 31, 2015

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Joel Dorfman Bloomfield Hills, MI USA	Managing Member of North Star Partners,L.L.C.	Chairman of the Board / Director	Chairman of the Board Director Main Street Bank	North Star Partners, L.L.C., Bloomfield Hills, MI USA	12.0%	N/A	N/A
				Co-Manager - Blues L.L.C., Bloomfield Hills, MI USA			Blues L.L.C. 50% voting
				Manager -MWD Development, LLC. Bloomfield Hills, MI USA			
				Managing Member - Sundog Ventures, L.L.C. Bloomfield Hills, MI USA			Sundog Ventures 99%
				Managing Member - Heron Bay Partners, L.L.C., Bloomfield Hills, MI USA	12.0%	N/A	N/A

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NORTH STAR FINANCIAL HOLDINGS, INC.

Fiscal Year Ending December 31, 2015

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Ken Korotkin Bloomfield Hills, MI USA	Owner, Korotkin Agency		Director Main Street Bank	President, Korotkin, Schlesinger & Associates Inc DBA Korotkin Insurance Group Owner, Korotkin Agency	N/A	N/A	Korotkin, Schlesinger & Associates Inc, 58% Korotkin Agency, 100%

NORTH STAR FINANCIAL HOLDINGS, INC.

Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

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

(1) Names & 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) 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)
Carolyn Dorfman Short Hills, NJ USA	Business Manager	N/A	N/A	Member - North Star Partners Bloomfield Hills, MI USA	12.0%	N/A	N/A

NORTH STAR FINANCIAL HOLDINGS, INC.

Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

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Gayle Weiss Bloomfield Hills, MI USA	Homemaker	N/A	N/A	Member - North Star Partners Bloomfield Hills, MI USA	12.0%	N/A	N/A

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B.N. Bahadur Southfield, MI, USA	Biztech LLC Founder and general partner	Director	Director Main Street Bank	Bizteck LLC Blue Nectar Spirits Co LLC Resource Capital Funding LLC			Bizteck Holdings 100% thru B.N. Bahadur Trust 25% thru Bizteck Beverages LLC 22% thru Biztek Holdings

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Stacey A. Deweese Birmingham, MI USA	n/a	Director	Director Main Street Bank	Director-Jewish Community Endowment Fund, Jewish Federation of Metropolitan Detroit President-Milberger & Crane, C.P.A.'s, P.C. (inactive Michigan Corporation)	N/A	N/A	Milberger & Crane C.P.A.'s P.C. 100%

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Dennis Archer Jr. Detroit, MI, USA	President Archer Corporate Services	Director	Director Main Street Bank	President/Principal Archer Corporate Services Publisher/Principal Hamilton Woodlyne Publishing Managing Member, Sole Principal Ignition Media Group LLC	N/A	N/A	Hamilton Woodlyne Publishing-40% Ignition Media Group LLC- 100%

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 Fiscal Year Ending December 31, 2015

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Raymond W. Gunn Washington Twp, MI USA	Owner, President & CEO MexAmerica Foods, LLC	Director	Director, Main Street Bank	Owner, President & CEO, MexAmerica Foods LLC	N/A	N/A	MexAmerica Foods, LLC 38%
				Owner, Partner Cupcake Station			Cupcake Station LLC 50%

NORTH STAR FINANCIAL HOLDINGS, INC.

Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

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John A Courson Rancho Murieta CA USA	President and CEO Home Builders Institute	Director	Main Street Bank	President and CEO Home Builders Inst	N/A	N/A	n/a

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 Fiscal Year Ending December 31, 2015

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Daniel Ret Northville, MI USA	CEO, Ret Transportation	Director	Director, Main Street Bank	CEO, Great Lakes Transportation Holding	N/A	N/A	Great Lakes Transportation Holding 33%
				CEO, West Coast Transportation Holding			West Coast Transportation Holding 30%
				CEO, Metro Cab of Grand Rapids			Metro Cab of Grand Rapids 33%
				CEO, Platinum LV Transportation			Platinum LV Transportation 33%
				CEO, Ret Advertising			Ret Advertising 100%
				CEO - Ret Transportation			Ret Transportation 100%