

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

I, **Scott J. Taylor**
Name of the Holding Company Director and Official
President
Title of the Holding Company Director and Official

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

Reporter's Name, Street, and Mailing Address
NorthStar Bancshares, Inc.

Legal Title of Holding Company
PO Box 414

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.

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

Estherville IA 51334

City State Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Scott J. Taylor **President & Director**

Name Title
712-362-3322

Area Code / Phone Number / Extension
712-362-7064

Area Code / FAX Number
staylor@northstarbankiowa.com

E-mail Address

Scott J. Taylor, Pres
Signature of Holding Company Director and Official

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

3/4/16
Date of Signature

Does the reporter request confidential treatment for any portion of this submission?

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

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 Federal Reserve Bank Use Only
RSSD ID 2851578
C.I. _____

Form FR Y-6
NorthStar Bancshares, Inc.
Estherville, Iowa
Fiscal Year Ending December 31, 2015

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC
- 1: b. The BHC does not prepare an annual report for its shareholders.

2a: Organizational Chart



2.b: Domestic branch listing provided to the Federal Reserve Bank.
Submitted via email on 01/26/2016

¹ No LEI for the above entities

Results: A list of branches for your depository institution: NORTHSTAR BANK (ID_RSSD: 2562137).
 This depository institution is held by NORTHSTAR BANCSHARES, INC. (2851578) of ESTHERVILLE, IA.
 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)	2562137	NORTHSTAR BANK	2202 CENTRAL AVE	ESTHERVILLE	IA	51334	EMMET	UNITED STATES	57170	0	NORTHSTAR BANK	2562137	
OK		Full Service	1970762	ARMSTRONG BRANCH	403 SOUTH 4TH AVENUE	ARMSTRONG	IA	50514	EMMET	UNITED STATES	274899	1	NORTHSTAR BANK	2562137	
OK		Full Service	680149	ESTHERVILLE DOWNTOWN BRANCH	101 NORTH 6TH STREET	ESTHERVILLE	IA	51334	EMMET	UNITED STATES	12261	2	NORTHSTAR BANK	2562137	
OK		Limited Service	2089773	ESTHERVILLE DRIVEUP BRANCH	508 1ST AVENUE NORTH	ESTHERVILLE	IA	51334	EMMET	UNITED STATES	244988	3	NORTHSTAR BANK	2562137	
OK		Full Service	2089746	RINGSTED BRANCH	124 WEST MAPLE STREET	RINGSTED	IA	50578	EMMET	UNITED STATES	244989	4	NORTHSTAR BANK	2562137	

NorthStar Bancshares, Inc.
 Estherville, IA
 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
Scott or Nancy Taylor Estherville, IA, USA	USA	62,500 - 15.41% Common Stock 1,000 - Stock Options	N/A		
Harold C. Hauber Spirit Lake, IA, USA	USA	26,600 - 6.56% Common Stock	N/A		
George or Judith Shadle Estherville, IA, USA	USA	20,000 - 4.93% Common Stock 1,000 - Stock Options	N/A		
George H. and Judith L. Shadle Estherville, IA, USA	USA	1,800 - 0.44% Common Stock	N/A		
George H. and Judith L. Shadle Revocable Trust Estherville, IA, USA	USA	6,600 - 1.63% Common Stock	N/A		
Frederick or Susan Oster Grinnell, IA, USA	USA	1,325 - 0.33% Common Stock	N/A		
		28,400 - 7.00% Total Common Stock			

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
F.L. Miller Spirit Lake, IA, USA	USA	20,000 - 4.93% Common Stock 1,000 - Stock Options	N/A		
FL Miller Revocable Trust and Diane Miller Revocable Trust Spirit Lake, IA USA	USA	6,600 - 1.63% Common Stock	N/A		
FL Miller Revocable Trust Spirit Lake, IA USA	USA	1,750 - 0.43% Common Stock	N/A		
		28,350 - 7.00% Total Common Stock 1,000 - Stock Options			
John M. Greig Estherville, IA, USA	USA	3,175 - 0.78% Common Stock 1,500 - Stock Options	N/A		
Joe M Greig or Jodie L Greig Estherville, IA, USA	USA	16,000 - 3.95% Common Stock 1,000 - Stock Options	N/A		
William Greig Estherville, IA, USA	USA	12,650 - 3.12% Common Stock	N/A		
Janice R. Greig Estherville, IA, USA	USA	750 - 0.18% Common Stock	N/A		

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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
Dennis L. Tyrrell Spirit Lake, IA, USA	USA	881 - 0.22% Common Stock 1,000 - Stock Options	N/A		
Patricia L. Tyrrell Spirit Lake, IA, USA	USA	881 - 0.22% Common Stock	N/A		
Annette M. Zebedee Jackson, MN USA	USA	8,996 - 2.22% Common Stock	N/A		
Tina J. Zebedee Estherville, IA, USA	USA	8,996 - 2.22% Common Stock	N/A		
Kenneth A. Tyrrell Spirit Lake, IA, USA	USA	8,646 - 2.13% Common Stock	N/A		
		28,400 - 7.00% Total Common Stock 1,000 - Stock Options			
Janice R. Greig Estherville, IA, USA	USA	750 - 0.18% Common Stock	N/A		
Susan G. Dare Estherville, IA, USA	USA	12,500 - 3.08% Common Stock	N/A		
Sarah A. Lichty Estherville, IA, USA	USA	900 - 0.22% Common Stock	N/A		
Brent A. Wedebrand , Dare Estherville, IA, USA	USA	900 - 0.22% Common Stock	N/A		

Report Item 3: Securities Holders

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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
Savannah C. Dare Estherville, IA, USA	USA	900 - 0.22% Common Stock	N/A		
Curtis E. Dare Estherville, IA, USA	USA	6,000 - 1.48% Common Stock	N/A		
Hugh S. Greig Disclaimer Trust Estherville, IA, USA	USA	666.66 - 0.16% Common Stock	N/A		
Hugh S. Greig Disclaimer Trust Estherville, IA, USA	USA	666.67 - 0.16% Common Stock	N/A		
Hugh S. Greig Disclaimer Trust Estherville, IA, USA	USA	666.67 - 0.16% Common Stock	N/A		
John M. Greig Estherville, IA, USA	USA	3,175 - 0.78% Common Stock 1,500 - Stock Options	N/A		
		27,125 - 6.69% Total Common Stock 1,500 - Stock Options			
Joe M Greig or Jodie L Greig Estherville, IA, USA	USA	16,000 - 3.95% Common Stock 1,000 - Stock Options	N/A		
Taylor L. Greig	USA	425 - 0.10%	N/A		

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as-of 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 during 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
Estherville, IA USA		Common Stock			
Clayton G. Greig Estherville, IA USA	USA	425 - 0.10% Common Stock	N/A		
John M. Greig Estherville, IA, USA	USA	3,175 - 0.78% Common Stock 1,500 - Stock Options	N/A		
William Greig Estherville, IA, USA	USA	12,650 - 3.12% Common Stock	N/A		
		32,675 - 8.05% Total Common Stock 2,500 - Stock Options			
William Greig Estherville, IA, USA	USA	12,650 - 3.12% Common Stock	N/A		
John M. Greig Estherville, IA, USA	USA	3,175 - 0.78% Common Stock 1,500 - Stock Options	N/A		
Joe M Greig or Jodie L Greig Estherville, IA, USA	USA	16,000 - 3.95% Common Stock 1,000 - Stock Options	N/A		
		31,825 - 7.85% Common Stock 2,500 - Stock Options			

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NorthStar Bancshares, Inc.
 Estherville, IA
 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)
Name, 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 Shares in Holding Company	Percentage of Voting Shares 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)
Scott J. Taylor (Jointly with Nancy A. Taylor) Estherville, IA USA	N/A	President & Director	President, CEO, & Director - (NorthStar Bank)	N/A	15.41%	0%	N/A
Nancy A. Taylor (Jointly with Scott J. Taylor) Estherville, IA USA	Registered Nurse	N/A	N/A	N/A	15.41%	0%	N/A
George H. Shadle Estherville, IA USA	N/A	Treasurer & Director	Director - (NorthStar Bank)	N/A	7.00%	0%	N/A
Cheryl Houseman Estherville, IA USA	N/A	Secretary	Senior V.P. (NorthStar Bank)	N/A	0.07%	0%	N/A

Joe Greig Estherville, IA USA	Farmer	Director	Director - (NorthStar Bank)	CEO - (Greig & Co., Inc.)	3.95%	0%	Hillbrook Partners - 25% Greig & Co., Inc. - 80.40%
John M. Greig Estherville, IA USA	Retired Farmer	Vice President & Director	Director - (NorthStar Bank)	President - (Greig & Co., Inc.)	0.78%	0%	Greig Brothers - 50% (Partnership) Grow Ranch - 50% (Partnership)
F. L. Miller Spirit Lake, IA USA	CEO - Manufacturing	Director	Director - (NorthStar Bank)	CEO - (Aero Race Wheels, Inc.)	6.99%	0%	Aero Race Wheels, Inc. - 100%
Hugh Thompson Spirit Lake, IA USA	Farmer	Director	Director - (NorthStar Bank)	President - H&V Thompson Farms, LTD	4.93%	0%	H & V Thompson Farms, LTD - 50%
Dennis Tyrrell Spirit Lake, IA USA	General Manager - (Estherville Foods, Inc.)	Director	Director - (NorthStar Bank)	General Manager - (Estherville Foods, Inc.)	0.22%	0%	N/A