

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

COPY

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, John J Hempton II

Name of the Holding Company Director and Official

Administrative Committee Member

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.

John J Hempton II
 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
 C.I.

2972530

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

Thumb National Bank and Trust Employee Stock Ownersh

Legal Title of Holding Company

ip Plan PO Box 560

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

Pigeon MI 48755

City State Zip Code

7254 Michigan Avenue

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Stephanie Burack Controller

Name Title

989-453-3113

Area Code / Phone Number / Extension

989-453-2732

Area Code / FAX Number

sab@thumbnational.com

E-mail Address

www.thumbnational.com

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.

Thumb Bancorp Inc
Legal Title of Subsidiary Holding Company

PO Box 560
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Pigeon MI 48755
City State Zip Code

7254 Michigan Avenue
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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Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

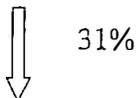
City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6

Thumb National Bank and Trust Co
Employee Stock Ownership Plan and Trust
December 31, 2015

THUMB NATIONAL BANK
AND TRUST COMPANY ESOP AND
TRUST
(This entity does not have a LEI)



THUMB BANCORP, INC
PIGEON, MICHIGAN
Incorporated in Michigan
(This entity does not have a LEI)



THUMB NATIONAL BANK AND
TRUST COMPANY
(This entity does not have a LEI)

Results: A list of branches for your depository institution: **THUMB NATIONAL BANK AND TRUST COMPANY (ID_RSSD: 698649)**.
 This depository institution is held by **THUMB BANCORP, INC. (2351939)** of **PIGEON, 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)	698649	THUMB NATIONAL BANK AND TRUST COMPANY	7254 MICHIGAN AVENUE	PIGEON	MI	48755	HURON	UNITED STATES	9068	0	THUMB NATIONAL BANK AND TRUST COMPANY	698649	
ok		Full Service	3739093	BAY CITY - CENTER BRANCH	708 CENTER AVENUE	BAY CITY	MI	48708	BAY	UNITED STATES	465509	4	THUMB NATIONAL BANK AND TRUST COMPANY	698649	
ok		Full Service	3506811	BAY CITY - WILDER BRANCH	2985 WILDER ROAD	BAY CITY	MI	48706	BAY	UNITED STATES	419287	3	THUMB NATIONAL BANK AND TRUST COMPANY	698649	
ok		Full Service	2104742	CASEVILLE BRANCH	7100 MAIN STREET	CASEVILLE	MI	48725	HURON	UNITED STATES	231594	2	THUMB NATIONAL BANK AND TRUST COMPANY	698649	
ok		Full Service	2097200	CASS CITY ROAD BRANCH	6132 EAST CASS CITY ROAD	CASS CITY	MI	48726	TUSCOLOA	UNITED STATES	231593	1	THUMB NATIONAL BANK AND TRUST COMPANY	698649	

Form FR Y-6

Thumb National Bank and Trust Co.
EMPLOYEE STOCK OWNERSHIP PLAN
Fiscal Year Ending December 31, 2015

<u>(1)(a) Name & Address</u>	<u>(1)(b) Country of Citizenship of Incorporation</u>	<u>(1)(c) Number and Percentage of Each class of Voting Securities</u>		<u>(2)(a-c) NONE</u>
Mike LePage Pigeon, Michigan	USA	9,602	8.66%	

Form FR Y-6

THUMB BANCORP, INC
Fiscal Year Ending December 31, 2015

<u>(1)(a) Name & Address</u>	<u>(1)(b) Country of Citizenship of Incorporation</u>	<u>(1)(c) Number and Percentage of Each class of Voting Securities</u>		<u>(2)(a-c) NONE</u>
Thumb National Bank Employee Stock Ownership Plan Pigeon, Michigan	USA	110,924	31.25%	

**THUMB NATIONAL BANK AND TRUST CO.
EMPLOYEE STOCK OWNERSHIP PLAN
12/31/2015**

RI : 4

<u>1</u> <u>Name & Address</u>	<u>3 (a)</u> <u>Title with BHC</u>	<u>3 (b)</u> <u>Title with Subsidiaries</u>	<u>4 (a)</u> <u>BHC Percent Ownership</u>	<u>4 (b)</u> <u>BHC Percent Owner. Subs.</u>	<u>4 (c)</u> <u>Other Companies w/ 25% voting rights</u>
Mike Lepage Pigeon, MI	Administrative Committee	EVP, Thumb National Bank	8.66%	2.83% Thumb Bancorp, Inc	N/A
John J Hempton II Pigeon, MI	Administrative Committee	SVP, Thumb National Bank	1.14%	0.50% Thumb Bancorp, Inc	N/A

**THUMB NATIONAL BANK & TRUST CO.
THUMB BANCORP, INC
12/31/2015**

RI : 4

<u>1</u> <u>Name & Address</u>	<u>2</u> <u>Principal Occupation if other than BHC</u>	<u>3 (a)</u> <u>Title with BHC</u>	<u>3 (b)</u> <u>Title with Subsidiaries</u>	<u>4 (a)</u> <u>BHC Percent Ownership</u>	<u>4 (b)</u> <u>BHC Percent Owner. Subs.</u>	<u>4 (c)</u> <u>Other Companies w/ 25% voting rights</u>
Michelle Biddinger Cass City, MI	Attorney	Director	Director Thumb National Bank	1.41%	0%	N/A
R. Paul Chappel Cass City, MI	Dentist	Director	Director Thumb National Bank	0.85%	0%	N/A
Jay C. Dubey Pigeon, MI	N/A	Director & President	Director & CEO Thumb National Bank	6.27%	0%	N/A
Dwight Gascho Pigeon, MI	President & CEO Scheurer Hospital	Director	Director Thumb National Bank	0.96%	0%	N/A
David McCormick Pigeon, MI	President McCormick Motors	Director & Chairman	Director & Chairman Thumb National Bank	3.93%	0%	N/A
Curtis Strickland Cass City, MI	N/A	Director & Secretary/Treasurer	Director & COO & CCR Thumb National Bank	2.99%	0%	N/A
scott Meyersieck Pigeon, MI	Funeral Director	Director	Director Thumb National Bank	1.06%	0%	N/A
John Meyer Bay City, MI	Architect	Director	Director Thumb National Bank	1.47%	0%	N/A
Jerome Crete Bay City, MI	Business Owner	Director	Director Thumb National Bank	0.32%	0%	N/A
Jeff Bushey Pigeon, MI	Accountant	Director	Director Thumb National Bank	0.34%	0%	N/A
Thumb National Bank and Trust Co. ESOP	N/A	N/A	N/A	31.25%	0%	N/A