



**COPY**



# 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 R Hinkle

Name of the Holding Company Director and Official

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

03-14-2016  
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 2336794  
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

Charlevoix First Corporation

Legal Title of Holding Company

111 State Street/PO Box 217

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

|                   |           |              |
|-------------------|-----------|--------------|
| <u>Charlevoix</u> | <u>MI</u> | <u>49720</u> |
| City              | State     | Zip Code     |

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Lisa Spang Vice President

Name Title

2315474411 2125

Area Code / Phone Number / Extension

2315471840

Area Code / FAX Number

lspa@csbchx.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

Form FR Y-6

Charlevoix First Corporation  
Charlevoix, Michigan  
Fiscal Year ending December 31, 2015

Report Item

1. The bank holding company prepares an annual report for its shareholders.
2. (a) Organizational chart

Charlevoix First Corporation  
111 State Street/ PO Box 217  
Charlevoix, MI 49720  
incorporated in Michigan

is the 100% owner of all shares in the following:

Charlevoix State Bank  
111 State Street/ PO Box 217  
Charlevoix, MI 49720  
incorporated in Michigan

Neither corporation has a LEI.

- (b) Submitted via e-mail to FRB Chicago on February 16, 2016.

Results: A list of branches for your holding company: CHARLEVOIX FIRST CORPORATION (2336794) of CHARLEVOIX, 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) | 2232757         | CHARLEVOIX STATE BANK | 111 STATE STREET      | CHARLEVOIX    | MI    | 49720-04 | CHARLEVOIX | UNITED STATES | 54977        | 0              | CHARLEVOIX STATE BANK | 2232757              |          |
| OK          |                | Full Service               | 2731942         | BEAVER ISLAND BRANCH  | 38230 MICHIGAN AVENUE | BEAVER ISLAND | MI    | 49782    | CHARLEVOIX | UNITED STATES | 290220       | 1              | CHARLEVOIX STATE BANK | 2232757              |          |
| OK          |                | Limited Service            | 3527768         | SOUTHSIDE BRANCH      | 102 N 66 NORTH        | CHARLEVOIX    | MI    | 49720    | CHARLEVOIX | UNITED STATES | 441115       | 4              | CHARLEVOIX STATE BANK | 2232757              |          |
| OK          |                | Full Service               | 3527777         | EAST JORDAN BRANCH    | 100 MAIN STREET       | EAST JORDAN   | MI    | 49727    | CHARLEVOIX | UNITED STATES | 363558       | 3              | CHARLEVOIX STATE BANK | 2232757              |          |
| OK          |                | Limited Service            | 3686786         | ELLSWORTH BRANCH      | 9136 MAIN STREET      | ELLSWORTH     | MI    | 49729    | ANTRIM     | UNITED STATES | 451890       | 5              | CHARLEVOIX STATE BANK | 2232757              |          |

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Charlevoix First Corporation  
Charlevoix, Michigan  
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)<br>Name & Address (City, State, Country)  | (1)(b)<br>Country of<br>Citizenship or<br>Incorporation | (1)(c)<br>Number and<br>Percentage of Each<br>Class of Voting<br>Securities | (2)(a)<br>Name & Address<br>(City, State, Country)  | (2)(b)<br>Country of<br>Citizenship or<br>Incorporation | (2)(c)<br>Number and<br>Percentage of Each<br>Class of Voting<br>Securities |
| Eric J Hodgson<br>Beaver Island, MI USA  | USA   | 45,725 shares<br>9.57%  | n/a   |   |   |
| Mark E Hodgson<br>Fox Point, WI USA  | USA   | 56,725 shares<br>11.87%   |   |   |   |
| Richard M Hodgson<br>Charlevoix, MI USA  | USA   | 67,500 shares<br>14.13%   |   |   |   |
| Richard M Hodgson II<br>Charlevoix, MI USA   | USA   | 49,175 shares<br>10.29%   |   |   |   |

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Charlevoix First Corporation  
Charlevoix, Michigan  
Year ending December 31, 2015

4. Insiders

| (1) Name & Address                     | (2) Principal Occupation | (3)(a) Title & Position w/BHC | (3)(b) Title & Position w/Subsidiaries | (3)(c) Title & Position w/ Other Businesses   | (4)(a) % of Shares in BHC | (4)(b) % of Shares in Subsidiaries | (4)(c) List names of companies if 25% or more voting shares are held   |
|--|--------------------------|-------------------------------|--|---|---------------------------|------------------------------------|--|
| Richard M Hodgson<br>Charlevoix, MI    | Retired                  | Retired                       | N/A                                    | President   | 14.13% ~<br>67,500 shares | N/A                                | 100% ~ South Side Service, Inc   |
| Mark E Hodgson<br>Fox Point, WI        | Surgeon                  | N/A                           | N/A                                    | N/A   | 11.87% ~<br>56,725 shares | N/A                                | 50%~ Two B Investments LLC   |
| Richard M Hodgson II<br>Charlevoix, MI | Chairman of the Board    | Chairman of the Board & CEO   | Officer                                | none  | 10.29% ~<br>49,175 shares | N/A                                | N/A  |
| Robert C Grove<br>Boyne City, MI       | President                | Director                      | N/A                                    | President   | N/A                       | N/A                                | 99% ~ Coppertec Inc DBA Nu-Core<br>100% ~ JP Investment LLC<br>50% ~ 475 Lake Street LLC<br>60% ~ RC Partners LLC<br>50% ~ RG Property Management LLC<br>60% ~ G & G North Properties LLC<br>100% ~ Tall Pines Partners LLC  |
| Eric J Hodgson<br>Beaver Island, MI    | President                | Director                      | N/A                                    | President<br>President<br>President<br>President<br>President<br>President<br>Partner                       | 9.57% ~<br>45,725 shares  |                                    | 37.5% ~ D&E Hodgson Inc<br>50% ~ EJ Hodgson Enterprises<br>50% ~ Hodgson Financial Inc<br>50% ~ R & E Investments Inc<br>50% ~ Beaver Island Lodge Inc<br>53% ~ Beaver Island Lodge Condo Assoc .<br>33% ~ Emerald Isle Investments Inc.<br>50%~ Two B Investments LLC |
| Douglas M. Bergmann<br>Charlevoix, MI  | Manager                  | Director                      | N/A                                    | Manager/Treasurer<br>Member/Manager<br>Member/Manager<br>Member/Manager<br>Member/Manager<br>Member/Manager | N/A                       | N/A                                | 50% ~ Bergmann Boat Storage Inc<br>100% ~ Bergmann Prop. LLC<br>100% ~ Loeb Prop. LLC<br>100% ~ Raspberry Lane Prop. LLC<br>100% ~ Bullfrog Prop. LLC<br>100% ~ Ferry Ave Investments LLC  |
| Jacqueline Dipert<br>Charlevoix, MI    | President                | Director                      | N/A                                    | President<br>Vice President<br>Partner  | .21% ~<br>1000 shares     | N/A                                | 100% ~ The Clothing Company<br>50% ~ Charlevoix Harbor Wear<br>50% ~ Lewis Management  |
| William C Jackson<br>Charlevoix, MI    |                          | Director                      | N/A                                    | Secretary/Treasurer   | .15% ~ 700<br>shares      | N/A                                | 25% ~ Busy Bridge Inc  |
| Michael R Hinkle<br>Charlevoix, MI     | President &<br>CEO       | President &<br>Director       | President                              | N/A   | .33% ~ 1600<br>shares     | N/A                                | N/A  |

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Charlevoix First Corporation  
Charlevoix, Michigan  
Year ending December 31, 2015

4. Insiders continued

| (1) Name & Address              | (2) Principal Occupation | (3)(a) Title & Position w/BHC | (3)(b) Title & Position w/Subsidiaries | (3)(c) Title & Position w/ Other Businesses | (4)(a) % of Shares in BHC | (4)(b) % of Shares in Subsidiaries | (4)(c) List names of companies if 25% or more voting shares are held |
|---------------------------------|--------------------------|-------------------------------|--|---|---------------------------|------------------------------------|--|
| Luann Keinath<br>Charlevoix, MI | Vice<br>President        | N/A                           | Vice President                         | N/A   | .32% ~ 1520<br>shares     | N/A                                | N/A  |
| Lisa Spang<br>Boyne Falls, MI   | Vice<br>President        | Vice President                | Vice President                         | N/A   | .48%~ 2270<br>shares      | N/A                                | N/A  |
| David M Atkins<br>Bellaire, MI  | Vice<br>President        | Secretary                     | Vice President                         | N/A   | .03% ~ 140<br>shares      | N/A                                | N/A  |