

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.

P. Michael Mahoney

Name of the Holding Company Director and Official

Chairman & 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.

P. Michael Mahoney President

Signature of Holding Company Director and Official

3/22/16

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.

1201363

Date of Report (top-tier holding company's fiscal year-end):

12/31/15

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Bankmanagers Corp.

Legal Title of Holding Company

7540 West Capitol Drive

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

Milwaukee

WI

53216

City

State

Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert J. Makowski, Jr.

CFO

Name

Title

(414) 616-4491

Area Code / Phone Number / Extension

(414) 466-0732

Area Code / FAX Number

bobm@parkbankonline.com

E-mail Address

www.parkbankonline.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:

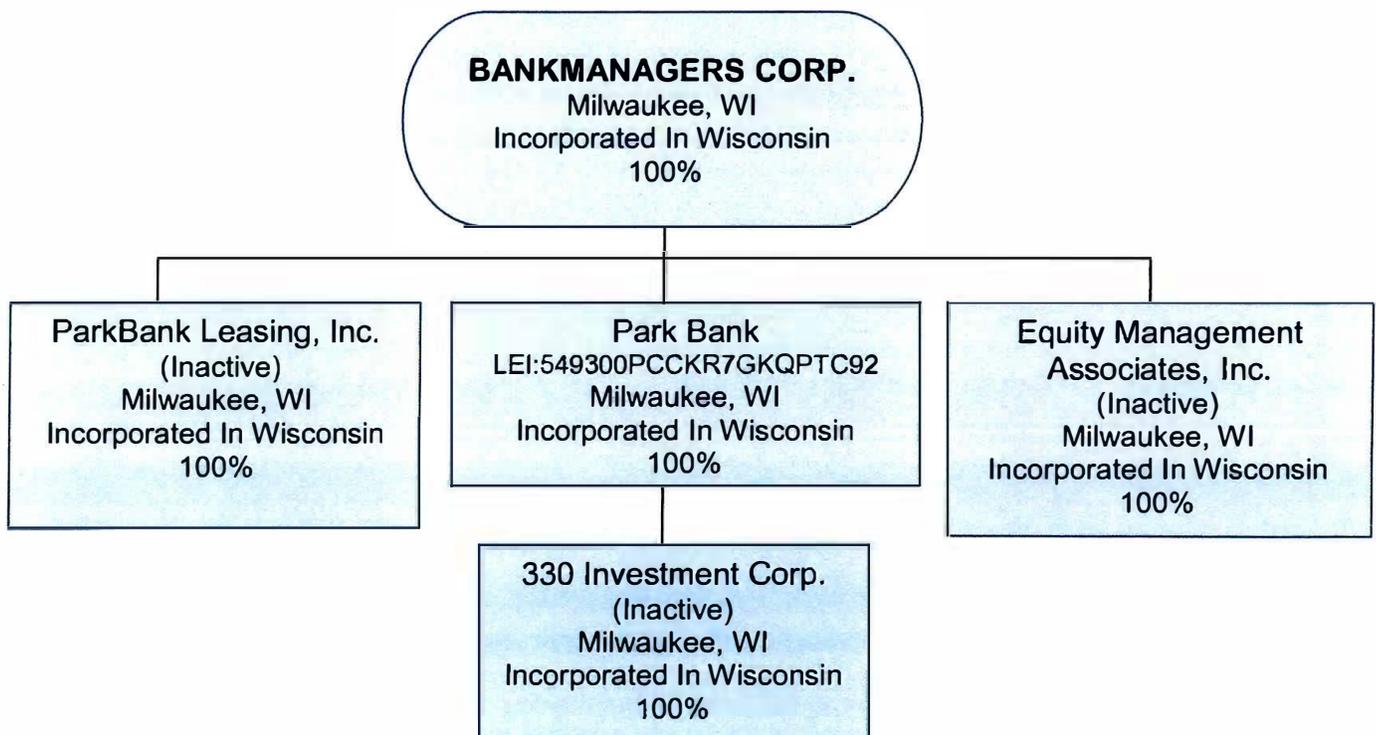
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

**Form FR Y-6
Bankmanagers Corp.
Milwaukee, WI
Fiscal Year Ending December 31, 2015**

REPORT ITEM 2a: ORGANIZATIONAL CHART



Note: No corporate entities, other than Park Bank, have been issued a Legal Entity Identifier (LEI).

Report Item 2b

Results: A list of branches for your holding company: BANKMANAGERS CORP. (1201363) of MILWAUKEE, WI.
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>.

* FDICUNINUM, 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	FDICUNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	200640	PARK BANK	330 EAST KILBOURN AVENUE	MILWAUKEE	WI	53202	MILWAUKEE	UNITED STATES	32550	0	PARK BANK	200640	
OK		Full Service	2189280	BROOKFIELD BRANCH	14870 WEST GREENFIELD AVENUE	BROOKFIELD	WI	53005	WAUKESHA	UNITED STATES	488799	12	PARK BANK	200640	
OK		Full Service	3503182	NORTH 92ND STREET BRANCH	4535 NORTH 92ND STREET	MILWAUKEE	WI	53225	MILWAUKEE	UNITED STATES	361452	10	PARK BANK	200640	
OK		Full Service	2249625	WELLS STREET BRANCH	302 EAST WELLS STREET	MILWAUKEE	WI	53202	MILWAUKEE	UNITED STATES	258549	5	PARK BANK	200640	
OK		Full Service	766043	WESTCAPITOL BRANCH	7540 WESTCAPITOL DRIVE	MILWAUKEE	WI	53216	MILWAUKEE	UNITED STATES	8547	2	PARK BANK	200640	

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REPORT ITEM 3: SECURITIES HOLDERS

<u>Name and Address</u>	<u>Number of Shares</u>	<u>Percent</u>
Lorraine A. Kelly Milwaukee, Wisconsin, USA	53,231 *	32.37%
P. Michael Mahoney Mequon, Wisconsin, USA	13,959 **	8.49%
Louis J. Risi, Jr. Coral Gables, Florida, USA	11,000 ***	6.69%
Michael J. Kelly Milwaukee, Wisconsin, USA	9,738	5.92%
Other Shareholders	76,492	46.53%
Total	<u>164,420</u>	<u>100.00%</u>

* Includes 52,880 shares in the name of the Lorraine A. Kelly Subchapter S Trust
Includes 351 shares in the name of the Lorraine A. Kelly Revocable Living Trust

** Includes 2,000 shares in the name of the Irma M. Mahoney Family Trust

Includes 11,959 shares in the name of P. Michael Mahoney

*** Includes 3,667 shares in the name of the Janet Lee Field QSST GST Trust

Includes 3,666 shares in the name of the Steven Louis Risi QSST GST Trust

Includes 3,667 shares in the name of the John Andrew Risi QSST GST Trust

All shareholders are citizens of the United States

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Report Item 4

Insiders and Principal Shareholders

1. **P. Michael Mahoney**
Mequon, WI
2. Chairman of the Board – **Park Bank**
3. a) Director and President – **Bankmanagers Corp.**
b) Director and Chairman of the Board – **Park Bank**
Director and President – **ParkBank Leasing, Inc.**
Director and President – **Equity Management Associates, Inc.**
c) **Faye McBeath Foundation** – Board Chair – Board of Trustees

Greater Milwaukee Committee – Board Member

Medical College of Wisconsin –

Treasurer– Board of Trustees

Member– Investment Committee

Member – Executive Committee, Finance Committee, Academic, Clinical & Research
Committee

Medical College of Wisconsin Cancer Center Advisory Board – Board Member

Milwaukee Art Museum –

Board of Trustees Member

Finance Committee Member

Investment Committee Member

MMAC – Vice Chairman, Board Member

Park Bank Foundation, Inc. – President

PAVE (Partners Advancing Values in Education) – Board Member Emeritus

Sharp Literacy, Inc. – Board Member

Summerfest Foundation – Director

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4. a) Bankmanagers Corp. – 7.27% = 11,959 shares directly held by P. Michael Mahoney

P. Michael Mahoney is the voting trustee of the Irma M. Mahoney Family Trust-
1.22% = 2,000 shares

b) None

c) None

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Insiders and Principal Shareholders

1. **Lorraine A. Kelly**
Milwaukee, Wisconsin
2. Homemaker
3. a) None
b) None
c) Trustee of the Lorraine A. Kelly Subchapter S Trust
Trustee of the Lorraine A. Kelly Revocable Living Trust
4. a) Bankmanagers Corp. – 32.37%
52,880 shares in the name of the Lorraine A. Kelly Subchapter S Trust - 32.16%
351 shares in the name of the Lorraine A. Kelly Revocable Living Trust - 0.21%
b) None
c) None

Note: The Kelly Family and Trusts for their benefit control 55.65% of Bankmanagers Corp.

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Insiders and Principal Shareholders

1. **Michael J. Kelly**
Milwaukee, Wisconsin
2. Real Estate Development, Management, Ownership
3. a) Director and Vice President

b) Director – Park Bank
Director – ParkBank Leasing, Inc.

c) Director and Vice President – Park Bank Foundation, Inc.
Trustee of the Lorraine A. Kelly Accounts
Trustee of the Lorraine A. Kelly Subchapter S Trust
Trustee of the Lorraine A. Kelly Revocable Living Trust
Trustee of the Irma M. Mahoney Family Trust
4. a) Bankmanagers Corp. – 5.92%

b) None

c) Exchequer LLC – 90%
Wired Oakland, LLC – 25%
SOK, LLC – 33.0%
NSR, LLC – 25.0%
Mequon Town Center, LLC – 8.3%

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Insiders and Principal Shareholders

1. **Brian P. Kelly**
Milwaukee, Wisconsin
2. Training/Customer Service Coordinator – Rite Hite Corporation
3. a) Director
b) None
c) Training/Customer Service Coordinator – Rite Hite Corporation
4. a) Bankmanagers Corp. – 3.49%
b) None
c) None

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Insiders and Principal Shareholders

1. **Patrick T. Kelly**
Hampden, Maine
2. Senior Vice President, Bangor Savings Bank, Bangor, Maine
3. a) Director
b) None
c) None
4. a) Bankmanagers Corp. – 3.44%
b) None
c) None

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Insiders and Principal Shareholders

1. **Paul F. Rice**
Elm Grove, Wisconsin
2. Attorney
3. a) None

b) None

c) Director, Vice President and Secretary – Milwaukee Chaplet Inc.
4. a) Bankmanagers Corp. – 3.93%

b) None

c) Milwaukee Chaplet Inc. – 33.3%

Note: The Rice Family controls 11.79% of Bankmanagers Corp.

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Insiders and Principal Shareholders

1. **Robert G. Rice, Jr.**
Brookfield, Wisconsin
2. Corporate Executive
3. a) None
b) None
c) Director and President – Milwaukee Chaplet Inc.
4. a) Bankmanagers Corp. – 3.93% Note 2
b) None
c) Milwaukee Chaplet Inc. – 33.3%

Note 1: The Rice Family controls 11.79% of Bankmanagers Corp.

Note 2: Shares in the name of Trustees of the Robert G. Rice, Jr. and Nancy A. Rice Joint Living and Devolution Trust U.T.A. December 28, 2007.

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Insiders and Principal Shareholders

1. **William A. Rice**
Brookfield, Wisconsin
2. Certified Public Accountant
3. a) None
b) None
c) Director, Vice President-Finance and Treasurer – Milwaukee Chaplet Inc.
4. a) Bankmanagers Corp. – 3.93% Note 2
b) None
c) Milwaukee Chaplet Inc. – 33.3%

Note 1: The Rice Family controls 11.79% of Bankmanagers Corp.

Note 2: Shares in the name of Trustees of the William A. Rice and Nancy M. Rice Joint Living and Devolution Trust U.T.A. October 16, 1996.

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Insiders and Principal Shareholders

1. **Louis J. Risi, Jr.**
Coral Gables, Florida

2. President – Oklawaha Farms, Inc. and Victory Industries, Inc.

3. a) Director

b) None

c) Director, Chairman of the Board and President – Oklawaha Farms, Inc.
Director, Chairman of the Board and President – Victory Industries, Inc.
Trustee – Fairchild Tropical Gardens (nonprofit)

4. a) Bankmanagers Corp. – 6.69%*

b) None

c) Oklawaha Farms, Inc. – 90%
Victory Industries, Inc. – 70%

*** Note: Louis J. Risi, Jr. controls 11,000 shares as the voting trustee of:
3,667 shares in the name of the Janet Lee Field QSST GST Trust
3,666 shares in the name of the Steven Louis Risi QSST GST Trust
3,667 shares in the name of the John Andrew Risi QSST GST Trust**

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Insiders and Principal Shareholders

1. **James W. Wright**
Menomonee Falls, Wisconsin
2. Retired Certified Public Accountant
3. a) Director
b) None
c) Director and Treasurer – Park Bank Foundation, Inc.
4. a) Bankmanagers Corp. – 1.73% Note
b) None
c) None

Note: Shares in the name of Trustees of the James W. Wright and Doris A. Wright Joint Living and Devolution Trust.

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Insiders and Principal Shareholders

1. **David P. Werner**
Waukesha, Wisconsin
2. President and CEO – Park Bank
3. a) Director and Executive Vice President – Bankmanagers Corp.
b) Director, President and CEO – Park Bank
c) Director and Vice President – Park Bank Foundation, Inc.
Trustee – Mount Mary University
Director – Junior Achievement of Wisconsin
Director – Council of Small Business Executives
Director – Children’s Hospital of Wisconsin Foundation
Director – Greater Milwaukee Committee
Director – Wisconsin Bankers Association
4. a) Bankmanagers Corp. – 0.61%
b) None
c) None

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Insiders and Principal Shareholders

1. **Robert J. Makowski, Jr.**
New Berlin, Wisconsin
2. Executive Vice President, Chief Financial Officer and Cashier – Park Bank
3. a) Vice President, Treasurer and Secretary

b) Executive Vice President, Chief Financial Officer and Cashier – Park Bank
Director, Secretary and Treasurer - ParkBank Leasing, Inc.
Director, President and Secretary – 330 Investment Corp.
Director, Vice President and Secretary – Equity Management Associates, Inc.
- c) None
4. a) Bankmanagers Corp. – 0.61%

b) None

c) None