

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.

I, Chad A. Martin

Name of the Holding Company Director and Official

President & CEO

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.

Chad A. Martin

Signature of Holding Company Director and Official

2-22-16

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 3154333
C.I. _____

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

Goodfield Financial Corporation

Legal Title of Holding Company

201 S. Eureka Street, PO Box 105

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

Goodfield IL 61742
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Joshua Kuntz CFO
Name Title

309-965-2221
Area Code / Phone Number / Extension

309-965-2482
Area Code / FAX Number

jkuntz@goodfieldstatebank.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

GOODFIELD FINANCIAL CORPORATION
Information for Annual Report FR Y-6
As of December 31, 2015

1. A simple annual report was prepared and submitted to shareholders at the annual meeting held in January 2016. A copy of this report is attached.
2. Section Two
 - a. Goodfield Financial Corporation is the sole shareholder of Goodfield State Bank. There are no affiliated companies of either corporation. The stock of Goodfield State Bank consists of 3,000 issued and outstanding shares of common stock which is 100% owned and held by Goodfield Financial Corporation. Goodfield Financial Corporation is incorporated in the State of Illinois. Goodfield State Bank is also incorporated in Illinois. Goodfield State Bank and Goodfield Financial Corporation use 201 S. Eureka Street, PO Box 105, Goodfield, IL 61742 as the mailing address.
 - i. **Footnote: All entities do not have a LEI number.**
 - b. Goodfield State Bank has three full service locations.
 - i. 201 S. Eureka Street, Goodfield, IL 61742 (Main Location)
 - ii. 1805 S. Main Street, Eureka, IL 61530 (Leased Branch Location)
 - iii. 800 W. Mt. Vernon, Metamora, IL 61548 (Brick & Mortar)
3. Goodfield Financial Corporation has one shareholder who owns, controls, or holds power to vote 5% or more of the voting stock of the corporation. Please refer to the attached sheet for additional information.
 - 3.2. There were no individuals who held over 5% of the shares of Goodfield Financial Corporation at any time during 2015 who were not shareholders at year end. There were also no shareholders holding options or any potential right to convert shares at the end of the year.
4. A listing of directors and executive officers of Goodfield Financial Corporation is attached including position, occupation, and shares held.

Results: A list of branches for your depository institution: **GOODFIELD STATE BANK (ID_RSSD: 936837)**.
 This depository institution is held by **GOODFIELD FINANCIAL CORPORATION (3154333)** of **GOODFIELD, IL**.
 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-malling 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)	936837	GOODFIELD STATE BANK	201 SOUTH EUREKA STREET	GOODFIELD	IL	61742	WOODFORD	UNITED STATES	7478	0	GOODFIELD STATE BANK	936837	
OK		Full Service	3701308	EUREKA BRANCH	1805 SOUTH MAIN STREET	EUREKA	IL	61530	WOODFORD	UNITED STATES	472039	1	GOODFIELD STATE BANK	936837	
OK		Full Service	4759249	METAMORA BRANCH	800 WEST MOUNT VERNON STREET	METAMORA	IL	61742	WOODFORD	UNITED STATES	Not Required	Not Required	GOODFIELD STATE BANK	936837	

GOODFIELD FINANCIAL CORPORATION
>= 5% SHAREHOLDERS
12/31/2015

NAME	ADDRESS	CITIZENSHIP	CLASS	SHARES	% OWNED
Gregory S. Knapp	Washington, DC	USA	Common	151	5.03%
Gregory C. Knapp	Eureka, IL	USA	Common	111	3.70%
Edith Knapp	Eureka, IL	USA	Common	35	1.17%

Note: Gregory C. and Edith hold the 35 shares as tenants in common. Gregory S. is Gregory C. and Edith's son.

**GOODFIELD FINANCIAL CORPORATION
OFFICER/DIRECTOR NAME & ADDRESS**

NAME	ADDRESS	TITLE	OCCUPATION	SHARES	% OWNED	4(4)(b)
Gregory C. Knapp	Eureka, IL 61530	Director & Chairman	Attorney	146	4.87%	None
Duane Freidinger	Goodfield, IL 61742	Director	Retired	100	3.33%	None
Mike Sauder	Eureka, IL 61530	Director	Retired	50	1.67%	None
Norm Wettstein	Eureka, IL 61530	Director	Self Employed (Ventilation Systems)	95	3.17%	None
Brent Heinold	Bloomington, IL 61704	Director	CPA	14	0.47%	None
Randy Selvey	Goodfield, IL 61742	Director	Self Employed (Restaurant Owner)	52	1.73%	None
Chad A. Martin	Roanoke, IL 61561	Director President & CEO	Banking	57	1.90%	None
Joshua Kuntz	Goodfield, IL 61742	Cashier & CFO Secretary	Accounting (Banking)	39	1.30%	None