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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, Mark S. Ballard

Name of the Holding Company Director and Official

Vice 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

03/23/2016

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.

1249048

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

Market Place Bancshares, Inc.

Legal Title of Holding Company

2101 S. Neil Street

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

Champaign

IL

61820

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Linda Richardson

Vice President

Name

Title

217-351-2870

Area Code / Phone Number / Extension

217-351-2876

Area Code / FAX Number

richardson@bankchampaign.com

E-mail Address

www.bankchampaign.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

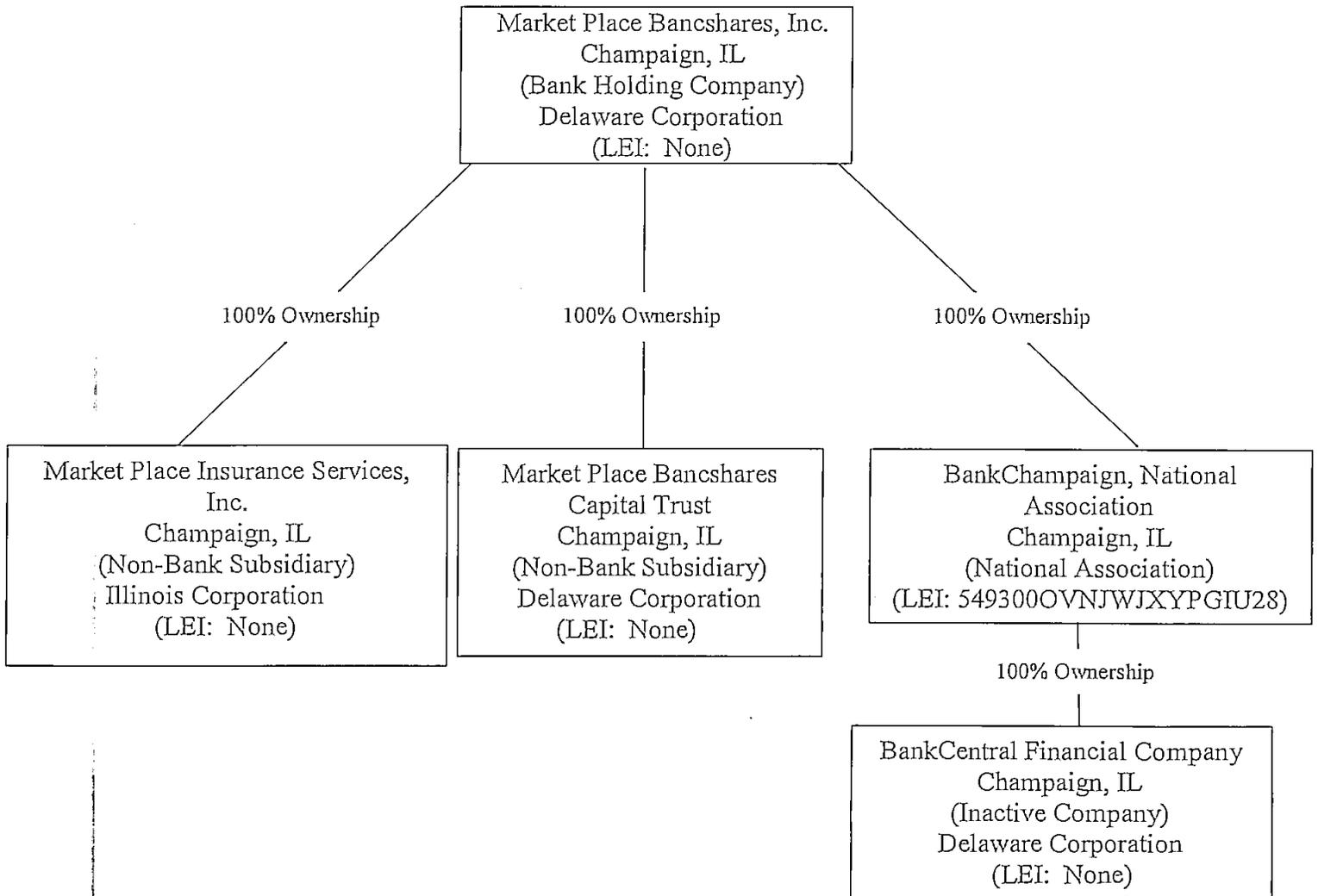
MARKET PLACE BANCSHARES, INC.

FRY-6 REPORT ITEMS  
DECEMBER 31, 2015

REPORT ITEM 1 – ANNUAL REPORT TO SHAREHOLDERS

The Accountant's Compilation Report is included in this submission.

REPORT ITEM 2a - ORGANIZATION CHART



REPORT ITEM 2b

Branch information was submitted via email on 3/23/2016.

**Results:** A list of branches for your depository institution: **BANKCHAMPAIGN, NATIONAL ASSOCIATION (ID\_RSSD: 436739)**.  
 This depository institution is held by **MARKET PLACE BANCSHARES, INC. (1249048)** of **CHAMPAIGN, 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-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	12/31/2015	Full Service (Head Office)	436739	BANKCHAMPAIGN, NATIONAL ASSOCIATION	2101 SOUTH NEIL	CHAMPAIGN	IL	61820	CHAMPAIGN	UNITED STATES	15633		D BANKCHAMPAIGN, NATIONAL ASSOCIATION	436739	
ok	12/31/2015	Limited Service	1997433	MARKET PLACE BRANCH	5 CONVENIENCE CENTER ROAD	CHAMPAIGN	IL	61820	CHAMPAIGN	UNITED STATES	254583	3	BANKCHAMPAIGN, NATIONAL ASSOCIATION	436739	

### REPORT ITEM 3 - SHAREHOLDERS

1. List of 5% shareholders of the \$1 Par Value Common Stock of BHC (the only class of stock) with power to vote

Name and Address	Citizenship	# of Shares	
		Owned	% Owned
L. Dean Clausen Champaign, IL USA	USA	41,532	24.46 %
Bridget Clausen Champaign, IL USA	USA	8,392	4.91%
L. John Clausen Champaign, IL USA	USA	10,906	6.42%
Peter K. Clausen Irrevocable Trust L. Dean Clausen, Trustee Champaign, IL USA	USA	11,050	6.51%
Marcia K. Clausen Chicago, IL USA	USA	26,920	15.86%
Dr. Kenneth S. Weiss Palm City, FL USA	USA	8,500	5.01%
Newton H. Dodds Champaign, IL USA	USA	11,509	6.78%

3. Other 5% shareholders during the year but not at year-end

None

## REPORT ITEM 4 – INSIDERS

### Principal Shareholders

L. Dean Clausen  
Champaign, IL  
USA

<u>Description</u>	<u>Position</u>	<u>Fully Diluted % Owned</u>
Principal Occupation:	Chairman/CEO BankChampaign, NA	0.00%
Title With BHC:	President & Director	24.46%
Title With Subsidiary:	Chairman/CEO BankChampaign, NA	0.00%
Title With Subsidiary:	CEO Market Place Insurance Services, Inc.	0.00%
Title With Others:	Partner Clausen Family Farm	50.00%
	Partner Clausen Farms	50.00%
	Beneficiary Lewis Clausen Trust LHC-1	50.00%

Marcia K. Clausen  
Chicago, IL  
USA

<u>Description</u>	<u>Position</u>	<u>Fully Diluted % Owned</u>
Principal Occupation:	Retired	0.00%
Title With BHC:	Vice President & Director	15.86%
Title With Subsidiary:	None	
Title With Others:	Partner Clausen Family Farm	50.00%
	Partner Clausen Farms	50.00%

Beneficiary 50.00%  
 Lewis H. Clausen Trust LHC-1

**REPORT ITEM 4 – INSIDERS**

Directors

Dr. Kenneth S. Weiss  
 Palm City, FL  
 USA

<u>Description</u>	<u>Position</u>	<u>Fully Diluted % Owned</u>
Principal Occupation:	Physician	n/a
Title With BHC:	Director	5.01%
Title With Subsidiary:	Director	0.00%
Title With Others:	None	

Newton H. Dodds  
 Champaign, IL  
 USA

<u>Description</u>	<u>Position</u>	<u>Fully Diluted % Owned</u>
Principal Occupation:	Vice President The Dodds Company	50.00%
Title With BHC:	Director	6.78%
Title With Subsidiary:	N/A	0.00%
Title With Others:	Vice President The Dodds Company	40.00%
	President Harris Center	100%
	President Interstate Research Park	50.00%
	President Dodds Development	66.66%

Joseph F. Lamb  
 Champaign, IL  
 USA

<u>Description</u>	<u>Position</u>	<u>Fully Diluted % Owned</u>
Principal Occupation:	President Champaign Asphalt Company, LLC	10.00%
Title With BHC:	Director	1.47%
Title With Subsidiary:	Director BankChampaign, NA	0.00%
Title With Subsidiary:	Director Market Place Insurance Services, Inc.	0.00%
Title With Others:	Beneficiary BankChampaign Trust 086	10.00%
	Partner Horned Frog Stables	50.00%
	Partner Knight Infrastructure	8.00%

Mark S. Ballard  
 Champaign, IL  
 USA

<u>Description</u>	<u>Position</u>	<u>Fully Diluted % Owned</u>
Principal Occupation:	President BankChampaign, NA	0.00%
Title With BHC:	Vice President & Director Assistant Secretary	2.90%
Title With Subsidiary:	President BankChampaign, NA	0.00%
Title With Subsidiary:	Treasurer & Director Market Place Insurance Services, Inc.	0.00%

Title With Others: None

William R. Gray  
Champaign, IL  
USA

<u>Description</u>	<u>Position</u>	<u>Fully Diluted % Owned</u>
Principal Occupation:	President BGE Financial Inc.	100.00%
Title With BHC:	Director	1.18%
Title With Subsidiary:	Director	0.00%
Title With Others:	None	

**REPORT ITEM 4 -INSIDERS**

Officers

Bridget B. Clausen  
Champaign, IL  
USA

<u>Description</u>	<u>Position</u>	<u>Fully Diluted % Owned</u>
Principal Occupation:	Homemaker	0.00%
Title With BHC:	Secretary/Treasurer	4.91%
Title With Subsidiary:	None	0.00%
Title With Others:	None	

Linda K. Richardson  
Oreana, IL  
USA

<u>Description</u>	<u>Position</u>	<u>Fully Diluted % Owned</u>
Principal Occupation:	Executive Vice President BankChampaign, NA	0.00%