



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, George S. Moncada

Name of the Holding Company Director and Official

President & Director

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.

George Moncada
 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. 1007486

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

Marquette National Corporation

Legal Title of Holding Company

6316 S. Western Avenue

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

Chicago

IL

60636

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Paul A. Eckroth

EVP & CFO

Name

Title

708-364-9011

Area Code / Phone Number / Extension

708-226-6801

Area Code / FAX Number

peckroth@emarquettebank.com

E-mail Address

N/A

Address (URL) for the Holding Company's web page

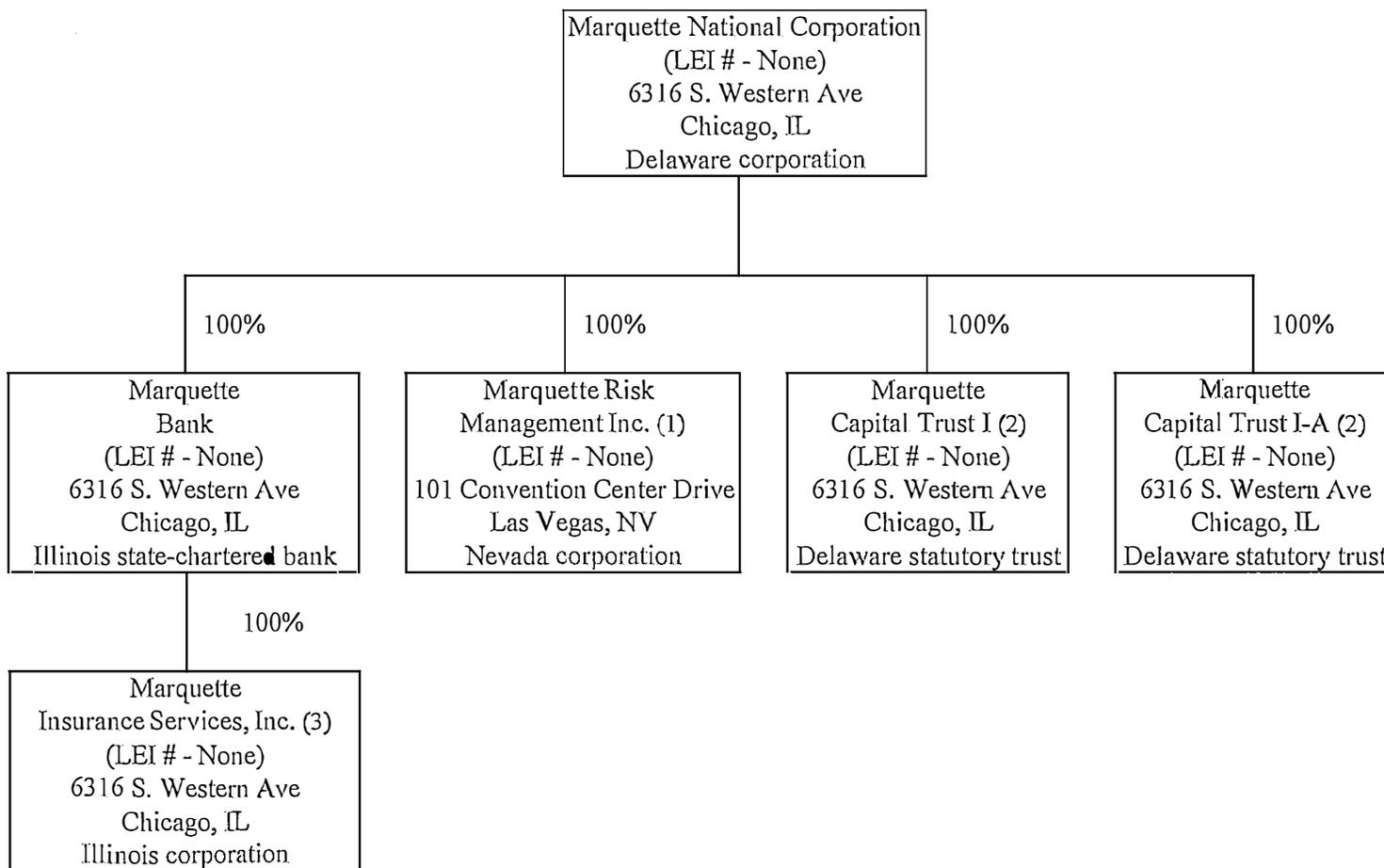
Does the reporter request confidential treatment for any portion of this submission?

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

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 Marquette National Corporation
 Chicago, Illinois
 December 31, 2015



Notes

- (1) Captive insurance subsidiary
- (2) Statutory trust formed to issue trust preferred securities and fund the acquisition of Hemlock Federal
- (3) The sale of insurance products are conducted through this Bank subsidiary.

Results: A list of branches for your holding company: **MARQUETTE NATIONAL CORPORATION (1207486) of CHICAGO, 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
OK		Full Service (Head Office)	716833	MARQUETTE BANK	6316 SOUTH WESTERN AVENUE	CHICAGO	IL	60636	COOK
OK		Full Service	3215971	AURORA BRANCH	2500 SOUTH EOLA ROAD	AURORA	IL	60503	WILL
OK		Full Service	749279	BOLINGBROOK BRANCH	234 NORTH BOLINGBROOK DRIVE	BOLINGBROOK	IL	60440	WILL
OK		Full Service	2420956	BRIDGEVIEW BRANCH	8020 SOUTH HARLEM AVENUE	BRIDGEVIEW	IL	60455	COOK
OK		Full Service	2655356	ARCHER BRANCH	3521 SOUTH ARCHER AVENUE	CHICAGO	IL	60609-1194	COOK
OK		Full Service	2489681	BRIDGEPORT BRANCH	615 WEST 31ST STREET	CHICAGO	IL	60616	COOK
OK		Full Service	2130394	CERMAK BRANCH	3030 WEST CERMAK ROAD	CHICAGO	IL	60623-3417	COOK
OK		Full Service	1991749	KEDZIE BRANCH	5400 SOUTH KEDZIE AVENUE	CHICAGO	IL	60632	COOK
OK		Full Service	2072917	PULASKI BRANCH	6155 SOUTH PULASKI	CHICAGO	IL	60629	COOK
OK		Full Service	3388398	BEVERLY PLAZA BRANCH	9858 SOUTH WESTERN AVENUE	EVERGREEN PARK	IL	60805	COOK
OK		Full Service	2226925	EVERGREEN PARK BRANCH	9335 SOUTH KEDZIE AVENUE	EVERGREEN PARK	IL	60805	COOK
OK		Full Service	3295982	HICKORY HILLS BRANCH	9503 SOUTH ROBERTS ROAD	HICKORY HILLS	IL	60457	COOK
OK		Full Service	3483707	LEMONT OFFICE	15730 WEST 127TH STREET	LEMONT	IL	60439	COOK
OK		Full Service	3145005	NEW LENOX BRANCH	2570 E LINCOLN HIGHWAY	NEW LENOX	IL	60451	WILL
OK		Full Service	550970	OAK FOREST BRANCH	5700 WEST 159TH STREET	OAK FOREST	IL	60452-3106	COOK
OK		Full Service	2440440	OAK LAWN 104TH BRANCH	10419 SOUTH CICERO AVENUE	OAK LAWN	IL	60453	COOK
OK		Full Service	2121815	OAK LAWN 88TH BRANCH	8855 SOUTH RIDGELAND AVENUE	OAK LAWN	IL	60453	COOK
OK		Full Service	2295659	ORLAND 159TH BRANCH	7560 WEST 159TH STREET	ORLAND PARK	IL	60462	COOK
OK		Full Service	3388400	ORLAND 179TH BRANCH	17865 WOLF ROAD	ORLAND PARK	IL	60467	COOK
Change	11/8/2013	Full Service	2090500	ORLAND 143RD BRANCH	9533 WEST 143RD STREET	ORLAND PARK	IL	60462	COOK
				WWW.EMARQUETTEBANK.COM					
OK		Electronic Banking	3978276	BRANCH	WWW.EMARQUETTEBANK.COM	ORLAND PARK	IL	60462	COOK
OK		Full Service	3282414	ROMEOVILLE BRANCH	1876 WEST AIRPORT ROAD	ROMEOVILLE	IL	60446	WILL
OK		Full Service	2105730	SUMMIT BRANCH	7447 WEST 63RD STREET	SUMMIT	IL	60501-1837	COOK

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Marquette National Corporation

Chicago, IL

Fiscal Year Ending December 31, 2015

Report Item 3: Security Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as-of fiscal year end.				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 during the fiscal year.		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities		(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Cede & Co. New York, NY Includes 405,515 shares held at Cede & Co. by individuals and entities listed in Report Item 3 and Report Item 4.	USA	520,616	51.0%	None	None	None
J. Marco Chicago, IL Includes 134,474 shares held at J. Marco by individuals and entities listed in Report Item 3 and Report Item 4.	USA	316,473	31.0%			
Paul M. McCarthy, individually and as trustee Chicago, IL	USA	110,381	10.8%			
Daniel McCarthy, as trustee and custodian New York, NY	USA	20,475	2.0%			
John J. McCarthy Boston, MA	USA	50,336	4.9%			
Sabloff Family Limited Partnership L.P. Barry M. Sabloff, General Partner Chicago, IL	USA	158,012	15.5%			
Anne Sabloff, as co-trustee (Sabloff Family) Chicago, IL	USA	11,396	1.1%			

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Marquette National Corporation
Chicago, IL
Fiscal Year Ending December 31, 2015

Report Item 3: Security Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year end.				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 during the fiscal year.		
(1)(a) Name <u>City, State, Country</u>	(1)(b) Country of Citizenship or <u>Incorporation</u>	(1)(c) Number and Percentage of <u>Each Class of Voting Securities</u>		(2)(a) Name & Address <u>(City, State, Country)</u>	(2)(b) Country of Citizenship or <u>Incorporation</u>	(2)(c) Number and Percentage of <u>Each Class of Voting Securities</u>
Joanna Kerwin, as custodian (McCarthy Family) Edwards, CO	USA	1,986	0.2%	None	None	None
Laurel McCarthy, as custodian (McCarthy Family) New York, NY	USA	560	0.1%			
Mary Von Kuhn, as custodian (McCarthy Family) Boston, MA	USA	1,028	0.1%			
Madeline McCarthy, as custodian (McCarthy Family) Chicago, IL	USA	2,260	0.2%			
Danielle M. McCarthy, as custodian (McCarthy Family) Chicago, IL	USA	6,988	0.7%			
Terese Best, as custodian (McCarthy Family) New York, NY	USA	6,908	0.7%			
Mark Best, as custodian (McCarthy Family) New York, NY	USA	32	0.0%			

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Marquette National Corporation
Chicago, IL
Fiscal Year Ending December 31, 2015

Report Item 3: Security Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as-of fiscal year end.				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 during the fiscal year.		
(1)(a) Name City, State, Country	(1)(h) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities		(2)(a) Name & Address (City, State, Country)	(2)(h) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Gail McCarthy Bayer, as trustee (McCarthy Family) Boston, MA	USA	24,556	2.4%	None	None	None
John M. McCarthy (McCarthy Family) Boston, MA	USA	13,452	1.3%			
Elizabeth McCarthy (McCarthy Family) Boston, MA	USA	13,184	1.3%			
Meghan McCarthy (McCarthy Family) Boston, MA	USA	13,128	1.3%			
Michael McCarthy (McCarthy Family) Chicago, IL	USA	13,336	1.3%			
Emmett D. McCarthy, individually and as trustee (McCarthy Family) Juno Beach, FL	USA	28,064	2.7%	(A)		
Kay McCarthy (McCarthy Family) Juno Beach, FL	USA	576	0.1%	(A)		

Marquette National Corporation
Chicago, IL
Fiscal Year Ending December 31, 2015

Report Item 3: Security Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year end.					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 during the fiscal year.		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities			(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Emmett Molloy McCarthy (McCarthy Family) Tetonia, ID	USA	11,896	1.2%	(A)	None	None	None
Clare Kathleen McCarthy (McCarthy Family) Driggs, ID	USA	13,804	1.4%	(A)			

(A) Number of shares and percentage is based on the Company's most recent records.

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 Marquette National Corporation
 Chicago, IL
 Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(c)

(4)(c)
 List names of other companies
 (includes partnerships)
 if 25% or more of
 voting securities are
 held (list names
 of companies and % of
 voting securities held)

(1) Names & Address City, State, Country	(2) Principal Occupation if other than than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) % of Voting Shares in Holding Company	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and % of voting securities held)
Terese M. Best New York, NY	Chief Operating Officer & Chief Risk Officer, Caspian Capital Advisors LLC	Director	N/A	Chief Operating Officer & Chief Risk Officer, Caspian Capital Advisors LLC	0.7% *	N/A
Thomas P. Burgin Saugatuck, MI	N/A	Executive Vice President & Secretary	Secretary & Executive Vice President Marquette Bank	N/A	0.0%	N/A
John G. Byrnes La Grange, IL	N/A	Director	Director Marquette Bank	N/A	0.0%	N/A
Michael Devlin Hammonton, NJ	President & CEO Cape Bank	Director	N/A	President & CEO, Cape Bank & Cape Bancorp, Inc.	0.0%	N/A
Paul A. Eckroth Oak Lawn, IL	N/A	Executive Vice President & CFO	Executive Vice President & CFO Marquette Bank Director Marquette Risk Management Inc.	N/A	0.9%	N/A
Betty Ham Worth, IL	N/A	Assistant Secretary	Executive Vice President & Assistant Secretary Marquette Bank	N/A	0.0%	N/A
Mary Acker Klingenberg Hinsdale, IL	President Mother McAuley Liberal Arts High School	Director	N/A	President Mother McAuley Liberal Arts High School	0.0%	N/A

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 Marquette National Corporation
 Chicago, IL
 Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(c)

(1) Names & Address City, State, Country	(2) Principal Occupation if other than than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) % of Voting Shares in Holding Company	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and % of voting securities held)
James P. McCarthy Durango, CO	Attorney	Director	N/A	N/A	0.8%	N/A
Paul M. McCarthy Chicago, IL	N/A	Chairman of the Board & CEO & Director	Chairman of the Board & Director Marquette Bank	Director, Northern Builders	10.8% ****	N/A
George S. Moncada Chicago, IL	N/A	President & Director	President & CEO & Director Marquette Bank Director Marquette Risk Management Inc.	N/A	0.1% *****	N/A
Anne M. Sabloff Chicago, IL	N/A	Director	N/A	N/A	1.1% **	N/A
Barry M. Sabloff Chicago, IL	N/A	Vice Chairman & Director	Vice Chairman & Director Marquette Bank	Director & Chairman of Audit Committee, CoBank A CB Director & Chairman of Corporate Governance & Nominating Committee, Calypso Technology, Inc.	15.5% *****	N/A
William G. Sullivan Winnetka, IL	Attorney, Clark Hill PLC Sullivan, Roadman	Director	Director Marquette Bank	N/A	2.0%	N/A
Malachy Walsh Chicago, IL	Communications Consultant	Director	N/A	N/A	0.0%	N/A

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Marquette National Corporation
Chicago, IL
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(c)

(4)(c)
List names of other companies
(includes partnerships)
if 25% or more of
voting securities are
held (list names
of companies and % of
voting securities held)

(1) Names & Address City, State, Country	(2) Principal Occupation if other than than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) % of Voting Shares in Holding Company	(4)(c)
John McCarthy Boston, MA	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	4.9%	N/A
Daniel McCarthy New York, NY	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	2.0% ***	N/A
Joanna Kerwin Edwards, CO	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	0.2% *	N/A
Laurel McCarthy New York, NY	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	0.1% *	N/A
Mary Von Kuhn Boston, MA	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	0.1% *	N/A
Madeline J. McCarthy Chicago, IL	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	0.2% *	N/A
Danielle M. McCarthy Chicago, IL	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	0.7% *	N/A
Mark Best New York, NY	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	0.0% *	N/A
Gail McCarthy Bayer Boston, MA	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	2.4% **	N/A
John M. McCarthy Boston, MA	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	1.3%	N/A
Elizabeth McCarthy Boston, MA	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	1.3%	N/A
Meghan McCarthy Boston, MA	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	1.3%	N/A
Michael McCarthy Chicago, IL	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	1.3%	N/A

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 Marquette National Corporation
 Chicago, IL
 Fiscal Year Ending December 31, 2015

Report Item 4: Insiders
 (1), (2), (3)(a)(b)(c) and (4)(a)(c)

(4)(c)
 List names of other companies
 (includes partnerships)
 if 25% or more of
 voting securities are
 held (list names
 of companies and % of
 voting securities held)

(1) Names & Address City, State, Country	(2) Principal Occupation if other than <u>than with Holding Company</u>	(3)(a) Title & Position <u>with Holding Company</u>	(3)(b) Title & Position <u>with Subsidiaries</u>	(3)(c) Title & Position with Other <u>Businesses</u>	(4)(a) % of Voting Shares in <u>Holding Company</u>	(4)(c)
Emmett D. McCarthy Juno Beach, FL	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	(A) 2.7% ****	N/A
Kay McCarthy Juno Beach, FL	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	(A) 0.1% **	N/A
Emmett Molloy McCarthy Tetonia, ID	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	(A) 1.2%	N/A
Claire McCarthy Driggs, ID	N/A	Principal Shareholder (McCarthy Family)	N/A	N/A	(A) 1.4%	N/A
Cede & Co. New York, NY Includes 405,515 shares held at Cede & Co. by individuals and entities listed in Report Item 3 and Report Item 4.	N/A	Principal Shareholder	N/A	N/A	51.0%	N/A
J. Marco Chicago, IL Includes 134,474 shares held at J. Marco by individuals and entities listed in Report Item 3 and Report Item 4.	N/A	Principal Shareholder	N/A	N/A	31.0%	N/A

* Voting as custodian

** Voting as trustee

*** Voting as trustee and custodian

**** Voting individually and as trustee and/or custodian

***** Voting individually and as custodian

***** Voting as general partner

(A) Number of shares and percentage is based on the Company's most recent records.

Note: Report Item (4)(b) is not applicable.