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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, Frank M. Guerino

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.*

Signature of Holding Company Director and Official

03/29/2016

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.

3547887

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

Millennium Bancorp, Inc.

Legal Title of Holding Company

2077 Miner Street

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

<u>Des Plaines</u>	<u>IL</u>	<u>60016</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Frank M. Guerino President & Director

Name Title

847-296-9500

Area Code / Phone Number / Extension

847-296-9501

Area Code / FAX Number

fguerino@milbnk.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

Millennium Bancorp, Inc.  
Des Plaines, Illinois  
Fiscal Year Ending December 31, 2015  
2a: Organizational Chart

**Millennium Bancorp, Inc.**  
**Des Plaines, IL**

100%

Millennium Bank  
Des Plaines, IL

Millennium Bancorp, Inc. and Millennium Bank are incorporated in Illinois.

The entities above do not possess LEI.

3547887

Results: A list of branches for your holding company: **MILLENNIUM BANCORP, INC. (3547887) of DES PLAINES, IL.**  
The data are as of **03/31/2016**. Data reflects information that was received and processed through **1/07/2016**.

**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	FCID UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ok		Full Service (Head Office)	3547896	MILLENNIUM BANK	2077 MINER STREET	DES PLAINES	IL	60016	COOK	UNITED STATES	446858	0	MILLENNIUM BANK	3547896	

Millennium Bancorp, Inc.  
Des Plaines, Illinois  
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) Name & Address (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
Moti Agarwal Morton Grove, IL, USA	USA	56,900 - 25.28% Common Stock	N/A	N/A	N/A
Veena Agarwal Morton Grove, IL, USA	USA	55,900 - 24.83% Common Stock			
D. Paul Khanna Oak Brook, IL, USA	USA	17,200- 7.64% Common Stock			
Vithal V. Patel Schaumburg, IL, USA	USA	15,000 - 6.66% Common Stock			
Leslie Barnard Flossmoor, IL, USA	USA	12,000 - 5.33% Common Stock			

Millennium Bancorp, Inc.  
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3) (c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4) (c) List names of other companies (includes partnerships) if 25% or more of voting securi- ties are held (List names of companies and percentage of voting securities held)
Moti Agarwal Morton Grove, IL, USA	Businessman	Director & Chairman	Director & Chairman	Pres.- Avani Trading Pres.- Avani Properties Pres.- Streamline Management Inc.	25.28%	None	Avani Trading (100%) Avani Properties (50%) Streamline Mgmt (100%)
Veena Agarwal Morton Grove, IL, USA	Homemaker	N/A	N/A	N/A	24.83%	None	N/A
Himal Agarwal Chicago, IL, USA	Vice President	Director	Director	Vice President- Maxim Partners	2.93%	None	River North Investment Partners, LLC (25%)
J. Stuart Boldry, Jr. Lincolnshire, IL, USA	Operations Director	Director	Director	Operations Director - St. Mathias Parish	0	None	N/A
Frank M. Guerino Park Ridge, IL, USA	President Millennium Bank	President & Director	President Millennium Bank	N/A	0	None	N/A
Frank Howard Northbrook, IL, USA	Attorney	Director	Director	Attorney	0	None	Law Office of Frank M. Howard (100%)
D. Paul Khanna Oak Brook, IL, USA	Info. Technology Specialist	Director	Director	Pres. - Axiom Technolog Member - Huron Equities Pres. - Global Lab	7.64%	None	Huron Equities (48%) Axiom Technology (90%) Global Lab (25%) Grand Traverse Hotel Partners (50%)