

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.

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

December 31, 2015

Month / Day / Year

N/A

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

I, Richard O. Schmidt, Jr.

Name of the Holding Company Director and Official

Chairman of the Board

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.

Reporter's Name, Street, and Mailing Address

Southport Financial Corporation

Legal Title of Holding Company

7027 Green Bay Road

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

Kenosha WI 53142

City State Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Paul Otto EVP CFO

Name Title

262-577-2448

Area Code / Phone Number / Extension

262-577-2488

Area Code / FAX Number

potto@southportbank.com

E-mail Address

www.southportbank.com

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


Signature of Holding Company Director and Official
3/24/16

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 3114056
C.I. _____

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

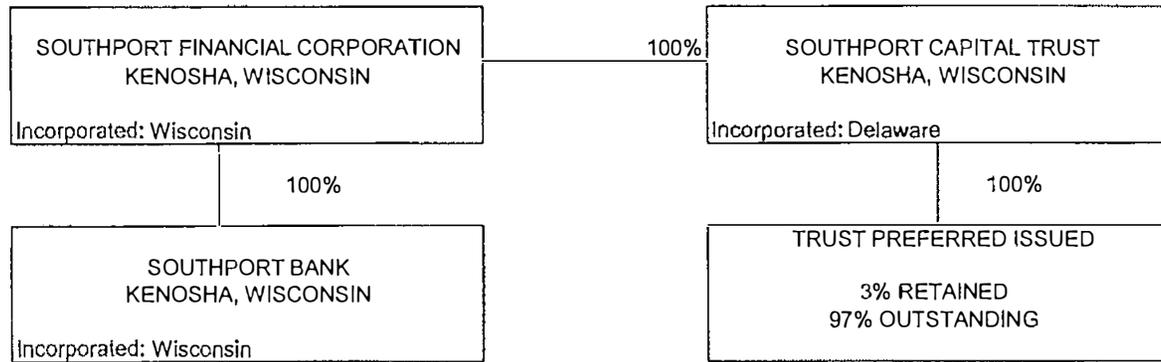
**SOUTHPORT FINANCIAL CORPORATION
KENOSHA, WI
FISCAL YEAR ENDING DECEMBER 31, 2015**

FORM FRY - 6

REPORT ITEM:

- 1 a SFC is not required to prepare form 10K with the SEC
- 1 b SFC does prepare an annual report for its shareholders.
The report is prepared for the annual meeting, usually held in the second half of the year. Two copies of the annual report will be forwarded at that time.

2 Organization chart



2 b Branch Verification

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*	Date Opened
Full Service (Head Office)	2576143	MAIN	7027 GREEN BAY ROAD	KENOSH A	WI	53142	KENOSHA	UNITED STATES	57048	0	SOUTHPOR T BANK	2576143	1997
Full Service	3399479	NORTH	1350 22ND AVENUE	KENOSH A	WI	53140	KENOSHA	UNITED STATES	358834	4	SOUTHPOR T BANK	2576143	2000
Full Service	2899244	PADDOCK LAKE	23604 75TH STREET	SALEM	WI	53168	KENOSHA	UNITED STATES	334300	1	SOUTHPOR T BANK	2576143	2000

No LEI for the above entities

SOUTHPORT FINANCIAL CORPORATION
 KENOSHA, WI
 FISCAL YEAR ENDING DECEMBER 31, 2015

FORM FRY - 6

REPORT ITEM:

- 3-1 Four shareholders, directly or indirectly, owns, controls, or holds power to vote 5% or more of any voting securities of SFC as of December 31, 2015
- 3-2 Furthermore, four shareholders at any time in 2015 would have had the ability to vote 5% or more of any voting securities of SFC.

Gaetano M. Cecchini Living Trust Massillon, OH Trustee: Gaetano M. Cecchini	USA	2,159.93	55.48% of common stock
Stephen C. Mills Kenosha, WI	USA	228.81	5.88% of common stock
Attilio J. Cicchini Kenosha, WI	USA	359.68	9.24% of common stock
Camera Family Trust Apple Valley, CA Trustee: Joseph J. Camera	USA	200.00	5.14% of common stock
		3,893.05	Total shares outstanding

SOUTHPORT FINANCIAL CORPORATION
 KENOSHA, WI
 FISCAL YEAR ENDING DECEMBER 31, 2015

FORM FRY - 6

REPORT ITEM:

4 Directors & Executive Officers

(1) NAME/ADDRESS	(3a) Title & Position with Holding Company	(3b) Title & Position with Southport Bank	(2,3c) Title & Position with other Businesses	(4a) Voting Shares in Holding Company	(4b) Voting Shares in Southport Bank	(4c) Voting Shares > 25% In Other Co.
Gaetano M. Cecchini Canton, OH, USA Trustee of the Gaetano M. Cecchini Living Trust	DIRECTOR	DIRECTOR - VICE CHAIRMAN	President/Principal shareholder, Avanti Corporation	55.48%	0.00%	AVANTI CORPORATION 49% CICCHINI ENTERPRISES, INC. 100% MCDONALD'S TUSC, INC. 100% MCDONALD'S MASSILLON, INC. 100% MCDONALD'S ROUTE 21, INC. 100% BAMBINI CO., LLC 100% URE CO. LLC 100% NAVARRÉ DEVELOPMENT CO, LLC 100%
Atilio J. Cicchini Kenosha, WI, USA	DIRECTOR	DIRECTOR	President, Cicchini Asphalt, LLC	9.24%	0.00%	CMW PARTNERSHIP 33.3% SOUTHPORT INVESTMENTS 65% SOUTHPORT INVESTMENTS II 55% KGJ II TRUST 33.125% CICCHINI PROPERTIES 100% CICCHINI PROPERTIES II 100% CICCHINI PROPERTIES III 100%
John R. Crawford Kenosha, WI, USA	N/A	DIRECTOR	Orthodontist and Partner of Crawford Orthodontics, SC	2.07%	0.00%	CRAWFORD ORTHODONTICS, SC 50% 3-J, LLC 50% MONTANA VALLEY, LLC 100%
Brian J. Felland Kenosha, WI, USA	N/A	DIRECTOR	CPA & Partner, Tirabassi, Felland & Clark, LLC	0.00%	0.00%	TIRABASSI, FELLAND & CLARK, LLC 33.3% TFC HOLDINGS, LLP 33.3%
Neil F. Guttormsen Kenosha, WI, USA	DIRECTOR - VICE CHAIRMAN	DIRECTOR-CHAIRMAN	Attorney and Senior Partner, Guttormsen, Hartley, Wilk & Higgins, LLP	0.33%	0.00%	GUTTORMSEN, HARTLEY, LLP 33.3% GUTTORMSEN REALTY, LLC 100% GUTTORMSEN RECREATION CORP 88% HARBORVIEW OFFICE CENTER, 12%
Thomas M. Santarelli Kenosha, WI, USA	N/A	DIRECTOR	Attorney-Partner Madriqrano, Aiello & Santarelli, LLC	0.00%	0.00%	N/A
Richard O. Schmid, Jr. Kenosha, WI, USA	DIRECTOR-CHAIRMAN	DIRECTOR	President, CEO, and General Counsel, United Hospital System	3.60%	0.00%	N/A
Maurizio T. Silenzi Kenosha, WI, USA	DIRECTOR - CORPORATE SECRETARY	DIRECTOR - CORPORATE SECRETARY	Consultant	0.00%	0.00%	N/A
Sandra J. Spielmann Racine, WI, USA	N/A	DIRECTOR	Principal - SJS Consulting Services, LLC	0.00%	0.00%	SJS CONSULTING SERVICES, LLC 100%
Jeffrey A. Valeri Kenosha, WI, USA	N/A	DIRECTOR	Owner & VP, Valeri Agency, Inc.	0.13%	0.00%	VALERI AGENCY, INC. 35% PAVE THE PLANET, LLC 20% DJP VALERI, LLC - 33.3%
Willbur W. Warren III Kenosha, WI, USA	N/A	DIRECTOR	N/A	0.00%	0.00%	N/A
Russell C. Weyers Racine, WI, USA	President & CEO	DIRECTOR- President & CEO	Principal - Watson Consulting, LLC	0.73%	0.00%	WATSON CONSULTING, LLC 100%
Carl R. Cecelia Burlington, WI, USA	EVP Chief Credit Officer	EVP Chief Credit Officer	N/A	0.00%	0.00%	N/A
Paul W. Otto Pleasant Prairie, WI, USA	EVP Chief Financial Officer	EVP Chief Financial Officer	N/A	0.00%	0.00%	N/A