

Board of Governors of the Federal Reserve System



**Annual Report of Holding Companies—FR Y-6**

**COPY**

**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. Jill Hirsh**

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

6/2/16

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  
 C.I.

**1205398**

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

**Bank of Highland Park Financial Corp**

Legal Title of Holding Company

**PO Box 546**

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

**Highland Park**

**60035**

City

State

Zip Code

**1835 First Street, Highland Park, IL 60035**

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Benita Terry/Denise Bryant Secretary/Asst. Secretary**

Name

Title

**847-897-7640**

Area Code / Phone Number / Extension

**847-433-2150**

Area Code / FAX Number

**benita1300@gmail.com / dbryant@firstbankhp.com**

E-mail Address

**www.firstbankhp.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

**Form FR Y 6**  
**Bank of Highland Park Financial Corp.**  
**Fiscal Year Ending December 31, 2015**

**Report Item 1:** The bank holding company prepares an audited annual report for its shareholders. Parent company only financial statements are included with the audited consolidated financial statements. The statements are attached at this time.

**Report Item 2:** Organization Chart To date neither the holding company or the underlying bank have an LEI number.



**Report Item 2b:**  
**(branch report) submitted via email on 3/16/2016**

Branch Service Type	Branch ID_RSSD	Popular Name	Street Address	City	State	Zip Code	County	Country
Full Service (Main Office)	804338	First Bank of Highland Park	1835 First Street	Highland Park	IL	60035	Lake	United States
Full Service	3609374	633 Skokie Boulevard Office	633 Skokie Boulevard	Northbrook	IL	60062	Cook	United States

Results: A list of branches for your holding company: **BANK OF HIGHLAND PARK FINANCIAL CORP (1205398) of HIGHLAND PARK, 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://fy10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_R5SD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_R5SD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_R5SD*	Comments
OK		Full Service (Head Office)	804338	FIRST BANK OF HIGHLAND PARK	1835 FIRST STREET	HIGHLAND PARK	IL	60035	LAKE	UNITED STATES	11457	0	FIRST BANK OF HIGHLAND PARK	804338	
OK		Full Service	3609374	633 SKOKIE BOULEVARD OFFICE	633 SKOKIE BOULEVARD	NORTHBROOK	IL	60062	COOK	UNITED STATES	451793	1	FIRST BANK OF HIGHLAND PARK	804338	

**Form FR Y 6**  
**Bank of Highland Park Financial Corp.**  
**Fiscal Year Ending December 31, 2015**

**Report Item 3: Shareholders**

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 ending 12-31-14			Securities Holders not listed in 3(1)(a) that had ownership, control or holding of 5% or more with the power to vote during the fiscal year ending 12-31-14		
1(a) Name Address (City, State, County)	1(b) Country of Citizenship or Incorporation	1(c) Number and Percentage of Each Class of Voting Securities	2(a) Name Address (City, State, County)	2(b) Country of Citizenship or Incorporation	2(c) Number and Percentage of Each Class of Voting Securities
David Pogrund As CoTrustee Chicago, IL Randy Green as Co-Trustee Palatine, IL	USA	N/A	N/A	N/A	N/A
Beneficiaries are the Takiff Family Glencoe, IL	USA	128,450 – 100% Common Stock	N/A	N/A	N/A

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**Bank of Highland Park Financial Corp.**  
**Fiscal Year ending December 31, 2015**

**Report Item 4: Insiders**

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

(1) Names City, State, Country	(2) Principal Occupation if other than with the 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 securities are held (List names of companies and percentage of voting securities held)
David Pogrund, Randy Green as co-trustees of the Takiff Family Trusts Glencoe, IL USA	Attorney	None	None	Stone, Pogrund & Korey - Attorney	96.6%	None	Reliable Partners - 100%  Pearson Partners - 100%  Takiff Properties Group, Ltd. - 99%  Ron of Japan, Ltd. (Ontario) - 38.17%  633 Skokie Highway Partners, Ltd. - 60%
(Randy Green is listed below This information is for David Pogrund ONLY)							

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**Fiscal Year ending December 31, 2015**

**Report Item 4: Insiders**

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Bobette Takiff Glencoe, IL USA (beneficial owner)	None	Director	None	Margie K. Cohen Real Estate Management Associates  Bobbyco, LLC - Managing Member  Sanford Takiff Company - President  Takiff LLC - Trustee  Ron of Japan, Inc. (Northbrook) - President  Ron of Japan, Ltd. (Northbrook) - General Partner	None	None	Margie K. Cohen Real Estate Company - 50%  Ron of Japan, Ltd. (Ontario) - 31.55%  Sanford Takiff Company - 100%  Ron of Japan, Inc. (Northbrook) - 100%  Ron of Japan, Inc. (Ontario) - 100%  Takiff Properties Group, Ltd. No. 2 - 82.35%  Ron of Japan Ontario Commercial Space, Ltd. - 36%

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Jill Takiff Hirsh Glencoe, IL USA (beneficial owner)	None	Director and President	Chairman of the Board and Director	The Art Center Highland Park - Director  Sanford Takiff Company - Secretary  Criterion Corp. - Secretary  Takiff LLC - Trustee	None	None	Bobbyco, LLC - 30%
Elizabeth Scheinfield Glencoe, IL USA (beneficial owner)	None	Director	None	Takiff LLC - Trustee  Takiff Family Foundation - President	None	None	Bobbyco, LLC - 30%

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**Fiscal Year ending December 31, 2015**

**Report Item 4: Insiders**

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(1) Names City, State, Country	(2) Principal Occupation if other than with the 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 securities are held (List names of companies and percentage of voting securities held)
Sheri Zirlin Glencoe, IL USA (beneficial owner)	None	Director	Event Planning	Takiff LLC - Trustee  Takiff Family Foundation - Secretary  Pearson Partners - Manager	None	None	Bobbyco, LLC - 30%
Benita Terry Chicago, IL USA (beneficial owner)	None	Secretary	None	None	None	None	None
Robert Glick Chicago, IL USA	Attorney	Director	Vice Chairman and Director	Horwood, Marcus & Berk, Chartered - Attorney	None	None	None
Randy Green Palatine, IL USA	Banker	Director	President and CEO	None	None	None	None