



COPY

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

None

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

Reporter's Name, Street, and Mailing Address

Shelby County BanCorp, Inc.

Legal Title of Holding Company

130 South Morgan

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

Shelbyville IL 62565

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jodie Ogle CFO

Name Title

217-774-3911

Area Code / Phone Number / Extension

217-774-5755

Area Code / FAX Number

jogle@scs-bank.com

E-mail Address

None

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

I, Gwyn D. Helton

Name of the Holding Company Director and Official

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.

Gwyn D. Helton

Signature of Holding Company Director and Official

3/17/16

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 1138058  
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

ORGANIZATION CHART

SHELBY COUNTY BANCORP, INC.  
130 SOUTH MORGAN STREET  
SHELBYVILLE, ILLINOIS 62565  
INCORPORATED IN THE STATE OF ILLINOIS

100%

SHELBY COUNTY STATE BANK  
130 SOUTH MORGAN STREET  
SHELBYVILLE, ILLINOIS 62565  
INCORPORATED IN THE STATE OF ILLINOIS

Footnote: All entities do not have LEI.

Results: A list of branches for your holding company: **SHELBY COUNTY BANCORP, INC. (1138058) of SHELBYVILLE, IL**  
 The data are as of **12/31/2015**. Data reflects information that was received and processed through **04/05/2016**.

**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		Full Service (Head Office)	235446	SHELBY COUNTY STATE BANK	130 SOUTH MORGAN	SHELBYVILLE	IL	62565	SHELBY	UNITED STATES	7481	0	SHELBY COUNTY STATE BANK	235446	
ok		Full Service	549330	FINDLAY BRANCH	207 EAST DIVISION	FINDLAY	IL	62534	SHELBY	UNITED STATES	14181	2	SHELBY COUNTY STATE BANK	235446	
ok		Full Service	3802287	MOWEAQUA BRANCH	920 EAST MAIN	MOWEAQUA	IL	62550	SHELBY	UNITED STATES	478854	5	SHELBY COUNTY STATE BANK	235446	
ok		Full Service	2297569	WEST MAIN BRANCH	1501 WEST MAIN STREET	SHELBYVILLE	IL	62565	SHELBY	UNITED STATES	225470	4	SHELBY COUNTY STATE BANK	235446	
ok		Full Service	348047	STRASBURG BRANCH	109 COMMERCIAL	STRASBURG	IL	62465	SHELBY	UNITED STATES	5937	3	SHELBY COUNTY STATE BANK	235446	
ok		Full Service	613240	WINDSOR BRANCH	1112 MAINE STREET	WINDSOR	IL	6195714	SHELBY	UNITED STATES	10350	1	SHELBY COUNTY STATE BANK	235446	

**SHELBY COUNTY BANCORP, INC.**  
**SHAREHOLDERS**

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With 5% or more Common Stock

For the Fiscal Year Ending December 31, 2015

Name	Address	Citizenship	Common Shares	% of Common Shares
Michael T. Dove	Shelbyville, IL	U.S.	4,996	8.99%
Ann R. Dove	Shelbyville, IL	U.S.	2,740	4.93%
Gwyn D. Helton	Shelbyville, IL	U.S.	536	0.96%
Douglas S. Dove	St. Louis, MO	U.S.	297	0.53%
Peter F. Dove	Shelbyville, IL	U.S.	230	0.41%
Jesse M. & Gwyn D. Helton	Shelbyville, IL	U.S.	70	0.13%
T. Clark Dove	Phoenix, AZ	U.S.	1,200	2.16%
Susan D. Mark	Phoenix, AZ	U.S.	1,200	2.16%
Janet and David Dove Family Trust, David R. Dove, Trustee	Scottsdale, AZ	U.S.	1,250	2.25%
<i>Total M. Dove Family</i>			12,519	22.52%
Robert N. Bolinger	Shelbyville, IL	U.S.	4,363	7.85%
Lila M. Bolinger	Shelbyville, IL	U.S.	4,335	7.80%
Andrew E. Craig	Shelbyville, IL	U.S.	3,850	6.92%
R. Noel Bolinger	Shelbyville, IL	U.S.	2,425	4.36%
Mary Bolinger	Shelbyville, IL	U.S.	50	0.09%
Adam S. Bolinger	Vero Beach, FL	U.S.	1,385	2.49%
Aaron M. Bolinger	Shelbyville, IL	U.S.	205	0.37%
<i>Total R. Bolinger Family</i>			16,613	29.88%
Eleanor M. Hood	Indianapolis, IN	U.S.	1,160	2.09%
Robert Clark Hood	Indianapolis, IN	U.S.	569	1.02%
Catherine S. Kleyn	Indianapolis, IN	U.S.	569	1.02%
Jay Richard Hood	Clermont, FL	U.S.	568	1.02%
John & Carol Hood	Howard, OH	U.S.	2,067	3.72%
<i>Total R. Hood Family</i>			4,933	8.87%
Andrew F. Dove	Shelbyville, IL	U.S.	4,592	8.26%
Ashley G. Dove	Durango, CO	U.S.	4,201	7.56%
<i>Total A. Dove Family</i>			8,793	15.81%
Item 3(2)	None			

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Shelby County Bancorp, Inc.  
Shelbyville, IL 62565  
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

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

(1) Name & Address	(2) Principal Occupation If other than Bank Holding Co	(3)(a) Title & Position with Bank Holding Co	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other businesses	(4)(a) Percentage of voting shares in holding co	(4)(b) Percentage of voting shares in subsidiaries	(4)(c) List of other companies > 25% voting shares
Gwyn D. Helton Shelbyville, IL	President Shelby County State Bank	President & Director	President Director Shelby County State Bank	Treasurer State Bank Building	0.96%	None	None
Adam S. Bollinger Vero Beach, FL	Managing Director Shelby County State Bank	VP & Director	Director Shelby County State Bank	N/A	2.49%	None	None
Douglas S. Dove St. Louis, MO	Attorney Capes, Sokol, Goodman & Sarachan, P.C.	VP & Director	Director Shelby County- State Bank	N/A	0.53%	None	None
Andrew F. Dove Shelbyville, IL	Manufacturing	VP & Director	Director Shelby County State Bank	N/A	8.26%	None	None
Ashley G. Dove Durango, CO	Retail Sales	N/A	N/A	Owner Beads & Beyond	7.56%	None	Beads & Beyond 50%
R. Noel Bollinger Shelbyville, IL	Manufacturing	VP & Director	Chairman of the Board Shelby County State Bank	President, Sta-Rite Ginnie Lou Secretary, State Bank Building	4.36%	None	Sta-Rite Ginnie Lou 95%
Michael T. Dove Shelbyville, IL	Retired	N/A	N/A	Director State Bank Building	8.99%	None	None
Ann R. Dove N/A	N/A	N/A	N/A	N/A	4.93%	None	N/A
Peter F. Dove Shelbyville, IL	Farmer	N/A	N/A	N/A	0.41%	None	None
Jesse M. Helton	Asst. VP Branch Mgr Shelby County State Bank	N/A	N/A	N/A	0.13%	None	None
T. Clark Dove Phoenix, AZ	Attorney	N/A	N/A	N/A	2.16%	None	None
Susan D. Mark Phoenix, AZ	Travel Agent	N/A	N/A	N/A	2.16%	None	None
Janet & David Dove Family Trust, David R. Dove, Trustee Scottsdale, AZ	Retired	N/A	N/A	N/A	2.25%	None	None
Robert N. Bollinger Shelbyville, IL	Retired	N/A	N/A	Director State Bank Building	7.85%	None	None
Lila M. Bollinger Shelbyville, IL	Retired	N/A	N/A	N/A	7.80%	None	None
Andrew E. Craig Shelbyville, IL	Retired	N/A	N/A	N/A	6.92%	None	None
Mary Bollinger Shelbyville, IL	Teacher	N/A	N/A	N/A	0.09%	None	None
Aaron M. Bollinger Shelbyville, IL	Manufacturing	N/A	N/A	Owner Bock's	0.37%	None	Bock's 100%
Eleanor M. Hood Indianapolis, IN	Retired	N/A	N/A	N/A	2.09%	None	None
Robert Clark Hood Indianapolis IN	Engineer	N/A	N/A	N/A	1.02%	None	None
Catherine S. Kleyn Indianapolis, IN	Accountant	N/A	N/A	N/A	1.02%	None	None
Jay Richard Hood Clermont, FL	Landscaper	N/A	N/A	N/A	1.02%	None	None
John Hood Carol Hood Howard, OH	Retired	N/A	N/A	N/A	3.72%	None	None