



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):

July 31, 2015

Month / Day / Year

None

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

I, Steven D. Spector

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.

Reporter's Name, Street, and Mailing Address

Spector Properties, Inc.

Legal Title of Holding Company

150 S. Wacker Drive, Suite 2325

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

Chicago

IL

60606-4001

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Steven Spector

President

Name

Title

312-357-9400

Area Code / Phone Number / Extension

312-357-9404

Area Code / FAX Number

sspector@spectorilc.com

E-mail Address

n/a

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

*Steven Spector*

Signature of Holding Company Director and Official

11-10-15

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.

3071908

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

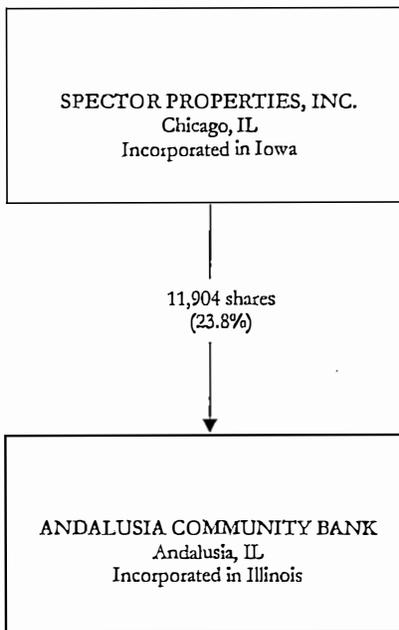
Annual Report of Holding Company  
FORM FR Y-6

Spector Properties, Inc.  
Chicago, IL  
Fiscal Year Ending July 31, 2015

Report Item 1: Annual Report of Shareholders

- 1(a) The Holding Company (HC) is not required to prepare and file form 10-K with the Securities and Exchange Commission.
- 1(b) The HC does not prepare an annual report for its shareholders.

Report Item 2a: Organization chart



Report Item 2b: Domestic Branch Listing

As of July 31, 2015, the Andalusia Community Bank operates one domestic branch in Moline, IL.

Name of Branch: Community Bank of the Quad Cities  
Date Branch Opened: April 12, 2010  
Street Address: 3907 16<sup>th</sup> Street  
City: Moline  
County: Rock Island  
State: Illinois  
Country: United States  
Zip Code: 61265  
Branch Service Type: Full Service

Results: A list of branches for your holding company: **SPECTOR PROPERTIES, INC. (3071908)** of CHICAGO, IL.  
 The data are as of **06/30/2015**. Data reflects information that was received and processed through **07/06/2015**.

**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)	589439	ANDALUSIA COMMUNITY BANK	601 8TH STREET EAST	ANDALUSIA	IL	61232	ROCK ISLAND	UNITED STATES	16064	0	ANDALUSIA COMMUNITY BANK	589439	
OK		Full Service	4196684	QUAD CITIES BRANCH	3907 16TH STREET	MOLINE	IL	61265	ROCK ISLAND	UNITED STATES	508185	2	ANDALUSIA COMMUNITY BANK	589439	

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Spector Properties, Inc.  
Chicago, IL  
Fiscal Year Ending July 31, 2015

Report Item 3: Securities Holders

(1)(a)(b)(c), (2)(a)(b)(c)

Current shareholders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year 7/31/2015			Shareholders not listed in Report Item 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 ending 7/31/2015		
(1)(a) Name (City, State, Country)	(1)(b) Country of Citizenship or Inc.	(1)(c) Number and Percentage of each class of Voting Securities	(2)(a) Name (City, State, Country)	(2)(b) Country of Citizenship or Inc.	(2)(c) Number and Percentage of each class of Voting Securities
Shelley Caesar & Steven D. Spector, Trustees, Phillip J. Spector GST Trust FBO Shelley Caesar Chicago, IL USA	USA	2,111 1/9 - 11.1111% Common Stock	N/A		
Steven Spector, Trustee for the Alan Spector GST Family Trust Chicago, IL USA	USA	6,333 1/3 - 33.3333% Common Stock			
Walter W. Spector Saratoga, CA USA	USA	1,583 1/3 - 8.3333% Common Stock			
Steven D. Spector Glenview, IL USA	USA	1,483 1/3 - 7.8070% Common Stock			
Andrew M. Spector Bexley, OH USA	USA	1,583 1/3 - 8.3333% Common Stock			
Nancy S. Spector Chicago, IL USA	USA	1,583 1/3 - 8.3333% Common Stock			

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Spector Properties, Inc.  
Chicago, IL  
Fiscal Year Ending July 31, 2015

Report Item 3: Securities Holders - Continued

(1)(a), (1)(b), (1)(c), (2)(a), (2)(b), (2)(c)

Current shareholders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 7/31/2015			Shareholders not listed in Report Item 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 ending 7/31/2015		
(1)(a) Name (City, State, Country)	(1)(b) Country of Citizenship or Inc.	(1)(c) Number and Percentage of each class of Voting Securities	(2)(a) Name & Address (City, State)	(2)(b) Country of Citizenship or Inc.	(2)(c) Number and Percentage of each class of Voting Securities
Steven D. Spector, Trustee, Walter W. Spector Dynasty Trust Chicago, IL USA	USA	1,055 59 – 5.5556 % Common Stock	N/A		
Steven D. Spector, Trustee, Steven D. Spector Dynasty Trust Chicago, IL USA	USA	1,055 59 – 5.5556 % Common Stock			
Steven D. Spector, Trustee, Nancy S. Spector Dynasty Trust Chicago, IL USA	USA	1,055 59 – 5.5556 % Common Stock			
Steven D. Spector, Trustee, Andrew M. Spector Dynasty Trust Chicago, IL USA	USA	1,055 59 – 5.5556 % Common Stock			

Annual Report of Holding Company  
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Spector Properties, Inc.  
Chicago, IL  
Fiscal Year Ending July 31, 2015

**Report Item 4: Insiders**

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation Other Than With HC	(3)(a) Title & Position With HC	(3)(b) Title & Position With Subsidiaries (Listed)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in HC	(4)(b) Percentage of Voting Securities 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)
Marcia G. Spector Rock Island, IL, USA	Investor	Director	Director (Andalusia Community Bank)	None	0%	1.832 % (Andalusia Community Bank)	33.33% Trustee/Member, Gordon Family Farms, LLC.
Steven D. Spector Glenview, IL, USA	Attorney/ CPA	Director, President, Treasurer, and Secretary	Chairman of the Board of Directors (Andalusia Community Bank)	Attorney/CPA, Steven Spector LLC; Trustee of General Partner, Spector Holdings, LP; Manager, Gordon Family Farms LLC; Co-Trustee of Members of SWAN Investors LLC; Manager of SWAN Family Farms, LLC	63.3627%*	13.020 %** (Andalusia Community Bank)	100% Member, Steven Spector LLC; 100% Trustee/General Partner, Spector Holdings, LP; 33.33% Trustee/Member, Gordon Family Farms LLC; 100% Co-Trustee/Members, SWAN Investors, LLC; 100% Co-Trustee/Members, SWAN Family Farms, LLC
Nancy S. Spector, Chicago, IL, USA	Marketing	Director	None	Marketing & Client Services Director, Steven Spector LLC; Secretary, SWAN Family Farms, LLC	8.3333%	1.916% (Andalusia Community Bank)	None
Shelley Caesar Fox River Grove, IL USA	None	None	None	None	11.1111%	0.594% (Andalusia Community Bank)	None

Percentages of voting shares have been calculated as follows:

\* 63.3627% = 7.8070% (Directly Owned by Steven D. Spector (SDS) + 33.3333% SDS, Trustee for Alan Spector GST Family Trust + 4\*5.5556 % SDS, Trustee for four [4] Spector Dynasty Trusts)

\*\* 13.02% = 3.328% (Directly Owned by Steven D. Spector (SDS) + 0.534% SDS, Trustee for Alan Spector GST Family Trust + 9.694% SDS, Trustee for four [4] Spector Dynasty Trusts)