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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, Michael L McGlasson

Name of the Holding Company Director and Official

SVP

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.*

*[Handwritten Signature]*

Signature of Holding Company Director and Official

03/30/2016

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 1247361  
 C.I. \_\_\_\_\_

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)

Reporter's Name, Street, and Mailing Address

Spring Bancorp, Inc.

Legal Title of Holding Company

3400 Wabash Av

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

Springfield

IL

62711

City

State

Zip Code

same

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Brenda Stroh

VP/Sec

Name

Title

217-241-6124

Area Code / Phone Number / Extension

217-391-6124

Area Code / FAX Number

bstroh@bankwithbos.com

E-mail Address

n/a

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

Revised  
**FORM FR Y-6**  
**SPRING BANCORP, INC.**  
**3400 WABASH AV.**  
**SPRINGFIELD, ILLINOIS 62711**  
**FISCAL YEAR ENDING DECEMBER 31, 2015**  
 LEI: N/A

REPORT ITEM

1. A. SPRING BANCORP, INC. IS NOT REQUIRED TO PREPARE FORM 10K WITH THE SEC.

1. B. SPRING BANCORP, INC. DOES PREPARE AN ANNUAL REPORT FOR ITS SHAREHOLDERS.  
 THE ANNUAL REPORT COPIES ARE ATTACHED.

2a. ORGANIZATIONAL CHART

BANK HOLDING CO.  
 SPRING BANCORP, INC.  
 SPRINGFIELD, ILLINOIS  
 INCORPORATED IN ILLINOIS  
 100%

SHARES AUTHORIZED COMMON STOCK 2,000,000 SHARES \$ 1.00 PAR VALUE	SHARES AUTHORIZED PREFERRED STOCK 20,840 SHARES \$ 1.00 PAR VALUE	SHARES OUTSTANDING COMMON STOCK 648,717 SHARES \$ 1.00 PAR VALUE	SHARES OUTSTANDING PREFERRED STOCK 6,240 SHARES \$1.00 PAR VALUE
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SUBSIDIARY BANK OF SPRINGFIELD SPRINGFIELD, ILLINOIS INCORPORATED IN ILLINOIS <p style="text-align: center;">100%</p>	
SHARES AUTHORIZED COMMON STOCK 900,732 SHARES \$ 1.00 PAR VALUE	SHARES OUTSTANDING COMMON STOCK 900,732 SHARES \$ 1.00 PAR VALUE

SUBSIDIARY SPRING BANCORP CAPITAL TRUST I SPRINGFIELD, IL. INCORPORATED IN DELAWARE <p style="text-align: center;">100%</p>	SUBSIDIARY CORNERSTONE TITLE GROUPE, LLC SPRINGFIELD, IL Limited Non-Managing INCORPORATED IN ILLINOIS <p style="text-align: center;">32.86%</p>
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No LEI for the above entities.

Results: A list of branches for your holding company: **SPRING BANCORP, INC. (1247361) of SPRINGFIELD, IL**.  
The data are as of **12/31/2014**. Data reflects information that was received and processed through **01/07/2015**.

**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)	248240	BANK OF SPRINGFIELD	2600 STEVENSON DRIVE	SPRINGFIELD	IL	62703	SANGAMON	UNITED STATES	248549	1	BANK OF SPRINGFIELD	248240	
OK		Full Service	4199069	BOS CHATHAM BANKING CENTER	1140 COMMERCIAL COURT, SUITE A	CHATHAM	IL	62629	SANGAMON	UNITED STATES	511981	6	BANK OF SPRINGFIELD	248240	
OK		Full Service	3752140	GLEN CARBON BRANCH	2160A SOUTH ILLINOIS ROUTE 157	GLEN CARBON	IL	62034	MADISON	UNITED STATES	Not Required	Not Required	BANK OF SPRINGFIELD	248240	
OK		Full Service	2625957	BOS JACKSONVILLE BANKING CENTER	303 WEST COLLEGE	JACKSONVILLE	IL	62650	MORGAN	UNITED STATES	44134	7	BANK OF SPRINGFIELD	248240	
OK		Full Service	3490518	JACKSONVILLE BRANCH	1701 WEST MORTON AVENUE	JACKSONVILLE	IL	62650	MORGAN	UNITED STATES	357889	2	BANK OF SPRINGFIELD	248240	
OK		Full Service	3892662	QUINCY BRANCH	1111 MAINE STREET	QUINCY	IL	62301	ADAMS	UNITED STATES	480473	5	BANK OF SPRINGFIELD	248240	
OK		Full Service	4199050	BOS METRO EAST BANKING CENTER	1770 FRANK SCOTT PARKWAY EAST	SHILOH	IL	62269-73	ST CLAIR	UNITED STATES	521876	8	BANK OF SPRINGFIELD	248240	
OK		Full Service	2462415	3400 WEST WABASH AVENUE BRANCH	3400 WEST WABASH AVENUE	SPRINGFIELD	IL	62711	SANGAMON	UNITED STATES	13306	0	BANK OF SPRINGFIELD	248240	
OK		Full Service	3490509	MADISON STREET BRANCH	850 EAST MADISON STREET	SPRINGFIELD	IL	62702	SANGAMON	UNITED STATES	363614	3	BANK OF SPRINGFIELD	248240	
OK		Full Service	249546	417 WEST NORTH STREET BRANCH	417 WEST NORTH STREET	STAUANTON	IL	62088	MACOUPIN	UNITED STATES	Not Required	Not Required	BANK OF SPRINGFIELD	248240	
OK		Full Service	3656015	SWANSEA BRANCH	1717 NORTH ILLINOIS STREET	SWANSEA	IL	62226	ST CLAIR	UNITED STATES	462021	4	BANK OF SPRINGFIELD	248240	

**FORM FR Y-6**  
**SPRING BANCORP, INC.**  
**12/31/2015**

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c)

Current Shareholders with ownership, control or holding of 5%  
 Or more with power to vote as of December 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
Marantz Investments LP Springfield, Ill. . Natalie Marantz and Jason Knoedler, General Partners	U.S.	145,660 Common stock 22.43%
Tom Marantz Revocable Trust Springfield, Ill. Tom Marantz, Trustee	U.S.	85,442 Common stock 13.16%
Tom E. Marantz, as Trustee for Marla Marantz Trust Jack A Marantz Exempt Marital Trust Jack A Marantz Non-Exempt Marital Trust Tom Marantz Trust Springfield, Ill.	U.S.	21,475 Common stock 3.31% 1,095 9,044 10,242 1,094
Tom E. Marantz (IRA) Springfield, Ill.	U.S.	4,165 Common stock 0.64%
Dorothy Ann Myers Trust Houston, TX Dorothy Ann Myers, Trustee	U.S.	59,149 Common stock 9.11%

Report Item 5: Shareholders

(2)

N/A

Form FR Y-6 December 31, 2015 Spring Bancorp Inc. 3400 Wabash Av., Springfield, IL 62711								
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)								
(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	List Names of other Companies (Includes partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)	
Names & Addresses (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Include names of subsidiaries)	Title & Position with Other Businesses (Include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (Include names of Subsidiaries)		
Tom Marantz Springfield, IL 62704 (US)	Banking	Chairman of Board	Chairman of Board,	None	0.64%	None	Marantz Investments LP 25.13%	
		CEO, President Director	CEO & Director Bank of Springfield		4,165 3.31%	Common- Direct	0	2160 Route 157, LLC 27%
Tom Marantz as Trustee for:								
Marlo Marantz Trust	Trust	Trustee			1,095	Common-	0	
Jack A Marantz Exempt Marital Trust	Trust	Trustee			9,044	Common-	0	
Jack A Marantz Non-Exempt Marital Trust	Trust	Trustee			10,242	Indirect	0	
Tom Marantz Trust Springfield, IL (US)	Trust	Trustee			1,094			
Tom Marantz Revocable Trust Springfield, IL (US)	N/A	Shareholder	N/A	N/A	13.16%	Common	0	None
					85,442			
Marantz Investments LP Springfield, IL (US)	N/A	Shareholder	N/A	N/A	22.43%	Common	0	None
					145,660			
Jerry Jennings Springfield, IL (US)	President- Property Management	Director/VP	Director Bank of Springfield	None	1.7727%	Common	0	Property Management 50% Several Trusts 50-100%
					11,511			
William Ken Lemaster Springfield, IL (US)	Retired - Aquatic Director Springfield Park District	Director/VP	Director Bank of Springfield	None	0.5775%	Common	0	None
					3,750			
Robert Cusick Springfield, Ill. (US)	Exec. Vice President & Chief Technical Officer Henson Professional Services	Director/VP	Director Bank of Springfield	None	0.3480%	Common	0	None
					2260			
Rick J Moore Springfield, IL (US)	President Consumer Mkt. Div, Performance Matters Assoc Conseco Companies	Director/VP	Director Bank of Springfield	None	1.4105%	Common	0	None
					9159			
Michael McGlasson Springfield, IL (US)	Banking	Director SVP	President & Director Bank of Springfield	None	1.4245%	Common	0	None
					9250			
Michael Aiello Springfield, IL (US)	President- RW Troxell & Co.	Director/VP	Director Bank of Springfield	None	0.0080%	Preferred	0	RW Troxell 38%
					520			
John Andrew Davis Springfield, IL (US)	President & Owner Davis Financial Group	Director/VP	Director Bank of Springfield	None	0.5794%	Preferred Common	0	The Computer Department Inc. 49% J. A Davis Financial, Inc. 100% Diversified Services 100%
					520 3710			

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	Companies (Includes partnerships) If 25% or more of voting securities are held (List names of companies and % of voting securities held)
Names & Addresses (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Include names of subsidiaries)	Title & Position with Other Businesses (Include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (Include names of Subsidiaries)	
Jason Knoedler Springfield, IL (US)	Banking	Director/VP	VP/Director Bank of Springfield	None	0.4900% 3182 Common	0	None
Barry Seidman Springfield, IL (US)	President- Central IL Home Furnishings, LLC	Director/VP	Director Bank of Springfield	None	0.0770% 500 Common	0	Bamey's Furniture Inc 75% Central Illinois Home Furnishings, LLC 60% BSEIDX2, LLC 50% SX4, LLC 50%
Sandra Hilst Springfield, IL (US)	President and Owner La-Z-Boy Furniture Galleries of Central Il	Director/VP	SVP/Director Bank of Springfield	None	0.0000% 0 Common	0	La-Z-Boy Furniture Galleries 100%
Richard McCord Springfield, IL (US)	Banking	Director/VP	Director Bank of Springfield	None	0.8079% 5246 Common	0	None
Reinaldo Carrion Stanton, IL (US)	Retail-Banking	Director/VP	Director Bank of Springfield	None	0.1414% 918 Common	0	None
Michael J. Pence Springfield, IL (US)	Banking	SVP	LVP Bank of Springfield	None	1.0303% 6690 Common	0	PJs Properties 50%
Brenda Stroh Springfield, IL (US)	Banking	Secretary/Treasurer VP	Sr. Vice President/CFO Bank of Springfield	None	0.1540% 1000 Common	0	None
Robert Cockrell Jacksonville, IL (US)	Banking	VP	VP Bank of Springfield	None	0.0886% 675 Common	0	None