

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, Gordon J. Virgo
 Name of the Holding Company Director and Official
President & Chairman
 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]
 Signature of Holding Company Director and Official
2-19-16
 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. _____

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
Spring Valley Bancorp, Inc.
 Legal Title of Holding Company
315 N Cornelia St
 (Mailing Address of the Holding Company) Street / P.O. Box
Spring Valley IL 61362
 City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Laura Anderson VP/Cashier
 Name Title
815-663-2211
 Area Code / Phone Number / Extension
815-664-2800
 Area Code / FAX Number
landerson@svcb.com
 E-mail Address

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:

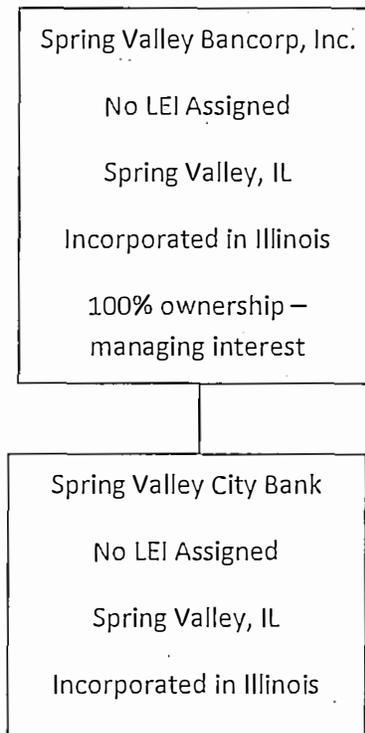
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

FR Y-6 Report
FYE 12/31/2015
Spring Valley Bancorp, Inc.
Spring Valley, IL

Report Item 1: The bank holding company prepares and annual report for its securities holders. Two copies are enclosed.

Report Item 2(a):



Report Item 2(b): Verification submitted via e-mail on January 22, 2016.

Results: A list of branches for your depository institution: **SPRING VALLEY CITY BANK (ID_RSSD: 452841)**.
 This depository institution is held by **SPRING VALLEY BANCORP, INC. (1139596)** of **SPRING VALLEY, 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://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)	452841	SPRING VALLEY CITY BANK	315 NORTH CORNELIA STREET	SPRING VALLEY	IL	61362	BUREAU	UNITED STATES	7680	0	SPRING VALLEY CITY BANK	452841	

FR Y-6 Report
 FYE 12/31/13
 Spring Valley Bancorp, Inc.
 Spring Valley, IL

Report Item 3: Securities Holders
 (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 fo fiscal year ending 12/31/13			Securities holders not listed in 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 12/31/13		
(1)(a) Name City, State	(1)(b) Country or Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country or Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Malooley Family	USA	2,954 - 8.70% Common Stock	N/A	N/A	N/A
Ronald M Malooley Rev Trust Spring Valley, IL					
Dorothy A Malooley Rev Trust Spring Valley, IL					
Marsha Mary Malooley Elmhurst, IL					
Melanie Malooley Thompson Spring Valley, IL					
Kelsey J Thompson Spring Valley, IL					
Keeley M Thompson Spring Valley, IL					
Tyler J Thompson Spring Valley, IL					
Lust Family	USA	2,772 - 8.16% Common Stock			
James F & Billie J Taylor Living Trust Spring Valley, IL					
Billie Jean Taylor Spring Valley, IL					
Elizabeth A Taylor Dornik Champaign, IL					
Andrew J Taylor Spring Valley, IL					

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 FYE 12/31/15
 Spring Valley Bancorp, Inc.
 Spring Valley, IL

Report Item 3: Securities Holders (continued)

(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 fo fiscal year ending 12/31/13			Securities holders not listed in 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 12/31/13		
(1)(a) Name City, State, Country	(1)(b) Country or Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country or Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Sitterly Family Lyle Sitterly, Jr Spring Valley, IL Nancy S Sitterly Spring Valley, IL	USA	2,535 - 7.46% Common Stock	N/A	N/A	N/A
Schweickert Family Douglas J Schweickert Peru, IL Rorie J Schweickert Peru, IL Hildi C Grivetti Spring Valley, IL Gerald G Schweickert TTEE Ladd, IL Lynn M Jakse TTEE Ladd, IL Judith Schweickert Rev Trust Fishers, IN Michael Schweickert Suc TTEE Fishers, IN Susan Matteson Suc TTEE Fishers, IN	USA	2,411 - 7.10% Common Stock			
Lukancic Family Louis P Lukancic Spring Valley, IL Barbara J Lukancic TTEE Spring Valley, IL Carolyn Lukancic Ann Arbor, MI Steven P Lukancic Peru, IL Louis R Lukancic Spring Valley, IL	USA	2,000 - 5.89% Common Stock			

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 Spring Valley Bancorp, Inc.
 Spring Valley, IL

Report Item 3: Securities Holders (continued)

(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 12/31/13			Securities holders not listed in 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 12/31/13		
(1)(a) Name City, State, Country	(1)(b) Country or Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country or Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Lukancic Family (continued)			N/A	N/A	N/A
Mary T Lukancic River Forest, IL					
Paula J Lukancic Oak Park, IL					
Patricia A Ufanich-Lukancic TTEE Peru, IL					
Elias Lukancic Heanue Manchester, MA					
Catherine Lukancic Heanue Manchester, MA					
Oscar Lukancic Heanue Manchester, MA					
Samuel Lukancic Heanue Manchester, MA					
Grace Elizabeth Hopkins Ann Arbor, MI					
Hannah G Hopkins Ann Arbor, MI					
Sarah Ann Lukancic Peru, IL					
Emma Marie Salvino River Forest, IL					
Peter Secondo Salvino River Forest, IL					
Catherine A Lukancic Peru, IL					

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 Spring Valley Bancorp, Inc.
 Spring Valley, IL

Report Item 3: Securities Holders (continued)

(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 12/31/13

Securities holders not listed in 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 12/31/13

(1)(a) Name City, State, Country	(1)(b) Country or Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country or Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Malooley Family Sadie M Malooley Trust Spring Valley, IL Janet Malooley Trust Chicago, IL Matthew N Fulkerson Raleigh, NC Randall R Fulkerson Raleigh, NC Gabriel J Leonard Spring Valley, IL Jeannie L Leonard Spring Valley, IL Kim D Leonard Spring Valley, IL Liam Edward Fulkerson Raleigh, NC Alexis M Turner Raleigh, NC Mark B Turner Raleigh, NC Jennifer Sanger Fulkerson Raleigh, NC Angelena A Leonard Spring Valley, IL Christopher G Leonard Wichita, KS Melissa Leonard Wichita, KS Mary J Walters Ford Chicago, IL Carole L Walters Ball Trust - Carole L Ball Trustee Chicago, IL	USA	1,790 - 5.27% Common Stock	N/A	N/A	N/A

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 Spring Valley Bancorp, Inc.
 Spring Valley, IL

Report Item 4: Insiders

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

(1) Name City, State Country	(2) Principal Occupation if other than with 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 Securities in Bank Holding Company	(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 or percentage of voting securities held)
Steven P. Lukancic Peru, IL USA	Physician	Director	Director (Spring Valley City Bank)	Member, Hospital Radiology Services, SC	0.59%	N/A	20% Hospital Radiology Services, SC
Rorie J. Schwelckert Peru, IL USA	Certified Public Accountant	Director, Vice President, Asst. Secretary, and Asst. Treasurer	Director (Spring Valley City Bank)	Owner, Rorie J. Schwelckert C.P.A.	3.17%	N/A	100% Rorie J. Schwelckert CPA
Gordon J. Virgo Spring Valley, IL USA	Retired Bank President	Director, Chairman of Board, and President	Director and Chairman of Board (Spring Valley City Bank)	N/A	0.81%	N/A	N/A
Lyle C. Sitterly Spring Valley, IL USA	Aggregate Business	Director	Director (Spring Valley City Bank)	President & Director, E S & G Leasing, Inc. Member, QP Holdings, LLC Member, Sitterly Farms, LLC Partner, Cannon Farm Venture, LLC Partner, Sycamore Partners Director, TCI, Inc. Member, Sheridan Specialty Holdings, LLC Manager, Illinois River Properties, LLC Member, Heritage Harbor Ottawa Resort Dev. LLC Member, Heritage Harbor Hospitality LLC Manager, Western Aggregates LLC SF Farms, LLC Hawthorne Real Estate, LLC Member, Heritage Harbor Development LLC	6.18%	N/A	100% E S & G Leasing, LLC 100% QP Holdings, LLC 100% Sitterly Farms, LLC 50% Cannon Farm Venture, LLC 50% Sycamore Partners 100% Sheridan Specialty Holdings, LLC 100% Illinois River Properties, LLC 50% Heritage Harbor Ottawa Resort Dev. LLC Heritage Harbor Hospitality, LLC 50% Western Aggregates LLC 100% SF Farms, LLC 100% Hawthorne Real Estate, LLC 50% Heritage Harbor Development LLC
Stephen L. Bonucci Princeton, IL USA	Farm Manager	Director	Director (Spring Valley City Bank)	Bonucci Farms Partnership Bonucci Farms, LLC LaBarre Plantation Partnership	0.06%	N/A	N/A
Eugene A. Mercier Spring Valley, IL USA	Insurance Agent	Director	Director (Spring Valley City Bank)	Member, Transcom Insurance Agency, LLC	2.32%	N/A	100% Transcom Insurance Agency, LLC
Ronald M. Malooley Spring Valley, IL USA	Real Estate Appraiser	Director and Secretary	Director and Secretary of Board of Dir. (Spring Valley City Bank)	Owner, Malooley Appraisal Service	2.88%	N/A	100% Malooley Appraisal Service
Matthew E. Merboth LaSalle, IL USA	Bank President	Director	Director (Spring Valley City Bank)	N/A	0.01%	N/A	N/A