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Board of Governors of the Federal Reserve System



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1 2014

Annual Report of Bank Holding Companies—FR Y-6

Supervision, Regulation and
Credit Department

Supervision, Regulation and
Credit Department

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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):

June 30, 2014

Month / Day / Year

I, **Todd M. Tallman**

Name of the Bank Holding Company Director and Official

President & CEO

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Green Valley Bancorp, MHC

Legal Title of Bank Holding Company

253 Main Street

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

Southbridge

MA

01550

City

State

Zip Code

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Todd M. Tallman

President & CEO

Name

Title

800-939-9103

Area Code / Phone Number / Extension

508-764-4324

Area Code / FAX Number

ttallman@southbridgesavingsbank.com

E-mail Address

www.southbridgesavingsbank.com

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

Signature of Bank Holding Company Director and Official

Date of Signature

For bank 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 **3723216/627407**

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

For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

Green Valley Bancorp, MHC

Legal Title of Subsidiary Bank Holding Company

253 Main Street

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

Southbridge	MA	01550
City	State	Zip Code

Physical location (if different from mailing address)

Green Valley Bancorp, Inc.

Legal Title of Subsidiary Bank Holding Company

253 Main Street

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

Southbridge	MA	01550
City	State	Zip Code

Physical location (if different from mailing address)

Southbridge Savings Bank

Legal Title of Subsidiary Bank Holding Company

253 Main Street

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

Southbridge	MA	01550
City	State	Zip Code

Physical location (if different from mailing address)

SSB Securities Corp.

Legal Title of Subsidiary Bank Holding Company

253 Main Street

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

Southbridge	MA	01550
City	State	Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City	State	Zip Code
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Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City	State	Zip Code
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Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City	State	Zip Code
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Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

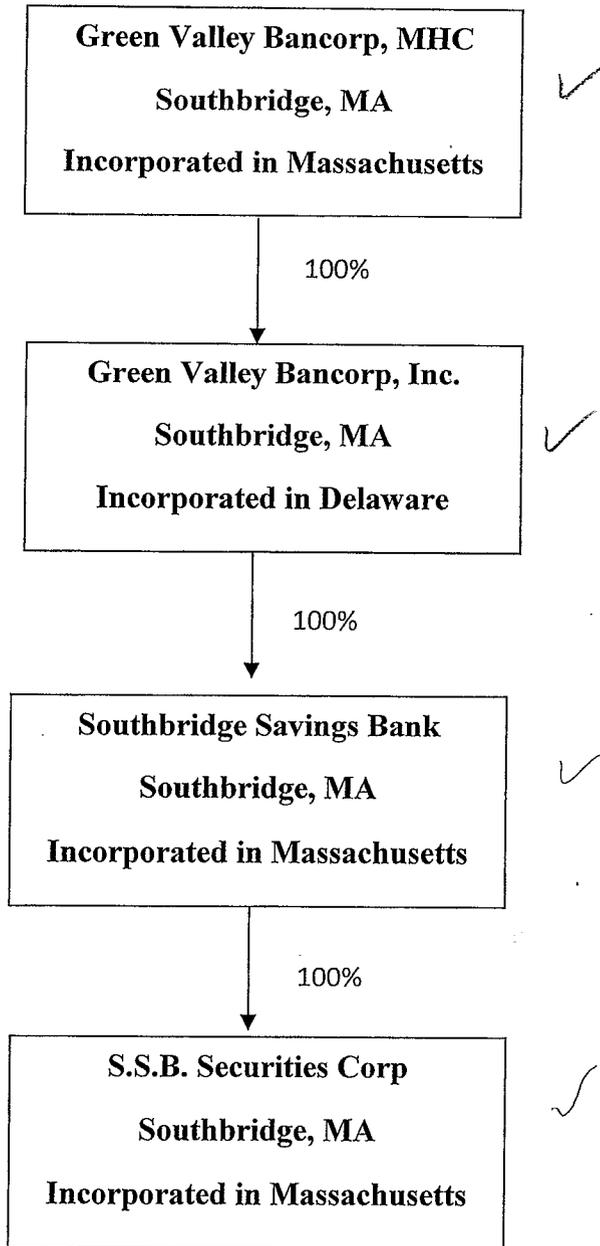
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

City	State	Zip Code
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Physical location (if different from mailing address)

Report Item

1. The bank holding company prepares an annual report. Two copies will be sent under a separate cover.
- 2.a. Organizational Chart



Results: A list of branches for your depository institution: SOUTHBRIIDGE SAVINGS BANK (ID_RSSD: 627407).
 This depository institution is held by GREEN VALLEY BANKCORP, MHC (3723216) of SOUTHBRIIDGE, MA.
 The data are as of 05/30/2014. Data reflects information that was received and processed through 07/05/2014.

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
Change ✓	12/5/2012	Full Service (Head Office)	627407	SOUTHBRIIDGE SAVINGS BANK	253 MAIN ST	SOUTHBRIIDGE	MA	01550	WORCESTER	UNITED STATES	16477	0	SOUTHBRIIDGE SAVINGS BANK	627407	
		Full Service	381802	CHARLTON BRANCH	2 CENTER DEBOT ROAD	CHARLTON	MA	01507	WORCESTER	UNITED STATES	291461	2	SOUTHBRIIDGE SAVINGS BANK	627407	
		Full Service	3194562	HOLDEN BRANCH	1073 MAIN STREET	HOLDEN	MA	01520	WORCESTER	UNITED STATES	419162	10	SOUTHBRIIDGE SAVINGS BANK	627407	
		Full Service	3711585	NORTH OXFORD BRANCH	64 LECESTER STREET	NORTH OXFORD	MA	01537	WORCESTER	UNITED STATES	469975	13	SOUTHBRIIDGE SAVINGS BANK	627407	
		Full Service	210108	SOUTHBRIIDGE PLAZA BRANCH	495 EAST MAIN STREET	SOUTHBRIIDGE	MA	01550	WORCESTER	UNITED STATES	256415	3	SOUTHBRIIDGE SAVINGS BANK	627407	
		Full Service	2480213	SPENCER BRANCH	70 WEST MAIN STREET	SPENCER	MA	01566	WORCESTER	UNITED STATES	256416	4	SOUTHBRIIDGE SAVINGS BANK	627407	
		Full Service	2970885	STURBRIDGE BRANCH	200 CHARLTON ROAD	STURBRIDGE	MA	01562	WORCESTER	UNITED STATES	291460	1	SOUTHBRIIDGE SAVINGS BANK	627407	
		Full Service	2738080	WEBSTER BRANCH	86 WORCESTER ROAD	WEBSTER	MA	01570	WORCESTER	UNITED STATES	256418	6	SOUTHBRIIDGE SAVINGS BANK	627407	
		Full Service	2726537	WORCESTER BRANCH	70 WEST BOWLSTON STREET	WORCESTER	MA	01608	WORCESTER	UNITED STATES	256417	5	SOUTHBRIIDGE SAVINGS BANK	627407	

3. Securities Holders

NONE

Form FR Y-6
Green Valley Bancorp, MHC
Fiscal Year Ending June 30, 2014

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State	(2) Principal Occupation if other than 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 of 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)
Richard A. Bouvier North Brookfield, MA	Retired	Director	Director (Southbridge Savings Bank) (Green Valley Bancorp, Inc.)	N/A	N/A	N/A	N/A
William E. Broughton Sturbridge, MA	Licensed insurance agent	Director	Director (Southbridge Savings Bank) (Green Valley Bancorp, Inc.)	licensed insurance agent	N/A	N/A	N/A
John Q. Colognesi Charlton, MA	Metal fabrication firm	Director, Chairman	Director, Chairman (Southbridge Savings Bank) (Green Valley Bancorp, Inc.)	Southbridge Sheet Metal Works, Vice President	N/A	N/A	N/A
Anthony J. DeTarando Webster, MA	Fiber Optics firm	Director	Director (Southbridge Savings Bank) (Green Valley Bancorp, Inc.)	Incom, Inc., Vice President	N/A	N/A	N/A
Anthony M. DeTarando Sturbridge, MA	Fiber Optics firm	Director, Vice Chairman	Director, Vice Chairman (Southbridge Savings Bank) (Green Valley Bancorp, Inc.)	Incom, Inc., President	N/A	N/A	N/A
Janet E. Garon Sturbridge, MA	Retired	Director,	Director (Southbridge Savings Bank) (Green Valley Bancorp, Inc.) Corporate Secretary (Green Valley Bancorp, Inc.)	N/A	N/A	N/A	N/A
Reed V. Hillman Sturbridge, MA	Asst Professor	Director	Director (Southbridge Savings Bank) (Green Valley Bancorp, Inc.)	Chairman Criminal Justice Dept. Mt. Wachusett Community College	N/A	N/A	N/A
John M. McGlone Woodstock, CT	Realtor	Director	Director (Southbridge Savings Bank) (Green Valley Bancorp, Inc.)	McGlone Realty, Owner	N/A	N/A	N/A
Robert B. Muenzberg, Jr. Charlton, MA	Insurance company	Director	Director (Southbridge Savings Bank) (Green Valley Bancorp, Inc.)	McGrath Insurance Regional Vice President, Sales	N/A	N/A	N/A
Alan S. Peppel Charlton, MA	Cutlery manufacturing	Director	Director (Southbridge Savings Bank) (Green Valley Bancorp, Inc.)	Dexter-Russell, Inc. President	N/A	N/A	N/A
Philip Pettinelli Southbridge, MA	Retired	Director	Director (Southbridge Savings Bank) (Green Valley Bancorp, Inc.)	N/A	N/A	N/A	N/A

Raymond C. Rohr Webster, MA	Retired	Director	Director (Southbridge Savings Bank) (Green Valley Bancorp, Inc.)	N/A	N/A	N/A	N/A	N/A
Todd M. Tallman Ashland, MA	N/A	Director President	President & CEO (Southbridge Savings Bank) President & Treasurer (Green Valley Bancorp, Inc.)	N/A	N/A	N/A	N/A	N/A
Ronald J. Vairo Southbridge, MA	Investment Advisor	Director	Director (Southbridge Savings Bank) (Green Valley Bancorp, Inc.)	Self Employed	N/A	N/A	N/A	N/A
James H. Waddick Sturbridge, MA	Lens blank molding company	Director	Director (Southbridge Savings Bank) (Green Valley Bancorp, Inc.)	United Lens, Vice President	N/A	N/A	N/A	N/A