

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Michael C. Spragg

Name of the Holding Company Director and Official

Administrative Committee Member

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.

Michael C. Spragg, Chairman, Pres. & CEO

Signature of Holding Company Director and Official

07/13/2018

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. _____

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2017

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

Old Fort Banking Company ESOP & 401-K Plan

Legal Title of Holding Company

P.O. Box 88, 8034 Main St.

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

<u>Old Fort</u>	<u>OH</u>	<u>44861</u>
City	State	Zip Code

8034 Main St, Old Fort, OH 44861

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Joseph Berger Controller

Name Title

419-580-2138

Area Code / Phone Number / Extension

419-447-6190

Area Code / FAX Number

jberger@oldfortbank.com

E-mail Address

www.oldfortbank.com

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

Is confidential treatment requested for any portion of this report submission? ☐ No ☒ Yes

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report ☐
2. a letter justifying this request has been provided separately ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

For Use By Tiered Holding Companies

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

<p>Gillmor Financial Services, Inc.</p> <p>Legal Title of Subsidiary Holding Company</p> <p>P.O. Box 88, 8034 Main St.</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>Old Fort OH 44861</p> <p>City State Zip Code</p> <p>8034 Main St., Old Fort, OH 44861</p> <p>Physical Location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>
<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>
<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>
<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>

Item 1. Old Fort Banking Company ESOP & 401-K Plan does not prepare an Annual Report.

Annual Report for Gillmor Financial Services, Inc. is included with the FR Y-6 report.

Item 2. Organizational Chart

OLD FORT BANKING COMPANY ESOP & 401-K PLAN (1)
OLD FORT, OH
Incorporated in Ohio

GILLMOR FINANCIAL SERVICES, INC. (1)
OLD FORT, OH
Incorporated in Ohio
Ownership: 47%

THE OLD FORT BANKING COMPANY - LEI 549300AWVW2ZYIVA5297
Old Fort, OH
Incorporated in Ohio
Ownership: 100%

OLD FORT PROPERTIES, LLC (1)
Old Fort, OH
Incorporated in Ohio
Ownership: 100%
Managing

Item 2b: Domestic Branch Listing:

Sent Electronically

Results: A list of branches for your depository institution **OLD FORT BANKING COMPANY, THE (ID_RSSD 564324)**.
This depository institution is held by **OLD FORT BANKING COMPANY EMPLOYEE STOCK OWNERSHIP AND 401-K PLAN (4902465)** of **OLD FORT, OH**.
The data are as of **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

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)	564324	OLD FORT BANKING COMPANY, THE	8034 MAIN STREET	OLD FORT	OH	44861	SENECA	UNITED STATES	Not Required	Not Required	OLD FORT BANKING COMPANY, THE	564324	
ok		Full Service	307222	BETTSVILLE BRANCH	238 STATE STREET	BETTSVILLE	OH	44815	SENECA	UNITED STATES	Not Required	Not Required	OLD FORT BANKING COMPANY, THE	564324	
ok		Full Service	3668175	CLYDE BRANCH	651 WEST MCPHERSON HIGHWAY	CLYDE	OH	43410	SANDUSKY	UNITED STATES	Not Required	Not Required	OLD FORT BANKING COMPANY, THE	564324	
ok		Full Service	4393737	SUGARCREEK TWP. BRANCH	6430 WILMINGTON PIKE	DAYTON	OH	45459	GREENE	UNITED STATES	Not Required	Not Required	OLD FORT BANKING COMPANY, THE	564324	
ok		Full Service	3823611	FINDLAY FINANCIAL CENTER BRANCH	15030 FLAG CITY DRIVE	FINDLAY	OH	45840	HANCOCK	UNITED STATES	Not Required	Not Required	OLD FORT BANKING COMPANY, THE	564324	
ok		Full Service	3668193	FOSTORIA BRANCH	599 PLAZA DRIVE	FOSTORIA	OH	44830	WOOD	UNITED STATES	Not Required	Not Required	OLD FORT BANKING COMPANY, THE	564324	
ok		Full Service	3668184	FREMONT BRANCH	300 WEST STATE STREET	FREMONT	OH	43420	SANDUSKY	UNITED STATES	Not Required	Not Required	OLD FORT BANKING COMPANY, THE	564324	
ok		Full Service	2357708	DOWNTOWN TIFFIN BRANCH	33 E MARKET ST.	TIFFIN	OH	44883	SENECA	UNITED STATES	Not Required	Not Required	OLD FORT BANKING COMPANY, THE	564324	
ok		Full Service	1356964	TIFFIN BRANCH	634 WEST MARKET ST.	TIFFIN	OH	44883	SENECA	UNITED STATES	Not Required	Not Required	OLD FORT BANKING COMPANY, THE	564324	

ANNUAL REPORT OF BANK HOLDING COMPANY - FR Y-6 AS OF 12/31/17

Item 3 (1) Shareholders

List each shareholder, of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the bank holding company.

Old Fort Banking ESOP & 401-K Plan

Name Address	Country of Citizenship	Number of Common Shares	Percentage
Alerus Financial, N.A. Minnetonka, MN, USA	USA	122,600	47.2%

Gilmor Financial Services, Inc.

Name Address	Country of Citizenship	Number of Common Shares	Percentage
Old Fort Banking Company Employee Stock Ownership and 401K Plan Old Fort, OH	USA	122,600	47.2%
Dianne G. Krumsee Powel, OH	USA	31,345	12.06%

ANNUAL REPORT OF BANK HOLDING COMPANY - FR Y-6 AS OF 12/31/17

Item 3 (2)

Old Fort Banking ESOP & 401-K Plan

Name Address	Country of Citizenship	Number of Common Shares	Percentage
None			

Gillmor Financial Services, Inc.

Name Address	Country of Citizenship	Number of Common Shares	Percentage
None			

Form FR Y-6

Old Fort Banking Company ESOP & 401-K Plan
31-Dec-17

Report Item 4: Insiders

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

***Instructions: Please complete all items in red, in addition to including all applicable insiders for Items 1, 2, 3, and 4 for each holding company in your organization. If a certain item is not applicable to an insider, please include "None" or "N/A."

***Data Entry Tip: If you would like to add a line break within an individual cell, select Alt + Enter at the space where you would like the line break.

Institution's Note: (If you would like to include a note, please add it here.)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Companies (include names of other companies)	(4)(a) Percentage of Voting Shares in 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)
Michael C. Spragg, Findlay, OH, USA	President / CEO - Old Fort Banking Company	Administrative Committee Member	Director / President , CEO, Treasurer & Secretray , Gillmor Financial Services Director / President & CEO, Old Fort Banking Company	N/A	N/A	Gillmor Financial Services - .64%	N/A
Jon C. Ballinger, Findlay, OH, USA	President / Ballinger Industries	Administrative Committee Member	Director, Gilmor Financial Services Director , Old Fort Banking Company	President / Ballinger Industries Partner / Ballinger Family Partnership	N/A	Gillmor Financial Services - .69%	Ballinger Industries - 70%
Michael D. Daniel, Tiffin, OH, USA	COO / CFO - Old Fort Banking Company	Chariman & Administrative Committee Member	CFO / COO, Asst. Sectretary & Treasurer, Gillmor Financial Services COO / CFO, Old Fort Banking Company	N/A	N/A	Gillmor Financial Services - .21%	N/A
Joseph W. Berger, Fremont, OH, USA	Vice-President / Controller - Old Fort Banking Company	Administrative Committee Member	VP / Controller, Gillmor Financial Services VP / Controller, Old Fort Banking Company	N/A	N/A	Gillmor Financial Services - .04%	N/A
Alerus Financial, N.A., Minnetonka, MN, USA	N/A	Trustee	N/A	N/A	47.17%	N/A	N/A

Form FR Y-6

Gillmor Financial Services, Inc.
31-Dec-17

Report Item 4: Insiders

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

***Instructions: Please complete all items in red, in addition to including all applicable insiders for Items 1, 2, 3, and 4 for each holding company in your organization. If a certain item is not applicable to an insider, please include "None" or "N/A."

***Data Entry Tip: If you would like to add a line break within an individual cell, select Alt + Enter at the space where you would like the line break.
Institution's Note: (If you would like to include a note, please add it here.)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Companies (include names of other companies)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in 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
Dianne G. Krumsee, Powel, OH, USA	N/A	Chairman / Director	Chairman / Director, Old Fort Banking Company	N/A	12.06%	N/A	N/A
Michael C. Spragg, Findlay, OH, USA	President / CEO - Old Fort Banking Company	Director / President & CEO, Secretary & Treasurer	Director / President & CEO	N/A	0.64%	N/A	N/A
Dr. Wade Young, Fremont, OH, USA	Ophthalmologist - Wade E. Young, MD, Inc.	Director	Director, Old Fort Banking Company	President / Wade E. Young, MD Inc.	4.11%	N/A	Wade E. Young, MD Inc. - 100%
George Kidd, Jr., Hancock, NH, USA	Retired - President Emeritus Tiffin Univ.	Director	Director, Old Fort Banking Company	N/A	0.17%	N/A	N/A
Andrew Felter, Tiffin, OH USA	President / CEO - Webster Industries, Inc.	Director	Director, Old Fort Banking Company	President / CEO - Webster Industries, Inc.	0.00%	N/A	Webster Industries Inc. - 14%
William D. Tea, Clyde, OH, USA	President / Town & Country RV Center	Director	Director, Old Fort Banking Company	President / Town & Country RV Center, Inc. Partner / WDM Properties, LLP Partner / B&B Properties, LLP Partner / Tea's Mobile Home Estates Partner / P.A.T., LLC	0.83%	N/A	Town & Country RV Center, Inc - 50% WDM Properties, LLP - 33% B&B Properties, LLP - 50% Tea's Mobile Home Estates - 33% P.A.T. LLC - 50%
James G. Kordik, Oakwood, OH< USA	General Partner / Rogers & Greenberg, LLP	Director	Director, Old Fort Banking Company	General Partner / Rogers & Greenberg, LLP	0.00%	N/A	Rogers & Greenberg, LLP - 16.67%
Jon C. Ballinger, Findlay, OH, USA	President / Ballinger Industries	Director	Director, Old Fort Banking Company	President / Ballinger Industries Partner / Ballinger Family Partnership	0.69%	N/A	Ballinger Industries - 70%
Michael D. Daniel, Tiffin, OH, USA	COO / CFO - Old Fort Banking Company	CFO / COO, Asst. Secretary & Treasurer	COO / CFO, Old Fort Banking Company	N/A	0.21%	N/A	N/A
Mark M. Malone, Lima, OH, USA	Executive VP - Old Fort Banking Company	N/A	Executive VP - Old Fort Banking Company	N/A	0.00%	N/A	N/A
W. David Walton, Xenia, OH USA	Executive VP - Old Fort Banking Company	N/A	Executive VP - Old Fort Banking Company	N/A	0.00%	N/A	N/A
Old Fort Banking Company Employee Stock Ownership and 401K Plan, Old Fort, OH, USA	N/A	Principle Shareholder	N/A	N/A	47.17%	N/A	N/A