

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.

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.

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.

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

December 31, 2018

Month / Day / Year

n/a

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

Reporter's Name, Street, and Mailing Address

Sutton Bancshares, Inc.

Legal Title of Holding Company

1 South Main Street, PO Box 505

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

Attica OH 44807

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

J. Anthony Gorrell Treasurer

Name Title

419-426-6269

Area Code / Phone Number / Extension

419-426-3041

Area Code / FAX Number

tgorrell@suttonbank.com

E-mail Address

n/a

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

I, J. Anthony Gorrell

Name of the Holding Company Director and Official

Treasurer

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 of Holding Company Director and Official

03/28/2019

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 1139500  
 C.I. \_\_\_\_\_

Is confidential treatment requested for any portion of this report submission?  0=No  1=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."

Sutton Bancshares, Inc.  
Attica, Ohio  
FR Y-6 Report Items  
12/31/18

- |             |     |   |
|-------------|-----|---|
| Report Item | 1   | Sutton Bancshares, Inc. prepares an annual report for it's shareholders. Two copies are enclosed.   |
|             | 2a. | Sutton Bancshares, Inc. 1 South Main Street, Attica, Ohio 44807 owns 100% of the voting stock of Sutton Bank. Sutton Bank is located at 1 South Main Street, Attica, Ohio 44807. Sutton Bancshares, Inc. owns no other subsidiaries. Sutton Bancshares, Inc. does not have a Legal Entity Number (LEI). Sutton Bank has a LEI number which is 549300KYZ21NWSUOYP36.<br><br>Sutton Bancshares, Inc. and Sutton Bank are both incorporated in Ohio. |
|             | 2b. | See attached  |
|             | 3.1 | See attached  |
|             | 3.2 | None  |
|             | 4   | See attached  |

Item 2 (b)

Results: A list of branches for your depository institution: SUTTON BANK (ID\_RSSD: 110413).  
 This depository institution is held by SUTTON BANCSHARES, INC. (1134500) of ATTICA, OH.  
 The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

**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)	110413	SUTTON BANK	1 SOUTH MAIN STREET	ATTICA	OH	44807	SENECA	UNITED STATES	Not Required	Not Required	SUTTON BANK	110413	
ok		Full Service	2949925	ASHLAND CLAREMONT BRANCH	1804 CLAREMONT AVE.	ASHLAND	OH	44805	ASHLAND	UNITED STATES	Not Required	Not Required	SUTTON BANK	110413	
ok		Full Service	3657281	EAST MAIN STREET BRANCH	1521 EAST MAIN STREET	ASHLAND	OH	44805	ASHLAND	UNITED STATES	Not Required	Not Required	SUTTON BANK	110413	
ok		Full Service	3919439	MANSFIELD LEXINGTON AVE BRANCH	595 LEXINGTON AVENUE	MANSFIELD	OH	44907	RICHLAND	UNITED STATES	Not Required	Not Required	SUTTON BANK	110413	
ok		Full Service	3313206	MANSFIELD ONTARIO BRANCH	863 NORTH LEXINGTON-SPRINGMILL ROAD	MANSFIELD	OH	44907	RICHLAND	UNITED STATES	Not Required	Not Required	SUTTON BANK	110413	
ok		Full Service	2289715	NEW LONDON OFFICE	51 PARK AVENUE	NEW LONDON	OH	44851	HURON	UNITED STATES	Not Required	Not Required	SUTTON BANK	110413	
ok		Full Service	4720230	TIFFIN BRANCH	709 W MARKET ST	TIFFIN	OH	44883-2519	SENECA	UNITED STATES	Not Required	Not Required	SUTTON BANK	110413	
ok		Full Service	2233549	WILLARD BRANCH	301 EAST WALTON STREET	WILLARD	OH	44890	HURON	UNITED STATES	Not Required	Not Required	SUTTON BANK	110413	

Sutton Bancshares, Inc.  
Attica, Ohio  
FR Y-6 Report Item 3(1)  
12/31/18

Jerrold W. Eitle  
Attica, Ohio  
Citizenship: USA  
Shares: 15,142 / 5.99%

Sutton State Bank 401(k) Savings Plan / ESOP  
Attica, Ohio  
Country of Incorporation: USA  
Shares: 35,397 / 14.01%

Sutton Bancshares, Inc.  
Attica, Ohio  
FR Y-6 Report Item 4  
12/31/18

Name / City / State	Title-Holding Company Title-Sutton Bank	Shares Ownership	Occupation (Other than with BHC)	4(c) Occupation Ownership %
Eric A. Gillett Attica, Ohio	Director, President-SBS Director, Chairman & CEO-SB	2.34%	None	N/A
J. Anthony Gorrell Tiffin, Ohio	Director, Treasurer-SBS Director, EVP & CFO-SB	0.74%	None	N/A
Donald L. Mennel Fostoria, Ohio	Director/Chairman-SBS Director-SB	3.24%	Chairman Mennel Milling	N/A
Matthew C. Roberts, PhD Worthington, Ohio	Director-SBS Director-SB	0.04%	Owner Kernmantle Group LLC	100%
Thomas Showman Willard, Ohio	Director, Vice Pres.-SBS Director, Pres. - SB	0.73%	None	N/A
Todd A. Sutton Louisville, Tennessee	Director, SBS Director, SB	0.06%	None	N/A
Dinesh C. Thekdi, M.D. Tiffin, Ohio	Director-SBS Director-SB	1.50%	Retired Physician	N/A
Lisa E. Young Tiffin, Ohio	Director-SBS/Secretary Director-SB	0.10%	CPA	N/A
Sutton State Bank 401(k) Savings Plan / ESOP	N/A	14.01%	N/A	N/A

Item 4(b) is None / N/A as Sutton Bancshares, Inc. owes 100% of Sutton Bank