

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
 OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 APR -2 A 11: 03
 STATISTICS & ANALYSIS
 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)) 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.

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

March 31, 2014

Month / Day / Year

I, Christopher W. Mack

Reporter's Name, Street, and Mailing Address

Independence BancCorp

Name of the Holding Company Director and Official

Chairman of the Board

Legal Title of Holding Company

4401 Rockside Road PO Box 318048

Title of the Holding Company Director and Official

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

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.

Independence	OH	44131
City	State	Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Candy M Meluch Controller

Name Title

216-901-5561

Area Code / Phone Number / Extension

216-520-2654

Area Code / FAX Number

cmeluch@theindependbank.com

E-mail Address

Christopher W. Mack CHAIRMAN

Signature of Holding Company Director and Official

03/31/2014

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

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 1070970
 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 Holding Companies

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

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
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Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

Organization Chart

INDEPENDENCE BANCCORPIndependence, OH
Incorporated in Ohio100% Owned SubsidiariesAll Others

Independence Bank (Independence, Ohio)

None

Independence Equipment (Independence, Ohio)
Leasing CompanyReport Item 3 (1): Shareholders

<u>A.</u>	<u>B.</u>	<u>C.</u>
Louie J. Zeitler Richfield, Ohio [REDACTED]	USA	6,393 Shares 7.2%
Christopher W. Mack Bedford, Ohio	USA	5,907 Shares 6.6%
Joseph J. Tartabini Aurora, Ohio [REDACTED]	USA	5,663 Shares 6.3%
Independence Bank Profit Sharing Plan & Trust Independence, Ohio 44131	USA	9,935 Shares 11.1%

INDEPENDENCE BANCCORP

<u>1</u>	<u>2</u>	<u>3</u>	<u>A.</u>	<u>B.</u>	<u>C.</u>	<u>4</u>	<u>A.</u>	<u>B.</u>	<u>C.</u>
Christopher W. Mack Bedford, Ohio	N/A	Chairman of the Board & President		C.E.O. and President	None	5,907 Shares 6.6%		0	0
Joseph J. Tartabini Tartabini Family Enterprises Aurora, Ohio 44202	President, United Survey, Inc.	Director		Director of Bank	A) Tartabini Family Ent. B) President, Oakwood Properties, LTD. C) Twins Center Properties - member D) Gateway Properties LTD - Partner E) Vine Plaza Limited Ptnshp F) 6060 Mayfield Rd Ltd	5,663 Shares 6.3%		0	A) 40% B) 100% C) 25% D) 2.29 E) 2.25 F) 5.0
Louie J. Zeitler Richfield OH [REDACTED]	President, Die-Matic Corp	Director		None	A) Chairman, Die-Matic Corp.	6393 Shares 7.2%		0	A) 25%
Nicholas J. Oleff Brecksville, Ohio [REDACTED]	President Jay-O-Machine	Director		Director of Bank	A) Partner, Jay-O Properties B) Nuclear Plating C) Jay-O Machine	2,582 Shares 2.9%		0	A) 50% B) 100% C) 100%
Thomas Ganley Brecksville, Ohio [REDACTED]	CEO: Pres: Chairperson	Director		Director of Bank	A) Ganley Auto Group B) Heritage Corp C) Eastway Ins Inc.				A) 100% B) 100% C) 100%
Russell G. Fortlage Independence, Ohio [REDACTED]	Retired	Director		Director of Bank	None	2,303 Shares 2.60%			0

Results: A list of branches for your depository institution: **INDEPENDENCE BANK (ID_RSSD: 956527)**.
 This depository institution is held by **INDEPENDENCE BANCCORP (1070970) of INDEPENDENCE, OH**.
 The data are as of **12/31/2013**. Data reflects information that was received and processed through **07/06/2014**.

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
OK	12/31/2013	Full Service (Head Office)	956527	INDEPENDENCE BANK	4401 ROCKSIDE RD	INDEPENDENCE	OH	44131-2144	CUYAHOGA	UNITED STATES	16032	0	INDEPENDENCE BANK	956527	