

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies — FR Y-6

FEDERAL RESERVE BANK
OF CLEVELAND

2014 FEB 25 P 4:30

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.

I, Kevin R. Greer

Name of the Holding Company Director and Official

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.

Kevin R. Greer
Signature of Holding Company Director and Official
2-10-14

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 2402813
C.I. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Magnolia Bancorp, Inc.

Legal Title of Holding Company

122 N. Main St., PO Box 415

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

Magnolia

OH

44643

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Lisa Bernower

Controller

Name

Title

330-866-9392

Area Code / Phone Number / Extension

330-866-2208

Area Code / FAX Number

lbernower@bankofmagnolia.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

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Report Item 1a: Form 10-K filed with the Securities and Exchange Commission
Not applicable

Report Item 1b: Annual reports to shareholders
Compiled consolidated financial statements are attached.

Report Item 2: Organization Chart

Magnolia Bancorp, Inc. (Location: Magnolia, Ohio, USA)(State of Incorporation: Ohio)
The Bank of Magnolia Company (Location: Magnolia, Ohio, USA)(State of
Incorporation: Ohio) 100% owned

Results: A list of branches for your depository institution: BANK OF MAGNOLIA COMPANY, THE (ID_RSSD: 940021). This depository institution is held by MAGNOLIA BANCORP, INC. (2402813) of MAGNOLIA, OH. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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		Full Service (Head Office)	940021	BANK OF MAGNOLIA COMPANY, THE	122 N MAIN STREET	MAGNOLIA	OH	44643-04	STARK	UNITED STATES	1520	0	BANK OF MAGNOLIA COMPANY, THE	940021	
OK		Full Service	3637304	CANTON SOUTH BRANCH	3221 CLEVELAND AVENUE SOUTHWEST	CANTON	OH	44707	STARK	UNITED STATES	192483	2	BANK OF MAGNOLIA COMPANY, THE	940021	
OK		Full Service	686628	EAST SPARTA BRANCH	10045 CLEVELAND AVENUE, S.E.	MAGNOLIA	OH	44643	STARK	UNITED STATES	192482	1	BANK OF MAGNOLIA COMPANY, THE	940021	

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Magnolia Bancorp, Inc.
December 31, 2013**

Report Item 3(1): 5% or More Shareholders

(1)(a) <u>Shareholder name and address</u>	(1)(b) <u>Country of Citizenship or Incorporation</u>	(1)(c) <u>Number shares held</u>	(1)(c) <u>Percentage of shares held</u>
Augustus R. Elson Magnolia, OH	USA	839	8.68%
Kathleen M. Greer Trust Magnolia, OH	USA	3,503	36.26%
Jane Lauritzen Canton, OH	USA	2,190	22.67%
Nancy McCurry Sanford, NC	USA	599	6.20%
Sue E. White Sebastopol, CA	USA	602	6.23%

Report Item 3 (2)

3,503 Shares common stock were transferred from the John R. Greer Trust (Magnolia, Ohio, USA) to the Kathleen M. Greer Trust in 2013. Kathleen M. Greer was the trustee of both the John R. Greer Trust and The Kathleen M. Greer Trust. All shares held under John R. Greer Trust transferred to Kathleen M. Greer Trust. The John R. Greer trust had 36.26% power to vote and the Kathleen M. Greer Trust maintained 36.26% power to vote.

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Report Item 4: Directors and Officers

(1) Name and address	(2) Principal Occupation	(3)(a) Title and position Holding Company	(3)(b) Title and position Subsidiary	(3)(c) Title and position other Businesses	(4)(a) Percentage of Voting shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiary	(4)(c) List name of other companies if 25% or more of voting securities are held
Kevin R. Greer Magnolia, OH USA	Banker	President Treasurer	Chairman, President, Treasurer	N/A	40.40%	None	N/A
Cheryl Calkins East Sparta, OH USA	Banker	Vice President Secretary	Exec. Vice President Secretary	N/A	0.15%	None	N/A
Augustus Elson Magnolia, OH USA	Retired	Director	Director	N/A	8.68%	None	N/A
Jane G. Lauritzen Canton, OH USA	Retired	Director	Director	N/A	22.67%	None	N/A
David Cornet Canton, OH USA	Financial Advisor	Director	Director	Senior VP	0%	None	N/A