

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)); 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, Martin P. Sutter
 Name of the Holding Company Director and Official
Chairman, President & CEO
 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.

X [Signature]
 Signature of Holding Company Director and Official
 Y 3.4.17
 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. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2016
 Month / Day / Year
 n/a

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

Reporter's Name, Street, and Mailing Address
GenBanc, Inc
 Legal Title of Holding Company
P.O. Box 98
 (Mailing Address of the Holding Company) Street / P.O. Box
Genoa OH 43430
 City State Zip Code
801 Main Street, Genoa, Ohio 43430
 Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Todd Marsh Vice President & CFO
 Name Title
567-400-1235
 Area Code / Phone Number / Extension
419-855-3789
 Area Code / FAX Number
tmarsh@genoabank.com
 E-mail Address
 n/a
 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

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.

The Genoa Banking Company
Legal Title of Subsidiary Holding Company

P.O. Box 98
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Genoa OH 43430
City State Zip Code

801 Main Street, Genoa, Ohio 43430
Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Genoa Financial, Inc.
Legal Title of Subsidiary Holding Company

P.O. Box 98
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Genoa OH 43430
City State Zip Code

801 Main Street, Genoa, Ohio 43430
Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

GenBanc Software, Inc
Legal Title of Subsidiary Holding Company

P.O. Box 98
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Genoa OH 43430
City State Zip Code

801 Main Street, Genoa, Ohio 43430
Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6

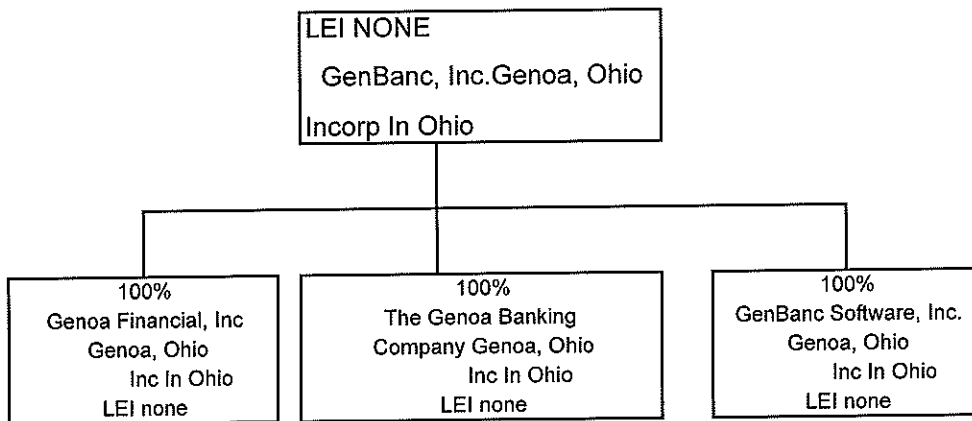
GenBanc, Inc.
Genoa, Ohio

Fiscal Year Ending December 31, 2016

Report Item

- 1: GenBanc prepares an annual report for its shareholders.
One copy included

2a: Organizational Chart



Results: A list of branches for your depository institution: GENOA BANKING COMPANY, THE (ID_RSSD: 504311). This depository institution is held by GENBANC, INC. (071388) of GENOA, OH. The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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 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 UNINUM4, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM4*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ok		504311	GENOA BANKING COMPANY, THE	801 MAIN STREET	GENOA	OH	43430	OTTAWA	UNITED STATES	1511	0	GENOA BANKING COMPANY, THE	504311	
ok		3358654	703 CONANT STREET BRANCH	703 CONANT STREET	MALUMEE	OH	43337	LUCAS	UNITED STATES	192453	3	GENOA BANKING COMPANY, THE	504311	
ok		381512	MILLBURY BRANCH	24950 STATE ROUTE 51 W	MILLBURY	OH	43447	OTTAWA	UNITED STATES	192451	1	GENOA BANKING COMPANY, THE	504311	
ok		1435364	OREGON BRANCH	3201 NAVARRE AVENUE	OREGON	OH	43616	LUCAS	UNITED STATES	197452	2	GENOA BANKING COMPANY, THE	504311	
ok		4865074	PORT CLINTON/CATAWBA	3904 EAST HARBOR RD	PORT CLINTON	OH	43452	OTTAWA	UNITED STATES	Not Required	Not Required	GENOA BANKING COMPANY, THE	504311	
ok		3397364	ROSSFORD BRANCH	9820 OLD US 20	ROSSFORD	OH	43460	WOOD	UNITED STATES	439251	4	GENOA BANKING COMPANY, THE	504311	
ok		4750639	SYLVANIA BRANCH	5501 MONROE STREET	SYLVANIA	OH	43140	LUCAS	UNITED STATES	Not Required	Not Required	GENOA BANKING COMPANY, THE	504311	

Form FR Y-6
 GenBanc, Inc.
 Fiscal Year Ending December 31, 2016

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016		Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2015	
(1)(a) Name & Address	(1)(b) Country of Citizenship	(2)(b) Name & Address	(2)(c) Country of Citizenship
George Bowland II, Trustee of The George Bowland Trust Genoa, Ohio	USA		
Linda Bertok Waterville, OH	USA		
		None	

(1)(c)
Number and Percentage of
Each Class of Voting Securities

66,702,952 Shares - 8.94% Common Stock

125,351,329 Shares - 16.80% Common Stock

None

None

Form FR Y-6

GenBanc, Inc.

Fiscal Year Ending December 31, 2016

Report Item 4: Insiders

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

(1) Name Address	(2) Principal Occupation	(3)(a) Title & Position with Holding Company	(3)(b) Position with Genoa Banking Co.	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of Other Companies if >25% Voting Shares
Martin P. Sutter Martin, Ohio	N/A	President/CEO and Chairman	President/CEO and Chairman	None	3.37%	None	N/A
John Harbal II Port Clinton, Ohio	Retired	Director	Director	Past President- Impact Products	0.30%	N/A	N/A
Mark Hecklinger Millbury, OH	Horticulture	Director	Director	President- Hecklinger Greenhouse	0.84%	N/A	Hecklinger Greenhouse 100%
Denise M. Bowland Genoa, OH	Attorney	Director	Director	Law Practice	1.10%	N/A	Bowland Law Office 100%
Douglas Samsen Perrysburg, Ohio	Retail Sales	Director	Director	President- Samsen Furniture	0.91%	N/A	Samsen Furniture DMR Furniture Enterprises Samburry, LLC 55% <25% 55%
Steven Irwin Holland, Ohio	CPA	Director	Director	Partner RaynerFoosKruise & Irwin CPAs	0.03%	N/A	RaynerFoosKruise & Irwin CPAs 25%
Kevin Bringe Martin, Ohio	Farmer	Director	Director	President- Bringe Farms	3.16%	N/A	Bringe Farms 100%

(1) Based upon 746,337.191 shares outstanding at December 31, 2016