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FEDERAL RESERVE BANK
OF CLEVELAND

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, 2016

Month / Day / Year

549300X1BDRX4TKUWR26

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

Reporter's Name, Street, and Mailing Address

I, John H. Powell

Name of the Holding Company Director and Official

Vice 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.

Liberty Capital, Inc.

Legal Title of Holding Company

3435 Airborne Road, Suite B

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

Wilmington OH 45177

City State Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Elaine Warren Corporate Secretary

Name Title

937-655-7174

Area Code / Phone Number / Extension

937-383-2751

Area Code / FAX Number

elaine.warren@libertysavingsbank.com

E-mail Address

www.libertysavingsbank.com

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

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

03/10/2017

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 1145001
C.I.

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

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."

FORM FR Y-6

**LIBERTY CAPITAL, INC.
Wilmington, Ohio
Fiscal Year Ending December 31, 2016**

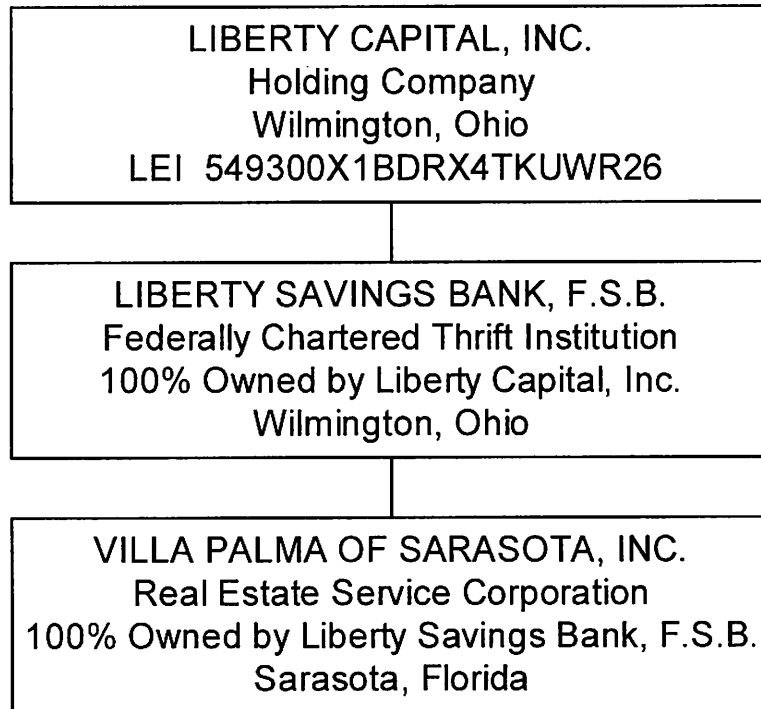
Item 1: Annual Report to Shareholders

The Annual Report to Shareholders will be forwarded to the Federal Reserve Bank as soon as it is available.

FORM FR Y-6

**LIBERTY CAPITAL, INC.
Wilmington, Ohio
Fiscal Year Ending December 31, 2016**

Item 2a: Organization Chart



Liberty Capital, Inc., is incorporated in the State of Ohio.

Liberty Savings Bank, F.S.B., is federally chartered, so is not incorporated in any state.

Villa Palma of Sarasota, Inc., is incorporated in the State of Florida, and was formed to develop, maintain, manage, and sell certain real estate parcels in Sarasota, Florida.

Note: LEI is N/A unless noted.

FORM FR Y-6

**LIBERTY CAPITAL, INC.
Wilmington, Ohio
Fiscal Year Ending December 31, 2016**

Item 2b: Domestic Branch Listing

The Domestic Branch Listing as compiled by the Federal Reserve Bank is attached, with the appropriate data actions. This branch listing is complete and accurate as of December 31, 2016.

The Domestic Branch Listing was also e-mailed to the Federal Reserve Bank of Cleveland on March 6, 2017.

FORM FR Y-6

**LIBERTY CAPITAL, INC.
Wilmington, Ohio
Fiscal Year Ending December 31, 2016**

Item 3(1): Securities Holders

Name, City, State & Country	Country of Citizenship	No. of Shares Held	Title of Class Of Securities	% to Total Outstanding
James R. Powell Revocable Trust James R. Powell, Trustee Dayton, Ohio, USA	USA	592	Class A Voting Common	62%
Tinka K. Powell Revocable Trust James R. Powell, Trustee Dayton, Ohio, USA	USA	8	Class A Voting Common	1%
John H. Powell Revocable Trust John H. Powell, Trustee Wilmington, Ohio, USA	USA	192	Class A Voting Common	20%
Barbara A. Powell Revocable Trust John H. Powell, Trustee Wilmington, Ohio, USA	USA	8	Class A Voting Common	1%
Kent R. Powell Revocable Trust Kent R. Powell, Trustee Arcanum, Ohio, USA	USA	144	Class A Voting Common	15%
Karen S. Powell Revocable Trust Kent R. Powell, Trustee Arcanum, Ohio, USA	USA	8	Class A Voting Common	1%

Item 3(2)

This item is not applicable.

Results: A list of branches for your depository institution: LIBERTY SAVINGS BANK, F.S.B. (ID_RSSD: 839572).
 This depository institution is held by LIBERTY CAPITAL, INC. (1145001) of WILMINGTON, 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 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)	839572	LIBERTY SAVINGS BANK, F.S.B.	3435 AIRBORNE ROAD, SUITE B	WILMINGTON	OH	45177	CLINTON	UNITED STATES	45076	0	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	2161697	MONACO & YALE BRANCH	6460 EAST YALE AVENUE	DENVER	CO	80222	DENVER	UNITED STATES	289249	118	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	2161642	GRANBY BRANCH	129 EAST AGATE AVENUE	GRANBY	CO	80446	GRAND	UNITED STATES	289250	119	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	4147341	WILDEWOOD BRANCH	3901 CORTEZ ROAD WEST	BRADENTON	FL	34210	MANATEE	UNITED STATES	287294	130	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	4146764	SQUARE SOUTH BRANCH	8383 SOUTH TAMIAMI TRAIL	SARASOTA	FL	34238	SARASOTA	UNITED STATES	287286	113	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	4146821	STICKNEY POINT BRANCH	2323 STICKNEY POINT ROAD	SARASOTA	FL	34231	SARASOTA	UNITED STATES	287289	125	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	4146755	JACARANDA BRANCH	4103 SOUTH TAMIAMI TRAIL	VENICE	FL	34293	SARASOTA	UNITED STATES	287292	128	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	4146737	SHAMROCK BRANCH	1697 SOUTH TAMIAMI TRAIL	VENICE	FL	34293	SARASOTA	UNITED STATES	287291	127	LIBERTY SAVINGS BANK, F.S.B.	839572	

Form FR Y-6
Liberty Capital, Inc.
Wilmington, Ohio
Fiscal Year Ending December 31, 2016

Report Item 4: Insiders
(1)(a)(b)(c) and (2)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with holding company	Title & Position with holding company	Title & Position with Subsidiary Liberty Savings Bank	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in holding company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	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)
James R. Powell Dayton, Ohio, USA	Chairman of Liberty Savings Bank	Chairman, CEO, and President	Chairman	Treasurer, Montgomery Warren, Inc.	63%	None	Montomery Warren, Inc. - 50%
John H. Powell Wilmington, Ohio, USA	Vice Chairman of Liberty Savings Bank	Vice Chairman	Vice Chairman	None	21%	None	PF Aeronautics - 67%
Kent R. Powell Arcanum, Ohio, USA	Agriculture	Director	None	Owner Powell Family Farm	16%	None	Powell Family Farm - 100%
John L. Giering Dayton, Ohio, USA	Retired	Director	None	None	None	None	None
R. Jeffrey Siebenthaler Dayton, Ohio, USA	President of nursery/ landscape business	Director	None	President The Siebenthaler Co.	None	None	The Siebenthaler Co. - 24% Seven Valley, LLC - 25% Synergy Development 3030, LLC - 50% Siebenthaler & Smith, LLC - 50% Siebenthaler & Smith, LLC II - 50%
Andrew R. Powell Wilmington, Ohio, USA	CFO of Liberty Savings Bank	SVP, CFO, Treasurer	CFO	None	None	None	AJA Capital, Inc. - 33%
Joseph Hoskins Dayton, Ohio, USA	CAO & General Counsel Liberty Savings Bank	SVP & General Counsel	CAO & General Counsel	None	None	None	None
Kenneth G. Zimpfer Columbus, Ohio, USA	SVP of Liberty Savings Bank	SVP	SVP	None	None	None	None