

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Resubmission  
 7/18/16

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

N/A

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

Reporter's Name, Street, and Mailing Address

I, Paul W. Pence, Jr

Name of the Holding Company Director and Official

Chairman, 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.

Merchants Bancorp Inc

Legal Title of Holding Company

PO Box 10

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

Hillsboro

OH

45133

City

State

Zip Code

100 N High Street, Hillsboro, OH

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Nancy Horvath

Controller

Name

Title

937-402-4757

Area Code / Phone Number / Extension

937-393-5159

Area Code / FAX Number

nhorvath@merchantsnat.com

E-mail Address

merchantsnat.com

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

Signature of Holding Company Director and Official

07/17/2017

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 \_\_\_\_\_  
 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."

updated 07/17/17

Merchants Bancorp, Inc  
Hillsboro, OH 45133  
Fiscal Year Ending December 31, 2016

- 1a. The annual report is included with the FRY6
- 2a. Organizational Chart Incorporated in the state of Ohio  
Merchants Bancorp, Inc. No LEI required  
100 North High Street  
Hillsboro, OH 45133  
owns 100% of shares of  
Merchants National Bank Incorporated in the state of Ohio  
100 North High Street No LEI required  
Hillsboro, OH 45133

2b.	Br Serv Type	Popular Name	Street Address	City	State	Zip	County	Count	Date Opened
	Full(main office)	Main Office	100 North High	Hillsboro	OH	45133	Highland	USA	
	Limited	Beech St	145 W Beech	Hillsboro	OH	45133	Highland	USA	
	Limited	North High	1478 N High St	Hillsboro	OH	45133	Highland	USA	
	Full	Greenfield Main	117 S. Washington	Greenfield	OH	45135	Highland	USA	
	Limited	Greenfield Br	102 Jefferson	Greenfield	OH	45135	Highland	USA	
	Full	Washington CH	128 S. North Street	Washington Ct	OH	43160	Highland	USA	
	Full	London	279 LaFayette St	London	OH	43140	Madison	USA	
	Full	Mt Orab	370 N High St	Mt Orab	OH	45154	Brown	USA	
	Full	Springfield	3473 E National St	Springfield	OH	45505	Clark	USA	
	Full	Higginsport	314 Washington St	Higginsport	OH	45131	Brown	USA	Acquired 8/09
	Full	Batavia	2033 Hospital Drive	Batavia	OH	45103	Clermont	USA	Acquired 8/09
	Full	Georgetown	120 S. Main St	Georgetown	OH	45121	Brown	USA	Acquired 8/09
	Full	Marysville	181 North Colemans Crossings	Marysville	OH	43040	Union	USA	Acquired 3/14

Report Item 3: Shareholders

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/16

- 1A Donald E. Fender, Jr  
Hillsboro, OH
- 1B USA
- 1C 400,000 16.59%  
Includes 370,000 shares owned by Donald E. Fender Jr. Trustee  
and 30,000 shares owned jointly with Ann E Fender

2 Not applicable

1.Name & address	2. Principal Occupation	3.(a)Title and Position w/BHC	3(b)Title & position w subsidiaries	3(c) Title & position w/other businesses	4(a) % of voting shares in BHC	4(b) % of voting shares in subsidiaries	4-C List names of other co. if 25% or more of voting sec. are held
William Butler, Hillsboro, OH, USA	Business Owner	Director	Director	Pres of Union Stock Yards	1.76%	n/a	Union Stock Yards 100%
Donald E Fender, JR, Hillsboro, OH, USA	Retired RE Co. Owner	Director	Director	Retired	16.66%	n/a	n/a
Paul Pence, Jr, Hillsboro, OH, USA	President of MNB and Merchants Bancorp	Chairman/CEO	Chairman/CEO	N/A	1.11%	n/a	n/a
Kennison Sims, London, OH USA	Business Owner	Director	Director	Pres K.A. Sims Construction Co., Inc.; Managing Member Ohio Ag Solutions LLC	1.08%	n/a	Managing Member of 56 Auto Sales 1/3 partner. KA Sims Enterprises LLC 50% partner, London; KA Sims Construction 60%; Ohio Ag Solutions LLC 50%
James VanZant, Greenfield, OH USA	Veterinarian	Director	Director	N/A	0.08%	n/a	n/a
Robert Hammond, Washington CH, OH USA	Retired Attorney	Director	Director	N/A	0.44%	n/a	n/a
James D. Evans, Hillsboro, OH USA	Banking	President/COO	President/COO	Director of South Central Power, Director of Hospice of Fayette Co.	0.66%	n/a	n/a
Richard S Carr, Hillsboro, OH, USA	Farmer	Director	Director	VP 5 Pts Implement	0.63%	n/a	n/a
Christopher Walker, Pickerington, OH, USA	Business Owner	Director	Director	Owner/Pres off Walker RE Consultants, LLC	0.68%	n/a	ZP mgt 50%, Net Mgt 40%, Walker Real Estate Consultants 100%; Walker Farms 50%; Danville Farms 50%; Westover Investments, LLC 50%; Netter Properties, LTD 50%
Thomas Shoettle, Greenfield, OH, USA	Banking	N/A	Chief Lending Office and Sr VP	N/A	0.009	n/a	n/a
Amy Davis Fulkerson, Hillsboro OH, USA	Realtor	Director	Director	Fulkerson Properties, LLC President; Donald E Fender, Inc Secretary/Treasurer; F&F Development, LLC Secretary/Treasurer	0.37%	n/a	Fulkerson Properties, LLC 50%; Donald E Fender, Inc 50%; F&F Development, LLC 50%

Results: A list of branches for your holding company: MERCHANTS BANCORP, INC. (2485487) of HILLSBORO, 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	701222	MERCHANTS NATIONAL BANK	100 NORTH HIGH STREET	HILLSBORO	OH	45133	HIGHLAND	UNITED STATES	4423	0	MERCHANTS NATIONAL BANK	701222	
OK		Full Service	3637283	BATAVIA BRANCH	2033 HOSPITAL DRIVE	BATAVIA	OH	45103	CLERMONT	UNITED STATES	227854	12	MERCHANTS NATIONAL BANK	701222	
OK		Full Service	3392171	GEORGETOWN BRANCH	120 S MAIN ST	GEORGETOWN	OH	45121	BROWN	UNITED STATES	445233	13	MERCHANTS NATIONAL BANK	701222	
change		Limited	385716	GREENFIELD BRANCH	102 JEFFERSON STREET	GREENFIELD	OH	45123	HIGHLAND	UNITED STATES	211541	3	MERCHANTS NATIONAL BANK	701222	The branch did not change, only the input. It has always been limited
OK		Full Service	2037457	GREENFIELD MAIN BRANCH	117 SOUTH WASHINGTON STREET	GREENFIELD	OH	45123	HIGHLAND	UNITED STATES	4417	2	MERCHANTS NATIONAL BANK	701222	
OK		Full Service	891721	HIGGINSPOUR BRANCH	314 WASHINGTON STREET	HIGGINSPOUR	OH	45131	BROWN	UNITED STATES	8081	11	MERCHANTS NATIONAL BANK	701222	
change		Limited	384111	BEECH STREET BRANCH	145 WEST BEECH STREET	HILLSBORO	OH	45133	HIGHLAND	UNITED STATES	419837	7	MERCHANTS NATIONAL BANK	701222	The branch did not change, only the input. It has always been limited
change		Limited	700720	NORTH HIGH BRANCH	1478 NORTH HIGH STREET	HILLSBORO	OH	45133	HIGHLAND	UNITED STATES	211580	1	MERCHANTS NATIONAL BANK	701222	The branch did not change, only the input. It has always been limited
OK		Full Service	3668894	LONDON BRANCH	279 LAFAYETTE STREET	LONDON	OH	43140	MADISON	UNITED STATES	211582	6	MERCHANTS NATIONAL BANK	701222	
OK		Full Service	3944075	MARYSVILLE CITY GATE	181 NORTH COLEMAN'S CROSSING	MARYSVILLE	OH	43040	DELAWARE	UNITED STATES	239571	14	MERCHANTS NATIONAL BANK	701222	
OK		Full Service	3668885	MOUNT ORAB BRANCH	370 NORTH HIGH STREET	MOUNT ORAB	OH	45154	BROWN	UNITED STATES	454668	9	MERCHANTS NATIONAL BANK	701222	
OK		Full Service	4125264	SPRINGFIELD BRANCH	3473 E. NATIONAL STREET	SPRINGFIELD	OH	45505	CLARK	UNITED STATES	493508	10	MERCHANTS NATIONAL BANK	701222	
OK		Full Service	1453854	WASHINGTON COURT HOUSE	128 SOUTH NORTH ST.	WASHINGTON CO	OH	43160	FAYETTE	UNITED STATES	211581	4	MERCHANTS NATIONAL BANK	701222	