

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.

**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.

I, **Jeff D. Kniese**

Name of the Holding Company Director and Official

**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.*

*Jeff D. Kniese*  
 Signature of Holding Company Director and Official

01/03/2019

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. \_\_\_\_\_

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.

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

**December 31, 2018**

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

Greenville Federal MHC

Legal Title of Holding Company

690 Wagner Avenue

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

Greenville

OH

45331

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Nicki Gillespie**

**AVP & Controller**

Name

Title

937-548-4158

Area Code / Phone Number / Extension

937-548-6981

Area Code / FAX Number

ngillespie@greenvillefederal.com

E-mail Address

www.greenvillefederal.com

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

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."

## 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.*

Greenville Federal Financial Corporation  
Legal Title of Subsidiary Holding Company  
  
690 Wagner Avenue  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box  
  
Greenville OH 45331  
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  
  
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(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box  
  
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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

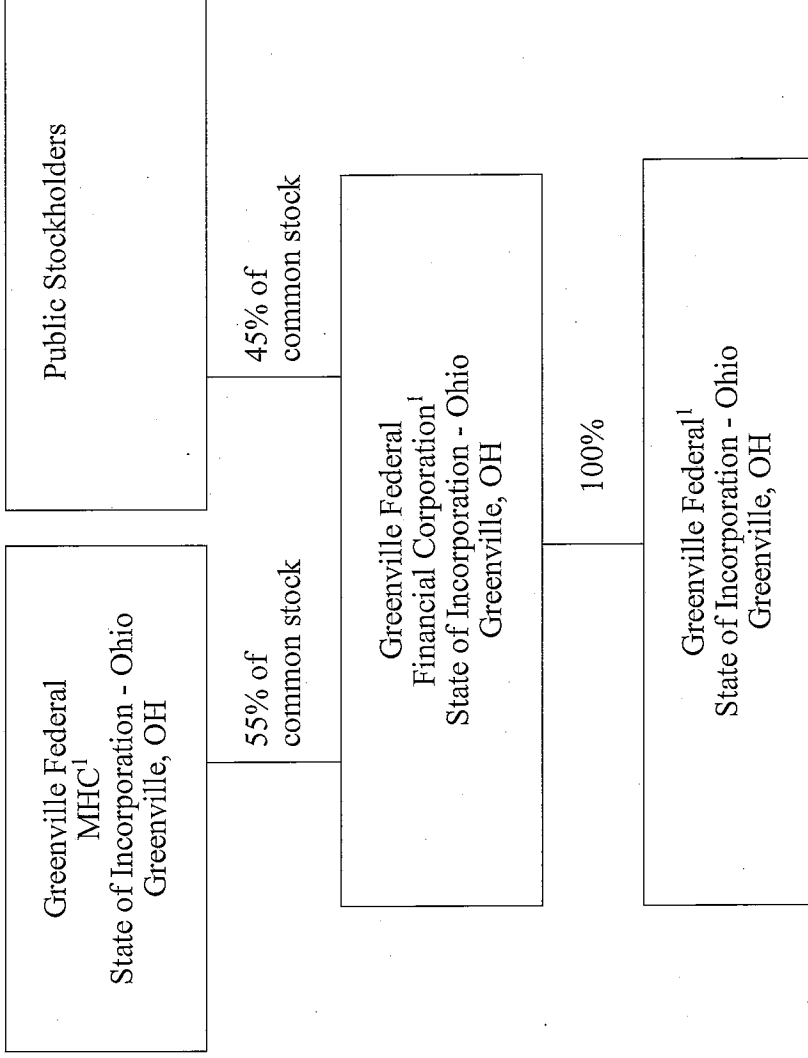
Greenville Federal MHC  
 Greenville, Ohio  
 Fiscal Year Ending December 31, 2018

Report Item

1: The bank holding company, Greenville Federal MHC, does not prepare an annual report for its securities holders.

The mid-tier bank holding company, Greenville Federal Financial Corporation (GFFC) does prepare an Annual Report and it will be submitted under separate cover upon completion.

2: Organizational Chart



<sup>1</sup>LEI is n/a, unless noted

2b. The Domestic Branch Listing is attached to this submission.

**Results:** A list of branches for your depository institution: GREENVILLE FEDERAL (ID\_RSSD: 567679). This depository institution is held by GREENVILLE FEDERAL MFC (3828595) of GREENVILLE, OH. The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

**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 ID	RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		567679	GREENVILLE FEDERAL	690 WAGNER AVENUE	GREENVILLE	OH	45331	DARKE	UNITED STATES	UNITED STATES	Not Required	Not Required	GREENVILLE FEDERAL	567679	
OK		4485182	KROGER BANKING CENTER	200 LEASE WAY	GREENVILLE	OH	45331	DARKE	UNITED STATES	UNITED STATES	Not Required	Not Required	GREENVILLE FEDERAL	567679	
OK		5327681	TIPP CITY BANKING CENTER	500 WEST MAIN STREET	TIPP CITY	OH	45373	MIAMI	UNITED STATES	UNITED STATES	Not Required	Not Required	GREENVILLE FEDERAL	567679	
OK		4951230	TROY KROGER BANKING CENTER	731 W. MARKET STREET	TROY	OH	45373	MIAMI	UNITED STATES	UNITED STATES	Not Required	Not Required	GREENVILLE FEDERAL	567679	

**Form FR Y-6**  
**Greenville Federal MHC**  
**Fiscal Year Ending December 31, 2018**

**Report Item 3: Securities holders**

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2018	Securities holders 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 12-31-2018		
(1)(a) Name, City, State, Country (1)(b) Country of Citizenship or Incorporation (1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country (2)(b) Country of Citizenship or Incorporation (2)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country (2)(b) Country of Citizenship or Incorporation (2)(c) Number and Percentage of Each Class of Voting Securities	(2)(c) Number and Percentage of Each Class of Voting Securities
None	None	None	None

**Form FR Y-6**  
**Greenville Federal Financial Corporation**  
**Fiscal Year Ending December 31, 2018**

**Report Item 3: Securities holders**  
**(1)(a)(b)(c) and (2)(a)(b)(c)**

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2018	Securities holders 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 12-31-2018
(1)(a) Name, City, State, Country (1)(b) Country of Citizenship or Incorporation (1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country (2)(b) Country of Citizenship or Incorporation (2)(c) Number and Percentage of Each Class of Voting Securities
Greenville Federal MHC United States Greenville, OH, USA	None
1,264,126 - 55.0% Common Stock	

**Form FR Y-6**  
**Greenville Federal MHC**  
**Fiscal Year Ending December 31, 2018**

**Report Item 4: Insiders**  
**(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)**

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with subsidiaries(include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of Other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
Susan J. Barker, Greenville, OH, USA	N/A	CFO, Treasurer, SVP & Secretary	CFO, Treasurer, SVP & Secretary (GFFC)	N/A	N/A	0.90% - GFFC	N/A
Patrick R. Custenbender, Versailles, OH USA	Vice President, Phelan Insurance Agency	Director	Director (GFFC)	N/A	N/A	0.17% - GFFC	N/A
Ryan C. Dynes, Arcanum, OH, USA	Attorney, Dynes & Dynes, LLC	Director	Director (GFFC)	N/A	N/A	0.10% - GFFC	N/A
Jeff D. Kniese, Greenville, OH, USA	N/A	President, CEO & Director	President, CEO & Director (GFFC)	N/A	N/A	1.70% - GFFC	N/A
George S. Luce, Greenville, OH, USA	Salesperson, Best Equipment Co., Inc.	Director	Director (GFFC)	N/A	N/A	1.06% - GFFC	N/A
Richard J. O'Brien, Greenville, OH, USA	Manager, Greenville Union Cemetery	Director	Director (GFFC)	N/A	N/A	0.37% - GFFC	N/A
Julie F. Strait, Greenville, OH, USA	Accountant, Fry & Company Entrepreneur	Director	Director (GFFC)	N/A	N/A	0.08% - GFFC	N/A
James W. Ward, Greenville, OH, USA	CPA, Fry & Company	Director	Director (GFFC)	N/A	N/A	1.06% - GFFC	N/A
Joe W. Dickerson, Troy, OH, USA	President, Koverman Staley Dickerson Insurance	Director	Director (GFFC)	N/A	N/A	0.00% - GFFC	N/A

**Form FR Y-6**  
**Greenville Federal Financial Corporation**  
**Fiscal Year Ending December 31, 2018**

**Report Item 4: Insiders**  
**(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)**

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with subsidiaries(include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of Other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
Susan J. Banker, Greenville, OH, USA	N/A	CFO, Treasurer, SVP & Secretary	CFO, Treasurer, SVP & Secretary (Greenville Federal)	N/A	0.81%	N/A	N/A
Patrick R. Custenborden, Versailles, OH USA	Vice President, Phelan Insurance Agency	Director	Director (Greenville Federal)	N/A	0.12%	N/A	N/A
Ryan C. Dynes, Arcanum, OH, USA	Attorney, Dynes & Dynes, LLC	Director	Director (Greenville Federal)	N/A	0.08%	N/A	N/A
Jeff D. Kniese, Greenville, OH, USA	N/A	President, CEO & Director	President, CEO & Director (Greenville Federal)	N/A	2.21%	N/A	N/A
George S. Luce, Greenville, OH, USA	Salesperson, Best Equipment Co., Inc.	Director	Director (Greenville Federal)	N/A	1.04%	N/A	N/A
Richard J. O'Brien, Greenville, OH, USA	Manager, Greenville Union Cemetery	Director	Director (Greenville Federal)	N/A	0.35%	N/A	N/A
Julie F. Strait, Greenville, OH, USA	Accountant, Fry & Company Entrepreneur	Director	Director (Greenville Federal)	N/A	0.06%	N/A	N/A
James W. Ward, Greenville, OH, USA	CPA, Fry & Company	Director	Director (Greenville Federal)	N/A	1.04%	N/A	N/A



**Form FR Y-6**  
**Greenville Federal Financial Corporation**  
**Fiscal Year Ending December 31, 2018**

**Report Item 4: Insiders**  
**(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)**

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with subsidiaries(include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of Other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
Joe W. Dickerson. Troy, OH, USA	President, Koverman Staley Dickerson Insurance	Director	Director (Greenville Federal)	N/A	0.00%	N/A	N/A
Greenville Federal MHC, Greenville, OH, USA	N/A	Mutual Holding Company	N/A	N/A	55.00%	N/A	N/A