



Annual Report of Holding Companies — FR Y-6

SEP 12 12:23 AM '13
FRD SC5 ADMIN FRB CLE

Report at the close of business as of the end of fiscal year

This report is required by law: Section 5(c)(1) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102(a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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):
12/31/2022

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Liberty Capital, Inc.

I. John H. Powell

Name of the Holding Company Director and Official

Vice Chairman

Title of the Holding Company Director and Official

Legal Title of Holding Company

2251 Rombach Avenue

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

Wilmington

City

OH

State

45177

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Elaine Warren

Name

Corporate Secretary

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

I. John H. Powell
2-7-23

Date of Signature

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

Is confidential treatment requested for any portion of this report submission? No 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."

Report Item 1: Annual Report to Shareholders

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

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- Yes No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- Yes No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing

- Yes No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 Instructions.

Form FR Y-6

Liberty Capital, Inc.
 Wilmington, Ohio
 Fiscal Year Ending December 31, 2022

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2022			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 12-31-2022		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
James R. Powell Revocable Trust James R. Powell, Trustee Dayton, Ohio, USA	USA	592 Shares, or 62%, of Class A Voting Common Shares	This section is not applicable.		
Tinka K. Powell Revocable Trust James R. Powell, Trustee Dayton, Ohio, USA	USA	8 Shares, or 1%, of Class A Voting Common Shares			
John H. Powell Revocable Trust John H. Powell, Trustee Wilmington, Ohio, USA	USA	192 Shares, or 20%, of Class A Voting Common Shares			
Kent R. Powell Revocable Trust James R. Powell, John H. Powell & Kent R. Powell, Co-Trustees Arcanum, Ohio, USA	USA	144 Shares, or 15%, of Class A Voting Common Shares			

Form FR Y-6

Liberty Capital, Inc.
Wilmington, Ohio
Fiscal Year Ending December 31, 2022

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(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	Member	20%	None	PF Aeronautics - 63%
Kent R. Powell Arcanum, Ohio, USA	Retired	Director	None	None	15%	None	None
John L. Giering Marco Island, FL, USA	Retired	Director	None	None	None	None	None
R. Jeffrey Siebenthaler Dayton, Ohio, USA	CEO of nursery/landscape business	Director	None	CEO of The Siebenthaler Co.	None	None	The Siebenthaler Co. - 30%
Andrew R. Powell Clarksville, Ohio, USA	CFO of Liberty Savings Bank	SVP, CFO, Treasurer	CFO	Member	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