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.

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, Charlotte Martin
Name of the Holding Company Director and Official
President
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.

Signature of Holding Company Director and Official

06/26/2014
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
3113349
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013
Month / Day / Year

Reporters Name, Street, and Mailing Address
Bankers Banchsares Inc.
300 W. Wilson Bridge Rd Suite 220
(Mailing Address of the Holding Company) Street / P.O. Box
Worthington OH 43085
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Tom Rubadue
Controller
Name Title

Area Code / Phone Number / Extension
614-962-6500
614-395-0177

Area Code / FAX Number
tomr@greatlakesbb.com
E-mail Address
www.greatlakesbb.com
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2012
1. a) The Bank Holding Company is not required to prepare Form 10K with the SEC.

b) The Bank Holding Company does prepare an annual report for shareholders. Enclosed are 3 copies of the audited financial statements. Annual Report copies will be mailed under separate cover.

2. a) Organizational Chart:

```
Bankers Bancshares, Inc.
Worthington, OH
Incorporated in Ohio
```

```
Great Lakes Bankers Bank
Worthington, OH
Incorporated in Ohio
```

```
Great Lakes Banc Consulting
Worthington, OH
Incorporated in Ohio
```

```
GLBB Holdings, LLC
Worthington, OH
Incorporated in Ohio
```

2. b) Domestic branch listing:
See Branch Verification
Results: A list of branches for your depository institution: GREAT LAKES BANKERS BANK (ID: BID: 155517).
This depository institution is held by BANKERS BANKERS BANK, INC. (C118394) of CLEVELAND, OH.
The data are as of 12/31/2015. Data reflects information that was received and processed through 12/21/2014.

Preparation and Validation 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.

Action
- Add: Add the branch information. Set the count, enter WO=1 in the ID sheet, and enter the Branch ID in the Data Action column and the date when this action took place in the Effective Date column.
- Delete: Delete the branch information. Set the count, enter D=1 in the ID sheet, and enter Delete in the Data Action column and the date when the deletion took place in the Effective Date column.

Note: If a reportable branch is deleted, the row is not removed from the database, but set to "Delete" in the Data Action column.

If printing this list, you may need to adjust your page setup in MS Excel. Try setting landscape orientation, page width, 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 landscape format via the FR Y-10 Online application - https://y10online.federalreserve.gov.

<table>
<thead>
<tr>
<th>Date Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID, BID*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State, Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office BID*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OH</td>
<td>Full Service (Head Office)</td>
<td>155517 GREAT LAKES BANKERS BANK</td>
<td>200 W WILSON BRIDGE RD STE 210</td>
<td>WORTHINGTON</td>
<td>OH 44085</td>
<td>FRANKLIN</td>
<td>UNITED STATES</td>
<td>17000</td>
<td>0</td>
<td>GREAT LAKES BANKERS BANK</td>
<td>155517</td>
<td>155517</td>
<td>155517</td>
<td></td>
</tr>
</tbody>
</table>
### REPORT ITEM 3: SHAREHOLDERS

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name and Address</td>
<td>Country of Citizenship</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
<td>Name and Address</td>
<td>Country of Citizenship</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>(City, State, Country)</td>
<td>or Incorporation</td>
<td></td>
<td>(City, State, Country)</td>
<td>or Incorporation</td>
<td></td>
</tr>
</tbody>
</table>

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-12

Shareholders not listed in (3.1.c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-12.

None

None
<table>
<thead>
<tr>
<th>(1) Name and Address (City, State, Country)</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title and Position with Bank Holding Company</th>
<th>(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title and Position with Other businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dean J. Miller Bellevue, OH</td>
<td>Banking</td>
<td>Director</td>
<td>President/CEO</td>
<td>First National Bank of Bellevue</td>
<td>0.04%</td>
<td>N/A</td>
<td>None</td>
</tr>
<tr>
<td>Charlotte Martin Columbus, OH</td>
<td></td>
<td>Director, Pres</td>
<td>President/CEO, GLBB</td>
<td>Treasurer, GLBC</td>
<td>0.04%</td>
<td>N/A</td>
<td>Images of the Past 50%</td>
</tr>
<tr>
<td>Ron Eschbach Antwerp, OH</td>
<td>Banking</td>
<td>Director</td>
<td>President/CEO</td>
<td>Antwerp Exchange Bank</td>
<td>0.04%</td>
<td>N/A</td>
<td>None</td>
</tr>
<tr>
<td>Rodney Steiger Wooster, OH</td>
<td>Banking</td>
<td>Director</td>
<td>Chairman/CEO</td>
<td>Wayne Savings Bank</td>
<td>0.00%</td>
<td>N/A</td>
<td>None</td>
</tr>
<tr>
<td>Thomas W. Tenwalde Columbus, OH</td>
<td></td>
<td>Chairman</td>
<td>Chair, GLBB &amp; CEO</td>
<td>GLBB &amp; CEO</td>
<td>0.04%</td>
<td>N/A</td>
<td>None</td>
</tr>
<tr>
<td>Peter Kubacki Mason, MI</td>
<td>Banking</td>
<td>Director</td>
<td>President/CEO</td>
<td>Dart Bank</td>
<td>0.04%</td>
<td>N/A</td>
<td>None</td>
</tr>
<tr>
<td>Howard T. Boyle II Kent, OH</td>
<td>Banking</td>
<td>Director</td>
<td>President/CEO</td>
<td>Hometown Bank</td>
<td>0.04%</td>
<td>N/A</td>
<td>None</td>
</tr>
<tr>
<td>Eugene Lowell St. Clair Shores, MI</td>
<td>Banking</td>
<td>Director</td>
<td>President/CEO</td>
<td>FSB of E. Detroit</td>
<td>0.04%</td>
<td>N/A</td>
<td>None</td>
</tr>
</tbody>
</table>