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. § 3105(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, Martin P. Sutter
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.

Signature of Holding Company Director and Official
03/21/2014
Date of Signature

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

Reporters Name, Street, and Mailing Address
GenBanc, Inc.

Legal Title of Holding Company
P.O. Box 98
(Mailing Address of the Holding Company) Street / P.O. Box
Genoa OH 43430
City State Zip Code

Physical location (if different from mailing address)
801 Main Street

Person to whom questions about this report should be directed:
Todd Marsh Vice President & CFO
Name Title
567-400-1235 Area Code / Phone Number / Extension
419-855-3789 Area Code / FAX Number
tmash@genoabank.com E-mail Address

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:
☐ No

☐ 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."

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
Report Item
1: GenBanc prepares an annual report for its shareholders.
   Three copies included

2a: Organizational Chart

```
GenBanc, Inc. Genoa, Ohio
Incorp In Ohio

100%
Genoa Financial, Inc
Genoa, Ohio
Incorp In Ohio

100%
The Genoa Banking
Company Genoa, Ohio
Incorp in Ohio

100%
GenBanc Software, Inc.
Genoa, Ohio
Inc In Ohio
```
Results: A list of branches for your depository institution GENOA BANKING COMPANY, THE (ID_RSSID: 504311)
This depository institution is held by GENOAC, INC. (1071303) of GENOA, OH
The data are as of 3/2/2013. Data reflects information that was received and processed through 1/31/2014.

Reconciliation and Verification Steps
1. In the Data Action column of each branch row, enter one or more of the actions specified below.
   1. 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 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.

   * TELIC UNRIM, Office Number, and ID_RSSID columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSID*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNRIM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSID</th>
<th>Comments</th>
</tr>
</thead>
</table>
### Report Item 3: Shareholders

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

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013 |
|---|---|---|
| **(1)(a)** Name & Address | **(1)(b)** Country of Citizenship | **(1)(c)** Number and Percentage of Each Class of Voting Securities |
| George Bowland II, Trustee of The George Bowland Trust | USA | 24,752,813 Shares - 6.65% Common Stock |
| Genoa, Ohio |  |
| Timothy J. Fisher | USA | 44,592,764 Shares - 11.96% Common Stock |
| Waterville, OH |  |

| Shareholders 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 12-31-2012 |
|---|---|---|
| **(2)(a)** Name & Address | **(2)(b)** Country of Citizenship | **(2)(c)** Number and Percentage of Each Class of Voting Securities |
| N/A |  |  |
Form FR Y-6  
GenBanc, Inc.  
Fiscal Year Ending December 31, 2011

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Principal Occupation</th>
<th>Title &amp; Position with Holding Company</th>
<th>Title &amp; Position with Genoa Banking Co.</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries</th>
<th>Names of Other Companies if &gt;25% Voting Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Timothy J. Fisher</td>
<td>Waterville, OH</td>
<td>Engineer-electrical</td>
<td>Deceased 4th Qtr 2013</td>
<td>Deceased 4th Qtr 2013</td>
<td>President-Thermeq Company</td>
<td>11.96%</td>
<td>None</td>
</tr>
<tr>
<td>Martin P. Sutter</td>
<td>Martin, Ohio</td>
<td>N/A</td>
<td>President/CEO and Director</td>
<td>President/CEO and Director</td>
<td>None</td>
<td>3.22%</td>
<td>None</td>
</tr>
<tr>
<td>Ronald Gladieux</td>
<td>Oregon, OH</td>
<td>Sales-building supplies</td>
<td>Chairman</td>
<td>Chairman</td>
<td>Past President-Gladieux Lumber</td>
<td>2.85%</td>
<td>N/A Gladieux Lumber &amp; Supply Eagles Landing, LLC 50%</td>
</tr>
<tr>
<td>Mark Hecklinger</td>
<td>Millbury, OH</td>
<td>Horticulture</td>
<td>Director</td>
<td>Director</td>
<td>President-Hecklinger Greenhouse</td>
<td>0.63%</td>
<td>N/A Hecklinger Greenhouse 100%</td>
</tr>
<tr>
<td>Denise M. Bowland</td>
<td>Genoa, OH</td>
<td>Attorney</td>
<td>Director</td>
<td>Director</td>
<td>Law Practice</td>
<td>1.26%</td>
<td>N/A Bowland Law Office 100%</td>
</tr>
<tr>
<td>Douglas Samsen</td>
<td>Perrysburg, OH</td>
<td>Retail Sales</td>
<td>Director</td>
<td>Director</td>
<td>President-Samsen Furniture</td>
<td>0.89%</td>
<td>N/A Samsen Furniture DMR Furniture Enterprises Sambury, LLC &lt;25%</td>
</tr>
<tr>
<td>Michael R. Sprouse</td>
<td>Fremont, OH</td>
<td>Insurance</td>
<td>Director</td>
<td>Director</td>
<td>President-Sprouse Agency, Inc.</td>
<td>0.20%</td>
<td>N/A Sprouse Agency, Inc. 100%</td>
</tr>
<tr>
<td>Kevin Bringe</td>
<td></td>
<td>Farmer</td>
<td>Director</td>
<td>Director</td>
<td>President-Bringe Farms</td>
<td>3.13%</td>
<td>N/A Bringe Farms 100%</td>
</tr>
<tr>
<td>Martin, Ohio</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(1) Based upon 372,837,376 shares outstanding at December 31, 2013