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)); 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, Kevin R. Greer
Name of the Holding Company Director and Official
Chairman
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

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

RSSID ID 2402813
C.I.

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.

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

Month / Day / Year

Reporters Name, Street, and Mailing Address
Magnolia Bancorp, Inc.

122 N. Main St., PO Box 415
(Mailing Address of the Holding Company) Street / P.O. Box
Magnolia OH 44643
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Lisa Bernower
Controller

Name Title
330-866-9392
Area Code / Phone Number / Extension
330-866-2208
Area Code / FAX Number
lbernower@bankofmagnolia.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:

☐ 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
Report Item 1a: Form 10-K filed with the Securities and Exchange Commission
   Not applicable

Report Item 1b: Annual reports to shareholders
   Compiled consolidated financial statements are attached.

Report Item 2: Organization Chart
   Magnolia Bancorp, Inc. (Location: Magnolia, Ohio, USA)(State of Incorporation: Ohio)
   The Bank of Magnolia Company (Location: Magnolia, Ohio, USA)(State of
   Incorporation: Ohio) 100% owned
<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID</th>
<th>Branch Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>Fdic Number</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID</th>
<th>Remarks</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>340230</td>
<td>Canton South Branch</td>
<td>325 CLEVELAND AVENUE SOUTHWEST</td>
<td>CANTON</td>
<td>OH</td>
<td>44707</td>
<td>Stark</td>
<td>UNITED STATES</td>
<td>19263</td>
<td>2</td>
<td>BANK OF MAGNOLIA COMPANY, THE</td>
<td>90001</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>666632</td>
<td>East Sparta Branch</td>
<td>3205 CLEVELAND AVENUE, N.E.</td>
<td>MAGNOLIA</td>
<td>OH</td>
<td>44643</td>
<td>Stark</td>
<td>UNITED STATES</td>
<td>19263</td>
<td>3</td>
<td>BANK OF MAGNOLIA COMPANY, THE</td>
<td>90001</td>
<td></td>
</tr>
</tbody>
</table>

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://fdiconline.federalreserve.gov.
### Report Item 3(1): 5% or More Shareholders

<table>
<thead>
<tr>
<th>(1)(a) Shareholder name and address</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number shares held</th>
<th>(1)(c) Percentage of shares held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Augustus R. Elson</td>
<td>USA</td>
<td>839</td>
<td>8.68%</td>
</tr>
<tr>
<td>Magnolia, OH</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kathleen M. Greer Trust</td>
<td>USA</td>
<td>3,503</td>
<td>36.26%</td>
</tr>
<tr>
<td>Magnolia, OH</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jane Lauritzen</td>
<td>USA</td>
<td>2,190</td>
<td>22.67%</td>
</tr>
<tr>
<td>Canton, OH</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Nancy McCurry</td>
<td>USA</td>
<td>599</td>
<td>6.20%</td>
</tr>
<tr>
<td>Sanford, NC</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sue E. White</td>
<td>USA</td>
<td>602</td>
<td>6.23%</td>
</tr>
<tr>
<td>Sebastopol, CA</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Report Item 3 (2)

3,503 Shares common stock were transferred from the John R. Greer Trust (Magnolia, Ohio, USA) to the Kathleen M. Greer Trust in 2013. Kathleen M. Greer was the trustee of both the John R. Greer Trust and The Kathleen M. Greer Trust. All shares held under John R. Greer Trust transferred to Kathleen M. Greer Trust. The John R. Greer trust had 36.26% power to vote and the Kathleen M. Greer Trust maintained 36.26% power to vote.
**Report Item 4: Directors and Officers**

<table>
<thead>
<tr>
<th>(1) Name and address</th>
<th>(2) Principal Occupation</th>
<th>(3)(a) Title and position Holding Company</th>
<th>(3)(b) Title and position Subsidiary</th>
<th>(3)(c) Title and position other Businesses</th>
<th>(4)(a) Percentage of Voting shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiary</th>
<th>(4)(c) List name of other companies if 25% or more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kevin R. Greer Magnolia, OH USA</td>
<td>Banker</td>
<td>President Treasurer</td>
<td>Chairman, President, Treasurer Exec. Vice President Secretary</td>
<td>N/A</td>
<td>40.40%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Cheryl Calkins East Sparta, OH USA</td>
<td>Banker</td>
<td>Vice President Secretary</td>
<td></td>
<td>N/A</td>
<td>0.15%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Augustus Elson Magnolia, OH USA</td>
<td>Retired</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>8.68%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Jane G. Lauritzen Canton, OH USA</td>
<td>Retired</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>22.67%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>David Cornet Canton, OH USA</td>
<td>Financial Advisor</td>
<td>Director</td>
<td>Director</td>
<td>Senior VP</td>
<td>0%</td>
<td>None</td>
<td>N/A</td>
</tr>
</tbody>
</table>