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, Martin P Sutter
Name of the Holding Company Director and Official
Chairman, 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 consents to public release of all details in the report containing that individual.

Signature of Holding Company Director and Official
3/9/2016
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: 107138
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015
Month / Day / Year
N/A

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

Reporter’s Name, Street, and Mailing Address
Gen Banc, Inc
P.O. Box 98
(Genoa, OH 43430
City
State
Zip Code

801 Main Street, Genoa, Ohio
Physical Location (If different from mailing address)

Person to whom questions about this report should be directed:
Todd Marsh
Name
Vice President CFO
Title
567-400-1235
Area Code / Phone Number / Extension
419-855-3789
Area Code / FAX Number
lmarsh@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:
☐ 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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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.

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Mailing Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Physical Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Genoa Banking Company</td>
<td>P.O. Box 98</td>
<td>Genoa</td>
<td>OH</td>
<td>43430</td>
<td>801 Main Street, Genoa, Ohio 43430</td>
</tr>
<tr>
<td>Genoa Financial, Inc.</td>
<td>P.O. Box 98</td>
<td>Genoa</td>
<td>OH</td>
<td>43430</td>
<td>801 Main Street, Genoa, Ohio 43430</td>
</tr>
<tr>
<td>GenBanc Software, Inc</td>
<td>P.O. Box 98</td>
<td>Genoa</td>
<td>OH</td>
<td>43430</td>
<td>801 Main Street, Genoa, Ohio 43430</td>
</tr>
</tbody>
</table>

12/2012
Report Item
1: GenBanc prepares an annual report for its shareholders.
   Three copies included

2a: Organizational Chart

```
LEI NONE
   GenBanc, Inc. Genoa, Ohio
   Incorp In Ohio

100%
   Genoa Financial, Inc
   Genoa, Ohio
   Inc In Ohio
   LEI none

100%
   The Genoa Banking Company
   Genoa, Ohio
   Inc In Ohio
   LEI none

100%
   GenBanc Software, Inc.
   Genoa, Ohio
   Inc In Ohio
   LEI none
```
**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 UNIQUE, Office Number, and ID_RSSD 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_RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>FDIC UNIQUE*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>2013-01-01</td>
<td>Full Service</td>
<td>7504654</td>
<td>THE CONWAY STREET BRANCH</td>
<td>801 CONWAY STREET</td>
<td>MALMSTEDE</td>
<td>OH</td>
<td>43357</td>
<td>LUCAS</td>
<td>GENDA BANKING COMPANY, THE</td>
<td>504311</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2013-01-01</td>
<td>Full Service</td>
<td>383512</td>
<td>MILLBURY BRANCH</td>
<td>34950 STATE ROUTE 51 W</td>
<td>MILLBURY</td>
<td>OH</td>
<td>45367</td>
<td>OTTAWA</td>
<td>GENDA BANKING COMPANY, THE</td>
<td>504311</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2013-01-01</td>
<td>Full Service</td>
<td>1473564</td>
<td>OREGON BRANCH</td>
<td>9201 NEVANS AVENUE</td>
<td>OREGON</td>
<td>OH</td>
<td>43065</td>
<td>LUCAS</td>
<td>GENDA BANKING COMPANY, THE</td>
<td>504311</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2013-01-01</td>
<td>Full Service</td>
<td>48500744</td>
<td>PORT CLINTON/CATANIA</td>
<td>3994 EAST HARBOR RD</td>
<td>PORT CLINTON</td>
<td>OH</td>
<td>43452</td>
<td>OTTAWA</td>
<td>GENDA BANKING COMPANY, THE</td>
<td>504311</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2013-01-01</td>
<td>Full Service</td>
<td>3297354</td>
<td>RODSFOG BRANCH</td>
<td>9920 OLD US 20</td>
<td>RODSFOG</td>
<td>OH</td>
<td>43060</td>
<td>WOOD</td>
<td>GENDA BANKING COMPANY, THE</td>
<td>504311</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2013-01-01</td>
<td>Full Service</td>
<td>4756477</td>
<td>SYLVANIA BRANCH</td>
<td>3401 MOREY STREET</td>
<td>SYLVANIA</td>
<td>OH</td>
<td>45365</td>
<td>LUCAS</td>
<td>GENDA BANKING COMPANY, THE</td>
<td>504311</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Form FR Y-6  
GenBanc, Inc.  
Fiscal Year Ending December 31, 2015

Report Item 3: Shareholders  
(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address</td>
<td>Country of Citizenship</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>George Bowland II, Trustee of The George Bowland Trust</td>
<td>USA</td>
<td>58,309,626 Shares - 7.82% Common Stock</td>
</tr>
<tr>
<td>Genoa, Ohio 43430</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Linda Bertok</td>
<td>USA</td>
<td>117,939,733 Shares - 15.81% Common Stock</td>
</tr>
<tr>
<td>Waterville, OH 43566-0140</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address</td>
<td>Country of Citizenship</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>None</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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 12-31-2015
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>(2) Principal Occupation</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Position with Genoa Banking Co.</th>
<th>(3c) Title &amp; Position with Other Businesses</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4c) Names of Other Companies if &gt;25% Voting Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Martin P. Sutter</td>
<td>Martin, Ohio</td>
<td>N/A</td>
<td>President/CEO and Chairman</td>
<td>President/CEO and Chairman</td>
<td>None</td>
<td>3.35%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>John Harbal II</td>
<td>Port Clinton, Ohio</td>
<td>Retired</td>
<td>Director</td>
<td>Director</td>
<td>Past President-Impact Products</td>
<td>0.23%</td>
<td>N/A</td>
<td>N/A</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>0.68%</td>
<td>N/A</td>
<td>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>1.21%</td>
<td>N/A</td>
<td>Bowland Law Office 100%</td>
</tr>
<tr>
<td>Douglas Samsen</td>
<td>Perrysburg, Ohio</td>
<td>Retail Sales</td>
<td>Director</td>
<td>Director</td>
<td>President-Samsen Furniture</td>
<td>0.90%</td>
<td>N/A</td>
<td>Samsen Furniture 55%, DMR Furniture Enterprises &lt;25%, Samburry, LLC 55%</td>
</tr>
<tr>
<td>Steven Irvin</td>
<td>Holland, Ohio</td>
<td>CPA</td>
<td>Director</td>
<td>Director</td>
<td>Partner</td>
<td>0.03%</td>
<td>N/A</td>
<td>RaynerFoosKrus &amp; Irwin CPAs 25%</td>
</tr>
<tr>
<td>Kevin Bringe</td>
<td>Martin, Ohio</td>
<td>Farmer</td>
<td>Director</td>
<td>Director</td>
<td>President-Bringe Farms</td>
<td>3.15%</td>
<td>N/A</td>
<td>Bringe Farms 100%</td>
</tr>
</tbody>
</table>

(1) Based upon 745,867,495 shares outstanding at December 31, 2015