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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3108(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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. 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.

I, John H. Powell
Name of the Holding Company Director and Officer
Vice Chairman
Title of the Holding Company Director and Officer

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 Officer
03/10/2017

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: 1145001
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2016
Month / Day / Year
549300X1BDRX4TKUWR26
Reporter’s Legal Entity Identifier (LEI) (20 Character LEI Code)
Reporter’s Name, Street, and Mailing Address
Liberty Capital, Inc.
Legal Title of Holding Company
3435 Airborne Road, Suite B
(Mailing Address of the Holding Company) Street / P.O. Box
Wilmington OH 45177
City State Zip Code
N/A
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Elaine Warren
Corporate Secretary
Name 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

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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.
FORM FRY-6

LIBERTY CAPITAL, INC.
Wilmington, Ohio
Fiscal Year Ending December 31, 2016

Item 1: Annual Report to Shareholders

The Annual Report to Shareholders will be forwarded to the Federal Reserve Bank as soon as it is available.
FORM FR Y-6

LIBERTY CAPITAL, INC.
Wilmington, Ohio
Fiscal Year Ending December 31, 2016

Item 2a: Organization Chart

LIBERTY CAPITAL, INC.
Holding Company
Wilmington, Ohio
LEI 549300X1BDRX4TKUWR26

LIBERTY SAVINGS BANK, F.S.B.
Federally Chartered Thrift Institution
100% Owned by Liberty Capital, Inc.
Wilmington, Ohio

VILLA PALMA OF SARASOTA, INC.
Real Estate Service Corporation
100% Owned by Liberty Savings Bank, F.S.B.
Sarasota, Florida

Liberty Capital, Inc., is incorporated in the State of Ohio.

Liberty Savings Bank, F.S.B., is federally chartered, so is not incorporated in any state.

Villa Palma of Sarasota, Inc., is incorporated in the State of Florida, and was formed to develop, maintain, manage, and sell certain real estate parcels in Sarasota, Florida.

Note: LEI is N/A unless noted.
FORM FR Y-6

LIBERTY CAPITAL, INC.
Wilmington, Ohio
Fiscal Year Ending December 31, 2016

Item 2b: Domestic Branch Listing

The Domestic Branch Listing as compiled by the Federal Reserve Bank is attached, with the appropriate data actions. This branch listing is complete and accurate as of December 31, 2016.

The Domestic Branch Listing was also e-mailed to the Federal Reserve Bank of Cleveland on March 6, 2017.
**Form FR Y-6**

**Liberty Capital, Inc.**  
**Wilmington, Ohio**  
**Fiscal Year Ending December 31, 2016**

**Item 3(1): Securities Holders**

<table>
<thead>
<tr>
<th>Name, City, State &amp; Country</th>
<th>Country of Citizenship</th>
<th>No. of Shares Held</th>
<th>Title of Class Of Securities</th>
<th>% to Total Outstanding</th>
</tr>
</thead>
<tbody>
<tr>
<td>James R. Powell Revocable Trust James R. Powell, Trustee Dayton, Ohio, USA</td>
<td>USA</td>
<td>592</td>
<td>Class A Voting Common</td>
<td>62%</td>
</tr>
<tr>
<td>Tinka K. Powell Revocable Trust James R. Powell, Trustee Dayton, Ohio, USA</td>
<td>USA</td>
<td>8</td>
<td>Class A Voting Common</td>
<td>1%</td>
</tr>
<tr>
<td>John H. Powell Revocable Trust John H. Powell, Trustee Wilmington, Ohio, USA</td>
<td>USA</td>
<td>192</td>
<td>Class A Voting Common</td>
<td>20%</td>
</tr>
<tr>
<td>Barbara A. Powell Revocable Trust John H. Powell, Trustee Wilmington, Ohio, USA</td>
<td>USA</td>
<td>8</td>
<td>Class A Voting Common</td>
<td>1%</td>
</tr>
<tr>
<td>Kent R. Powell Revocable Trust Kent R. Powell, Trustee Arcanum, Ohio, USA</td>
<td>USA</td>
<td>144</td>
<td>Class A Voting Common</td>
<td>15%</td>
</tr>
<tr>
<td>Karen S. Powell Revocable Trust Kent R. Powell, Trustee Arcanum, Ohio, USA</td>
<td>USA</td>
<td>8</td>
<td>Class A Voting Common</td>
<td>1%</td>
</tr>
</tbody>
</table>

**Item 3(2)**

This item is not applicable.
**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.

**Submission Procedure**

When you are finished, send a signed 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](https://y10online.federalreserve.gov).

*FDIC UNNUM, 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>Country</th>
<th>Country Prefix</th>
<th>FDIC UNNUM</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>Full Service</td>
<td>839572</td>
<td>OK</td>
<td>LIBERTY SAVINGS BANK, F.S.B.</td>
<td>3435 AIRBORE ROAD, SUITE B</td>
<td>WILMINGTON</td>
<td>OH</td>
<td>45177</td>
<td>CLINTON</td>
<td>UNITED STATES</td>
<td>45076</td>
<td>0</td>
<td>LIBERTY SAVINGS BANK, F.S.B.</td>
<td>839572</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>216169</td>
<td>OK</td>
<td>RAINACO &amp; TALE BRANCH</td>
<td>6460 EAST YALE AVENUE</td>
<td>DENVER</td>
<td>CO</td>
<td>80222</td>
<td>DENVER</td>
<td>UNITED STATES</td>
<td>289249</td>
<td>120</td>
<td>LIBERTY SAVINGS BANK, F.S.B.</td>
<td>839572</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>216169</td>
<td>OK</td>
<td>GRANBY BRANCH</td>
<td>329 EAST AGATE AVENUE</td>
<td>GRANBY</td>
<td>CO</td>
<td>80446</td>
<td>GRAND</td>
<td>UNITED STATES</td>
<td>289250</td>
<td>119</td>
<td>LIBERTY SAVINGS BANK, F.S.B.</td>
<td>839572</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>416734</td>
<td>OK</td>
<td>WILDEWOOD BRANCH</td>
<td>3901 CORTEZ ROAD WEST</td>
<td>BRANDENTON</td>
<td>FL</td>
<td>34210</td>
<td>MANATEE</td>
<td>UNITED STATES</td>
<td>287294</td>
<td>130</td>
<td>LIBERTY SAVINGS BANK, F.S.B.</td>
<td>839572</td>
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</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>416734</td>
<td>OK</td>
<td>SQUARE SOUTH BRANCH</td>
<td>13583 SOUTH TAMAMI TRAIL</td>
<td>SARASOTA</td>
<td>FL</td>
<td>34238</td>
<td>SARASOTA</td>
<td>UNITED STATES</td>
<td>287286</td>
<td>113</td>
<td>LIBERTY SAVINGS BANK, F.S.B.</td>
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<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>416821</td>
<td>OK</td>
<td>STICKNEY POINT BRANCH</td>
<td>2533 STICKNEY POINT ROAD</td>
<td>SARASOTA</td>
<td>FL</td>
<td>34231</td>
<td>SARASOTA</td>
<td>UNITED STATES</td>
<td>287289</td>
<td>125</td>
<td>LIBERTY SAVINGS BANK, F.S.B.</td>
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</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>416755</td>
<td>OK</td>
<td>JACARANDA BRANCH</td>
<td>4103 SOUTH TAMAMI TRAIL</td>
<td>VENICE</td>
<td>FL</td>
<td>34293</td>
<td>SARASOTA</td>
<td>UNITED STATES</td>
<td>287292</td>
<td>128</td>
<td>LIBERTY SAVINGS BANK, F.S.B.</td>
<td>839572</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>416037</td>
<td>OK</td>
<td>SHAMROCK BRANCH</td>
<td>1697 SOUTH TAMAMI TRAIL</td>
<td>VENICE</td>
<td>FL</td>
<td>34293</td>
<td>SARASOTA</td>
<td>UNITED STATES</td>
<td>287701</td>
<td>177</td>
<td>LIBERTY SAVINGS BANK, F.S.B.</td>
<td>839572</td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders (1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Names &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with holding company</th>
<th>Title &amp; Position with holding company</th>
<th>Title &amp; Position with Subsidiary Liberty Savings Bank</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Securities in holding company</th>
<th>Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)</th>
<th>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>James R. Powell</td>
<td>Chairman, CEO, and President</td>
<td>Chairman</td>
<td>Treasurer, Montgomery Warren, Inc.</td>
<td>63%</td>
<td>None</td>
<td>Montgomery Warren, Inc. - 50%</td>
<td></td>
</tr>
<tr>
<td>Dayton, Ohio, USA</td>
<td>Chairman of Liberty Savings Bank</td>
<td>Principal Occupation</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John H. Powell</td>
<td>Vice Chairman</td>
<td>Vice Chairman</td>
<td>None</td>
<td>21%</td>
<td>None</td>
<td>PF Aeronautics - 67%</td>
<td></td>
</tr>
<tr>
<td>Wilmington, Ohio, USA</td>
<td>Vice Chairman of Liberty Savings Bank</td>
<td>Principal Occupation</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kent R. Powell</td>
<td>Director</td>
<td>None</td>
<td>Owner Powell Family Farm</td>
<td>16%</td>
<td>None</td>
<td>Powell Family Farm - 100%</td>
<td></td>
</tr>
<tr>
<td>Arcanum, Ohio, USA</td>
<td>Director</td>
<td>Principal Occupation</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John L. Giering</td>
<td>Retired</td>
<td>Director</td>
<td>None</td>
<td></td>
<td>None</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Dayton, Ohio, USA</td>
<td>Retired</td>
<td>Principal Occupation</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>R. Jeffrey Siebenthaler</td>
<td>President of nursery/landscape business</td>
<td>Director</td>
<td>None</td>
<td></td>
<td>None</td>
<td>The Siebenthaler Co. - 24%</td>
<td></td>
</tr>
<tr>
<td>Dayton, Ohio, USA</td>
<td>President of nursery/landscape business</td>
<td>Principal Occupation</td>
<td></td>
<td></td>
<td></td>
<td>Seven Valley, LLC - 25% Synergy Development 3030, LLC - 50% Siebenthaler &amp; Smith, LLC - 50% Siebenthaler &amp; Smith, LLC II - 50%</td>
<td></td>
</tr>
<tr>
<td>Andrew R. Powell</td>
<td>CFO</td>
<td>SVP, CFO, Treasurer</td>
<td>None</td>
<td></td>
<td>None</td>
<td>AJA Capital, Inc. - 33%</td>
<td></td>
</tr>
<tr>
<td>Wilmington, Ohio, USA</td>
<td>CFO</td>
<td>Principal Occupation</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Joseph Hoskins</td>
<td>CAO &amp; General Counsel</td>
<td>SVP &amp; General Counsel</td>
<td>None</td>
<td></td>
<td>None</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Dayton, Ohio, USA</td>
<td>CAO &amp; General Counsel</td>
<td>Principal Occupation</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kenneth G. Zimpfer</td>
<td>SVP</td>
<td>SVP</td>
<td>None</td>
<td></td>
<td>None</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Columbus, Ohio, USA</td>
<td>SVP</td>
<td>Principal Occupation</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>SVP</td>
<td>Principal Occupation</td>
<td></td>
<td></td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>