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. §§ 3106(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, 1650a(c)(1), and 5458(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 an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Kevin R. Greer,

Name of the Holding Company Director and Official
Chairman & 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
07/17/2017
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

R/SID
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2016
Month / Day / Year

None
Report's Legal Entity Identifier (LEI) (20-Character LEI Code)

Magnolia Bancorp, Inc.
Legal Title of Holding Company
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
VP & Controller
Name
Title
330-866-9392
Area Code / Phone Number / Extension
330-866-2208
Area Code / FAX Number
lbernowe@bankofmagnolia.com
E-mail Address
www.bankofmagnolia.com
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? ☐ Yes ☐ No

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 3.3 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.
Annual Report of Bank Holding Companies – FR Y-6
LEI : None
Magnolia Bancorp, Inc.
December 31, 2016

Report Item 1 Annual Report to Shareholders:
Not applicable

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
Report Item 3(1): 5% or More Shareholders

<table>
<thead>
<tr>
<th>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>8.81%</td>
</tr>
<tr>
<td>Magnolia, OH</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kathleen M. Greer Trust FBO</td>
<td>USA</td>
<td>700</td>
<td>7.35%</td>
</tr>
<tr>
<td>Michael F. Greer</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Magnolia, OH</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kathleen M. Greer Trust FBO Kevin R. Greer</td>
<td>USA</td>
<td>1403</td>
<td>14.74%</td>
</tr>
<tr>
<td>Magnolia, Ohio</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kathleen M. Greer Trust FBO Maureen G. Merrill</td>
<td>USA</td>
<td>700</td>
<td>7.35%</td>
</tr>
<tr>
<td>Magnolia, OH</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kathleen M. Greer Trust FBO Kelly G. Arrigo</td>
<td>USA</td>
<td>700</td>
<td>7.35%</td>
</tr>
<tr>
<td>Magnolia, Ohio</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kevin R. Greer</td>
<td>USA</td>
<td>400</td>
<td>4.20%</td>
</tr>
<tr>
<td>Magnolia, OH</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jane Lauritzen, trustee of the Jane G. Lauritzen Rev. Trust</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>6.29%</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>6.32%</td>
</tr>
<tr>
<td>Sebastopol, CA</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3 (2)

Kevin R. Greer is the trustee of the following beneficiary trusts: Kathleen M. Greer Trust FBO of Michael F. Greer-Magnolia, Ohio (700 shares), Kathleen M. Greer Trust FBO of Kevin R. Greer-Magnolia, Ohio (1403 shares), Kathleen M. Greer Trust FBO Maureen G. Merrill- Magnolia, Ohio (700 shares), and Kathleen M. Greer Trust FBO of Kelly G. Arrigo-Magnolia, Ohio (700 shares). Kevin R. Greer also has 400 shares personally. Kevin Greer, personally and as trustee, controls 40.99% of the voting power with his control of 3903 shares (9521 outstanding shares).
<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</td>
<td>N/A</td>
<td>40.99%</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>Exec. Vice President Secretary</td>
<td>N/A</td>
<td>0.16%</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>8.81%</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>23.00%</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>
<tr>
<td>Kristine Fellows Canton, OH USA</td>
<td>N/A</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>0%</td>
<td>None</td>
<td>N/A</td>
</tr>
</tbody>
</table>
### Results

A list of branches for your depository institution: BANK OF MAGNOLIA COMPANY, THE ([ID_RSSD: 940021]). This depository institution is held by MAGNOLIA BANCORP, INC. (2402813) of MAGNOLIA, OH. The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

### 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 UNINUM, 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>Country</th>
<th>FDIC UNINUM*</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></td>
<td>Full Service (Head Office)</td>
<td>940021</td>
<td>BANK OF MAGNOLIA COMPANY, THE</td>
<td>122 N MAIN STREET</td>
<td>MAGNOLIA</td>
<td>OH</td>
<td>44643-0415</td>
<td>STARK</td>
<td>UNITED STATES</td>
<td>1520</td>
<td>0</td>
<td>BANK OF MAGNOLIA COMPANY, THE</td>
<td>940021</td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td></td>
<td>Full Service</td>
<td>3637304</td>
<td>CANTON SOUTH BRANCH</td>
<td>3221 CLEVELAND AVENUE SOUTHWEST</td>
<td>CANTON</td>
<td>OH</td>
<td>44707</td>
<td>STARK</td>
<td>UNITED STATES</td>
<td>192483</td>
<td>2</td>
<td>BANK OF MAGNOLIA COMPANY, THE</td>
<td>940021</td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td></td>
<td>Full Service</td>
<td>686628</td>
<td>EAST SPARTA BRANCH</td>
<td>10045 CLEVELAND AVENUE, S.E.</td>
<td>MAGNOLIA</td>
<td>OH</td>
<td>44643</td>
<td>STARK</td>
<td>UNITED STATES</td>
<td>192482</td>
<td>1</td>
<td>BANK OF MAGNOLIA COMPANY, THE</td>
<td>940021</td>
<td></td>
</tr>
</tbody>
</table>