

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



Annual Report of Holding Companies ~~FR Y-6~~ ^{2014 JAN 21 FR Y-656}

STATISTICS & ANALYSIS
DEPARTMENT

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, Carol B. Meek

Name of the Holding Company Director and Official

Director/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.

Carol B. Meek

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

RSSD ID

1248993

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.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Apple Creek Banc Corp

Legal Title of Holding Company

PO Box 237

(Mailing Address of the Holding Company) Street / P.O. Box

Apple Creek

OH

44606

City

State

Zip Code

3 W. Main St.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Helen M. Baer

Assistant Treasurer

Name

Title

330-698-2637

Area Code / Phone Number / Extension

330-698-4770

Area Code / FAX Number

hbaer@applecreekbank.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 1.a. 10-K Securities and Exchange

N/A

Report Item 1.b. Annual Report

Will be provided at a later date.

Report Item 2. Organizational Chart

Organization Chart

Apple Creek Banc Corp
Apple Creek, Ohio
Incorporated in Ohio

The Apple Creek Banking Company
Apple Creek, Ohio
Incorporated in Ohio
100% Ownership

Report Item 2.b

Submitted via email on 1/16/2014.

Report Item 3 (1) Securities Holders

Name	Country of Citizenship	Shares	% Shares	
Leonard Buckner Mt. Eaton, OH, USA	USA	20045	29.18%	Common Stock
Patricia Foll Wooster, OH, USA	USA	5000	7.28%	Common Stock
Michael D Schnell New Bremen, OH, USA	USA	4023	5.86%	Common Stock
Scott R Schnell Iowa City, IA, USA	USA	3964	5.77%	Common Stock

Report Item 3 (2)

None

Report Item 4. Insiders

Name	Title	Other Business Principal Occupation	Country of Incorporation	Shares Owned or Controlled	Percent Total Shares
Margo Broehl Wooster OH USA	Secretary/Director Secretary/Director 100% Owner 50% Owner 50% Owner 33% Owner	Apple Creek Banc Corp Apple Creek Banking Co. Broehl Law Office Townsend Antiques Pine St LLC 1022 LLC	USA USA USA USA USA USA	996 N/A N/A N/A N/A N/A	1.23% N/A N/A N/A N/A N/A
Leonard Buckner Mt Eaton OH USA	Chairman of the Board Chairman of the Board 61.9% Owner	Apple Creek Banc Corp Apple Creek Banking Co. Euclid Spiral Paper Tube Co.	USA USA USA	20045 N/A N/A	29.18% N/A N/A
Jay G. Henthorne Jr. Wooster OH USA	Director Director 50% Owner	Apple Creek Banc Corp Apple Creek Banking Co. Henthorne Holdings LLC	USA USA USA	2483 N/A N/A	3.61% N/A N/A
Kurt D. Kline Westfield Center, Oh USA	Director Director Retired	Apple Creek Banc Corp Apple Creek Banking Co. Apple Creek Banking Co.	USA USA USA	259 N/A N/A	0.38% N/A N/A
Carol B. Meek Loudonville, Oh USA	Director/ President Director/ President Director/ President	Apple Creek Banc Corp Apple Creek Banking Co. Apple Creek Banking Co.	USA USA USA	65 N/A N/A	0.09% N/A N/A
Joe Durbin Wooster, Oh USA	Director Director CFO	Apple Creek Banc Corp. Apple Creek Banking Co. Prentke Romich Company	USA USA USA	718 N/A N/A	1.05% N/A N/A

Alan Ratliff	Director	Apple Creek Banc Corp.	USA	100	0.15%
Wooster, Oh	Director	Apple Creek Banking Co.	USA	N/A	N/A
USA	100% Owner/President	Ratliff Custom Homes	USA	N/A	N/A
	100% Owner/Member	Loral Investments LLC	USA	N/A	N/A
	100% Owner/Member	Loral Loves Property LLC	USA	N/A	N/A
	100% Owner/Member	Loral Ontario Property LLC	USA	N/A	N/A
	100% Owner/Member	Loral Mount Vernon LLC	USA	N/A	N/A
	100% Owner/Member	Loral Ashland Plaza LLC	USA	N/A	N/A
	100% Owner/Member	Loral Land Development LLC	USA	N/A	N/A
	100% Owner/Member	Crooked Creek Development LLC	USA	N/A	N/A
	100% Owner/Member	Deal Land Company LLC	USA	N/A	N/A
Michael R. Coleman	Treasurer/CFO	Apple Creek Banc Corp.	USA	160	0.23%
Wooster, Oh	Senior Vice President/CFO	Apple Creek Banking Co.	USA	N/A	N/A
USA	Senior Vice President/CFO	Apple Creek Banking Co.	USA	N/A	N/A
Chad M. Boreman	Director	Apple Creek Banc Corp.	USA	200	0.29%
Wooster, Oh	Director	Apple Creek Banking Co.	USA	N/A	N/A
USA	100% Owner/President	Boreman Cook Financial Services	USA	N/A	N/A
	50% Owner/Member	Becker Boreman Prop LLC	USA	N/A	N/A
	50% Owner/Member	Boreman Prop LLC	USA	N/A	N/A
	50% Owner/Member	202 N Marker St	USA	N/A	N/A
Andrei Dordea	Director	Apple Creek Banc Corp.	USA	187	0.27%
Wooster, Oh	Director	Apple Creek Banking Co.	USA	N/A	N/A
USA	Director of Finance	City of Wooster	USA	N/A	N/A

Results: A list of branches for your depository institution: APPLE CREEK BANKING COMPANY, THE (ID_RSSD: 213912).
This depository institution is held by APPLE CREEK BANC CORP (1248993) of APPLE CREEK, OH.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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 data 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 Procedures

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.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	213912	APPLE CREEK BANKING COMPANY, THE	3 WEST MAIN STREET	APPLE CREEK	OH	44606-02	WAYNE	UNITED STATES	Not Required	Not Required	APPLE CREEK BANKING COMPANY, THE	213912	
OK		Full Service	3358524	5091 MANCHESTER ROAD BRANCH	5091 MANCHESTER ROAD	AKRON	OH	44319	SUMMIT	UNITED STATES	184971		4 APPLE CREEK BANKING COMPANY, THE	213912	
OK		Full Service	3358533	3 WEST MAIN STREET	3 WEST MAIN STREET	APPLE CREEK	OH	44606	WAYNE	UNITED STATES	467		0 APPLE CREEK BANKING COMPANY, THE	213912	
OK		Full Service	3136302	BEACH CITY BRANCH	105 2ND AVENUE NORTHEAST	BEACH CITY	OH	44608	STARK	UNITED STATES	364400		5 APPLE CREEK BANKING COMPANY, THE	213912	
OK		Full Service	2381141	CANAL FULTON BRANCH	2414 LOCUST STREET SOUTH	CANAL FULTON	OH	44614	STARK	UNITED STATES	184970		3 APPLE CREEK BANKING COMPANY, THE	213912	
OK		Full Service	3358542	155 SOUTH MARKET STREET BRANCH	155 SOUTH MARKET STREET	WOOSTER	OH	44691	WAYNE	UNITED STATES	184969		2 APPLE CREEK BANKING COMPANY, THE	213912	
OK		Full Service	290717	MADISONBURG BRANCH	4500 CLEVELAND ROAD	WOOSTER	OH	44691	WAYNE	UNITED STATES	184968		1 APPLE CREEK BANKING COMPANY, THE	213912	