

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
 OF CLEVELAND

2014 MAR 31 A 10:49
 STATISTICS & ANALYSIS
 DEPARTMENT



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.

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.

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.

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

December 31, 2013

Month / Day / Year

I, **John T. Schwierling**

Reporter's Name, Street, and Mailing Address

Guardian Bancorp

Name of the Holding Company Director and Official

Secretary and Director

Legal Title of Holding Company

6100 West Chester Road

Title of the Holding Company Director and Official

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

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.

West Chester

OH

45069

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Sue Richey

Accounting Manager

Name

Title

513-603-1728

Area Code / Phone Number / Extension

513-603-1718

Area Code / FAX Number

srichey@guardiansavingsbank.com

E-mail Address

n/a

Address (URL) for the Holding Company's web page

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 **3827927**
 C.I. _____

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."

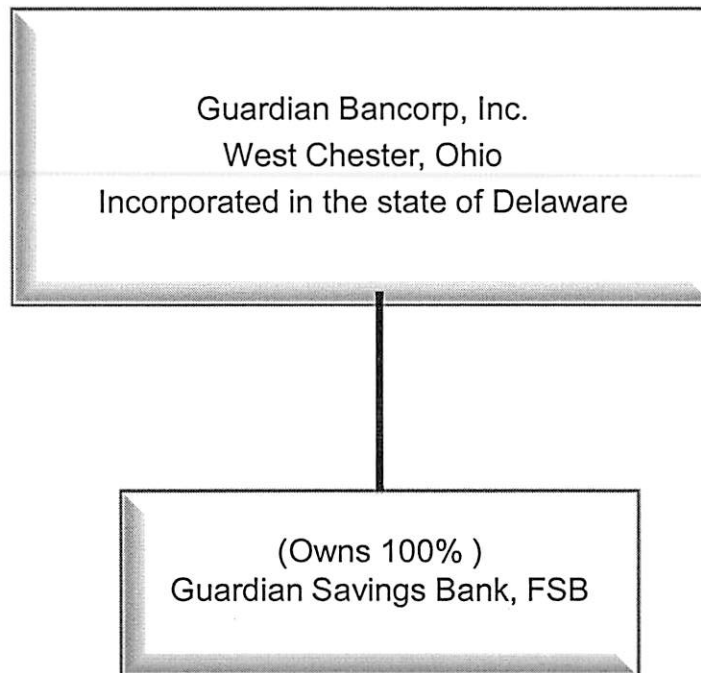
No

Form FR Y-6
Guardian Bancorp, Inc.
Cincinnati, Ohio
Fiscal Year Ending December 31, 2013

Report Item

1: The savings and loan holding company does not prepare an annual report for its securities holders and is not registered with the SEC.

2a: Organizational Chart



2b: Domestic Branch listing provided to the
Federal Reserve Bank

Report 2b:

Results: A list of branches for your holding company: GUARDIAN BANCORP, INC (3827927) of CINCINNATI, OH.
The data is as of 12/31/2013. Data reflects information that was received and processed through 12/31/2013.

Data Action	Branch Opened	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*
OK	November-10	Full Service (Head Office)	727174	GUARDIAN SAVINGS BANK, F.S.B.	6100 WEST CHESTER ROAD	WEST CHESTER	OH	45069	BUTLER	UNITED STATES	40832	0
OK	June-96	Full Service	4146625	FORT WRIGHT BRANCH	10 KYLES LN	COVINGTON	KY	41011	KENTON	UNITED STATES	264482	103
OK	June-99	Full Service	4146607	FLORENCE BRANCH	7550 MALL RD	FLORENCE	KY	41042	BOONE	UNITED STATES	456476	104
OK	August-98	Full Service	4146616	FORT THOMAS BRANCH	14 S FORT THOMAS AVE	FORT THOMAS	KY	41075	CAMPBELL	UNITED STATES	456477	105
OK	August-06	Full Service	4146634	LEXINGTON BRANCH	501 SOUTHLAND DR	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	457016	107
OK	October-83	Full Service	4146586	BRIDGETOWN BRANCH	5511 HARRISON AVE	CINCINNATI	OH	45248	HAMILTON	UNITED STATES	264480	101
OK	July-94	Full Service	4146595	CHERRY GROVE BRANCH	560 OHIO PIKE	CINCINNATI	OH	45255	CLERMONT	UNITED STATES	264481	102
OK	May-62	Full Service	4463724	MT AIRY BRANCH	5901 COLERAIN AVENUE	CINCINNATI	OH	45239	HAMILTON	UNITED STATES	Not Required	Not Required
OK	October-76	Full Service	4146643	PEACH GROVE BRANCH	5671 SPRINGDALE RD	CINCINNATI	OH	45251	HAMILTON	UNITED STATES	264479	100
OK	June-06	Full Service	4146652	TRI-COUNTY BRANCH	11333 PRINCETON PIKE	CINCINNATI	OH	45246	HAMILTON	UNITED STATES	456478	106

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Guardian Bancorp, Inc. Cincinnati, Ohio
Fiscal Year Ending December 31, 2013

Report 3 (1)(a)(b)(c) Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/12

(1)(a) Name City, State	(1)(b) Country of Citizenship	(1)(c) Number & Percentage of Each Class of Voting Securities
Louis Beck Boca Raton, FL	USA	375 - 75% of Common Stock
Harry Yeaggy Cincinnati, OH	USA	125 - 25% of Common Stock

Report 3 (2)(a)(b)(c) Securities Holders

Securities holders 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 12/31/12

(2)(a) Name City, State N/A	(2)(b) Country of Citizenship	(2)(c) Number & Percentage of Each Class of Voting Securities
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Guardian Bancorp, Inc. Cincinnati, Ohio Fiscal
Year Ending December 31, 2013

Report 4 (1)(a)(b)(c)

Insiders

(1)	(2)	(3)(a.)	(3)(b.)	(3)(c.)	(4)(a.)	4(b.)	(4)(c.)
Name, City, State, Country	Principal Occupation, if other than with the Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses[include name of other businesses]	Percentage of Voting Shares in Holding Company	Percentage of voting Shares in Subsidiaries	List names of other companies[includes partnerships]if 25% or more of voting securities are held.
Louis S. Beck Boca Raton, FL, USA	Business Owner	CEO, President, Chairman	Chairman of the Board	Owner, Beck Hospitality	75%	None	Beck Hospitality
Harry Yeaggy Cincinnati, Ohio, USA	President & CEO	N/A	Senior Ex.VP	President & CEO Union Savings Bank Vice Chairman, Beck Hospitality	25%	None	Union Savings Bank, FSB
Kevin S. Motley Middletown, Ohio USA	CFO/Treasurer	CFO/Treasurer	CFO/Treasurer	N/A	None	None	N/A
John T. Schwierling Cincinnati, Ohio, USA	Attorney	Secretary	Secretary	Attorney, Ritter & Randolph LLP	None	None	N/A
Donald Bailey Cincinnati, Ohio, USA	VP of Sales	Director	Director	VP of Sales, Prominent Title Co.	None	None	N/A
David Brown Cincinnati, Ohio, USA	Business Owner	Director	Director	Owner, Metzger Machine Co.	None	None	Owner, Metzger Machine, Co.
Richard Burkhart Cincinnati, Ohio, USA	Bank President	Director	Director	President, Guardian Savings Bank	None	None	N/A
J.R. Nieberding Cincinnati, Ohio, USA	Attorney	Director	Director	Attorney Nieberding & Nieberding, LLP	None	None	N/A
Edward Zillig Cincinnati, Ohio, USA	Business Owner	Director	Director	Owner, Zillig Excavating & Paving, Inc.	None	None	Zillig Excavating & Paving, Inc.