

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

2014 MAR 26 A 10:48  
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.

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.

I, James D. Greenfield

Name of the Holding Company Director and Official

Director/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 consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

03/24/2014

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 4028897  
C.I. \_\_\_\_\_

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Conneaut Bancorp, MHC

Legal Title of Holding Company

PO Box 740

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

Conneaut OH 44030  
City State Zip Code

305 Main Street, Conneaut OH 44030

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Cindy L. Damon

VP/CFO

Name

Title

440-599-8121

Area Code / Phone Number / Extension

440-593-6446

Area Code / FAX Number

cdamon@conneautsavings.com

E-mail Address

conneautsavings.com

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

## 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.

Conneaut Bancorp, Inc.

Legal Title of Subsidiary Holding Company

PO Box 740

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

Conneaut OH 44030

City State Zip Code

305 Main Street, Conneaut OH 44030

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

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Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

**Results:** A list of branches for your depository institution: CONNEAUT SAVINGS BANK, THE (ID\_RSSD: 203575).

This depository institution is held by CONNEAUT BANCORP INC (4028888) of CONNEAUT, 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 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**

**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.

<b>Data Action</b>	<b>Effective Date</b>	<b>Branch Service Type</b>	<b>Branch ID_RSSD*</b>	<b>Popular Name</b>	<b>Street Address</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>County</b>
OK		Full Service (Head Office)	203575	CONNEAUT SAVINGS BANK,	305 MAIN ST	CONNEAUT	OH	44030	ASHTABULA
OK		Full Service	3658279	AUSTINBURG BRANCH	2046 STATE ROUTE	AUSTINBUR	OH	44010	ASHTABULA
OK		Full Service	4181028	GIRARD OFFICE	110 W MAIN ST	GIRARD	PA	16417	ERIE

lne pg 2

Date column.

Country	FDIC	Office Number*	Head Office	Head Office ID_RSSD*	Comments
UNITED	41511	0	CONNEAUT SAVINGS BANK,	203575	
UNITED	457438	2	CONNEAUT SAVINGS BANK,	203575	
UNITED	510415	3	CONNEAUT SAVINGS BANK,	203575	

**Results:** A list of branches for your depository institution: CONNEAUT SAVINGS BANK, THE (ID\_RSSD: 203575).  
This depository institution is held by CONNEAUT BANCORP MHC (4028897) of CONNEAUT, 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 date in the **Effective Date** column.

#### **Actions**

**OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.

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OK		Full Service (Head Office)	203575	CONNEAUT SAVINGS BANK,	305 MAIN ST	CONNEAUT	OH	44030	ASHTABULA
OK		Full Service	3658279	AUSTINBURG BRANCH	2046 STATE ROUTE	AUSTINBUR	OH	44010	ASHTABULA
OK		Full Service	4181028	GIRARD OFFICE	110 W MAIN ST	GIRARD	PA	16417	ERIE

MHC pg 2

Date column.

Country	FDIC	Office Number*	Head Office	Head Office ID_RSSD*	Comments
UNITED	41511	0	CONNEAUT SAVINGS BANK,	203575	
UNITED	457438	2	CONNEAUT SAVINGS BANK,	203575	
UNITED	510415	3	CONNEAUT SAVINGS BANK,	203575	

Form FR Y-6  
Conneaut Bancorp, Inc.  
Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013.

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 12-31-2013.

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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N/A	N/A	N/A	N/A	N/A	N/A
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N/A	N/A	N/A	N/A	N/A	N/A
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Form FR Y-6  
Conneaut Bancorp, MHC  
Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013.

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 12-31-2013.

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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N/A	N/A	N/A	N/A	N/A	N/A
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N/A	N/A	N/A	N/A	N/A	N/A
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Form FR Y-6  
Conneaut Bancorp, Inc  
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
William E. Cooper Conneaut OH, USA	N/A	Director & Chairman	Director & Chairman Conneaut Bancorp, Inc. & Conneaut Savings Bank	None	None	N/A
Thomas J. Smith Conneaut OH, USA	N/A	Director & Vice-Chairman	Director & Vice-Chairman Conneaut Bancorp, Inc. & Conneaut Savings Bank	None	None	N/A
Philip C. Heffelfinger Conneaut OH, USA	N/A	Director & President	Director & President Conneaut Bancorp, Inc. & Conneaut Savings Bank	None	None	N/A
Elmer E. Makay Conneaut OH, USA	N/A	Director	Director Conneaut Bancorp, Inc. & Conneaut Savings Bank	None	None	N/A
Kerry W. Gerdes Conneaut OH, USA	Owner Gerdes Pharmacy, Inc.	Director	Director Conneaut Bancorp, Inc. & Conneaut Savings Bank	None	None	N/A
Lorraine E. McLaughlin Conneaut OH, USA	Owner Biscotti's Restaurant	Director	Director Conneaut Bancorp, Inc. & Conneaut Savings Bank	None	None	N/A
David D. Punkar Conneaut OH, USA	N/A	Director	Director Conneaut Bancorp, Inc. & Conneaut Savings Bank	None	None	N/A
James D. Greenfield Conneaut	N/A	Exec. VP	Exec. VP	None	None	N/A

Form FR Y-6  
Conneaut Bancorp, Inc  
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
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OH, USA

Form FR Y-6  
 Conneaut Bancorp, Inc  
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
Angela L. Moore Conneaut OH, USA	N/A	VP	VP	None	None	N/A
Pauliina J. Myers Conneaut OH, USA	N/A	VP	VP	None	None	N/A
Cindy L. Damon Conneaut OH, USA	N/A	VP	VP	None	None	N/A

Form FR Y-6  
Conneaut Bancorp, MHC  
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
William E. Cooper Conneaut OH, USA	N/A	Director & Chairman	Director & Chairman Conneaut Bancorp, Inc. & Conneaut Savings Bank	None	None	N/A
Thomas J. Smith Conneaut OH, USA	N/A	Director & Vice-Chairman	Director & Vice-Chairman Conneaut Bancorp, Inc. & Conneaut Savings Bank	None	None	N/A
Philip C. Heffelfinger Conneaut OH, USA	N/A	Director & President	Director & President Conneaut Bancorp, Inc. & Conneaut Savings Bank	None	None	N/A
Elmer E. Makay Conneaut OH, USA	N/A	Director	Director Conneaut Bancorp, Inc. & Conneaut Savings Bank	None	None	N/A
Kerry W. Gerdes Conneaut OH, USA	Owner Gerdes Pharmacy, Inc.	Director	Director Conneaut Bancorp, Inc. & Conneaut Savings Bank	None	None	N/A
Lorraine E. McLaughlin Conneaut OH, USA	Owner Biscotti's Restaurant	Director	Director Conneaut Bancorp, Inc. & Conneaut Savings Bank	None	None	N/A
David D. Punkar Conneaut OH, USA	N/A	Director	Director Conneaut Bancorp, Inc. & Conneaut Savings Bank	None	None	N/A
James D. Greenfield Conneaut	N/A	Exec. VP	Exec. VP	None	None	N/A

### Report Item 4: Insiders

Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
OH, USA						

Form FR Y-6  
Conneaut Bancorp, MHC  
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
Angela L. Moore Conneaut OH, USA	N/A	VP	VP	None	None	N/A
Pauliina J. Myers Conneaut OH, USA	N/A	VP	VP	None	None	N/A
Cindy L. Damon Conneaut OH, USA	N/A	VP	VP	None	None	N/A

FR 4-6

## 2a: Organizational Chart

### Conneaut Savings Bank

#### PROXY STATEMENT

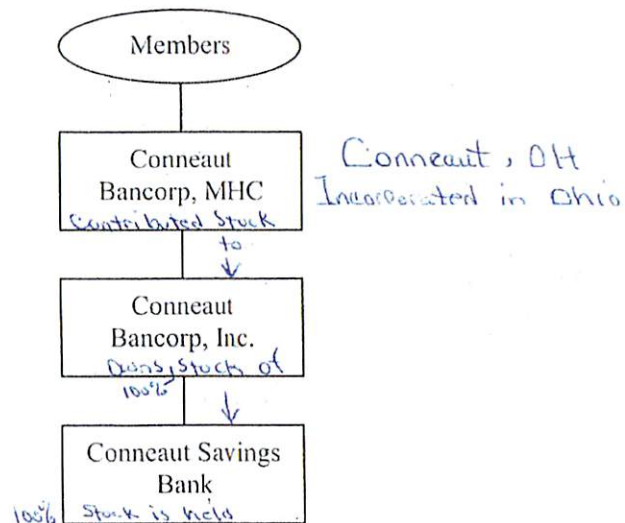
#### SPECIAL MEETING OF MEMBERS

#### INTRODUCTION

This proxy statement is being furnished to you in connection with the solicitation by the Board of Directors of Conneaut Savings Bank of proxies to be voted at the special meeting of members of Conneaut Savings Bank to be held on December 17, 2008 at the Bank's main office, 305 Main Street, Conneaut, Ohio at 1:30 p.m., local time, and at any adjournments thereof.

The special meeting is being held for the purpose of considering and voting upon a Plan of Reorganization from a Mutual Savings Bank to a Mutual Holding Company (the "Plan of Reorganization") under which, in a series of steps, Conneaut Savings Bank will reorganize from a mutual savings bank into a stock savings bank and become wholly owned by a subsidiary holding company, which will be wholly owned by a mutual holding company. Conneaut Savings Bank's reorganization into the mutual holding company structure and the formation of a subsidiary holding company and stock savings bank are referred to herein as the "Reorganization." **No stock is being issued to depositors or other members of the public in connection with the Reorganization.**

This diagram shows Conneaut Savings Bank's corporate structure following completion of the Reorganization.



**Results:** A list of branches for your depository institution: **CONNEAUT SAVINGS BANK, THE (ID\_RSSD: 203575).**  
This depository institution is held by **CONNEAUT BANCORP MHG (4028897)** of **CONNEAUT, 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.
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**Actions**

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\* 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)		203575	CONNEAUT SAVINGS BANK,	305 MAIN ST	CONNEAUT	OH	44030	ASHTABULA	UNITED	41511		0	CONNEAUT SAVINGS BANK,		203575	
OK		Full Service		3658279	AUSTINBURG BRANCH	2046 STATE ROUTE	AUSTINBUR	OH	44010	ASHTABULA	UNITED	457438		2	CONNEAUT SAVINGS BANK,		203575	
OK		Full Service		4181028	GIRARD OFFICE	110 W MAIN ST	GIRARD	PA	16417	ERIE	UNITED	510415		3	CONNEAUT SAVINGS BANK,		203575	