

SCS ADMINISTRATION

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

2019 MAR 28 P 1:52

FEDERAL RESERVE BANK
 OF CLEVELAND

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, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. 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.

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

December 31, 2018

Month / Day / Year

549300Z8EM6P4IUIYG50

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

I, Michael W. White

Name of the Holding Company Director and Official

President, COO & Director

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.

Waterford Bancorp, Inc.

Legal Title of Holding Company

3900 N. McCord Rd.

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

Toledo

OH

43617

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:

Vivianne Newton

AVP, Accounting

Name

Title

419-720-3543

Area Code / Phone Number / Extension

419-720-3942

Area Code / FAX Number

vivianne.newton@waterfordbankna.com

E-mail Address

www.waterfordbankna.com

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

Signature of Holding Company Director and Official

03/27/2019

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
 C.I.

3588415

Is confidential treatment requested for any portion of this report submission?

0=No	1=Yes	0
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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."

For Use By Tiered Holding Companies

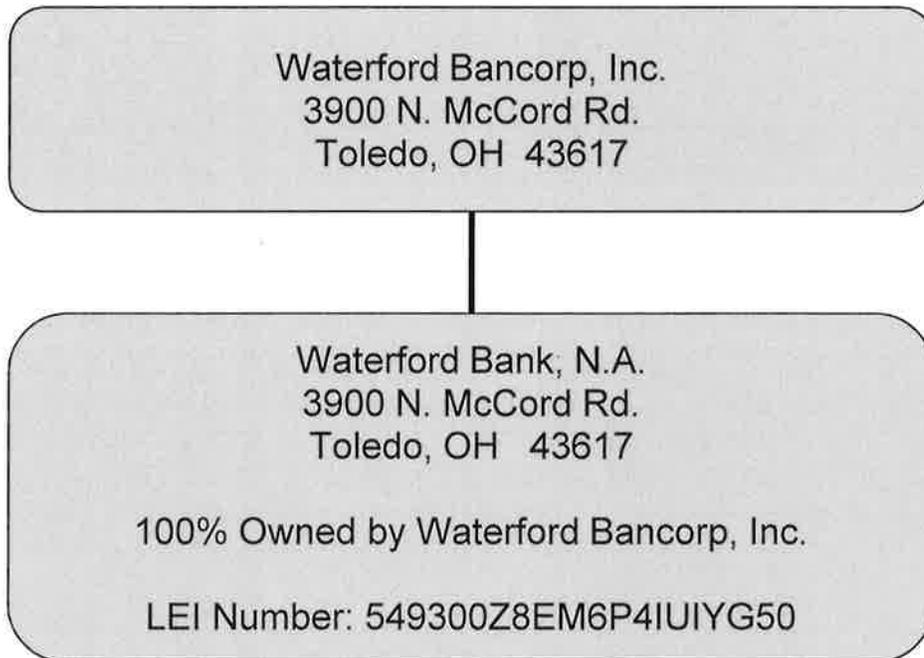
Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>
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Form FR Y-6
Waterford Bancorp, Inc.
Toledo, OH
Fiscal Year Ending December 31, 2018

Report Item 2a: Organizational Chart

State of Incorporation: Ohio



Results: A list of branches for your depository institution: **WATERFORD BANK, NA (ID_RSSD: 3588424)**.
 This depository institution is held by **WATERFORD BANCORP, INC. (3588415)** of **TOLEDO, OH**.
 The data are as of **12/31/2018**. Data reflects information that was received and processed through **03/22/2019**.

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.

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	8/29/2007	Full Service (Head Office)	3588424	WATERFORD BANK, NA	3900 NORTH MCCORD ROAD	TOLEDO	OH	43617	LUCAS	UNITED STATE	Not Required	Not Required	WATERFORD BANK, NA	3588424	
OK	11/1/2012	Full Service	4485856	PERRYSBURG BRANCH	231 LOUISIANA AVENUE	PERRYSBURG	OH	43551	WOOD	UNITED STATE	Not Required	Not Required	WATERFORD BANK, NA	3588424	

Form FR Y-6
Waterford Bancorp, Inc.
 Toledo, OH
 Fiscal Year Ending December 31, 2018

Report Item 3: Securities Holders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2018.

(1)(a) Name Address City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Stock		
		Number	Percentage	Class
Steven H. Swigart Maumee, OH USA	USA	149,017 2,441	9.0% 0.2%	Common Options on Common on Common

Shareholders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with the power to vote during the fiscal year ending 12-31-2018.

(2)(a) Name Address City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Stock		
		Number	Percentage	Class
none				

Waterford Bancorp, Inc.

Toledo, OH

Fiscal Year Ending December 31, 2018

Report Item 4: Insiders

Page 1

(1) Name Address City, State, Country	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries	(3)(c) Title and Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of other companies over 25% owner
Michael R. Miller Toledo, OH USA	N/A	Chairman & Chief Executive Officer	Chairman & Chief Executive Officer Waterford Bank, N.A.	Board Member- Erie Shooting & Fishing Club, Inc.	4.2%	N/A	N/A
Michael W. White Sylvania, OH USA	N/A	President & Chief Operating Officer	President & Chief Operating Officer Waterford Bank, N.A.		1.3%	N/A	N/A
Lawrence C. Boyer Toledo, OH USA	N/A	Executive Vice President & Sr. Lending Officer	Executive Vice President & Sr. Lending Officer Waterford Bank, N.A.	Board President- Tam-O-Shanter Sports, Inc. Member - Palisades Development Partner - Ariell Properties	2.3%	N/A	25% Owner Palisades Development 100% Owner Ariell Properties

Waterford Bancorp, Inc.
 Toledo, OH
 Fiscal Year Ending December 31, 2018
 Report Item 4: Insiders

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Stephen R. Saddemi Toledo, OH USA	Physician- Toledo Orthopaedic Surgeons, Inc.	Director	Director Waterford Bank, N.A.	Physician- Toledo Orthopaedic Surgeons, Inc. Managing Member- TOSMOB, LLC Physician- The Orthopaedic Network, Inc. Managing Member- Waterside Partners Again, LLC	0.3%	N/A	25% Managing Partner- Toledo Orthopaedic Surgeons, Inc. 25% Managing Member- TOSMOB, LLC
Mark E. Ridenour Toledo, OH USA		Director	Director Waterford Bank, N.A.	Manager - Heidtman Investors Manager - Beta Aire Ltd. Manager - Sumter Development Manager - Gibraltar Partners Manager - Heidtman Investors Owner - Main Ride , LLC	1.2%	N/A	25% Owner- Beta Aire Ltd. 100% Owner Main Ride, LLC

Waterford Bancorp, Inc.
Toledo, OH
Fiscal Year Ending December 31, 2018
Report Item 4: Insiders

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Patrick R. Hylant Toledo, OH USA	Chairman & CEO Hylant Group, Inc.	Director	Director Waterford Bank, N.A.	Chairman Hylant Group, Inc. Ohio Building Co., Ltd. Ohio Building Co., Too, Ltd. Hylant, Ltd. Patrick R. Hylant IDIT #2 Ann M. Hylant IDIT #1 A. Hylant - IDIT #2 Trust fbo Patrick Hylant Jr. Ontario Leasing, Ltd. A. Hylant - IDIT #2 Trust fbo Jacqueline Berenzweig Hylant Investment Ltd. Hylant of Nashville, LLC Two Guys and a Plane, Ltd.	3.1%	N/A	55% Owner- Hylant Group, Inc. 56% Owner- Ohio Building Co., Ltd. 56% Owner- Ohio Building Co. Too, Ltd. 100% Owner- Hylant, Ltd. 100% Owner- Patrick R. Hylant IDIT #2 100% Owner- Ann M. Hylant IDIT #1 100% Owner- A. Hylant IDIT #2 Trust fbo Patrick Hylant Jr. 100% Owner- Ontario Leasing, Ltd. 100% Owner- A. Hylant IDIT #2 Trust fbo Jacqueline Berenzweig 100% Owner- Hylant Investment Ltd. 1% Owner- Hylant of Nashville, LLC 95% Owner- Two Guys and a Plane, Ltd.

Waterford Bancorp, Inc.
 Toledo, OH
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Steven H. Swigart Maumee, OH USA	Chairman & CEO- Spartan Chemical Co., Inc.	Director	Director Waterford Bank, N.A.	Chairman & CEO- Spartan Chemical Co., Inc. Spartan Do Brazil CompuClean WHOJ Swan Song Will Holdings LLC ONANON Canvas Back	9.2%	N/A	27% Owner- Spartan Chemical Co., Inc. 27% Owner- Spartan Do Brazil 27% Owner- CompuClean 27% Owner- WHOJ 27% Owner- Swan Song 32% Owner- Will Holdings LLC 49% Owner- ONANON 32% Owner- Canvas Back
Terrence R. Thomas Sylvania, OH USA	N/A	Senior Vice President & Chief Financial Officer	Senior Vice President & Chief Financial Officer Waterford Bank, N.A.		0.4%	N/A	N/A
Catherine A. Martin Toledo, OH USA	N/A	Vice President & Chief Information Officer	Vice President & Chief Information Officer Waterford Bank, N.A.		0.2%	N/A	N/A

Waterford Bancorp, Inc.
 Toledo, OH
 Fiscal Year Ending December 31, 2018
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Marc E. Stockwell Toledo, OH USA	Executive Officer Findley Davies, Inc.	Director	Director Waterford Bank, N.A.	Executive Officer Findley Davies, Inc. Board Member & Treasurer - Lawson Enterprises, LLC Board Member and Treasurer - Toledo Cultural Arts Center, Inc. Board Member and Treasurer - Ottawa Skeet Club	1.0%	N/A	N/A
Salvatore F. Gianino Northville, MI USA	Partner/LLC Member Clarkston Capital Partners, LLC	Director	Director Waterford Bank, N.A.	Executive Officer/LLC Member - Clarkston Capital Partners, LLC LLC Member CSB Ventures, LLC	0.8%	N/A	N/A