

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 APR - 2 P 12:45
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, Richard C. Poling

Name of the Holding Company Director and Official

Chairman

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

03/26/2014

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 3316403
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

Commodore Financial Network, Inc.

Legal Title of Holding Company

100 East Main Street, PO Box 460

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

Somerset OH 43783
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Julia A. Landis VP/CFO
Name Title

740-743-1349

Area Code / Phone Number / Extension

740-743-2869

Area Code / FAX Number

jlandis@commodorebank.com

E-mail Address

www.commodorebank.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.

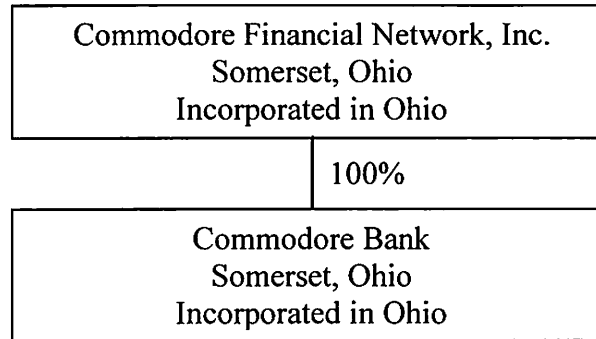
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Form FRY-6
Commodore Financial Network, Inc.
Fiscal Year Ending December 31, 2013

Report Item 1. The bank holding company does not prepare an annual report for its shareholders.

Report Item 2.a. Organizational Chart



Report Item 2.b. Domestic Branch Listing – Submitted with this report.

Report Item 3: Shareholders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/13.			Shareholders 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 12/31/13.		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Richard C. Poling Somerset, Ohio	USA	23,900 Common Shares 8.66%	N/A		
Glen A. Hursey Glenford, Ohio	USA	20,461 Common Shares 7.41%			

Form FRY-6
Commodore Financial Network, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names & Addresses (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with other businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
Jeffrey L. Danford Granville, Ohio USA	Banker Commodore Bank	CEO Director	President/CEO Director Commodore Bank		1.18%	None.	
Don E. Hite Pickerington, Ohio USA	Co-owner Tom Jones Insurance Agency	Director	Director Commodore Bank	Tom Jones Insurance Agency Millersport, Ohio	0.16%	None.	
Glen A. Hursey Glenford, Ohio USA	Retired School Administrator and Farmer	Director & Chairman	Director Commodore Bank		7.41%	None.	
Ralph E. Luffler Canal Winchester, Ohio USA	Retired President/CEO of South Central Power	Director	Director Commodore Bank		0.04%	None.	
Richard C. Poling Somerset, Ohio USA	President RC Poling, Inc.	Director	Director Commodore Bank	RC Poling, Inc. Somerset, Ohio	8.66%	None.	90% RC Poling, Inc.
Thomas E. Walser Thornville, Ohio USA	Attorney	Director	Director Commodore Bank		2.83%	None.	

Results: A list of branches for your depository institution: COMMODORE BANK (ID_RSSD: 548829).
 This depository institution is held by COMMODORE FINANCIAL NETWORK, INC. (3316403) of SOMERSET, 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 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		Full Service (Head Office)	548829	COMMODORE BANK	100 E MAIN STREET	SOMERSET	OH	43783	PERRY	UNITED STATES	1513	0	COMMODORE BANK	548829	
OK		Full Service	4419495	HEBRON FINANCIAL CENTER BRANCH	202 COMMODORE COURT	HEBRON	OH	43025	LICKING	UNITED STATES	530761	3	COMMODORE BANK	548829	
OK		Full Service	190424	MILLERSPORT BRANCH	12101 LANCASTER STREET	MILLERSPORT	OH	43046	FAIRFIELD	UNITED STATES	5850	1	COMMODORE BANK	548829	