

FEDERAL RESERVE BANK
 OF CLEVELAND

2014 APR -2 P 12:43

STATISTICS & ANALYSIS
 DEPARTMENT

Board of Governors of the Federal Reserve System



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):

12/31/2013

Month / Day / Year

1. ALLEN S. LENCIONI, SR.

Name of the Holding Company Director and Official

CEO AND PRESIDENT

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

MAPLE LEAF FINANCIAL, INC.

Legal Title of Holding Company

10800 KINSMAN RD

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

NEWBURY OH

City

State

44065

Zip Code

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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

J. BRICKMAN CONTROLLER

Name

Title

440 564 9441 X131

Area Code / Phone Number / Extension

440 564 9185

Area Code / FAX Number

jbrickman@geauga.savings.com

E-mail Address

geauga.savings.com

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

Signature of Holding Company Director and Official

April 1, 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 3828625
 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

Maple Leaf Financial, Inc.

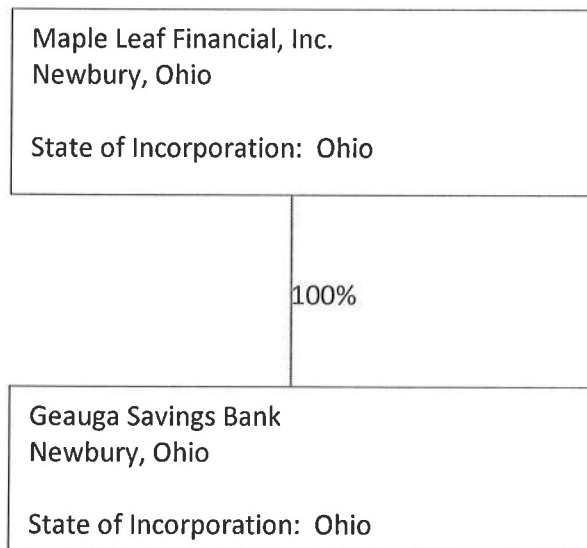
FR Y-6

Annual Report of Holding Companies

Fiscal year ending December 31, 2013

Report Item:

- 1 The savings and loan holding company prepares an annual report for its shareholders and is not registered with the SEC. The 2012 annual report is enclosed.
- 2a Organizational Chart



- 2b Popular name of the branch: Geauga Savings Bank
Date the branch became reportable: 12/01/2012
Address: 10800 Kinsman Rd, Newbury, OH 44065, USA
Type: Full service head office

Form FR Y-6

Legal Title of Holding Company: Maple Leaf Financial, Inc.
 Fiscal Year End: 12/31/2013

Report Item 3: Securities Holders

1(a)(b)(c) and 2(a)(b)(c)

***Instructions: Please complete all items in red, in addition to including all applicable securities holders for Items 1 and 2 for each holding company in your organization. If there are none for either item, please include "None" or "N/A."
 (Please see Appendix A of the report instructions for an example of how to report Items 1 and 2.) Once complete, please print sheet and include in your hardcopy of the report.

***Data Entry Tip: If you would like to add a line break within an individual cell, select Alt + Enter at the space where you would like the line break.

Institution's Note: (If you would like to include a note, please add it here.)

Current securities holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending XX-XX-20XX.			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 XX-XX-20XX.		
1(a) Name, City, State, Country	1(b) Country of Citizenship or Incorporation	1(c) Number and Percentage of Each Class of Voting Securities (Please include type of security.)	2(a) Name, City, State, Country	2(b) Country of Citizenship or Incorporation	2(c) Number and Percentage of Each Class of Voting Securities (Please include type of security.)
Howard Amster, Palm Beach, Florida, USA		31.90%	None	None	None
Cosmo Bordonaro, Waite Hill, Ohio, USA		6.10%			
William Costaras, Moreland Hills, Ohio, USA		10.90%			

Form FR Y-6

Legal Title of Holding Company: Maple Leaf Financial, Inc.
 Fiscal Year End: 12/31/2013

Report Item 4: Insiders
 1, 2, 3(a)(b)(c), and 4(a)(b)(c)

***Instructions: Please complete all items in red, in addition to including all applicable insiders for Items 1, 2, 3, and 4 for each holding company in your organization. If a certain item is not
 ***Data Entry Tip: If you would like to add a line break within an individual cell, select Alt + Enter at the space where you would like the
 Institution's Note: (If you would like to include a note, please add it here.)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Companies (Include names of other companies)	(4)(a) Percentage of Voting Shares in 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)
Howard Amster, Palm Beach, Florida, USA	principal, Ramat Securities (securities brokerage) and private securities and real estate investor	Director	Director; Geauga Savings Bank	principal, Ramat Securities (securities brokerage) and private securities and real estate investor	31.90%		0 See Exhibit I
Robert M. Bloom, Chesterland, Ohio, USA	president of Bloom Brothers Supply, (retail appliance, hardware and building materials dealer)	Director	Director; Geauga Savings Bank	president of Bloom Brothers Supply, (retail appliance, hardware and building materials dealer)	1.56%		0 none
Cosmo Bordonaro, Waite Hill, Ohio, USA	owner Miles Bi-Rite (retail grocery store)	Director	Director; Geauga Savings Bank	owner Miles Bi-Rite (retail grocery store)	6.18%		0 none
William Costaras, Moreland Hills, Ohio, USA	account executive, Ramat Securities (securities brokerage)	Director	Director; Geauga Savings Bank	account executive, Ramat Securities (securities brokerage)	10.30%		0 none
Harold Inlow, Chicago, Illinois, USA	independent business consultant	Chairman of the Board and Director	Chairman of the Board and Director; Geauga Savings Bank	Independent business consultant	0		0 none
Allen Lencioni, Sr., Sagamore Hills, Ohio, USA	president and Chief Executive Officer of Maple Leaf Financial and Gauga Savings Bank	Director; President and Chief Executive Officer of Maple Leaf Financial	Director; President and Chief Executive Officer of Gauga Savings Bank	none	0		0 none
Dennis E. Prots, Chardon, Ohio, USA	Retired	Director	Director; Geauga Savings Bank	none	1.05%		0 none
Worth Wollpert, Glenmills, Pennsylvania, USA	Retired	Director	Director; Geauga Savings Bank	none	2.03%		0 none

Private or Public Companies with an interest exceeding 25%

Howard Amster

February 4, 2014

Amster Trading Company
[REDACTED]

100% owned by Mr. Amster

Horizon Group Properties
[REDACTED]

Pleasant Lake Apts. Corp.
[REDACTED]

100% owned by Mr. Amster

Pleasant Lake Apts. Ltd. Partnership
[REDACTED]

99% owned by Mr. Amster
1% owned by Pleasant Lake Apts. Corp.

The following entities Mr. Amster has an interest exceeding 25% through holdings by Pleasant Lake Apts. Ltd Partnership of the following:

Daleville Somerset Tulare Outlet Center LP	Beachwood, Ohio
HGP Investments LLC	Beachwood, Ohio
Laughlin Holdings LLC	Beachwood, Ohio
Magnolia Bluff Factory Shops LP	Beachwood, Ohio
Medford Holdings LLC	Beachwood, Ohio
Monroe Outlet Center LLC	Beachwood, Ohio
Pleasant Lake Apartments	Beachwood, Ohio
Tulare Outlet Center LP	Beachwood, Ohio
Warrenton Holdings LLC	Beachwood, Ohio

[REDACTED]