

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)); 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, 2016

Month / Day / Year

NONE

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

Reporter's Name, Street, and Mailing Address

I, James M Gasior

Name of the Holding Company Director and Official

President, CEO and 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.

Cortland Bancorp

Legal Title of Holding Company

194 West Main Street

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

Cortland

OH

44410

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Joan Frangiamore

Controller

Name

Title

330-637-8040 1145

Area Code / Phone Number / Extension

330-638-3018

Area Code / FAX Number

jfrangiamore@cortlandbank.com

E-mail Address

www.cortlandbank.com

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

Signature of Holding Company Director and Official

03/24/2017

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. _____

Is confidential treatment requested for any portion of this report submission? No Yes

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.

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)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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Physical Location (if different from mailing address)

Form FR Y-6

**Cortland Bancorp
Cortland, Ohio**

Fiscal Year Ending December 31, 2016

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Report Item 1: Annual Report to Shareholders

Not applicable - registered with the SEC

Report Item 2a: Organization Chart

See Organization Chart Exhibit 1
All FR Y-10 reportable
None have Legal Entity Identifier (LEI)
Except the Cortland Savings and Banking Company

Report Item 2b: Domestic Branch Listing

Submitted via email on March 03, 2017

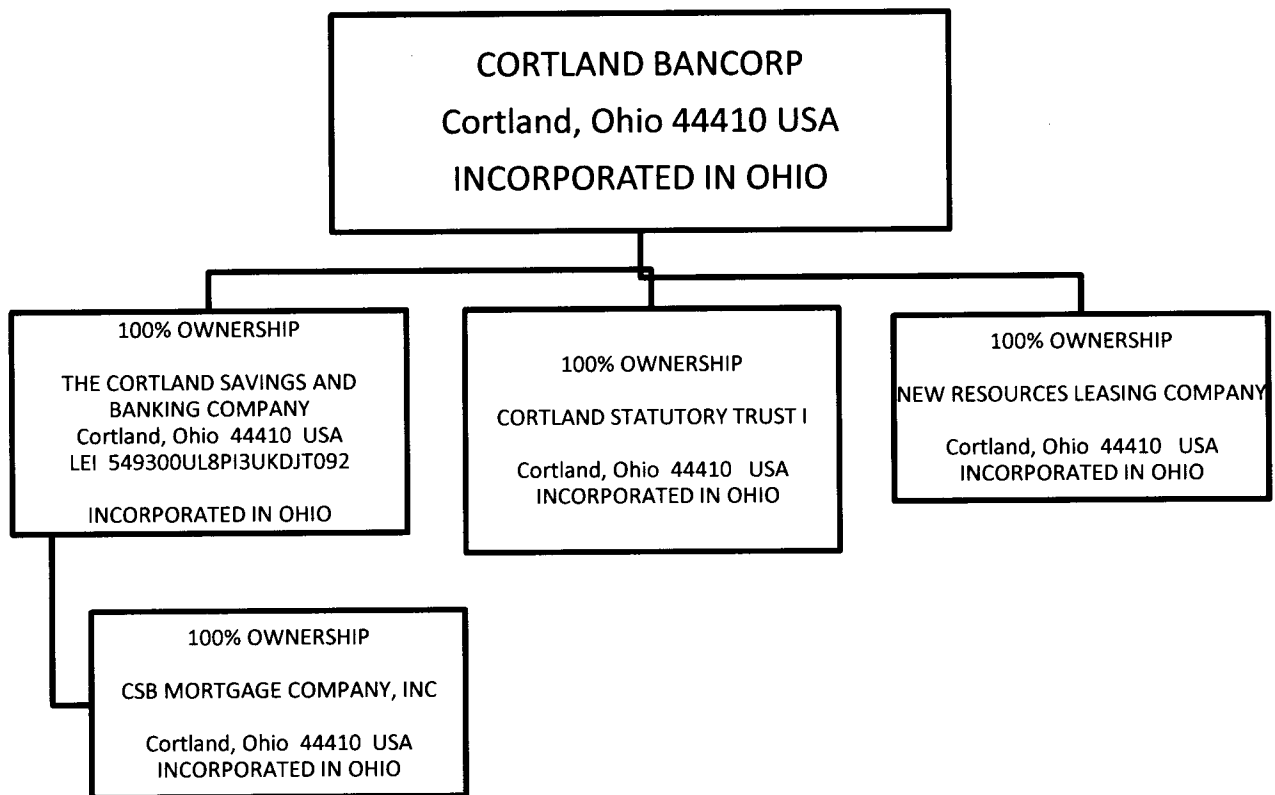
Report Item 3: Securities holders

- (1) See Exhibit 2
- (2) None Known

Report Item 4: Insiders

See Exhibit 3

FORM FR Y-6
December 31, 2016
EXHIBIT 1: ORGANIZATION CHART
REPORT ITEM 2



Please Note: LEI is N/A unless noted

Results: A list of branches for your depository institution: **CORTLAND SAVINGS AND BANKING COMPANY, THE (ID_RSSD: 846619)**.
This depository institution is held by **CORTLAND BANCORP (1130931)** of **CORTLAND, OH**.
The data are as of **12/31/2016**. Data reflects information that was received and processed through **01/10/2017**.

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	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)	846619	CORTLAND SAVINGS AND BANKING COMPANY, THE	194 W MAIN ST	CORTLAND	OH	44410	TRUMBULL	UNITED STATES	1509	0	CORTLAND SAVINGS AND BANKING COMPANY, THE	846619	
OK		Full Service	3128419	VICTOR HILL SQUARE BRANCH	6538 SOUTH AVENUE	BOARDMAN	OH	44512	MAHONING	UNITED STATES	363666	14	CORTLAND SAVINGS AND BANKING COMPANY, THE	846619	
OK		Full Service	909318	BRISTOLVILLE BRANCH	6090 STATE ROUTE 45	BRISTOLVILLE	OH	44402	TRUMBULL	UNITED STATES	192443	3	CORTLAND SAVINGS AND BANKING COMPANY, THE	846619	
OK		Full Service	3361805	BROOKFIELD BRANCH	7202 WARREN-SHARON ROAD	BROOKFIELD	OH	44403	TRUMBULL	UNITED STATES	192441	1	CORTLAND SAVINGS AND BANKING COMPANY, THE	846619	
OK		Full Service	4903350	BOARDMAN-CANFIELD BRANCH	3615 BOARDMAN-CANFIELD ROAD	CANFIELD	OH	44406	MAHONING	UNITED STATES	Not Required	Not Required	CORTLAND SAVINGS AND BANKING COMPANY, THE	846619	
OK		Full Service	849218	HUBBARD BRANCH	890 WEST LIBERTY STREET	HUBBARD	OH	44425	TRUMBULL	UNITED STATES	192447	9	CORTLAND SAVINGS AND BANKING COMPANY, THE	846619	
OK		Full Service	910613	MANTUA OFFICE	11661 STATE ROUTE 44	MANTUA	OH	44255	PORTAGE	UNITED STATES	192446	8	CORTLAND SAVINGS AND BANKING COMPANY, THE	846619	
OK		Full Service	2811451	NILES PARK PLAZA	815 YOUNGSTOWN WARREN ROAD	NILES	OH	44446	TRUMBULL	UNITED STATES	192450	13	CORTLAND SAVINGS AND BANKING COMPANY, THE	846619	
OK		Full Service	2614102	NORTH LIMA BRANCH	9001 MARKET STREET	NORTH LIMA	OH	44452	MAHONING	UNITED STATES	192449	12	CORTLAND SAVINGS AND BANKING COMPANY, THE	846619	
OK		Full Service	723813	VIENNA BRANCH	4434 WARREN SHARON ROAD	VIENNA	OH	44473	TRUMBULL	UNITED STATES	192442	2	CORTLAND SAVINGS AND BANKING COMPANY, THE	846619	
OK		Full Service	713618	ELM ROAD OFFICE	2935 ELM ROAD	WARREN	OH	44483	TRUMBULL	UNITED STATES	192445	7	CORTLAND SAVINGS AND BANKING COMPANY, THE	846619	
OK		Full Service	908816	WILLIAMSFIELD BRANCH	5917 U.S. HIGHWAY 322	WILLIAMSFIELD	OH	44093	ASHTABULA	UNITED STATES	192444	6	CORTLAND SAVINGS AND BANKING COMPANY, THE	846619	
OK		Full Service	359922	WINDHAM BRANCH	8950 MAPLE GROVE ROAD	WINDHAM	OH	44288	PORTAGE	UNITED STATES	11732	4	CORTLAND SAVINGS AND BANKING COMPANY, THE	846619	

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REPORT ITEM 3
Exhibit 2: SECURITIES HOLDERS
(1)

(a)	(b)	(c)	(c)
Name and Address (City, State, Country)	Country of Citizenship or Incorporation	Number of Voting Shares in Bank Holding Company (Bancorp)	Percentage of Voting Shares in Bank Holding Company (Bancorp)
Elizabeth Park Capital Advisors, Ltd. Pepper Pike, Ohio U.S.A.	U.S.A.	248,835	5.63%
Ancora Advisors, LLC Cleveland, Ohio U.S.A.	U.S.A.	276,329	6.25%

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DECEMBER 31, 2016

REPORT ITEM 4

Exhibit 3: INSIDERS

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

4(1) Name and Address (City, State, Country)	4 (3a) Title & Position with Bank Holding Company (Bancorp)	4 (3b) Title & Position with Subsidiary (Bank)	4(2) Occupation	4(4a) Percentage of Voting Shares in Bank Holding Company (Bancorp)	4 (3c & 4c) Affiliation: Own 25% stock Partner Director Principal Officer
James E. Hoffman III Brookfield, Ohio U.S.A.	Director	Director	President and Attorney at Law Hoffman & Walker Co. L.P.A.	0.17	President Hoffman & Walker Co. L.P.A. 60% Ownership
Timothy K. Woofter Kinsman, Ohio U.S.A.	Director	Director	President, CEO and Director Stanwade Metal Products and Lucky Oil Equipment Partner Woofter Family Limited Partnership. President Director CEO Hartford Land LLC, Owner of Jester investments. and Vice President Northern Ventures Inc.	1.98	Lucky Oil Equipment Inc. President - Director - CEO 50% Ownership Owner Jester Investments 100% Ownership President, Director - CEO Stanwade Metal Products 52.25% Ownership Vice-President/Director Northern Ventures, Inc. 50% Ownership President, Director - CEO Hartford Land LLC 52.25% Ownership
David C. Cole Warren, Ohio U.S.A.	Director	Director	President and Partner Cole Valley Cadillac, President Cole Valley Chevrolet, JDT Inc and CJB Properties	0.14	President Cole Valley Cadillac 50% Ownership President C.J.B. Properties 100% Ownership President JDT Inc. 50% Ownership President Cole Valley Chevrolet 50% Ownership
Neil J. Kaback Youngstown, Ohio U.S.A.	Director	Director	Vice President Cohen & Company, Inc. Partner Cohen & Company Investment Partnership, Vice President Cohen & Company, LTD and Vice President Cohen Fund Audit Services.	0.12	
Joseph E. Koch Austintown, Ohio U.S.A.	Director	Director	President of Joe Koch Construction, Inc., President Joe Koch Realty Inc. and Member Eagle Ridge Properties	0.24	President Joe Koch Construction 100% Ownership President Joe Koch Realty 100% Ownership Member Eagle Ridge Properties 33 1/3% Ownership President Koch Family Charitable Foundation 100% Ownership

4(1) Name and Address (City, State, Country)	4 (3a) Title & Position with Bank Holding Company (Bancorp)	4 (3b) Title & Position with Subsidiary (Bank)	4(2) Occupation	4(4a) Percentage of Voting Shares in Bank Holding Company (Bancorp)	4 (3c & 4c) Affiliation: Own 25% stock Partner Director Principal Officer
Richard B. Thompson Kinsman, Ohio U.S.A.	Director	Director	Owner, Executive or Partner of Therm-O-Link, Inc.; Vulkor, Inc., Thermo-O-Link of Texas, Inc., Dana Gas, Stratton Creek Woodworks, Heritage Hill Grain Co., Kinsman IGA Goodview, Smearcase, Heritage Hill Enterprises, Kinsman Ace Hardware LLC	3.74	Executive Thermo-Link Inc. 46.5% Ownership Executive Vulkor Inc. 46.5% Ownership Executive Thermo-Link of Texas Inc. 46.5% Ownership Executive Heritage Hill Grain Co. 50% Ownership Executive Kinsman IGA 50% Ownership Partner Dana Gas 25% Ownership Partner Stratton Creek Woodworks 80% Ownership Partner Smearcase 50% Ownership Owner Heritage Hill Enterprises 100% Ownership Executive Kinsman Ace Hardware LLC 50% Ownership
Anthony R. Vross Canfield, Oh U.S.A.	Director	Director	Co-owner and Executive Simon Roofing and Sheet Metal Corp.	0.12	Secretary/Treasurer Simon Vross Management 33.3333% Ownership Member Vross Simon LLC 33.3333% Ownership Member Valley Sports Ltd 33.3333% Ownership Member VS Jet, LLC 33.3333% Ownership
Joseph P. Langhenry Westlake, Oh U.S.A.	Director	Director	Managing Principal of Langhenry Venture Partners	0.21	Managing principal Langhenry Venture Partners 100% Ownership
J. Martin Erbaugh Hudson, OH U.S.A.	Director	Director	President of JM Erbaugh Co.	0.30	President JM Erbaugh Co. 100% Ownership
Thomas P. Perciak Strongsville, OH U.S.A.	Director	Director	Mayor of Strongsville, Ohio	0.16	
James M. Gasior Canfield, Ohio U.S.A.	President and Chief Executive Officer Director	President and Chief Executive Officer Director	President and Chief Executive Officer Director	0.46	
Timothy Carney Canfield, Ohio U.S.A.	Executive Vice President, Chief Operating Officer and Director	Executive Vice President, Chief Operating Officer and Director	Executive Vice President, Chief Operating Officer and Director	0.64	
David J. Lucido Austintown, Ohio U.S.A.	Senior Vice President, and Chief Financial Officer	Senior Vice President, and Chief Financial Officer	Senior Vice President, and Chief Financial Officer	0.36	
Stanley P. Feret Poland, Ohio U.S.A.	Senior Vice President, and Chief Lending Officer	Senior Vice President, and Chief Lending Officer	Senior Vice President, and Chief Lending Officer	0.07	