

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK  
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2016 SEP 30 P 2:08

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):

June 30, 2016

Month / Day / Year

N/A

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

I, Gregory P. Niesen

Name of the Holding Company Director and Official

President and 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.

Reporter's Name, Street, and Mailing Address

MW Bancorp, Inc.

Legal Title of Holding Company

2110 Beechmont Ave.

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

Cincinnati

OH

45230

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:

Julie M. Bertsch

Chief Financial Officer

Name

Title

513-231-7871

Area Code / Phone Number / Extension

513-231-7872

Area Code / FAX Number

jbertsch@watchhillbank.com

E-mail Address

www.watchhillbank.com

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

Signature of Holding Company Director and Official

09/22/2016

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.

4807720

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.

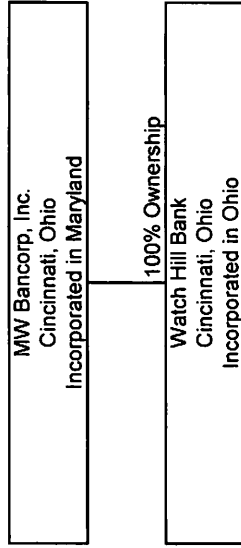
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

FRY-6  
ANNUAL REPORT OF BANK HOLDING COMPANIES  
TO BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM

Report Item 1: Bank Holding Company Financial Statements  
SEC Registrant - Not applicable

Report Item 2(a): (1) Organization Chart



Note: The name of the bank changed from Mt. Washington Savings Bank to Watch Hill Bank effective July 31, 2015.

Note: LEI is N/A unless noted.

Report Item 2(b) Domestic Branch Listing  
Submitted via email on 9/20/16.

**Results:** A list of branches for your depository institution: **WATCH HILL BANK (ID\_RSSD: 445777)**. This depository institution is held by **MW BANCORP INC (4807720) of CINCINNATI, OH**. The data are as of **06/30/2016**. Data reflects information that was received and processed through **07/11/2016**.

**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	FCID UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	445777	WATCH HILL BANK	2110 BEECHMONT AVE	CINCINNATI	OH	45230	HAMILTON	UNITED STATES	40802	0	WATCH HILL BANK	445777	
OK		Full Service	4904133	COLUMBIA SQUARE BRANCH	3549 COLUMBIA PARKWAY	CINCINNATI	OH	45226	HAMILTON	UNITED STATES	Not Required	Not Required	WATCH HILL BANK	445777	

Report Item 3: Securities Holders

1(a)(b)	(c)(1)	
Community Bank of Pleasant Hill, Trustee (1) Watch Hill Bank's Employee Stock Ownership Plan St. Joseph, MO 64501 United States of America	70,093	7.92%

(1) All of the shares are held by Community Bank of Pleasant Hill as Trustee for Watch Hill Bank's Employee Stock Ownership Plan (the "ESOP"). As of September 13, 2016, 3,504 of the shares of MWBC common stock held in the ESOP Trust had been allocated to the accounts of ESOP participants. The ESOP provides that each participant may direct the Trustee how to vote the shares allocated to the participant's account, and the Trustee must vote all unallocated shares held in the ESOP Trust in the same proportion as the instructions that were received from participants. The Trustee may override the voting directions of participants or dispose of shares held in the ESOP Trust only under limited circumstances specified in the ESOP or by law.

2(a)(b)(c) - None

Report Item 4: Insiders

Name & Address	Title or Position with MW Bancorp, Inc.	Title or Position with Watch Hill Bank	Title or Position with Other Companies	Principal Occupation	Number of Shares (Percentage Ownership)	
					MW Bancorp Inc.	Other
Bernard G. Buerger Cincinnati, Ohio	Director Chairman of the Board	Director Chairman of the Board	CPA Fermann & Company LLC	Certified Public Accountant	2.46%	N/A
John W. Croxton Cincinnati, Ohio	Director	Director	Funeral Home Director T.P. White And Sons Funeral Home	Funeral Home Director	2.04%	N/A
Gerald E. Grove Cincinnati, Ohio	Director	Director	N/A	Retired Director of Chamber of Commerce	2.46%	N/A
Gregory P. Niesen Cincinnati, Ohio	President & CEO Director	President & CEO Director	N/A	Banker	3.90%	N/A
David M. Tedtman Cincinnati, Ohio	Director	NA	N/A	Certified Public Accountant	0.27%	N/A
Bruce N. Thompson Batavia, Ohio	Director	Director	N/A	Retired banker	2.46%	N/A
Karan A. Kiser Crestview Hills, Kentucky	NA	Executive Vice President Lending & COO	N/A	Banker	1.65%	N/A
Julie M. Bertsch Wilders, Kentucky	Executive Vice President, Chief Financial Officer	Executive Vice President, Chief Financial Officer	N/A	Banker	0.37%	N/A

Note: The number of shares in the percentage owned column in the above table includes unrestricted stock over which each named person has voting and investment power and restricted stock over which each has voting power but no investment power until the restrictions lapse. ESOP shares allocated are also included in the above percentage. The common shares outstanding at June 30, 2016 totaled 884,973, which included 28,810 restricted shares awarded net of 20,000 Treasury Stock purchased in May 2016.

Note: Since the Bancorp owns 100% of the Bank subsidiary stock, none of the insiders above own any Bank stock and this required disclosure is N/A.