

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, 2017

Month / Day / Year

NONE

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

Reporter's Name, Street, and Mailing Address

Cortland Bancorp

Legal Title of Holding Company

194 West Main Street

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

| | | |
|-----------------|-----------|--------------|
| <u>Cortland</u> | <u>OH</u> | <u>44410</u> |
| 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

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.

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]
 Signature of Holding Company Director and Official

03/22/2018

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? | 0=No 1=Yes | <input type="checkbox"/> <input checked="" type="checkbox"/> |
| 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 | <input type="checkbox"/> | |
| 2. a letter justifying this request has been provided separately ... | <input type="checkbox"/> | |
| NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential." | | |

Form FR Y-6

**Cortland Bancorp
Cortland, Ohio**

Fiscal Year Ending December 31, 2017

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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 06, 2018

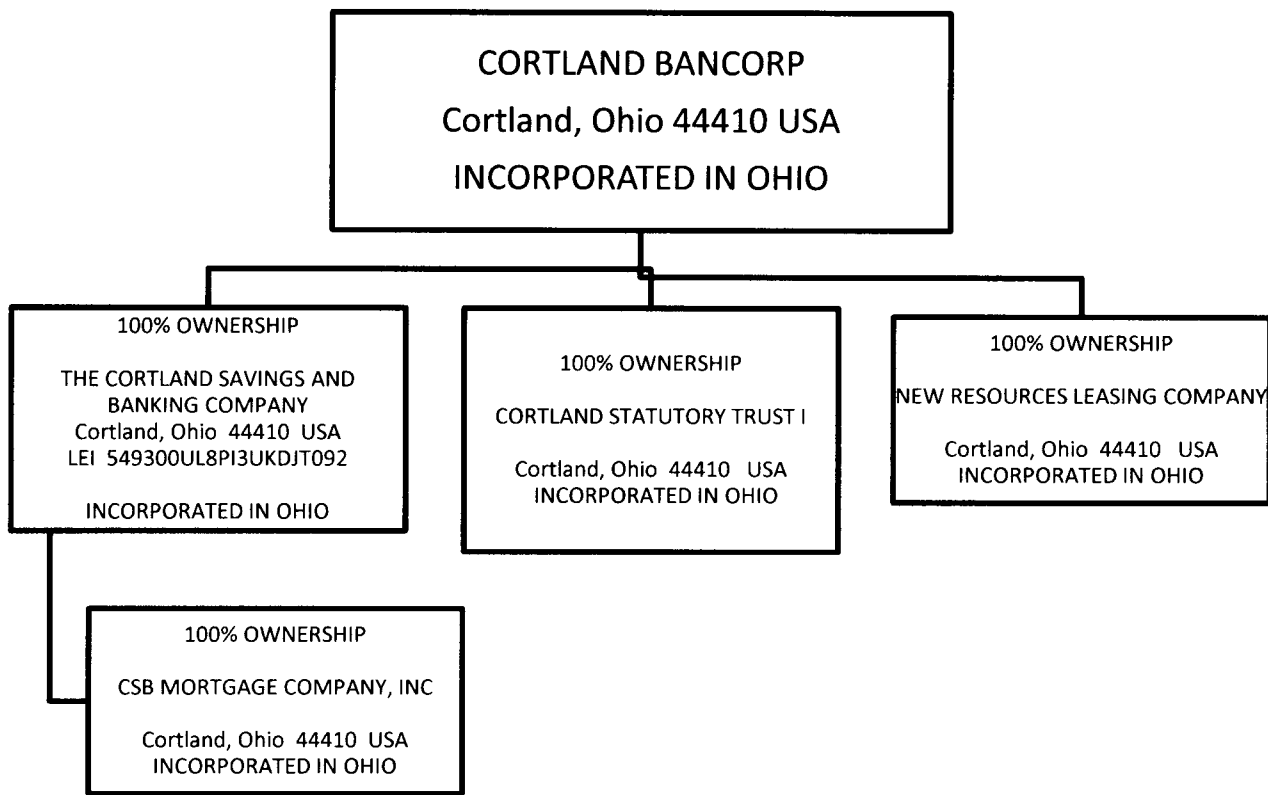
Report Item 3: Securities holders

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

Report Item 4: Insiders

See Exhibit 3

FORM FR Y-6
December 31, 2017
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 **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

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) | 846619 | CORTLAND SAVINGS AND BANKING COMPANY THE | 194 W MAIN ST | CORTLAND | OH | 44410 | TRUMBULL | UNITED STATES | Not Required | Not Required | CORTLAND SAVINGS AND BANKING COMPANY THE | 846619 | |
| OK | | Full Service | 909318 | BRISTOLVILLE BRANCH | 6090 STATE ROUTE 45 | BRISTOLVILLE | OH | 44402 | TRUMBULL | UNITED STATES | Not Required | Not Required | CORTLAND SAVINGS AND BANKING COMPANY, THE | 846619 | |
| OK | | Full Service | 3361805 | BROOKFIELD BRANCH | 7202 WARREN-SHARON ROAD | BROOKFIELD | OH | 44403 | TRUMBULL | UNITED STATES | Not Required | Not Required | 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 | Not Required | Not Required | CORTLAND SAVINGS AND BANKING COMPANY, THE | 846619 | |
| OK | | Full Service | 5084274 | HUDSON BRANCH | 75 S MAIN STREET | HUDSON | OH | 44236 | SUMMIT | UNITED STATES | Not Required | Not Required | CORTLAND SAVINGS AND BANKING COMPANY, THE | 846619 | |
| OK | | Full Service | 910613 | MANTUA OFFICE | 11661 STATE ROUTE 44 | MANTUA | OH | 44255 | PORTAGE | UNITED STATES | Not Required | Not Required | CORTLAND SAVINGS AND BANKING COMPANY, THE | 846619 | |
| OK | | Full Service | 2811451 | NILES PARK PLAZA | 815 YOUNGSTOWN WARREN ROAD | NILES | OH | 44446 | TRUMBULL | UNITED STATES | Not Required | Not Required | CORTLAND SAVINGS AND BANKING COMPANY, THE | 846619 | |
| OK | | Full Service | 2614102 | NORTH LIMA BRANCH | 9001 MARKET STREET | NORTH LIMA | OH | 44452 | MAHONING | UNITED STATES | Not Required | Not Required | CORTLAND SAVINGS AND BANKING COMPANY, THE | 846619 | |
| OK | | Full Service | 723813 | VIENNA BRANCH | 4434 WARREN SHARON ROAD | VIENNA | OH | 44473 | TRUMBULL | UNITED STATES | Not Required | Not Required | CORTLAND SAVINGS AND BANKING COMPANY, THE | 846619 | |
| OK | | Full Service | 713618 | ELM ROAD OFFICE | 2935 ELM ROAD | WARREN | OH | 44483 | TRUMBULL | UNITED STATES | Not Required | Not Required | CORTLAND SAVINGS AND BANKING COMPANY, THE | 846619 | |
| OK | | Full Service | 908816 | WILLIAMSFIELD BRANCH | 5917 U.S. HIGHWAY 322 | WILLIAMSFIELD | OH | 44093 | ASHTABULA | UNITED STATES | Not Required | Not Required | CORTLAND SAVINGS AND BANKING COMPANY, THE | 846619 | |
| OK | | Full Service | 359922 | WINDHAM BRANCH | 8950 MAPLE GROVE ROAD | WINDHAM | OH | 44288 | PORTAGE | UNITED STATES | Not Required | Not Required | CORTLAND SAVINGS AND BANKING COMPANY, THE | 846619 | |

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DECEMBER 31, 2017

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. | 310,513 | 7.03% |
| Ancora Advisors, LLC Cleveland, Ohio U.S.A. | U.S.A. | 307,509 | 6.96% |

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DECEMBER 31, 2017

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 & 3c) 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. | 0.19 | 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. | 2.00 | 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 | 0.16 | 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 Marketing Associates, Inc. Partner Cohen & Company Investment Partnership, Vice President Cohen Sequoia Entreprises | 0.14 | |
| Joseph E. Koch Austintown, Ohio U.S.A. | Director | Director | President of Joe Koch Construction, Inc., President Joe Koch Realty Inc. | 0.26 | 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 & 3c) 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 | 3.83 | Executive Thermo-Link Inc. 46.5% Ownership Executive Vuikor 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 | 0.14 | Secretary/Treasurer Simon Vross Management 33.3333% Ownership Member Vross Simon LLC 33.3333% Ownership Member Valley Sports Ltd 33.3333% Ownership Member VS Property Holding Company 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 | 0.23 | Managing principal Langhenry Venture Partners 100% Ownership |
| J. Martin Erbaugh Hudson, OH U.S.A. | Director | Director | President of JM Erbaugh Co. | 0.42 | President JM Erbaugh Co. 100% Ownership |
| Thomas P. Perciak Strongsville, OH U.S.A. | Director | Director | Mayor of Strongsville, Ohio | 0.24 | |
| 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 | 0.56 | |
| 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 | 0.75 | |
| 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 | 0.40 | |
| 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 | 0.11 | |