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.

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, Julia A. Landis
Name of the Holding Company Director and Officer
President/CEO
Title of the Holding Company Director and Officer
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 Officer
07/01/2015

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

R USSD ID 336-403
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2014
Month / Day / Year
N/A
Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters' Name, Street, and Mailing Address
Commodore Financial Network, Inc.
100 East Main Street, PO Box 460
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
Name
President/CEO
Title
740-743-1349
Area Code / Phone Number / Extension
740-743-2869
Area Code / FAX Number
jlandis@commodorebank.com
E-mail Address

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.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 6.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0097), Washington, DC 20503,
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.
- **Closed**: If a branch listed was sold or closed, enter 'Closed' in the Data Action column and the sale or closure date in the Effective Date column.
- **Deleted**: If a branch listed was never owned by this depository institution, enter 'Deleted' in the Data Action column.
- **Added**: 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 FISB contact. See the detailed instructions on this site for more information.

*Note:
The FR Y-10 reporting requirements, you must also submit the FR Y-10 Domestic Branch Schedule 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://www.federalreserve.gov/]

*FFIEC UNINC, Office Number, and ID_RSSID columns are for reference only. Verification of these values is not required.*

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSID</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINC</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSID</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service/Head Office</td>
<td>544204620</td>
<td>COMMODORE BANK</td>
<td>600 E MAIN STREET</td>
<td>SOMERSET</td>
<td>OH</td>
<td>43783</td>
<td>PORT</td>
<td>UNITED STATES</td>
<td>5074</td>
<td>0</td>
<td>COMMODORE BANK</td>
<td>544204620</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>544519620</td>
<td>COMMODORE CENTER BRANCH</td>
<td>300 COMMONWEALTH COURT</td>
<td>MANSFIELD</td>
<td>OH</td>
<td>44903</td>
<td>LUCAS</td>
<td>UNITED STATES</td>
<td>5975</td>
<td>0</td>
<td>COMMODORE BANK</td>
<td>544519620</td>
<td></td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>190424220</td>
<td>MILLERSPORT BRANCH</td>
<td>2401 LANCASTER STREET</td>
<td>MILLERSPORT</td>
<td>OH</td>
<td>43046</td>
<td>FAIRFIELD</td>
<td>UNITED STATES</td>
<td>5950</td>
<td>0</td>
<td>COMMODORE BANK</td>
<td>544204620</td>
<td></td>
</tr>
</tbody>
</table>
Form FRY-6
Commodore Financial Network, Inc.
Fiscal Year Ending December 31, 2014

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

Report Item 2.a. Organizational Chart

Commodore Financial Network, Inc.
Somerset, Ohio
Incorporated in Ohio

100%

Commodore Bank
Somerset, Ohio
Incorporated in Ohio

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

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

<table>
<thead>
<tr>
<th>Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/13.</th>
<th>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.</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)(a) Name &amp; Address (City, State, Country)</td>
<td>(2)(a) Name &amp; Address (City, State, Country)</td>
</tr>
<tr>
<td>Richard C. Poling Somerset, Ohio</td>
<td>N/A</td>
</tr>
<tr>
<td>Glen A. Hursey Glenford, Ohio</td>
<td>USA</td>
</tr>
<tr>
<td>USA</td>
<td>23,900 Common Shares 8.66%</td>
</tr>
<tr>
<td>USA</td>
<td>20,461 Common Shares 7.41%</td>
</tr>
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</tr>
<tr>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
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<td>Country of Citizenship or Incorporation</td>
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<tr>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td>Country of Citizenship or Incorporation</td>
</tr>
</tbody>
</table>
Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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