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, Stewart M. Greenlee
Name of the Holding Company Director and Official
President & 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.

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 Official

Date of Signature: August 12, 2015

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.S.S.D. ID: 4415693
C.I.: 4415693

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
Month / Day / Year
N/A

Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters' Name, Street, and Mailing Address:
CenterGroup Financial, Inc.
Legal Title of Holding Company
744 State Route 28
(Mailing Address of the Holding Company) Street / P.O. Box
Milford, OH 45150
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Stephen R. Church
Name
Controller
Title
513-965-6909
Area Code / Phone Number / Extension
513-965-8515
Area Code / FAX Number
src@centerbank4me.com
E-mail Address
N/A

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:
Annual Report, Schedules 3, 4, and attachment to 4
☒ 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 5.25 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 (7160-0207), Washington, DC 20503.

12/2015
Organization Chart
Form FR Y-6 2a.

CenterGroup Financial, Inc.
Incorporated in Ohio
Located in Milford, Ohio

CenterBank Incorporated in Ohio
(100%) LEI is n/a
Located in Milford, Ohio

Warm & Cozy Homes, LLC
Incorporated in Delaware
(100%) LEI is n/a
Located in Milford, Ohio
Results: A list of branches for your depository institution: CENTERBANK (ID_RSSD: 2887399). This depository institution is held by CENTERGROUP FINANCIAL, INC. (4415693) of MILFORD, OH. The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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.

<table>
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<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</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 UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID</th>
<th>RSSD*</th>
<th>Comments</th>
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<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>2887399</td>
<td>CENTERBANK</td>
<td>744 STATE ROUTE 28</td>
<td>MILFORD</td>
<td>OH</td>
<td>45150</td>
<td>CLERMONT</td>
<td>UNITED STATES</td>
<td>74906</td>
<td>0</td>
<td>CENTERBANK</td>
<td>2887399</td>
<td></td>
<td></td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3319393</td>
<td>EASTGATE BRANCH</td>
<td>948 OLD STATE ROUTE 74</td>
<td>CINCINNATI</td>
<td>OH</td>
<td>45245</td>
<td>CLERMONT</td>
<td>UNITED STATES</td>
<td>433018</td>
<td>1</td>
<td>CENTERBANK</td>
<td>2887399</td>
<td></td>
<td></td>
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<tr>
<td>ADD</td>
<td>10/5/2015</td>
<td>Full Service</td>
<td></td>
<td>MADEIRA BRANCH</td>
<td>6934 MIAMI AVENUE</td>
<td>CINCINNATI</td>
<td>OH</td>
<td>45243</td>
<td>HAMILTON</td>
<td>UNITED STATES</td>
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</table>
### Report Item 4: Insiders

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation if other than with Holding Company</th>
<th>Title &amp; Position with Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subs)</th>
<th>Title &amp; Position with Other Businesses (include names of businesses)</th>
<th>Percentage of Voting Shares in Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subs)</th>
<th>List names of other companies if 25% or more of voting securities are held (list names of businesses and percentage of voting securities)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stewart M. Greenlee, Cincinnati, OH USA</td>
<td>President &amp; CEO/Director</td>
<td>President &amp; CEO, CenterBank; Manager, Warm and Cozy Homes</td>
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<tr>
<td>Lee E. Lyon, II, Milford, OH USA</td>
<td>Secretary</td>
<td>Senior Vice President, CenterBank; Manager, Warm and Cozy Homes</td>
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<tr>
<td>Stephen R. Church, Amelia, OH USA</td>
<td>Treasurer</td>
<td>Controller, CenterBank; Manager, Warm and Cozy Homes</td>
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<tr>
<td>David L. Brooks, Franklin, OH USA</td>
<td>Director</td>
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<tr>
<td>John W. Hayden, Cincinnati, OH USA</td>
<td>Director</td>
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<tr>
<td>Paul Heldman, Cincinnati, OH USA</td>
<td>Director</td>
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<tr>
<td>Dennis L. Hirt, Villa Hills, KY USA</td>
<td>Director</td>
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<tr>
<td>Dr. N. L. Patel, Cincinnati, OH USA</td>
<td>Director</td>
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<tr>
<td>Daniel R. RolfeS, Loveland, OH USA</td>
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<tr>
<td>Carol Venn, Cincinnati, OH USA</td>
<td>Director</td>
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</tbody>
</table>