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. §§ 3108(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 806 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1860a(c)(1), and 5468(b)(1)). 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. 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.

Julia A. Landis
Name of the Holding Company Director and Official

President/CEO & 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.

Julia A. Landis
Signature of Holding Company Director and Official
04/23/2018

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

RSDS ID 3316403

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

In accordance with the General Instructions for this report (check only one).

☐ a letter justifying this request is being provided along with the report
☐ 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."

Public reporting burden for this information collection is estimated to vary from 1.5 to 101 hours per response, with an average of 5.55 hours per response, including time to gather and maintain the required form and to review instructions and complete the information collection. Send comments regarding the 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; send to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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 12/31/14.</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)</td>
<td>(2)(a)</td>
</tr>
<tr>
<td>Name &amp; Address</td>
<td>Name &amp; Address</td>
</tr>
<tr>
<td>(City, State, Country)</td>
<td>(City, State, Country)</td>
</tr>
<tr>
<td>(1)(b)</td>
<td>(2)(b)</td>
</tr>
<tr>
<td>Country of Citizenship or Incorporation</td>
<td>Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>(1)(c)</td>
<td>(2)(c)</td>
</tr>
<tr>
<td>Number and Percentage of Each Class of Voting Securities</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
</tbody>
</table>

| Richard C. Poling | USA | 23,900 Common Shares 8.60% | N/A |

** LEI is N/A unless noted **
**Form FRY-6**  
Commodore Financial Network, Inc.  
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>Names &amp; Addresses (City, State, Country)</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>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>Retired President/CEO of Commodore Bank</td>
<td>Director</td>
<td>Director Commodore Bank</td>
<td>3.95%</td>
<td>None.</td>
</tr>
<tr>
<td>Don E. Hite Pickerington, Ohio USA</td>
<td>Retired Tom Jones Insurance Agency</td>
<td>Director &amp; Chairman</td>
<td>Director Commodore Bank</td>
<td>0.16%</td>
<td>None.</td>
</tr>
<tr>
<td>Ralph E. Luffler Canal Winchester, Ohio USA</td>
<td>Retired President/CEO of South Central Power</td>
<td>Director</td>
<td>Director Commodore Bank</td>
<td>0.04%</td>
<td>None.</td>
</tr>
<tr>
<td>Richard C. Poling Somerset, Ohio USA</td>
<td>President PSL Holdings, Inc.</td>
<td>Director</td>
<td>Director Commodore Bank</td>
<td>8.60%</td>
<td>None.</td>
</tr>
<tr>
<td>Thomas E. Walser Thornville, Ohio USA</td>
<td>Attorney</td>
<td>Director</td>
<td>Director Commodore Bank</td>
<td>2.80%</td>
<td>None.</td>
</tr>
<tr>
<td>Julia A. Landis Lancaster, Ohio USA</td>
<td>Banker Commodore Bank</td>
<td>Director</td>
<td>President/CEO Director Commodore Bank</td>
<td>0.83%</td>
<td>None.</td>
</tr>
</tbody>
</table>

** LEI is N/A unless noted**
**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>
<thead>
<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_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>548829</td>
<td>COMMODORE BANK</td>
<td>100 E MAIN STREET</td>
<td>SOMERSET</td>
<td>OH</td>
<td>43783</td>
<td>PERRY</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>COMMODORE BANK</td>
<td>548829</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>4419495</td>
<td>HEBRON FINANCIAL CENTER BRANCH</td>
<td>202 COMMODORE COURT</td>
<td>HEBRON</td>
<td>OH</td>
<td>45025</td>
<td>LICKING</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>COMMODORE BANK</td>
<td>548829</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>100424</td>
<td>MILLERSPORT BRANCH</td>
<td>21101 LANCASTER STREET</td>
<td>MILLERSPORT</td>
<td>OH</td>
<td>45046</td>
<td>FAIRFIELD</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>COMMODORE BANK</td>
<td>548829</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>