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.

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.

Robert Breslow
Name of the Holding Company Director and Official
EVP/CFO
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 251, 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

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.

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 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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2017
Month / Day / Year
549300KN09C1BXSCMB85
Reporters Legal Entity Identifier (LEI) (20 Character LEI Code)

Maple Leaf Financial, Inc
Legal Title of Holding Company
10800 Kinsman Road
(Mailing Address of the Holding Company) Street / P.O. Box
Newbury OH 44065
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Robert Breslow
Name
RVP/CFO
Title
440-564-9441 x0108
Area Code / Phone Number / Extension
440-564-9878
Area Code / FAX Number
rbireslow@geaugasavings.com
E-mail Address
none

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

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):

☐ 1. a letter justifying this request is being provided along with the report
☐ 2. 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 1.3 to 101 hours per response, with an average of 5.56 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 (7100-0297), Washington, DC 20503.

93/2018
Maple Leaf Financial, Inc.

FR Y-6
Annual Report of Holding Companies
Fiscal year ending December 31, 2017

Report Item:

1  The savings and loan holding company prepares an annual report for its shareholders and is not registered with the SEC. The 2017 annual report is enclosed.

2a  Organizational Chart

```
Maple Leaf Financial, Inc.
Newbury, Ohio
State of Incorporation: Ohio
LEI: 549300KN09C1BXSCMB85

100%
Geauga Savings Bank
Newbury, Ohio
State of Incorporation: Ohio
LEI: 549300ARSR92018GPU60

100%
Maple Leaf Financial Statutory Trust I
Newbury, Ohio
State of Incorporation: Ohio

100%
Maple Leaf Financial Statutory Trust II
Newbury, Ohio
State of Incorporation: Ohio

LEI is N/A unless noted

2b  Popular name of the branch: Geauga Savings Bank
Date the branch became reportable: 12/01/2012
Address: 10800 Kinsman Rd, Newbury, OH 44065, USA
Type: Full service head office
```
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></td>
<td>Full Service (Head Office)</td>
<td>291273</td>
<td>GEauga SAVINGS BANK</td>
<td>10800 RISMAN</td>
<td>NEWBURY</td>
<td>OH</td>
<td>44065</td>
<td>GEauga</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>GEauga SAVINGS BANK</td>
<td>291273</td>
<td></td>
</tr>
<tr>
<td>Name, City, State, Country</td>
<td>Number and Percentage of Each Class of Voting Securities (Please Include Type of Security)</td>
<td>Name, City, State, Country</td>
<td>Name, City, State, Country</td>
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<tr>
<td>Howard Amster, Beachwood, Ohio</td>
<td>USA 17,135,950 shs Common Stock 20.39%</td>
<td>Name</td>
<td>Name</td>
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<tr>
<td>Cosmo Bordonaro, Cleveland, Ohio</td>
<td>USA 1,841,870 shs Common Stock 2.36%</td>
<td>Name</td>
<td>Name</td>
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<tr>
<td>William Costaras, Beachwood, Ohio</td>
<td>USA 6,011,630 shs Common Stock 7.63%</td>
<td>Name</td>
<td>Name</td>
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<tr>
<td>Tamra Gould, Beachwood, Ohio</td>
<td>USA 3,773,540 shs Common Stock 4.63%</td>
<td>Name</td>
<td>Name</td>
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<tr>
<td>Robert Kanner, Cleveland Heights, Ohio</td>
<td>USA 5,190,800 shs Common Stock 6.79%</td>
<td>Name</td>
<td>Name</td>
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</tbody>
</table>

*We are reporting percentage of ownership in terms of votes. We have 2 classes of stock with different numbers of votes. Class A has 1 vote per share and Class B has 20 votes per share.*
<table>
<thead>
<tr>
<th>Name</th>
<th>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 Other Companies (Include names of subsidiaries)</th>
<th>Percentage of Voting Shares in Holding Company</th>
<th>Full Name 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>Howard Armstrong</td>
<td>Beachwood, Ohio, USA</td>
<td>financial consultant, McDonald Partners, Inc.</td>
<td>Director</td>
<td>President of Bloom Brothers Supply, Solon, OH</td>
<td>26.19%</td>
<td>Name of Other Company (Financial, mortgage, real estate, or similar) or None if None</td>
</tr>
<tr>
<td>Robert M. Bloom</td>
<td>Chesterland, OH, USA</td>
<td>president of Bloom Brothers Supply, Solon, OH</td>
<td>Director</td>
<td>President of Bloom Brothers Supply, Solon, OH</td>
<td>1.38%</td>
<td>Name of Other Company (Financial, mortgage, real estate, or similar) or None if None</td>
</tr>
<tr>
<td>Cosimo Bordenaro</td>
<td>Cleveland, OH, USA</td>
<td>owner miles bi-lite (retail grocery store)</td>
<td>Director</td>
<td>Owner of Bordenaro</td>
<td>5.44%</td>
<td>Name of Other Company (Financial, mortgage, real estate, or similar) or None if None</td>
</tr>
<tr>
<td>William Costanzas</td>
<td>Beachwood, OH, USA</td>
<td>financial consultant, McDonald Partners, Inc.</td>
<td>Director</td>
<td>Director of Costanzas</td>
<td>10.03%</td>
<td>Name of Other Company (Financial, mortgage, real estate, or similar) or None if None</td>
</tr>
<tr>
<td>James E. Heinleiter</td>
<td>Newbury, OH, USA</td>
<td>president and Chief Executive Officer of Maple Leaf Financial and Geauga Savings Bank</td>
<td>Director, President and Chief Executive Officer of Maple Leaf Financial and Geauga Savings Bank</td>
<td>none</td>
<td>1.09%</td>
<td>Name of Other Company (Financial, mortgage, real estate, or similar) or None if None</td>
</tr>
<tr>
<td>Dennis E. Perks</td>
<td>Chardon, OH, USA</td>
<td>retired</td>
<td>Director</td>
<td>Director of Perks</td>
<td>0.91%</td>
<td>Name of Other Company (Financial, mortgage, real estate, or similar) or None if None</td>
</tr>
<tr>
<td>Dell Duncan</td>
<td>Beachwood, OH, USA</td>
<td>Executive Vice President of Maple Leaf Financial and Geauga Savings Bank</td>
<td>Director, Executive Vice President of Maple Leaf Financial and Geauga Savings Bank</td>
<td>none</td>
<td>0.39%</td>
<td>Name of Other Company (Financial, mortgage, real estate, or similar) or None if None</td>
</tr>
<tr>
<td>Stewart Fitz Gibson</td>
<td>Newbury, OH, USA</td>
<td>Executive Vice President of Maple Leaf Financial and Geauga Savings Bank</td>
<td>Director, Executive Vice President of Maple Leaf Financial and Geauga Savings Bank</td>
<td>none</td>
<td>0.05%</td>
<td>Name of Other Company (Financial, mortgage, real estate, or similar) or None if None</td>
</tr>
<tr>
<td>Robert Breiner</td>
<td>Newbury, OH, USA</td>
<td>EVP, CFO, Treasurer of Maple Leaf Financial and Geauga Savings Bank</td>
<td>Director, EVP, CFO, Treasurer of Maple Leaf Financial and Geauga Savings Bank</td>
<td>none</td>
<td>0.19%</td>
<td>Name of Other Company (Financial, mortgage, real estate, or similar) or None if None</td>
</tr>
</tbody>
</table>
Private or Public Companies with an interest exceeding 25% as of December 31, 2017
Mr. Howard Amster

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Ownership Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amster Trading Company</td>
<td>100% owned by Mr. Amster</td>
</tr>
<tr>
<td>23811 Chagrin Blvd., #200</td>
<td>Beachwood, OH 44122-5525</td>
</tr>
<tr>
<td>Horizon Group Properties</td>
<td>100% owned by Mr. Amster</td>
</tr>
<tr>
<td>6250 North River Road, Suite 1040</td>
<td>Rosemont, IL 60018-4247</td>
</tr>
<tr>
<td>Pleasant Lake Apts., Corporation</td>
<td>100% owned by Mr. Amster</td>
</tr>
<tr>
<td>23811 Chagrin Blvd., #200</td>
<td>Beachwood, OH 44122-5525</td>
</tr>
<tr>
<td>Pleasant Lake Apts., LTD. Partnership</td>
<td>99% owned by Mr. Amster</td>
</tr>
<tr>
<td>6940 South Edgerton Road</td>
<td>1% owned by Pleasant Lake Apts., Corp</td>
</tr>
<tr>
<td>Brecksville, OH 44141-3184</td>
<td></td>
</tr>
</tbody>
</table>

Mr. Amster has an interest exceeding 25% in the following entities through holdings by Pleasant Lake Apts., LTD Partnership.

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>Daleville Somerset Tulare Outlet Center LP</td>
<td>Beachwood, Ohio</td>
</tr>
<tr>
<td>HGP Investments LLC</td>
<td>Beachwood, Ohio</td>
</tr>
<tr>
<td>Laughlin Holdings LLC</td>
<td>Beachwood, Ohio</td>
</tr>
<tr>
<td>Magnolia Bluff Factory Shops LP</td>
<td>Beachwood, Ohio</td>
</tr>
<tr>
<td>Medford Holdings LLC</td>
<td>Beachwood, Ohio</td>
</tr>
<tr>
<td>Monroe Outlet Center LLC</td>
<td>Beachwood, Ohio</td>
</tr>
<tr>
<td>Pleasant Lake Apartments</td>
<td>Beachwood, Ohio</td>
</tr>
<tr>
<td>Tulare Outlet Center LP</td>
<td>Beachwood, Ohio</td>
</tr>
<tr>
<td>Warrenton Holdings LLC</td>
<td>Beachwood, Ohio</td>
</tr>
</tbody>
</table>