

C Financial Corporation

FEDERAL RESERVE BANK
OF CLEVELAND

2014 MAR 28 A 10:58

STATISTICS & ANALYSIS
DEPARTMENT

March 27, 2014

C Financial Corporation - Y-6

Statistics and Analysis Dept.
Federal Reserve Bank of Cleveland
Cleveland Office
1445 East 6th Street
Cleveland, Oh 44114-2517

Dear Federal Reserve Bank:

I am pleased to submit the Y-6 for C Financial Corporation with this filing including 2 copies of the following:

- FR Y6
- Letter to Shareholder
 - Notice of Annual Meeting
 - Proxy
- Report Item 2A – Organization Chart
- Report Item 2B – Branch Listing
- Report Item 3 – Securities Holders
- Report Item 4 – Insiders
- Annual Report – C Financial Corporation
 - Exhibit 1 – Required Communication Letter
 - Exhibit 1.1 – Engagement Letter
 - Exhibit 1.2 – Management Representation Letter
 - Exhibit 2 – Management Letter

Thanks again for your assistance with this matter. I can be reached at DFOSTER@CSBANK.COM should you require additional information.

Sincerely,



Donald E Foster
Executive Vice President and Chief Financial Officer

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 MAR 28 A 10:58
STATISTICS & ANALYSIS
DEPARTMENT

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, **DONALD E FOSTER**

Name of the Holding Company Director and Official

EXECUTIVE VICE PRESIDENT & 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 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

03/27/2014

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.

3533264

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

C FINANCIAL CORPORATION

Legal Title of Holding Company

5811 SAWMILL RD

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

DUBLIN

OH

43017

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

DONALD E FOSTER

EVP & CFO

Name

Title

614-408-0239

Area Code / Phone Number / Extension

614-408-0205

Area Code / FAX Number

DFOSTER@CSBANK.COM

E-mail Address

WWW.CSBANK.COM

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:

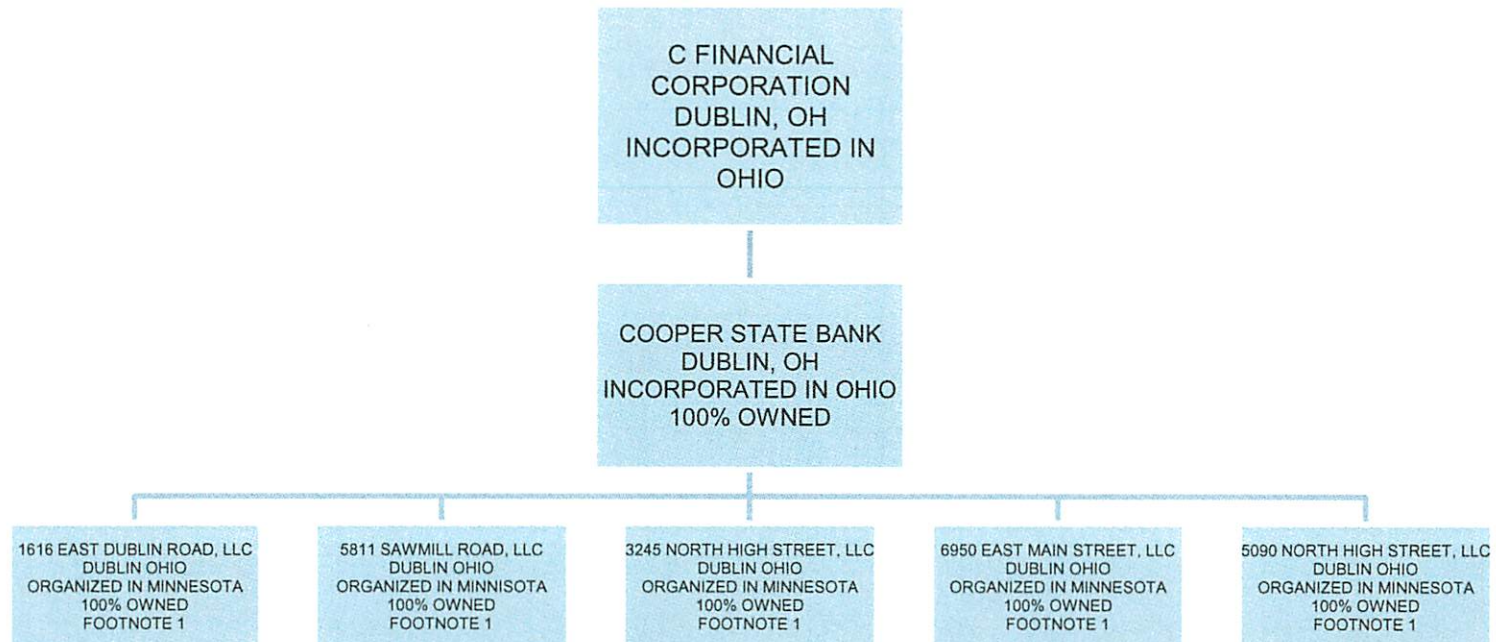
- ☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☒ No

Form FR Y-6
C Financial Corporation
Dublin, Ohio
Fiscal Year Ending December 31, 2013

Report Item:

- 1: The bank holding company prepares an annual report for its securities holders. Two copies are enclosed
- 2: Organization Chart



FOOTNOTE 1: On August 30, 2013, Cooper State Bank acquired 100% membership interests in five limited liability companies that are single purpose entities holding bank branch facilities. The bank treats these companies as disregarded entities.

REPORT ITEM 2A

Form FR Y-6
C FINANCIAL CORPORATION
Fiscal Year Ending December 31, 2013

Domestic Branch Listing				
Br #	Popular Name	Date Opened	Address	Serve Type
COOPER STATE BANK				
01	Karl & 161	08/01/05	1616 E Dublin Granville Road Columbus, Ohio 43229	Full Service
02	Sawmill (Main Office)	07/12/07	5811 Sawmill Road Dublin, Oh 43017	Full Service
03	Clintonville	01/28/08	3245 N High Street Columbus, Oh 43202	Full Service
04	Reynoldsburg	05/27/08	6950 E Main St Reynoldsburg, Oh 43068	Full Service
05	5 th Ave Grandview	02/26/09	1669 W 5 th Ave Columbus, Oh 43212	Full Service
06	Graceland	02/25/09	5090 N High St Columbus, Oh 43214	Full Service

Report Item 2b

Form FR Y-6
C FINANCIAL CORPORATION
Fiscal Year Ending December 31, 2013

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			Shareholders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship Or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship Or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
William A Cooper Wayzata, MN	USA	904,370– 42.22% Common Stock	NONE		
William A Cooper, Jr. Columbus, OH	USA	252,350 – 11.78% Common Stock			
Ted Bigos et al. Edina, MN	USA	201,131 9.39% Common Stock			

REPORT ITEM 3

Form FR Y-6
C FINANCIAL CORPORATION
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)Name & Address (City, State, Country)	(2) Principal Occupation, if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Business (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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
William A Cooper, Jr. Worthington, OH	Self Employed	Chairman Director	Director	N/A	11.8%	N/A	C&C Partnership (100%) Arlington Investments, LLC (100%) Elmwood Enterprises, LLC (100%) Wyandotte and Fifth, LLC (100%) SRJR RE, LLC (25%)
William A Cooper Wayzata, MN	Chairman – TCF Financial Corp	Director	Director (Cooper State Bank)	Chief Executive Officer & Chairman – TCF Financial Corp	42.2%	N/A	Sutton Enterprises (50%) SRJR RE, LLC (75%)
Dan A Apple Dublin, OH	N/A	Vice Chairman Director President COO	Vice Chairman Director President COO	N/A	2.6%	N/A	N/A
Donald E Foster Westerville, Oh	N/A	Director EVP CFO	Director EVP CFO	N/A	1.0%	N/A	N/A

Form FR Y-6
C FINANCIAL CORPORATION
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)Name & Address (City, State, Country)	(2) Principal Occupation, if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Business (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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
Walter B Kropp Bexley, OH	EVP Secretary	EVP Secretary CLO	N/A	N/A	0.3%	N/A	N/A
Earl D. Stratton Wayzata, MN	VP & CIO – TCF Bank	Director	N/A	N/A	1.3%	N/A	N/A
Scott N. Whitlock Worthington, OH	Retired	Director	Director (Cooper State Bank)	Director - Karlsberger Companies	1.0%	N/A	N/A
Ralph L. Strangis Minneapolis, MN	Attorney	Director	Director (Cooper State Bank)	Vice President – Director (Kaplan, Strangis, and Kaplan, P.A.) Director (Exante Bank) Director (TCF Financial) Director (The Mercanti Group, LLC) Director (Hayden-Murphy Equipment Company) Director – (SIT Investment Associates, Inc.) Director – (Miller Waste Mills, Incorporated) Trustee – UnitedHealth CRT	2.3%	N/A	Leonard Louis Healthcare Properties (50%) Driftwood Associates (50%) Park Gardens Apartments (40%) Silvercrest Apartments, LLC (33.3%) Cedar Place Apartments LLC (50%) 33 rd Avenue North LLC (50%) 427 Franklin Place LLC (50%) 2 nd Avenue North LLC (50%) 5th Street LLC (25%) Newbury Apts LLC (25%)

Form FR Y-6
C FINANCIAL CORPORATION
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)Name & Address (City, State, Country)	(2) Principal Occupation, if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Business (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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
Barry N. Winslow Excelsior, MN	COO – TCF Bank	Director	Director (Cooper State Bank)	COO – TCF Bank	0.7%	N/A	N/A
Paul J. Otte Westerville, OH	Retired	Director	Director (Cooper State Bank)	N/A	0.9%	N/A	N/A
Kenneth J. Ehli Dublin, OH	Retired Executive	Director	Director (Cooper State Bank)	Former Zone Vice President Dollar Tree, Inc.	0.3%	N/A	N/A
Gary W. Nystedt Plymouth, MN	Executive	Director	Director (Cooper State Bank)	Senior Vice President Stifel Nicolaus and Company	4.2%	N/A	N/A