

Board of Governors of the Federal Reserve System

RECEIVED  
SUPERVISION & REGULATION

2015 JUL 24 PM 3:08

Annual Report of Holding Companies—FR Y-6



FEDERAL RESERVE BANK  
OF CLEVELAND

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.

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.

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, DAN A APPLE

Name of the Holding Company Director and Official

PRESIDENT AND CHIEF EXECUTIVE OFFICER

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

03/26/2015

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

RSSD ID

C.I.

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

March 26, 2015

Month / Day / Year

NONE

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

C FINANCIAL CORPORATION

Legal Title of Holding Company

5811 SAWMILL ROAD

(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

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:

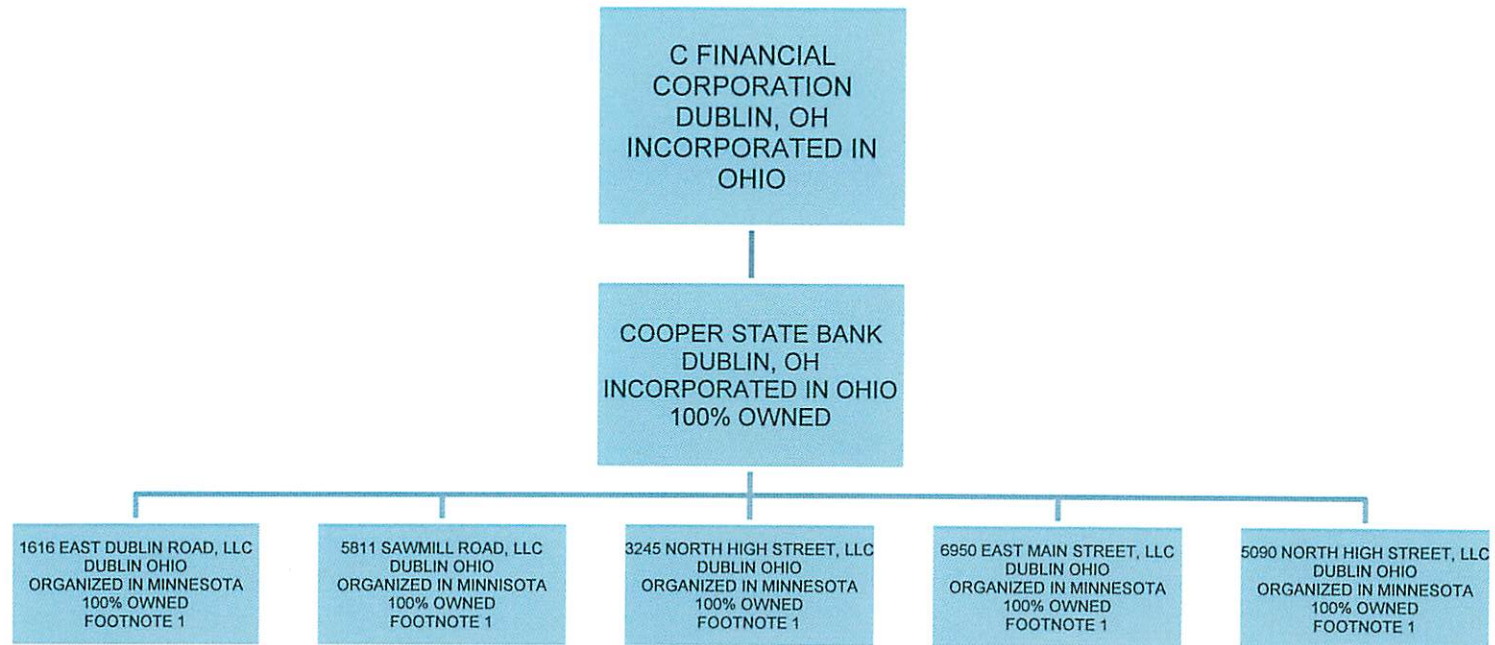
- ☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☒ No

Form FR Y-6  
C Financial Corporation  
Dublin, Ohio  
Fiscal Year Ending December 31, 2014

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, 2014

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 12-31-2014			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 12-31-2014		
(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– 42.03% Common Stock	NONE		
William A Cooper, Jr. Columbus, OH	USA	257,350 – 11.96% Common Stock			
Ted Bigos et al. Edina, MN	USA	201,131 9.35% Common Stock			

REPORT ITEM 3

Form FR Y-6  
C FINANCIAL CORPORATION  
Fiscal Year Ending December 31, 2014

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	11.9%	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	42.0%	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	2.8%	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, 2014

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 <sup>rd</sup> Avenue North LLC (50%) 427 Franklin Place LLC (50%) 2 <sup>nd</sup> Avenue North LLC (50%) 5th Street LLC (25%) Newbury Apts LLC (25%)

Form FR Y-6  
C FINANCIAL CORPORATION  
Fiscal Year Ending December 31, 2014

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

**Results:** A list of branches for your depository institution: **COOPER STATE BANK (ID\_RSSD: 3368989)**.  
This depository institution is held by **C FINANCIAL CORPORATION (3533264)** of **DUBLIN, OH**.  
The data are as of **12/31/2014**. Data reflects information that was received and processed through **01/07/2015**.

#### 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.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	3368989	COOPER STATE BANK	5811 SAWMILL ROAD	DUBLIN	OH	43017	FRANKLIN	UNITED STATES	437000	0	COOPER STATE BANK	3368989	
OK		Full Service	3808328	CLINTONVILLE BRANCH	3345 NORTH HIGH STREET	COLUMBUS	OH	43202	FRANKLIN	UNITED STATES	477847	1	COOPER STATE BANK	3368989	
OK		Full Service	3912999	FIFTH AVENUE - GRANDVIEW	1669 WEST 5TH AVENUE	COLUMBUS	OH	43212	FRANKLIN	UNITED STATES	489599	6	COOPER STATE BANK	3368989	
OK		Full Service	3912980	GRACELAND	5090 NORTH HIGH STREET	COLUMBUS	OH	43214	FRANKLIN	UNITED STATES	489598	5	COOPER STATE BANK	3368989	
OK		Full Service	3761197	KARL & 161 BRANCH	1616 E DUBLIN GRANVILLE ROAD	COLUMBUS	OH	43229	FRANKLIN	UNITED STATES	480777	4	COOPER STATE BANK	3368989	
OK		Full Service	3808346	REYNOLDSBURG BRANCH	6950 E MAIN STREET	REYNOLDSBURG	OH	43068	FRANKLIN	UNITED STATES	477848	2	COOPER STATE BANK	3368989	