

Board of Governors of the Federal Reserve System



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.

I, James D. Greenfield

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.

Signature of Holding Company Director and Official

04/06/2017

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 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, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Conneaut Bancorp, MHC

Legal Title of Holding Company

P.O. Box 740

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

Conneaut

OH

44030

City

State

Zip Code

305 Main Street

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Richard A. Herner

Treasurer

Name

Title

440-599-8121

Area Code / Phone Number / Extension

440-593-6446

Area Code / FAX Number

rherner@conneautsavings.com

E-mail Address

www.conneautsavings.com

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

Is confidential treatment requested for any portion of this report submission?.....

0=No

1=Yes

0

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."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Conneaut Bancorp, Inc.

Legal Title of Subsidiary Holding Company

305 Main Street / P.O. Box 740

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

Conneaut OH 44030
City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Conneaut Savings Bank

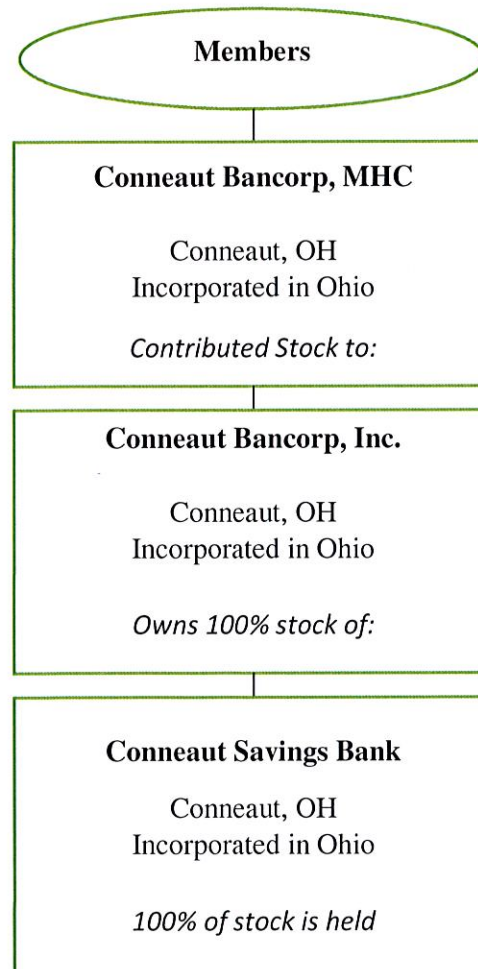
PROXY STATEMENT SPECIAL MEETING OF MEMBERS

INTRODUCTION

This proxy statement is being furnished to you in connection with the solicitation by the Board of Directors of Conneaut Savings Bank of proxies to be voted at the special meeting of members of Conneaut Savings Bank to be held on December 17, 2008 at the Bank's main office, 305 Main Street, Conneaut, Ohio at 1:30pm, local time, and at any adjournments thereof.

The special meeting is being held for the purpose of considering and voting upon a Plan of Reorganization from a Mutual Savings Bank to a Mutual Holding Company (the "Plan of Reorganization") under which, in a series of steps, **Conneaut Savings Bank will reorganize from a mutual savings bank into a stock savings bank and become wholly owned by a subsidiary holding company, which will be wholly owned by a mutual holding company.** Conneaut Savings Bank's reorganization into the mutual holding company structure and the formation of a subsidiary holding company and stock savings bank are referred to herein as the "Reorganization." **No stock is being issued to depositors or other members of the public in connection with the Reorganization.**

This diagram shows Conneaut Savings Bank's corporate structure following completion of the Reorganization.



Results: A list of branches for your depository institution: **CONNEAUT SAVINGS BANK, THE (ID_RSSD: 203575)**
This depository institution is held by **CONNEAUT BANKCORP MHC (4028897)** of **CONNEAUT, OH**
The data are as of **12/31/2016**. Data reflects information that was received and processed through **01/10/2017**.

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)	203575	CONNEAUT SAVINGS BANK, THE	305 MAIN ST	CONNEAUT	OH	44030	ASHTABULA	UNITED STATES	41511	0	CONNEAUT SAVINGS BANK, THE	203575	
OK		Full Service	3658279	AUSTINBURG BRANCH	2046 STATE ROUTE 45	AUSTINBURG	OH	44010	ASHTABULA	UNITED STATES	457438	2	CONNEAUT SAVINGS BANK, THE	203575	
OK		Full Service	4181028	GIRARD OFFICE	110 W MAIN ST	GIRARD	PA	16417	ERIE	UNITED STATES	510415	3	CONNEAUT SAVINGS BANK, THE	203575	

Form FR Y-6
 Conneaut Bancorp, MHC
 Fiscal Year Ending December 31, 2016

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016.

Securities holders 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 12-31-2016.

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
N/A	N/A	N/A	N/A	N/A	N/A
N/A	N/A	N/A	N/A	N/A	N/A

Form FR Y-6
 Conneaut Bancorp, Inc.
 Fiscal Year Ending December 31, 2016

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016.

Securities holders 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 12-31-2016.

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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N/A	N/A	N/A	N/A	N/A	N/A
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N/A	N/A	N/A	N/A	N/A	N/A
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Form FR Y-6
Conneaut Bancorp, MHC
Fiscal Year Ending December 31, 2016

Report Item 4: Insiders

Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with any other company in which the person is a director, trustee, partner, or Executive Officer	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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 E. Cooper Conneaut OH, USA	N/A	Director & Chairman	Director & Chairman Conneaut Bancorp, Inc. & Conneaut Savings Bank	N/A	None	None	N/A
Philip C. Heffelfinger Conneaut OH, USA	N/A	Director	Director Conneaut Bancorp, Inc. & Conneaut Savings Bank	N/A	None	None	N/A
James D. Greenfield Conneaut OH, USA	N/A	Director & President	Director & President Conneaut Bancorp, Inc. & Conneaut Savings Bank	N/A	None	None	N/A
Kerry W. Gerdes Conneaut OH, USA	Owner Gerdes Pharmacy, Inc.	Director	Director Conneaut Bancorp, Inc. & Conneaut Savings Bank	N/A	None	None	100% Gerdes Pharmacy, Inc.
Lorraine E. McLaughlin Conneaut OH, USA	Owner Biscotti's Restaurant	Director & Vice-Chairman	Director & Vice-Chairman Conneaut Bancorp, Inc. & Conneaut Savings Bank	N/A	None	None	100% Biscotti's Restaurant
David D. Punkar Conneaut OH, USA	N/A	Director	Director Conneaut Bancorp, Inc. & Conneaut Savings Bank	N/A	None	None	N/A
Thomas J. Smith Conneaut OH, USA	N/A	Director	Director Conneaut Bancorp, Inc. & Conneaut Savings Bank	N/A	None	None	N/A
Paulina J. Myers Conneaut OH, USA	N/A	VP	VP Conneaut Bancorp, Inc. & Conneaut Savings Bank	N/A	None	None	N/A
Richard A. Herner Conneaut OH, USA	N/A	VP	VP Conneaut Bancorp, Inc. & Conneaut Savings Bank	N/A	None	None	N/A
Lori B. Stevens Conneaut OH, USA	N/A	VP	VP Conneaut Bancorp, Inc. & Conneaut Savings Bank	N/A	None	None	N/A

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Conneaut Bancorp, INC
Fiscal Year Ending December 31, 2016

Report Item 4: Insiders

Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with any other company in which the person is a director, trustee, partner, or Executive Officer	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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 E. Cooper Conneaut OH, USA	N/A	Director & Chairman	Director & Chairman Conneaut Bancorp, Mhc. & Conneaut Savings Bank	N/A	None	None	N/A
Philip C. Heffelfinger Conneaut OH, USA	N/A	Director	Director Conneaut Bancorp, Mhc. & Conneaut Savings Bank		None	None	N/A
James D. Greenfield Conneaut OH, USA	N/A	Director & President	Director & President Conneaut Bancorp, Mhc. & Conneaut Savings Bank	N/A	None	None	N/A
Kerry W. Gerdes Conneaut OH, USA	Owner Gerdes Pharmacy, Inc.	Director	Director Conneaut Bancorp, Mhc. & Conneaut Savings Bank	N/A	None	None	100% Gerdes Pharmacy, Inc.
Lorraine E. McLaughlin Conneaut OH, USA	Owner Biscotti's Restaurant	Director & Vice-Chairman	Director & Vice-Chairman Conneaut Bancorp, Mhc. & Conneaut Savings Bank	N/A	None	None	100% Biscotti's Restaurant
David D. Punkar Conneaut OH, USA	N/A	Director	Director Conneaut Bancorp, Mhc. & Conneaut Savings Bank	N/A	None	None	N/A
Thomas J. Smith Conneaut OH, USA	N/A	Director	Director Conneaut Bancorp, Mhc. & Conneaut Savings Bank	N/A	None	None	N/A
Paulina J. Myers Conneaut OH, USA	N/A	VP	VP Conneaut Bancorp, Mhc. & Conneaut Savings Bank	N/A	None	None	N/A
Richard A. Herner Conneaut OH, USA	N/A	VP	VP Conneaut Bancorp, Mhc. & Conneaut Savings Bank	N/A	None	None	N/A
Lori B. Stevens Conneaut OH, USA	N/A	VP	VP Conneaut Bancorp, Mhc. & Conneaut Savings Bank	N/A	None	None	N/A