

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, **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 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

Date of Signature
10/3/18

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, 2017

Month / Day / Year

549300KN09C1BXSCMB85

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

Reporter's Name, Street, and Mailing Address

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

RVP/CFO

Name

Title

440-564-9441 x0108

Area Code / Phone Number / Extension

440-564-9878

Area Code / FAX Number

rbreslow@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?

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."

Maple Leaf Financial, Inc.

FR Y-6

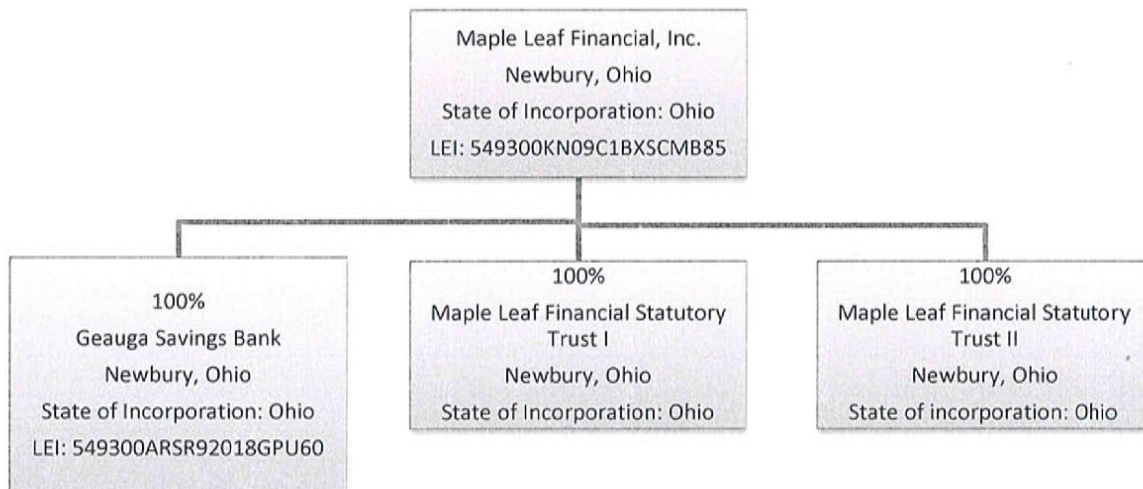
Annual Report of Holding Companies

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



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

Results: A list of branches for your depository institution: GEAUGA SAVINGS BANK (ID_RSSD: 291273).
This depository institution is held by MAPLE LEAF FINANCIAL, INC. (3828625) of NEWBURY, OH.
The data are as of 12/31/2017. Data reflects information that was received and processed through 07/05/2018.

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)	291273	GEAUGA SAVINGS BANK	10800 KINSMAN	NEWBURY	OH	44065	GEAUGA	UNITED STATES	Not Required	Not Required	GEAUGA SAVINGS BANK	291273	

Legal Title of Holding Company: Maple Leaf Financial, Inc.
Fiscal Year End: 12/31/2017

1(a)(b)(c) and 2(a)(b)(c)

***Data Entry Tip: If you would like to add a line break within an individual cell, select Alt + Enter at the space where you would like the line break.

Institution's Note: (If you would like to include a note, please add it here.)

[illegible]

Form FR Y-6

Legal Title of Holding Company: Maple Leaf Financial, Inc.

Fiscal Year End: 12/31/2017

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

***Instructions: Please complete all items in red, in addition to including all applicable insiders for Items 1, 2, 3, and 4 for each holding company in your organization. If a certain item is not

***Data Entry Tip: If you would like to add a line break within an individual cell, select Alt + Enter at the space where you would like

Institution's Note: (If you would like to include a note, please add it here.)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Companies (include names of other companies)	(4)(a) Percentage of Voting Shares in 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)
Howard Amster, Beachwood, Ohio, USA	financial consultant, McDonald Partners, LLC (securities brokerage) and private securities and real estate investor	Director	Director; Geauga Savings Bank	financial consultant, McDonald Partners, LLC (securities brokerage) and private securities and real estate investor	26.19%		0 See Exhibit I
Robert M. Bloom, Chesterland, Ohio, USA	president of Bloom Brothers Supply, (retail appliance, hardware and building materials dealer)	Director	Director; Geauga Savings Bank	president of Bloom Brothers Supply, (retail appliance, hardware and building materials dealer)	1.38%		0 none
Cosmo Bordonaro, Cleveland, Ohio, USA	owner Miles Bi-Rite (retail grocery store)	Director	Director; Geauga Savings Bank	owner Miles Bi-Rite (retail grocery store)	5.44%		0 none
William Costaras, Beachwood, Ohio, USA	financial consultant, McDonald Partners, LLC (securities brokerage) and private securities and real estate investor	Director	Director; Geauga Savings Bank	financial consultant, McDonald Partners, LLC (securities brokerage) and private securities and real estate investor	10.80%		0 none
James E. Kleinfelter, Newbury, Ohio, USA	president and Chief Executive Officer of Maple Leaf Financial and Gauga Savings Bank	Director; President and Chief Executive Officer of Maple Leaf Financial	Director; President and Chief Executive Officer of Geauga Savings Bank	none	1.00%		0 none
Dennis E. Prots, Chardon, Ohio, USA	Retired	Director	Director; Geauga Savings Bank	none	0.91%		0 none
Dell Duncan, Beachwood, Ohio, USA	Executive Vice President of Maple Leaf Financial and Geauga Savings Bank	Executive Vice President	Executive Vice President, Gauga Savings Bank	none	0.30%		0 none
Stewart Fitz Gibbon, Newbury, Ohio, USA	Executive Vice President of Maple Leaf Financial and Geauga Savings Bank	Executive Vice President	Executive Vice President, Gauga Savings Bank	none	0.00%		0 none
Robert Breslow, Newbury, Ohio, USA	SVP,CFO, Tresurer Maple Leaf Financial and Geauga Savings Bank	SVP, CFO, Treasurer	SVP, CFO, Tresurer Geauga Savings Bank	none	0.10%		0 none

EXHIBIT I

Private or Public Companies with an interest exceeding 25% as of December 31, 2017
Mr. Howard Amster

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

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

Daleville Somerset Tulare Outlet Center LP	Beachwood, Ohio
HGP Investments LLC	Beachwood, Ohio
Laughlin Holdings LLC	Beachwood, Ohio
Magnolia Bluff Factory Shops LP	Beachwood, Ohio
Medford Holdings LLC	Beachwood, Ohio
Monroe Outlet Center LLC	Beachwood, Ohio
Pleasant Lake Apartments	Beachwood, Ohio
Tulare Outlet Center LP	Beachwood, Ohio
Warrenton Holdings LLC	Beachwood, Ohio