ES159954

SAMUEL R. DANZIGER
[redacted]

February 19,2021

Allison Herren Lee, Acting Chair
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Re: Nasdaq Inc. Petition
File No. SR-2020-081

Dear Commissioner:

Please add my favorable comment related to the Nasdaq Inc. Petition for modification of its Rules. The undersigned whole-heartedly supports Nasdaq's position as to gender and color diversity as they have been and will be even more significant contributors to the dynamism of American capitalism in the coming decade.

I am an individual shareholder and investor in a local bank holding company that refuses to acknowledge full gender and color diversity, as I do. Enclosed, find a copy of the cover page and Exhibit I from my pending suit against both defendants, the SEC and Croghan Bancshares. As you see, the case is in part related to my November Proxy Proposal titled 'Diversity For The Board Of Directors,' the same object as Nasdaq has in its Petition. Thus, my support for the Petition.

Respectfully submitted,
[redacted]
Samuel R. Danziger

Attachment as described

ES159954

UNITED STATES DISTRICT COURT

FOR THE

NORTHERN DISTRICT OF OHIO

FILED
JAN 06 2021
CLERK, U.S. DISTRICT COURT
NORTHERN DISTRICT OF OHIO
TOLEDO

SAMUEL R. DANZIGER, Pro Se)

[redacted])

Plaintiff,)

-vs-)

U.S. SECURITIES AND EXCHANGE COMMISSION)
100 F ST., NE
WASHINGTON, DC 20549)

and)

CROGHAN BANCSHARES, INC.)

[redacted])

Defendants.

CASE NO. 3:21 CV 23

JUDGE HELMICK

JUDGE_____

COMPLAINT

JURY TRIAL DEMANDED

Plaintiff Samuel R. Danziger, Pro Se, ('Plaintiff') has his homestead in Miami, Florida and is a full-time resident therein. Plaintiff owns shares in Defendant Croghan set forth in redacted(for privacy) Exhibit A, attached and incorporated herein.

2. Defendant U.S. Securities And Exchange Commission('SEC') was established as an agency within the Executive Branch Of the U.S. Government by the Congressional passage of the Securities and Exchange Act of 1934('the Act'). Relevant here are some of the SEC general Rules and Regulations the SEC established under the Act, as amended.

ES159954

Samuel R. Danziger
[redacted]

November 24, 2020

Ms. Amy LeJeune
Investors Relations Officer
Croghan Bancshares, Inc.
323 Croghan Street
Fremont, Ohio 43420

Via Priority Mail

Dear Ms. LeJeune:

I am a shareholder of Croghan Bancshares, Inc.(Croghan). Attached are copies of a letter attesting as to my present Croghan shareholdings and a copy of the A. C. Nichols receipt as to the purchase of my first Croghan shares(I am sure you can attest as to the signature on the purchase receipt).

As the Croghan Investors Relations Officer, I would now request you forward the enclosed letter to Croghan's Secretary, Mr. Dan Schloemer. As you will note, enclosed with the letter to Mr. Schloemer is a Proxy Proposal for the Secretary's forwarding to Croghan's Board of Directors.

A written confirmation of your receipt of this letter and both attachments and enclosures would be expected.

Thank you,

[redacted]

Samuel R. Danziger

Attachments: Copy of Purchase Receipt and TD Ame
Enclosed: Letter to Corporation Secretary with Proxy

PLAINTIFF'S EXHIBIT

1 OF 6

Samuel R. Danziger

Croghan Bancshares, Inc.

Proxy Proposal

November 24, 2020

DIVERSITY FOR THE BOARD OF DIRECTORS

Resolved, the Shareholders of Croghan Bancshares, Inc.(the "Corporation"), duly assembled pursuant to a Notice of Annual Meeting Of Shareholders to be held on May 11, 2021, and recognizing the benefit of a Board of Directors that reflects the diversity of the Corporation's shareholders, employees, customers and the communities in which it operates, do hereby by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation on this Proposal forthwith supersede, modify and amend the Amended and Restated Code of Regulations of Croghan Bancshares, Inc, dated May 9, 2000, and in particular Article Two, Directors, by adding as follows:

"...Article Two, Directors, Section 2.04, Nomination, Sub-Section (C)

The objective in filling the Board of Directors shall be to diversify as proportionately as possible the Board of Directors and to limit the age of directors to less than 70 years of age. Therefore, commencing at the expiration of Directors' terms after 2021, those person(s) nominated, or appointed, by the Board of Directors, or any of its' Committees, shall comply with these proportionate objectives; forty percent(40%) female, sixty present(60%) male, seven [illegible]%) Hispanic heritage, and seven percent(7%) African heritage and shall be less than 70 years of age; it is understood the percentages above are subject to reasonable interpretation by the Board of Directors."

_____FOR _____AGAINST _____ABSTAI N

SUPPORTING STATEMENT

When the proponent reflects on the Croghan Bancshares Board of Directors, what comes to mind? Old, White, Men!

Old; the table of competing banks following says it all.

White; I need not say more except Croghan has color diversity in depositors, borrowers, and employees, but not on the Board Of Directors.

And Men; in 2019, the Board Of Directors said in opposition to a proxy proposal titled Gender Diversity For The Board that "...since 1991 one (female) has been enough". To further support the Board Of Directors, the board used 'voter suppression' to prevent the shareholders from voting on the proponent's proxy proposal on the board's Proxy Card. I am now pleased to note in July 2019 the Board did reconsider its ill-conceived anti-gender diversity policy in that it did appoint two gender diverse directors to the board, one female and one male. No apology to the suppressed shareholders and no apology for spending probably upwards of $45,000.00(?) of shareholder funds on litigation related to the Board's voter suppression (an annuity for the Board's attorney?).

The following table lists competing institutions in Fremont, Ohio, the largest deposit base of Croghan;

	Directors	Over 69	Female Directors	Hispanic Heritage	African Heritage
FITB	14	1	4	1	2
HBAN	13	1	5	1	2
KEY	13	0	4	0	2
PNC	13	1	4	0	2
CHBH	14	7	2	0	0
FFCU	9	Unknown	3	1	0

(Not responsible for changes or errors in source materials.)

FITB=Fifth Third HBAN=Huntington KEY=Key PNC=PNC CHBH=Croghan

FFCU=Fremont Federal Credit Union

PROPONENT WOULD BE PLEASED TO RESPOND TO ANY QUESTION (305) 271-0707.

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CROGHAN
BANCSHARES, INC.

December 1, 2020

Sam Danziger
[redacted]

Dear Sam:

I am in receipt of your November 24, 2020 correspondence to Secretary Dan Schloemer in regard to the Proxy Proposals to be included in the May 2021 Annual Meeting of Shareholders. This information was received by the November 30th deadline for Board of Director consideration.

CROGHAN BANCSHARES, INC.

[redacted]

Amy LeJeune
Investor Relations Officer

323 Croghan St., Fremont, OH 43420
888-276-4426 | croghan.com

Helping good people make good decisions.

SAMUEL R. DANZIGER

[redacted]

Mr. James Bowlus
Lead Director
Croghan Bancshares, Inc.
323 Croghan Street
Fremont, Ohio 43420

Via Fax

December 17, 2020

Dear Mr. Bowlus:

This letter asks you to recall Croghan Bancshares, Inc.'s(Croghan) reaction to the presentation to the Board of Directors (Board) of my Proxy Proposals in 2017. I have attached your letter to me of December 13, 2017, to aid your memory.

In 2017 my Proxy Proposals were discussed at the December 11, 2017 Board meeting and rejected. Two (2) days later, you posted your above rejection letter dated December 13, 2017.

This year my timely submitted Proxy Proposal should/would have been discussed at the December Board meeting, which occurs on the second Tuesday of each month; this December, it would have on the 8th. I have heard nothing by mail or otherwise to this date. I have to surmise a rejection by the Board of the Proxy Proposal. Accordingly, I am going forward in preparing a complaint to seek relief from a court.

As a lagniappe, I resent the "Happy Holiday" annotated to your letter of December 13, 2017. Gall!

Relative to my now rejected Proxy Proposal, I am attaching a December 9, 2020 article from the internet about the Starbucks Board of Directors. Please note the first paragraph on Page 4 that I highlighted and which, in my opinion, tracks my Proxy Proposal very closely.

By copy of this letter to the Croghan Investor Relations Officer I am now asking for a copy of the Croghan 'of record' Shareholder List. A tally of the number of shareholders thereon would be helpful, the number of shares 'of record' thereon, and the total number of Croghan shares outstanding. If there is any question, the Investor Relations Officer can telephone me.

Regretfully,

[redacted]

Samuel R. Danziger

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Attachments: December 13, 2018 Letter and Starbucks Article
Copy: Croghan Investors Relations Officer

ES159954

CROGHAN
BANCSHARES, INC.

December 13, 2018

Mr. Samuel R. Danziger
[redacted]

Dear Mr. Danziger:

The Board of Directors of Croghan Bancshares, Inc. ("Croghan") has reviewed and considered the two (2) shareholder proposals that were enclosed with your letter dated September 15, 2018 and your request that Croghan include the proposals in the proxy statement and form of proxy solicited by the Board of Directors of Croghan (the "Board") for the 2019 Annual Meeting of Shareholders (anticipated to be held in May 2019) (the "2019 Annual Meeting").

Following its review and consideration of your shareholder proposals, the Board unanimously determined that the shareholder proposals that you submitted would not be in the best interests of Croghan and its shareholders as a group and, therefore, will not be included in the proxy statement and form of proxy solicited by the Board for the 2019 Annual Meeting.

Sincerely,

CROGHAN BANCSHARES, INC.

[redacted]

Happy Holidays!

Jim Bowlus [redacted]
Lead Director

pc: Rick Robertson, President & CEO
Kendall Rieman, EVP and Chief Financial Officer
Stacy Cox, Secretary

323 Croghan St., Fremont, OH 43420
888-276-4426 | croghan.com

Helping good people make good decisions.