

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.

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.

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, Daniel E. Csontos

Name of the Holding Company Director and Official

President

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.

Daniel E. Csontos

Signature of Holding Company Director and Official

03/19/2019

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):

December 31, 2018

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

First Niles Financial, Inc

Legal Title of Holding Company

55 N. Main Street-P.O. Box 311

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

<u>Niles</u>	<u>OH</u>	<u>44446-0311</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Mary Ann Coates Chief Financial Officer

Name Title

330-652-2539

Area Code / Phone Number / Extension

330-652-0911

Area Code / FAX Number

mcoates@homefedniles.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."

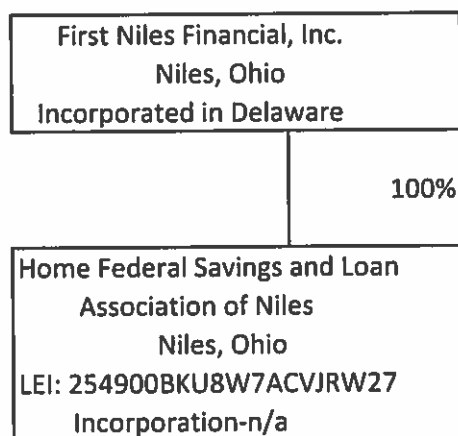
Form FR Y-6

First Niles Financial, Inc.
Niles, Ohio
Fiscal Year Ending December 31, 2018

Report Item

1: The savings and loan holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the appropriate Federal Reserve Bank, 1 copy is attached.

2a: Organizational Chart



LEI is n/a unless noted.

2b: Domestic Branch Listing is attached.

Results: A list of branches for your depository institution: HOME FEDERAL SAVINGS AND LOAN ASSOCIATION OF NILES OHIO (ID_RSSD: 71073)
 This depository institution is held by FIRST NILES FINANCIAL, INC. (3828634) of NILES, OH.
 The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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 LHMNUM, 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 LHMNUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	71073	HOME FEDERAL SAVINGS AND LOAN ASSOCIATION OF NILES OHIO	55 N MAIN ST	NILES	OH	44446	TRUMBULL	UNITED STATES	Not Required	Not Required	HOME FEDERAL SAVINGS AND LOAN ASSOCIATION OF NILES OHIO	71073	

Form FR Y-6

First Niles Financial, Inc.
Niles, Ohio
Fiscal Year Ending December 31, 2018

Report Item 3(1): Securities holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2018.

All securities are common shares.

Name City, State, Country	Citizenship or Incorporation	Number & % of Voting Securities
Shirley Stephens Niles, OH	USA	67,975 - 6.1%
Children and Grandchildren:		
Leslie Millhon & Judson Millhon Jr. Columbus, OH	USA	186.7405
Judson Millhon Jr. & Judson Millhon III UGMA Columbus, OH	USA	216.2813
Jill A. Miller & Ryan Miller UTMA Howland, OH	USA	<u>0.2616</u>
	Total	68,378.2834 - 6.1%
Lawrence Safarek Youngstown, OH	USA	84,235 - 7.6%
Robert I. Shaker * Solon, OH	USA	51,631 - 4.6%
Christopher J. Shaker * Niles, OH	USA	54,473 - 4.9%
Lance Osborne Mentor, OH	USA	62,905 - 5.7%

Report Item 3(2): Securities holders

Securities holders with ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2018 and not listed in 3(1). All securities are common shares.

None.

* R. Shaker and C. Shaker are siblings.

Form FR Y-6

Legal Title of Holding Company: First Niles Financial, Inc.
 Fiscal Year End: December 31, 2018

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 applicable to an insider, please include "None" or "N/A."

(Please see Appendix A of the report instructions for an example of how to report Items 1, 2, 3, and 4.) Once complete, please print sheet and include in your hardcopy of the report.

***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.)

(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)
Robert L. Shaker Solon, OH - USA	Attorney - Shaker & Shaker, LLP	Director	Director - Home Federal Savings and Loan Association of Niles	Partner-Shaker & Shaker, LLP	4.6%	N/A	Shaker & Shaker, LLP - 50% owner
Daniel E. Coontos Howland, OH - USA	Banker	Director, President & CEO	Director, President & CEO Home Federal Savings and Loan Association of Niles	Director - Pioneer Savings Bank	3.5%	N/A	N/A
P. James Kramer Girard, OH - USA	President - Wm. Kramer & Sons, Inc. - HVAC	Director, Chairman of the Board	Director, Chairman of the Board Home Federal Savings and Loan Association of Niles	President - Wm. Kramer & Sons, Inc.	0.7%	N/A	Wm. Kramer & Sons, Inc. - HVAC - 100% owner
William S. Eddy Niles, OH - USA	Doctor	Director	Director - Home Federal Savings and Loan Association of Niles	President - Clinic of Osteopathic Medicine, Inc.	1.3%	N/A	Clinic of Osteopathic Medicine, Inc. - 100% owner
Raymond J. Calcagni Poland, OH - USA	Loan Officer	Vice President	Vice President Home Federal Savings and Loan Association of Niles	N/A	0.3%	N/A	N/A
Mary Ann Coates Niles, OH - USA	CPA	Chief Financial Officer	Chief Financial Officer Home Federal Savings and Loan Association of Niles	N/A	0%	N/A	N/A
Lance Osborne Mentor, OH - USA	Real Estate Investor	Director	Director - Home Federal Savings and Loan Association of Niles	President - Osborne Capital Group, LLC Manager - 2097 Columbus, LLC Owner - 3501 Clinton, LLC Manager-7669 Crile Road, LLC Manager-13220 CLR, LLC Manager-35403 Euclid Avenue, LLC Manager-Ace Willoughby, LLC Manager-Ace Storage Management, LLC Managing member-Alpha Acquisition, LLC Managing member-Alpha Drive Development, LLC President-Alpha Place Management, Inc. Managing member-Alpha Plaza Investments, LTD Managing member-Babson Property Services, LLC Manager-BCH Development, LLC Manager-Brainard Crossings Holdings, LLC Owner-Cars and Coffee, LLC Managing member-HW Trail Partners, LLC President-LFO Holdings, Inc.	5.7%	N/A	Osborne Capital Group, LLC - 100% 2097 Columbus, LLC-35% 3501 Clinton, LLC-33% 7669 Crile Road, LLC-33% 13220 CLR, LLC-100% 35403 Euclid Avenue, LLC-75% Ace Willoughby, LLC-75% Ace Storage Management, LLC-100% Alpha Acquisition, LLC-30% Alpha Drive Development, LLC-30% Alpha Place Management, Inc.-30% Alpha Plaza Investments, LTD-30% Babson Property Services, LLC-35% BCH Development, LLC-40% Brainard Crossings Holdings, LLC-40% Cars and Coffee, LLC-33% HW Trail Partners, LLC-50% LFO Holdings, Inc. - 100%

			Managing member-M2KLB Holdco, LLC		M2KLB Holdco, LLC-27%
			Manager-M2KLB Willoughby, LLC		M2KLB Willoughby, LLC-27%
			Owner-OC Woodbine Development, LLC		OC Woodbine Development, LLC-33%
			Managing member-OCG Acquisition, LLC		OCG Acquisition, LLC-100%
			Manager-OCG Alpha Development, LLC		OCG Alpha Development, LLC-40%
			Manager-OCG Copley Land, LLC		OCG Copley Land, LLC-80%
			Manager-OCG Heritage Center, LLC		OCG Heritage Center, LLC-55%
			Manager-OCG MC Management, LLC		OCG MC Management, LLC-80%
			President-Osborne Capital Corp.		Osborne Capital Corp.-52%
			Manager-Osborne Capital Partners, LLC		Osborne Capital Partners, LLC-100%
			Manager-Osborne Capital Partners II, LLC		Osborne Capital Partners II, LLC-75%
			President-OsCAP BCH Management Corp.		OsCAP BCH Management Corp.-52%
			Manager-OsCAP Management Company, LLC		OsCAP Management Company, LLC-50%