

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, Marc A. Stefanski  
 Name of the Holding Company Director and Official  
Chairman, 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.

Marc A. Stefanski  
 Signature of Holding Company Director and Official  
 12/18/2019  
 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):  
**September 30, 2019**

Month / Day / Year  
 N/A

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

Reporter's Name, Street, and Mailing Address

Third Federal Savings and Loan Assoc. of Cleve., MHC

Legal Title of Holding Company

7007 Broadway Avenue

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

Cleveland Ohio 44105

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Chris Dlouhy Regulatory Reporting

Name Title

216-883-2287

Area Code / Phone Number / Extension

216-441-0055

Area Code / FAX Number

Christopher.Dlouhy@ThirdFederal.com

E-mail Address

www.thirdfederal.com

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

Is confidential treatment requested for any portion of this report submission?  No  Yes

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.

TFS Financial Corporation  
Legal Title of Subsidiary Holding Company

7007 Broadway Avenue  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Cleveland Ohio   
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

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

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

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)

Form FR Y-6

THIRD FEDERAL SAVINGS AND LOAN ASSOCIATION OF CLEVELAND, MHC

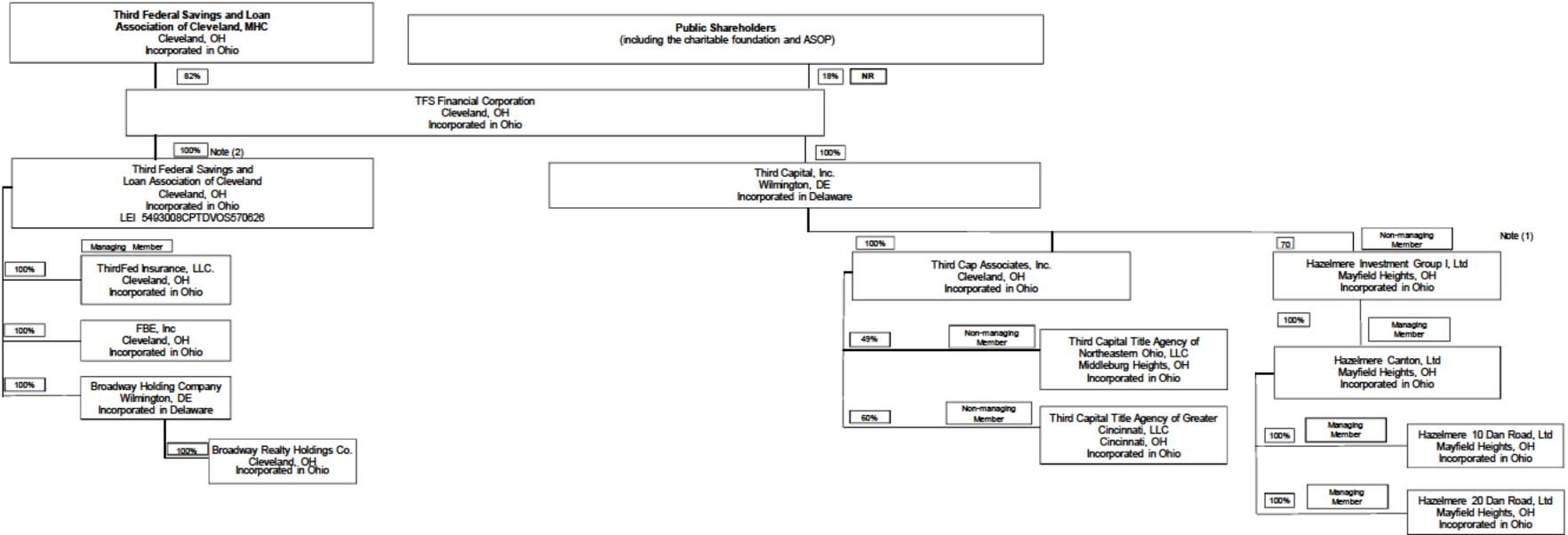
Cleveland, OH  
Fiscal Year Ending September 30, 2019

Report Item

1 Third Federal Savings and Loan Association of Cleveland, MHC does not prepare an annual report and is not registered with the SEC.

2a Organizational Chart

CORPORATE STRUCTURE



Note (1) - This Ownership % reflects Third Federal's interest in retained earnings after its preferred return on amounts contributed to acquire investment properties.  
Note (2) - LEI is N/A unless noted.  
NR - Not Reportable on the Form FR Y-10

2b Domestic branch listing provided to the Federal Reserve Bank of Cleveland.

3 Shareholders

(1)(a)(b)(c) Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 09-30-2019.

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

(2)(a)(b)(c) Current shareholders 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 09-30-2019.

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

**4 Insiders**

(1),(2),(3)(a)(b)(c) and (4)(a)(b)(c)

(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 Businesses (include names of other businesses)	(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)
Marc A. Stefanski Cleveland, OH USA	N/A	Director/Chairman/CEO/President	Director/Chairman/CEO/Pres of TFS&L <sup>(2)</sup> Director of TC <sup>(3)</sup> Director/Chairman/CEO/Pres of TFS Fin Corp <sup>(1)</sup> Director of BHC <sup>(5)</sup>	N/A	0%	1% TFS Financial Corporation	N/A
John P. Ringenbach Lakewood, OH USA	Retired	Director	Director of TFS&L <sup>(2)</sup> Director of TFS Fin Corp <sup>(1)</sup>	N/A	0%	less than 1% TFS Financial Corporation	N/A
Ben S. Stefanski III Shaker Heights, OH USA	N/A	Director, and Secretary	Director, and Secretary of TFS&L <sup>(2)</sup> Director, and Secretary of TFS Fin Corp <sup>(1)</sup>	N/A	0%	less than 1% TFS Financial Corporation	N/A
Terrence R. Ozan Lyndhurst, OH USA	Retired	Director	Director of TFS&L <sup>(2)</sup> Director of TFS Fin Corp <sup>(1)</sup>	Director of State Industrial Products, Innovative Medical Equipment LLC, and Mercury Biomed LLC	0%	less than 1% TFS Financial Corporation	N/A
Robert A. Fiala Willoughby, OH USA	Architect	Director	Director of TFS&L <sup>(2)</sup> Director of TFS Fin Corp <sup>(1)</sup>	Partner at ThenDesign Architecture Ltd.	0%	less than 1% TFS Financial Corporation	ThenDesign Architecture, LLC Greenland Consulting, LLC 40.0% 65.0%
Ashley H. Williams New York, NY	N/A	Director	Director of TFS&L Director of TFS Fin Corp	N/A	0%	Less than 1% TFS Financial Corporation	N/A
Martin J. Cohen Moreland Hills, OH USA	Management/Partner	Director	Director of TFS&L <sup>(2)</sup> Director of TFS Fin Corp <sup>(1)</sup>	President of Elayne Apartments President of Capital Mortgage Sole proprietor of Smart Realty  Managing partner or member for remaining companies listed in Column 4c	0%	less than 1% TFS Financial Corporation	H&M Management Elayne Apartments Capital Mortgage Har Mar Company Smart Realty LLC Willis Road Associates LLC Tallmadge Associates Brittain Park Investment Hillside General Partnership Riverside House Oak Knoll Associates 50.0% 31.5% 100.0% 54.0% 100.0% 50.0% 35.0% 100% (General Partner) 100% (General Partner) 100% (General Partner) 100% (General Partner)

(1) Third Cap Associates, Inc.

(2) Third Federal Savings and Loan Association of Cleveland

(3) Third Capital, Inc.

(4) TFS Financial Corporation

(5) Broadway Holding Company

(6) Broadway Realty Holdings

#### 4 Insiders continued

(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 Businesses (include names of other businesses)	(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)
William C. Mu ligan Hunting Valley, OH USA	Manager/Director	Director	Director of TFS&L <sup>(2)</sup> Director of TFS Fin Corp <sup>(1)</sup>	Managing Director at Primus Venture Partners, Inc. Director of Universal Electronics, Inc.	0%	less than 1% TFS Financial Corporation	N/A
Anthony J. Asher Chagrin Falls, OH USA	Business owner	Director	Director of TFS&L <sup>(2)</sup> Director of TFS Fin Corp <sup>(1)</sup>	Chairman at Weston Inc.	0%	less than 1% TFS Financial Corporation	Graystone Properties, Inc. 50.0%
Meredith S. Weil Cleveland Hts, OH USA	N/A	Director and Chief Operating Officer	Director/President/CEO of TCA <sup>(1)</sup> Director and Chief Operating Officer of TFS&L <sup>(2)</sup> Director/President/CEO of TCI <sup>(3)</sup> Director and Chief Operating Officer of TFS Fin Corp <sup>(1)</sup> Director/President/CEO of BHC <sup>(5)</sup> Director/President/CEO of BRH <sup>(6)</sup> Director/President/CEO of FBE, Inc.	N/A	0%	less than 1% TFS Financial Corporation	N/A
Anna Maria P. Motta Cleveland, OH USA	N/A	Vice President	Chief Information Officer of TFS&L <sup>(2)</sup> Vice President of TFS Fin Corp <sup>(1)</sup> Director of FBE, Inc.	N/A	0%	less than 1% TFS Financial Corporation	Pemco 25.0% Mardok 30.0%
Cathy W. Zbanek Shaker Hts, OH USA	N/A	Vice President	Chief Marketing Officer and Human Resources Officer of TFS&L <sup>(2)</sup> Vice President of TFS Fin Corp <sup>(1)</sup>	N/A	0%	less than 1% TFS Financial Corporation	Wiloff & Sons, LLC 26.6%
Paul J. Huml Strongsville OH USA	N/A	Chief Financial Officer and Treasurer	Director and Treasurer of TCA <sup>(1)</sup> Chief Financial Officer and Treasurer of TFS&L <sup>(2)</sup> Director and Treasurer of TCI <sup>(3)</sup> Chief Financial Officer and Treasurer of TFS Fin Corp <sup>(1)</sup> Director and Treasurer of BHC <sup>(5)</sup> Director and Treasurer of BRH <sup>(6)</sup> Director and Treasurer of FBE, Inc.	N/A	0%	less than 1% TFS Financial Corporation	N/A
Judith Z. Adam Twinsburg, OH USA	N/A	Vice President	Director/VP/Secretary of TCA <sup>(1)</sup> Chief Risk Officer of TFS&L <sup>(2)</sup> Director/VP/Secretary of TCI <sup>(3)</sup> Chief Risk Officer of TFS Fin Corp <sup>(1)</sup>	N/A	0%	less than 1% TFS Financial Corporation	N/A

(1) Third Cap Associates, Inc.

(2) Third Federal Savings and Loan Association of Cleveland

(3) Third Capital, Inc.

(4) TFS Financial Corporation

(5) Broadway Holding Company

(6) Broadway Realty Holdings

Form FR Y-6

**TFS FINANCIAL CORPORATION**

Cleveland, OH  
Fiscal Year Ending September 30, 2019

**Report Item**

**1** TFS Financial Corporation prepares an annual report and is registered with the SEC. Enclosed is a copy of TFS Financial Corporation Annual Report (10-K).

**2a Organizational Chart**

**Reference Third Federal Savings and Loan Association of Cleveland, MHC**

**2b** Domestic branch listing provided to the Federal Reserve Bank of Cleveland.

**Reference Third Federal Savings and Loan Association of Cleveland, MHC**

**3 Shareholders**

(1)(a)(b)(c) Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 09-30-2019.

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Shares
<b>Third Federal Savings and Loan Association of Cleveland, MHC</b> 7007 Broadway Avenue Cleveland, OH 44105	United States	227,119,132 82.43%

(2)(a)(b)(c) Current shareholders 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 09-30-2019.

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

**4 Insiders**

(1),(2),(3)(a)(b)(c) and (4)(a)(b)(c)

(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 Businesses (include names of other businesses)	(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
Marc A. Stefanski Cleveland, OH USA	N/A	Director/Chairman/CEO/President	Director/Chairman/CEO/Pres of TFS&L <sup>(2)</sup> Director of TCI <sup>(5)</sup> Director of BHC <sup>(6)</sup>	N/A	1% TFS Financial Corporation	0%	N/A
John P. Ringenbach Lakewood, OH USA	Retired	Director	Director of TFS&L <sup>(2)</sup>	N/A	less than 1% TFS Financial Corporation	0%	N/A
Ben S. Stefanski III Shaker Heights, OH USA	N/A	Director, and Secretary	Director, and Secretary of TFS&L <sup>(2)</sup>	N/A	less than 1% TFS Financial Corporation	0%	N/A
Terrence R. Ozan Lyndhurst, OH USA	Retired	Director	Director of TFS&L <sup>(2)</sup>	Director of State Industrial Products, Innovative Medical Equipment LLC, and Mercury Biomed LLC	less than 1% TFS Financial Corporation	0%	N/A
Robert A. Fiala Wilmington, OH USA	Architect	Director	Director of TFS&L <sup>(2)</sup>	Partner at ThenDesign Architecture Ltd.	less than 1% TFS Financial Corporation	0%	ThenDesign Architecture, LLC Greenland Consulting, LLC 40.0% 65.0%
Ashley H. Williams New York, NY	N/A	Director	Director of TFS&L	N/A	Less than 1% TFS Financial Corporation	0%	N/A
Martin J. Cohen Moreland Hills, OH USA	Management/Partner	Director	Director of TFS&L <sup>(2)</sup>	President of Elyyne Apartments President of Capital Mortgage Sole proprietor of Smart Realty  Managing partner or member for remaining companies listed in Column 4c	less than 1% TFS Financial Corporation	0%	H&M Management Elyyne Apartments Capital Mortgage Har Mar Company Smart Realty LLC Wills Road Associates LLC Talmadge Associates Brittain Park Investment Hillside General Partnership Riverside House Oak Knoll Associates 50.0% 31.5% 100.0% 54.0% 100.0% 50.0% 35.0% 100% (General Partner) 100% (General Partner) 100% (General Partner) 100% (General Partner)

(1) Third Cap Associates, Inc.  
(2) Third Federal Savings and Loan Association of Cleveland  
(3) Third Capital, Inc.  
(4) TFS Financial Corporation  
(5) Broadway Holding Company  
(6) Broadway Realty Holdings

4 Insiders continued

(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 Businesses (include names of other businesses)	(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)
William C. Muligan Hunting Valley, OH USA	Manager/Director	Director	Director of TFS&L <sup>(2)</sup>	Managing Director at Primus Venture Partners, Inc. Director of Universal Electronics, Inc.	less than 1% TFS Financial Corporation	0%	N/A
Anthony J. Asher Chagrin Falls, OH USA	Business owner	Director	Director of TFS&L <sup>(2)</sup>	Chairman at Weston Inc.	less than 1% TFS Financial Corporation	0%	Graystone Properties, Inc. 50.0%
Meredith S. Weil Cleveland Hts, OH USA	NA	Director and Chief Operating Officer	Director/President/CEO of TCA <sup>(1)</sup> Director and Chief Operating Officer of TFS&L <sup>(2)</sup> Director/President/CEO of TCI <sup>(3)</sup> Director/President/CEO of BHC <sup>(5)</sup> Director/President/CEO of BRH <sup>(6)</sup> Director/President/CEO of FBE, Inc.	N/A	less than 1% TFS Financial Corporation	0%	N/A
Anna Maria P. Motta Cleveland, OH USA	NA	Vice President	Chief Information Officer of TFS&L <sup>(2)</sup> Director of FBE, Inc.	N/A	less than 1% TFS Financial Corporation	0%	Pemco Mardok 25.0% 30.0%
Ca hy W. Zbanek Shaker Hts, OH USA	NA	Vice President	Chief Marketing Officer and Human Resources Officer of TFS&L <sup>(2)</sup>	N/A	less than 1% TFS Financial Corporation	0%	Wilkoff & Sons, LLC 26.6%
Paul J. Huml Strongsville OH USA	NA	Chief Financial Officer and Treasurer	Director and Treasurer of TCA <sup>(1)</sup> Chief Financial Officer and Treasurer of TFS&L <sup>(2)</sup> Director and Treasurer of TCI <sup>(3)</sup> Director and Treasurer of BHC <sup>(5)</sup> Director and Treasurer of BRH <sup>(6)</sup> Director and Treasurer of FBE, Inc.	N/A	less than 1% TFS Financial Corporation	0%	N/A
Judith Z. Adam Twinsburg, OH USA	NA	Chief Risk Officer	Director/VP/Secretary of TCA <sup>(1)</sup> Chief Risk Officer of TFS&L <sup>(2)</sup> Director/VP/Secretary of TCI <sup>(3)</sup>	N/A	less than 1% TFS Financial Corporation	0%	N/A

(1) Third Cap Associates, Inc.  
(2) Third Federal Savings and Loan Association of Cleveland  
(3) Third Capital, Inc.  
(4) TFS Financial Corporation  
(5) Broadway Holding Company  
(6) Broadway Realty Holdings