

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



2014 MAR 25 A 10:48

Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYSIS
DEPARTMENT

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, **James Rohrs**

Reporter's Name, Street, and Mailing Address

First Defiance Financial Corporation

Name of the Holding Company Director and Official

Executive Vice President

Legal Title of Holding Company

601 Clinton Street

Title of the Holding Company Director and Official

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

Defiance

OH

43512

City

State

Zip Code

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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Klint Manz

Senior Accountant

Name

Title

419-782-5085

Area Code / Phone Number / Extension

419-785-3759

Area Code / FAX Number

kmanz@first-fed.com

E-mail Address

www.fdef.com

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

Signature of Holding Company Director and Official

03/25/2014

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

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

For Federal Reserve Bank Use Only

RSSD ID

3316917

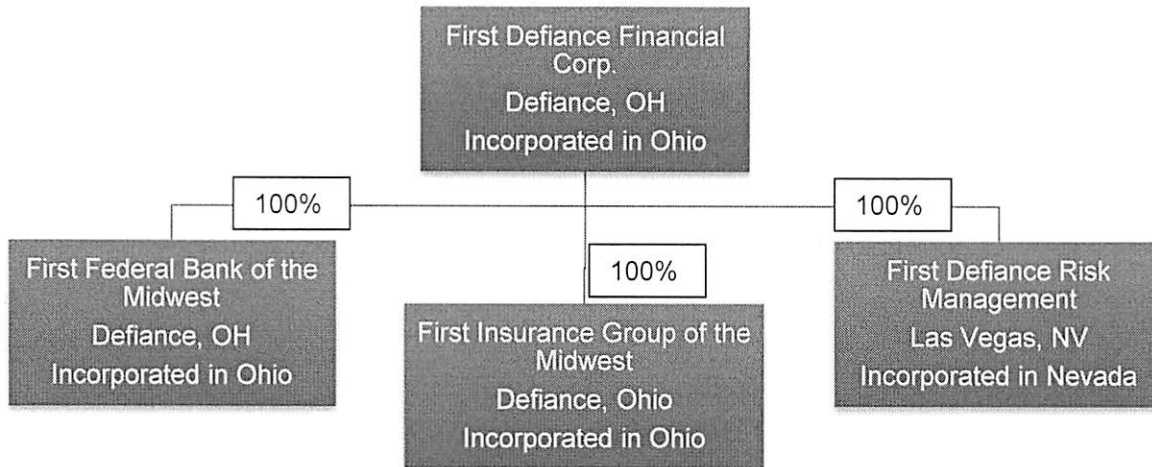
C.I.

Form FR Y-6
First Defiance Financial Corp.
Defiance, Ohio
Fiscal Year Ending December 31, 2013

Report Item

1: The savings and loan holding company prepares an annual report for its securities holders and is registered with the SEC. This report is filed publicly.

2a: Organizational Chart:



NR=Ownership percentage not reportable on the FR Y-10.

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

Results: A list of branches for your depository institution: FIRST FEDERAL BANK OF THE MIDWEST (ID_RSSD: 981275)
 This depository institution is held by FIRST DEFIANCE FINANCIAL CORPORATION (3316917) of DEFIANCE, OH
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014

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) | 981275 | FIRST FEDERAL BANK OF THE MIDWEST | 601 CLINTON STREET | DEFIANCE | OH | 43512 | DEFIANCE | UNITED STATES | 42679 | 0 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840113 | FORT WAYNE BRANCH | 1595 WEST DUPONT ROAD | FORT WAYNE | IN | 46825 | ALLEN | UNITED STATES | 491989 | 138 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 2056618 | ADRIAN NORTH BRANCH | 300 NORTH MAIN STREET | ADRIAN | MI | 49221 | LENAAWEE | UNITED STATES | 186762 | 129 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 2053822 | ADRIAN WEST BRANCH | 1701 WEST MAUMEE STREET | ADRIAN | MI | 49221 | LENAAWEE | UNITED STATES | 186764 | 131 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 2064891 | HUDSON BRANCH | 539 SOUTH MERIDIAN HIGHWAY | HUDSON | MI | 49247 | LENAAWEE | UNITED STATES | 241154 | 133 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 2063699 | MORENCI BRANCH | 211 WEST MAIN STREET | MORENCI | MI | 49256 | LENAAWEE | UNITED STATES | 186763 | 130 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 879448 | TECUMSEH WEST BRANCH | 1449 WEST CHICAGO BOULEVARD | TECUMSEH | MI | 49286 | LENAAWEE | UNITED STATES | 466323 | 137 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840177 | BOWLING GREEN BRANCH | 1226 WEST WOOSTER STREET | BOWLING GREEN | OH | 43402 | WOOD | UNITED STATES | 463852 | 127 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 4416131 | BOWLING GREEN NORTH BRANCH | 1200 NORTH MAIN STREET | BOWLING GREEN | OH | 43402 | WOOD | UNITED STATES | 531911 | 144 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840038 | BRYAN MAIN BRANCH | 204 EAST HIGH STREET | BRYAN | OH | 43506 | WILLIAMS | UNITED STATES | 277444 | 3 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840010 | DEFIANCE NORTH BRANCH | 1177 NORTH CLINTON STREET | DEFIANCE | OH | 43512 | DEFIANCE | UNITED STATES | 463847 | 123 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840092 | DELPHOS BRANCH | 230 EAST SECOND STREET | DELPHOS | OH | 45833 | ALLEN | UNITED STATES | 477 | 112 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840186 | ELIDA BRANCH | 105 SOUTH GREENLAWN AVENUE | ELIDA | OH | 45807 | ALLEN | UNITED STATES | 7082 | 114 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3203558 | FINDLAY DOWNTOWN BRANCH | 301 SOUTH MAIN STREET | FINDLAY | OH | 45840 | HANCOCK | UNITED STATES | 419326 | 111 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840065 | FINDLAY EAST BRANCH | 7591 PATRIOT DRIVE | FINDLAY | OH | 45840 | HANCOCK | UNITED STATES | 463848 | 124 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840058 | FINDLAY NORTH BRANCH | 3900 NORTH MAIN STREET | FINDLAY | OH | 45840 | HANCOCK | UNITED STATES | 357637 | 108 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840195 | FOSTORIA BRANCH | 1694 NORTH COUNTYLINE STREET | FOSTORIA | OH | 44830 | SENECA | UNITED STATES | 463851 | 126 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3345805 | GENOA BRANCH | 22020 STATE ROUTE 51 WEST | GENOA | OH | 43430 | OTTAWA | UNITED STATES | 441792 | 120 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840122 | GLANDORF BRANCH | 135 SOUTH MAIN STREET | GLANDORF | OH | 45848 | PUTNAM | UNITED STATES | 518112 | 143 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840814 | HICKSVILLE BRANCH | 201 EAST HIGH STREET | HICKSVILLE | OH | 43528 | DEFIANCE | UNITED STATES | 277450 | 106 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840823 | LIMA ALLENTOWN BRANCH | 2600 ALLENTOWN ROAD | LIMA | OH | 45805 | ALLEN | UNITED STATES | 185391 | 115 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840850 | LIMA SHAWNEE BRANCH | 2565 SHAWNEE ROAD | LIMA | OH | 45806 | ALLEN | UNITED STATES | 518111 | 142 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840083 | MAUMEE BRANCH | 417 WEST DUSSEL DRIVE | MAUMEE | OH | 43537 | LUCAS | UNITED STATES | 463849 | 125 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 1459726 | MCCOMB BRANCH | 124 EAST MAIN STREET | MCCOMB | OH | 45858 | HANCOCK | UNITED STATES | 208562 | 109 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840869 | MONTPELIER BRANCH | 1050 EAST MAIN STREET | MONTPELIER | OH | 43543 | WILLIAMS | UNITED STATES | 277445 | 100 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840131 | NAPOLEON MAIN BRANCH | 625 SCOTT STREET | NAPOLEON | OH | 43545 | HENRY | UNITED STATES | 277443 | 2 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840140 | NAPOLEON NORTH BRANCH | 1800 NORTH SCOTT STREET | NAPOLEON | OH | 43545 | HENRY | UNITED STATES | 277447 | 103 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 2949363 | OREGON BRANCH | 3426 NAVARRE AVENUE | OREGON | OH | 43818 | LUCAS | UNITED STATES | 357229 | 118 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 566421 | OTTAWA BRANCH | 405 EAST MAIN STREET | OTTAWA | OH | 45875 | PUTNAM | UNITED STATES | 4468 | 110 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840159 | PAULDING BRANCH | 905 NORTH WILLIAMS STREET | PAULDING | OH | 45879 | PAULDING | UNITED STATES | 277451 | 107 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3345814 | PERRYSBURG BRANCH | 1077 LOUISIANA AVENUE | PERRYSBURG | OH | 43551 | WOOD | UNITED STATES | 441793 | 121 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |
| OK | | Full Service | 3840168 | WAUSEON BRANCH | 211 SOUTH FULTON STREET | WAUSEON | OH | 43567 | FULTON | UNITED STATES | 277442 | 1 | FIRST FEDERAL BANK OF THE MIDWEST | 981275 | |

FORM FR Y-6
First Defiance Financial Corp.
Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013

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 12-31-2013

| (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 |
|-------------------------------------------------|------------------------------------------------------|--------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------|--------------------------------------------------------------------------|
| Dimensional Fund Advisors LP Austin, TX, USA | USA | 747,077 - 8% Common Stock | Wellington Management Company, LLP Boston, MA, USA | USA | 536,100 - 6% Common Stock |
| Blackrock, Inc. New York, NY, USA | USA | 690615 - 7% Common Stock | | | |
| *U.S. Treasury (TARP CPP) USA | USA | 550,595 - 6% Common Stock Warrants | | | |

*These common stock warrants are not voting shares, but according to the instructions, are to be included with this item.

FORM FR Y-6
 First Defiance Financial Corp.
 Fiscal Year Ending December 31, 2013

Report Item 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 securi- ties are held (List names of companies and percentage of voting securities held) |
|---------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| William Small Defiance, OH, USA | N/A | Chairman, President, & CEO | N/A | N/A | 1% | N/A | N/A |
| Donald Hileman Defiance, OH, USA | N/A | Executive Vice President & CFO | Executive Vice President & CFO (First Federal Bank) CEO (First Insurance Group) | N/A | 0% | N/A | N/A |
| Kevin Thompson Defiance, OH, USA | N/A | N/A | Executive Vice President of Finance (First Federal Bank) | N/A | 0% | N/A | N/A |
| James Rohrs Defiance, OH, USA | N/A | Executive Vice President | President & CEO (First Federal Bank) | N/A | 0% | N/A | N/A |
| Dennis Rose Defiance, OH, USA | N/A | N/A | Executive Vice President (First Federal Bank) | N/A | 0% | N/A | N/A |
| Gregory Allen Findlay, OH, USA | N/A | N/A | Executive Vice President (First Federal Bank) | N/A | 0% | N/A | N/A |
| Timothy Harris Bowling Green, OH, USA | N/A | N/A | Executive Vice President (First Federal Bank) | N/A | 0% | N/A | N/A |
| Jim Williams Defiance, OH, USA | N/A | N/A | Executive Vice President (First Federal Bank) | N/A | 0% | N/A | N/A |
| Mike Mulford Defiance, OH, USA | N/A | N/A | Executive Vice President (First Federal Bank) | N/A | 0% | N/A | N/A |
| John Reisner Defiance, OH, USA | N/A | N/A | Executive Vice President (First Federal Bank) | N/A | 0% | N/A | N/A |
| Stephen Boomer Defiance, OH, USA | N/A | Director | N/A | President & CEO (Arps Datry, Inc.) | 0% | N/A | N/A |

FORM FR Y-6
First Defiance Financial Corp.
Fiscal Year Ending December 31, 2013

Report Item 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 securi- ties are held (List names of companies and percentage of voting securities held) |
|------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| John Bookmyer Findlay, OH, USA | N/A | Director | N/A | CEO (Pain Mangement Group) | 0% | N/A | N/A |
| Douglas Burgei, D.V.M. Napoleon, OH, USA | N/A | Director | N/A | Veterarian (Napoleon Vetemary Clinic) | 0% | N/A | N/A |
| Peter Diehl Defiance, OH, USA | N/A | Director | N/A | N/A | 0% | N/A | N/A |
| Jean Hubbard Defiance, OH, USA | N/A | Director | N/A | Business Mgr & Treasurer (The Hubbard Company) | 0% | N/A | N/A |
| Barbara Mitzel Adrian, MI, USA | N/A | Director | N/A | Area Manager (Consumers Energy) | 0% | N/A | N/A |
| Samuel Strausbaugh Tiffin, OH, USA | N/A | Director | N/A | CEO & CFO (JB & Company, Inc.) | 0% | N/A | N/A |
| Thomas Voigt Bryan, OH, USA | N/A | Director | N/A | Vice President & General Mgr (Bryan Publishing Company) | 0% | N/A | N/A |