

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR

FEDERAL RESERVE BANK
OF CLEVELAND
2014 SEP 26 A 11:44
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 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):

June 30, 2014

Month / Day / Year

I, Enos L. Loader

Name of the Holding Company Director and Official

Chairman of the Board

Title of the Holding Company Director and Official

attest that the (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.

Reporter's Name, Street, and Mailing Address

FFD Financial Corporation

Legal Title of Holding Company

321 N. Wooster Avenue

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

Dover

OH

44622

City

State

Zip Code

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 individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Greg Dorris

CFO

Name

Title

330-364-7777

Area Code / Phone Number / Extension

330-364-7779

Area Code / FAX Number

gdorris@onlinefirstfed.com

E-mail Address

N/A

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

Signature of Holding Company Director and Official

Date of Signature

9/17/14

For holding companies 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 2506805
C.I. _____

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 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.

N/A

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

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City State Zip Code

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City State Zip Code

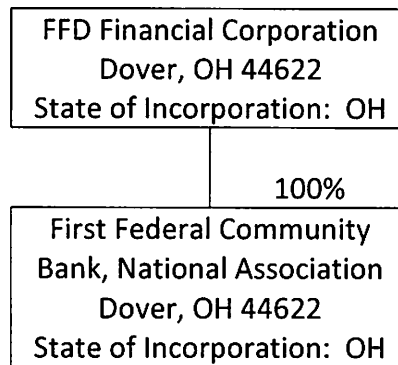
Physical location (if different from mailing address)

Form FR Y-6
FFD Financial Corporation
Dover, OH 44622
Fiscal Year Ending June 30, 2014

Report Item

1. The bank holding company prepares an annual report for its securities holder. Two copies are enclosed.

2(a). Organizational Chart



2(b). Branch Verification: Attached

Form FR Y-6
FFD Financial Corporation
Dover, OH 44622
Fiscal Year Ending June 30, 2014

Report Item 3: Securities holders

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

Current security holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 06-30-2014			Securities holders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 06-30-2014		
(1)(a) Name City, State, Country	(1)(b) Country of citizenship or Incorporation	(1)(c) Number and % of each class of voting Security	(2)(a) Name City, State, Country	(2)(b) Country of citizenship or Incorporation	(2)(c) Number and % of each class of voting Security
FFD Financial Corp. ESOP First Bankers Trust Services, Trustee Quincy, IL, USA	USA	117,674 - 11.86%			

Form FR Y-6
FFD Financial Corporation
Dover, OH 44622
Fiscal Year Ending June 30, 2014

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 Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List of names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentages of voting securities held)
Trent Troyer New Philadelphia OH, USA	President and CEO and Director First Federal Community Bank, NA	President and CEO	President and CEO and Director First Federal Community Bank, NA		2.86%	N/A	
Greg Dorris Dover OH, USA	VP, CFO, CIO and Treasurer First Federal Community Bank, NA	VP, CFO, CIO and Treasurer	VP, CFO, CIO and Treasurer First Federal Community Bank, NA		0.03%	N/A	
Scott Finnell Dover, OH USA	Executive VP First Federal Community Bank, NA	Executive VP	Executive VP First Federal Community Bank, NA	Member Kin Fin Ventures, LTD	1.53%	N/A	Kin Fin Ventures, LTD 50%
Sally O'Donnell New Philadelphia OH, USA	Senior VP and Corporate Secretary First Federal Community Bank, NA	Senior VP and Corporate Secretary	Senior VP and Corporate Secretary First Federal Community Bank, NA		0.44%	N/A	

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 Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List of names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentages of voting securities held)
Michele Larkin Dover, OH USA	Senior VP First Federal Community Bank, NA		Senior VP First Federal Community Bank, NA		1.54%	N/A	
Richard Brinkman	Regional President AAA East Central	Director	Director First Federal Community Bank, NA		0.50%	N/A	
Stephen Clinton Dover, OH USA	President Capital Market Securities, Inc.	Director	Director First Federal Community Bank, NA		1.79%	N/A	Capital Market Securities, Inc. 49%
Enos Loader	Sole Prop. E. L. Loader Consulting	Chariman of the Board, Director	Chariman of the Board, Director First Federal Community Bank, NA		1.37%	N/A	E. L. Loader Consulting 100%
Leonard Gundy	President Frontier Tool & Equipment Rental	Director	Director First Federal Community Bank, NA	President RL Gun, Inc. Member Benchmark Realty LLC	1.03%	N/A	RL Gun, Inc. 52% Benchmark Realty LLC 100% Frontier Tool & Equipment Rental 100%

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 Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Inlcude names of subsidiaries)	(4)(c) List of names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentages of voting securities held)
David Kaufman	President Dave Kaufman Realty, Inc.	Director	Director First Federal Community Bank, NA	Member West Main Investments President Damar Building, Inc. President Township Investments, Inc. Member 1054 Investments, LLC Member Terra Firma Holdings, LLC Member Kaufman Realty Auctions, LLC Member Immobilien Gruppe, LLC	0.10%	N/A	West Main Investments 33.33% Damar Building, Inc. 37.50% Township Investments, Inc. 25% 1054 Investments, LLC 33.33% Terra Firma Holdings, LLC 50% Kaufman Realty Auctions, LLC 50% Immobilien Gruppe. LLC 25% Dave Kaufman Realty, Inc. 100%

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 Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List of names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentages of voting securities held)
Matthew Beachy	President Troyer Furniture, Inc.	Director	Director First Federal Community Bank, NA		0.33%		Troyer Furniture 50% 1054 Investments, LLC 33.30% TEB Coatings LLC 50%

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 Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List of names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentages of voting securities held)
Robert Sensel	President and CEO Dover Hydraulics, Inc	Director	Director First Federal Community Bank, NA	President McDonald & Sensel Enterprises, Inc. Member Dover Hydraulics South, LLC Member Dover Hydraulics South II, LLC President Dover Fab and Burn, Inc	3.29%	N/A	McDonnell & Sensel Enterprises, Inc. 34% Dover Hydraulics South, LLC 35% Dover Hydraulics South II, LLC 17% Dover Fab and Burn, Inc 35% Dover Hydraulics, Inc. 35%

Results: A list of branches for your depository institution: FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION (ID_RSSD: 540775).
 This depository institution is held by FFD FINANCIAL CORPORATION (2506805) of DOVER, OH.
 The data are as of 06/30/2014. Data reflects information that was received and processed through 07/06/2014.

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)	540775	FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION	321 NORTH WOOSTER AVENUE	DOVER	OH	44622	TUSCARAWAS	UNITED STATES	42621		FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION	540775	
OK		Full Service	4164777	BERLIN BRANCH	4737 US 62	BERLIN	OH	44610	HOLMES	UNITED STATES	518092		FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION	540775	
OK		Full Service	4144939	ON THE BOULEVARD BRANCH	902 BOULEVARD ST	DOVER	OH	44622	TUSCARAWAS	UNITED STATES	463794		FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION	540775	
OK		Electronic Banking	4438704	ONLINE BANKING BRANCH	321 NORTH WOOSTER AVENUE	DOVER	OH	44622	TUSCARAWAS	UNITED STATES	Not Required	Not Required	FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION	540775	
OK		Full Service	4144948	NEW PHILADELPHIA BRANCH	244 WEST HIGH AVE	NEW PHILADELPHIA	OH	44663	TUSCARAWAS	UNITED STATES	277167		FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION	540775	
OK		Full Service	4144957	SUGARCREEK BRANCH	1047 WEST MAIN ST SUITE C	SUGARCREEK	OH	44681	TUSCARAWAS	UNITED STATES	463795		FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION	540775	