

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, **Thomas J. Fraser**

Name of the Holding Company Director and Official

Director / President & CEO

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.

Thomas J. Fraser (CEO)
 Signature of Holding Company Director and Official

3/29/2017
 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, 2016

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

First Mutual Holding Co.

Legal Title of Holding Company

14806 Detroit Ave

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

Lakewood

OH

44107

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert N. Malehorn

VP Controller

Name

Title

216-529-2608

Area Code / Phone Number / Extension

216-221-4212

Area Code / FAX Number

rmalehorn@ffl.net

E-mail Address

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

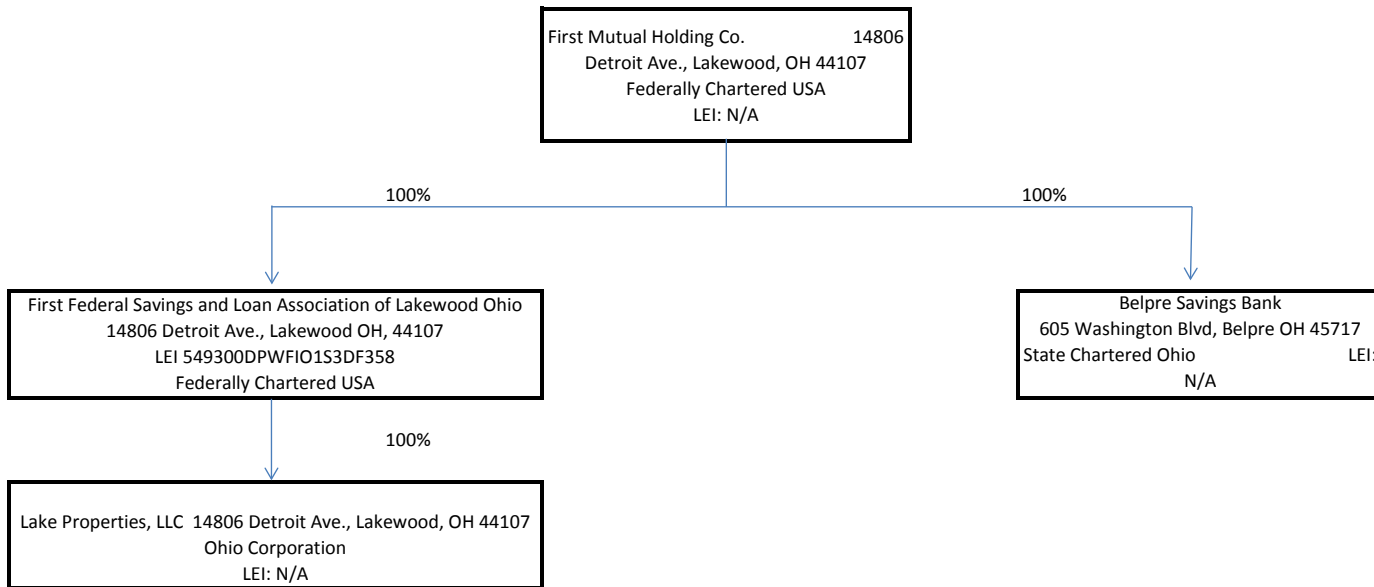
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Form FR Y-6

Legal Title of Holding Company: **First Mutual Holding Co.**

Fiscal Year End: **December 31, 2016**

Report Item 2a: Organizational Chart



Results: A list of branches for your holding company: **FIRST MUTUAL HOLDING CO. (4843090) of LAKEWOOD, OH.**
The data are as of **12/31/2016.**

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)	318974	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	14806 DETROIT AVE	LAKEWOOD	OH	44107	CUYAHOGA	UNITED STATES	42322	0	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	3837878	AVON BRANCH	36839 DETROIT ROAD	AVON	OH	44011	LORAIN	UNITED STATES	518088	115	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	3839630	AVON LAKE BRANCH	32812 WALKER ROAD	AVON LAKE	OH	44012	LORAIN	UNITED STATES	275212	105	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	4141684	BRUNSWICK BRANCH	3383 CENTER ROAD	BRUNSWICK	OH	44212	MEDINA	UNITED STATES	266933	113	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	4165756	CHAGRIN FALLS BRANCH	2 EAST WASHINGTON STREET	CHAGRIN FALLS	OH	44022	CUYAHOGA	UNITED STATES	518089	116	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	4905194	GORDON SQUARE BRANCH	6610 DETROIT AVENUE	CLEVELAND	OH	44102	CUYAHOGA	UNITED STATES	Not Required	Not Required	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	3839649	FAIRVIEW PARK BRANCH	22380 LORAIN ROAD	FAIRVIEW PARK	OH	44126	CUYAHOGA	UNITED STATES	267093	103	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	4141835	GARFIELD BRANCH	12648 ROCKSIDE ROAD	GARFIELD HEIGHTS	OH	44125	CUYAHOGA	UNITED STATES	266931	111	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	3839667	NORTH OLMSTED BRANCH	26624 LORAIN ROAD	NORTH OLMSTED	OH	44070	CUYAHOGA	UNITED STATES	275211	102	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	3837908	NORTH RIDGEVILLE BRANCH	34385 CENTER RIDGE ROAD	NORTH RIDGEVILLE	OH	44039	LORAIN	UNITED STATES	275207	1	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	4141853	NORTH ROYALTON BRANCH	6160 ROYALTON ROAD	NORTH ROYALTON	OH	44133	CUYAHOGA	UNITED STATES	266932	112	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	3392201	OLMSTED TOWNSHIP BRANCH	26908 COOK ROAD	OLMSTED FALLS	OH	44138	CUYAHOGA	UNITED STATES	445216	107	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	4141817	CONCORD BRANCH	7595 CRILE ROAD	PAINESVILLE	OH	44077	LAKE	UNITED STATES	464045	114	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	75277	SNOW ROAD BRANCH	1640 SNOW ROAD	PARMA	OH	44134	CUYAHOGA	UNITED STATES	41187	110	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	4144096	ROCKY RIVER BRANCH	20425 CENTER RIDGE RD	ROCKY RIVER	OH	44116	CUYAHOGA	UNITED STATES	267074	104	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	3392199	STRONGSVILLE BRANCH	14047 PEARL RD	STRONGSVILLE	OH	44136	CUYAHOGA	UNITED STATES	445214	106	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	3392210	WESTLAKE/CROCKER BRANCH	2035 CROCKER ROAD	WESTLAKE	OH	44145	CUYAHOGA	UNITED STATES	445217	108	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service	3839685	WESTLAKE/DETROIT BRANCH	24441 DETROIT ROAD	WESTLAKE	OH	44145	CUYAHOGA	UNITED STATES	275208	2	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF LAKEWOOD	318974	
OK		Full Service (Head Office)	493077	Belpre Savings Bank	605 Washington Blvd	Belpre	OH	45714	Washington	UNITED STATES	43578	0	Belpre Savings Bank	493077	
OK		Full Service	3144709	631 Washington	631 Washington Blvd	Belpre	OH	45714	Washington	UNITED STATES	364896	1	Belpre Savings Bank	493077	

Form FR Y-6

Legal Title of Holding Company: **First Mutual Holding Co,**
 Fiscal Year End: **December 31, 2016**

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)
Gary R. Fix, Rocky River, OH, USA	Retired	Director	Director - First Federal Savings and Loan Association of Lakewood Ohio; Director, Belpre Savings Bank	None	Mutual: No Stock	0	None
William Huffman, Westlake, OH, USA	Attorney	Director	Director - First Federal Savings and Loan Association of Lakewood Ohio	Partner Huffman Hunt & Klym, LLC	Mutual: No Stock	0	Huffman, Hunt & Klym, LLC 50%
Michael P. Summers, Lakewood, OH, USA	Retired / Mayor Lakewood Ohio	Director	Director - First Federal Savings and Loan Association of Lakewood Ohio	None	Mutual: No Stock	0	Tiger Properties - 50% Summers Industries - 100%
Rebecca Ruppert-McMahon, Avon Lake, OH USA	Attorney	Director	Director - First Federal Savings and Loan Association of Lakewood Ohio	Executive Director Cleveland Metropolitan Bar Association	Mutual: No Stock	0	None
Ronald W. Dees, Westlake, OH, USA	Managing Director	Director & Chairman	Director - First Federal Savings and Loan Association of Lakewood Ohio	Managing Director, Opportunity Capital, LLC	Mutual: No Stock	0	Snowville Investments LLC - 75% Bow tie Investments LLC - 50% Innerbelt Lofts LLC - 25% Innerbelt Partners LLC - 50% Heartland Communities of America LLC - 40% Opportunity Capital LLC - 50% Crestview Capital LLC - 51% Advanced Controls Inc. - 25% ViaVita Senior Living LLC - 40% Ronald W. Dees LLC - 100% E65 Development LLC - 25% RJK LLC - 50% AVF Holdings LLC - 25%
W. Charles Geiger III, Lakewood, OH, USA	President Geiger's Clothing & Sports	Director	Director & Chairman - First Federal Savings and Loan Association of Lakewood Ohio	President Charley Geiger's Haberdashery, Inc.	Mutual: No Stock	0	Charley Geiger's Haberdashery, Inc. 50% Warren St. Charles Investments, LLC 50%
Sue B. Workman, Willowick, OH, USA	Vice President IT / CIO, Case Western Reserve University	Director	None	Vice President IT / CIO, Case Western Reserve University	Mutual: No Stock	0	None
Sara Stehlik, Chagrin Falls, OH, USA	Retired	Director	None	None	Mutual: No Stock	0	None
Thomas J. Fraser, Lakewood, OH, USA		Director/President & CEO	President & CEO First Federal Savings and Loan Association of Lakewood Ohio; Director, Belpre Savings Bank	None	Mutual: No Stock	0	None
Richard K. Smith, Medina, OH, USA		Sr. VP, CFO & Treasurer	Sr. VP, CFO & Treasurer First Federal Savings and Loan Association of Lakewood Ohio	None	Mutual: No Stock	0	None
Paul V. Capka, Rocky River, OH, USA		Sr. VP/ Chief Credit Officer	Sr. VP/ Chief Credit Officer First Federal Savings and Loan Association of Lakewood Ohio	None	Mutual: No Stock	0	None
David T. Shaw, Lakewood, OH, USA		Sr. VP/Chief Administrator/Secretary	Sr. VP/Chief Administrator/Secretary First Federal Savings and Loan Association of Lakewood Ohio	None	Mutual: No Stock	0	None
Brian J. Pinkerton, Wadsworth, OH, USA		Sr. VP of Corporate Governance and Risk	Sr. VP of Corporate Governance and Risk First Federal Savings and Loan Association of Lakewood Ohio	None	Mutual: No Stock	0	None