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)); Section 8(a) of the International Banking Act (12 U.S.C. § 310(b)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.1(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.

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.

I, Stephen Clinton
Name of the Holding Company Director and Official

Chairman of the Board
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.

[Signature of Holding Company Director and Official]

Date of Signature: 1/17/2017

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

RASSD ID: 2506805
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
June 30, 2016

Month / Day / Year
N/A

Reporters’ Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters’ Name, Street, and Mailing Address
FDL 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)

Person to whom questions about this report should be directed:
Greg Dorris
Title CFO
Name 330-364-7777
Area Code / Phone Number / Extension
330-364-3908
Area Code / FAX Number
gdorris@onlinefirstfed.com
E-mail Address

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

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary of the Federal Reserve System, 200th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7000-0297), Washington, DC 20503.
Report Item

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

2(a). Organizational Chart

```
FFD Financial Corporation*
Dover, OH 44622
State of Incorporation: OH

First Federal Community Bank,
National Association*
Dover, OH 44622
100% Owned
State of Incorporation: OH

FFD Risk Management, Inc.*
Las Vegas, NV 89109
100% Owned
State of Incorporation: NV
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*LEI is N/A unless noted

2(b). Branch Verification: Attached
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 closed or closed, enter 'Close' in the Data Action column and the date or close 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.*

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC-UINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSID*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION</td>
<td>540775</td>
<td>321 NORTH WOOSTER AVENUE</td>
<td>DOVER</td>
<td>OH</td>
<td>44622</td>
<td>TUSCARAWAS</td>
<td>UNITED STATES</td>
<td>41621</td>
<td>FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>BERLIN BRANCH</td>
<td>4164777</td>
<td>4737 US 62</td>
<td>BERLIN</td>
<td>OH</td>
<td>44610</td>
<td>HOLMES</td>
<td>UNITED STATES</td>
<td>518092</td>
<td>FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION</td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>4164919</td>
<td>902 BOULEVARD ST</td>
<td>DOVER</td>
<td>OH</td>
<td>44622</td>
<td>TUSCARAWAS</td>
<td>UNITED STATES</td>
<td>416794</td>
<td>FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Electronic Banking</td>
<td>4413870</td>
<td>ONLINE BANKING BRANCH</td>
<td>321 NORTH WOOSTER AVENUE</td>
<td>DOVER</td>
<td>OH</td>
<td>44622</td>
<td>TUSCARAWAS</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION</td>
<td>540775</td>
<td></td>
<td></td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>NEW PHILADELPHIA BRANCH</td>
<td>4164918</td>
<td>244 WEST HIGH AVE</td>
<td>NEW PHILADELPHIA</td>
<td>OH</td>
<td>44663</td>
<td>TUSCARAWAS</td>
<td>UNITED STATES</td>
<td>277160</td>
<td>FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION</td>
<td></td>
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</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>4164919</td>
<td>SUGAR CREEK BRANCH</td>
<td>1047 WEST MAIN ST SUITE C</td>
<td>SUGAR CREEK</td>
<td>OH</td>
<td>44681</td>
<td>TUSCARAWAS</td>
<td>UNITED STATES</td>
<td>416794</td>
<td>FIRST FEDERAL COMMUNITY BANK, NATIONAL ASSOCIATION</td>
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</tr>
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Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td>Country of citizenship or incorporation</td>
<td>Number and % of each class voting Security</td>
<td>Name</td>
<td>Country of citizenship or incorporation</td>
<td>Number and % of each class voting Security</td>
</tr>
<tr>
<td>FFD Financial Corp. ESOP</td>
<td>USA</td>
<td>118,787</td>
<td>11.98%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>First Bankers Trust Services, Trustee</td>
<td>Quincy, IL, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name, City, State, Country</td>
<td>Principal Occupation if Other than with Bank Holding Company</td>
<td>Title &amp; Position with Subsidiaries (Include names of subsidiaries)</td>
<td>Title and Position with Other Businesses (Include names of other businesses)</td>
<td>Percentage of Voting Shares in Bank Holding Company</td>
<td>Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)</td>
</tr>
<tr>
<td>---------------------------</td>
<td>-------------------------------------------------------------</td>
<td>---------------------------------------------------------------</td>
<td>----------------------------------------------------------------------------</td>
<td>-----------------------------------------------</td>
<td>--------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Trent Troyer New Philadelphia OH, USA</td>
<td>President and CEO and Director First Federal Community Bank, NA</td>
<td>President and CEO</td>
<td>President and CEO and Director First Federal Community Bank, NA President of First Federal Investments VP and Director FFD Risk Management</td>
<td>N/A</td>
<td>3.05%</td>
</tr>
<tr>
<td>Greg Dorris Dover OH, USA</td>
<td>VP, CFO, CIO and Treasurer First Federal Community Bank, NA</td>
<td>VP, CFO, CIO and Treasurer</td>
<td>VP, CFO, CIO and Treasurer First Federal Community Bank, NA Treasurer of First Federal Investments VP and Director FFD Risk Management</td>
<td>N/A</td>
<td>0.07%</td>
</tr>
<tr>
<td>(1) Name, City, State, Country</td>
<td>(2) Principal Occupation if Other than with Bank Holding Company</td>
<td>(3)(a) Title &amp; Position with Bank Holding Company</td>
<td>(3)(b) Title and Position with Subsidiaries (Include names of subsidiaries)</td>
<td>(3)(c) Title and Position with Other Businesses (Include names of other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Bank Holding Company</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>---------------------------------------------------------------</td>
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<td>--------------------------------------------------------------------------------</td>
<td>-------------------------------------------------------------------------------------------------</td>
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</tr>
<tr>
<td>Scott Finnell Dover, OH USA</td>
<td>Executive VP First Federal Community Bank, NA</td>
<td>Executive VP</td>
<td>Member Kin Fin Ventures, LTD</td>
<td>1.61%</td>
<td>N/A</td>
</tr>
<tr>
<td>Sally O'Donnell New Philadelphia OH, USA</td>
<td>Senior VP and Corporate Secretary First Federal Community Bank, NA</td>
<td>Senior VP and Corporate Secretary</td>
<td>N/A</td>
<td>0.48%</td>
<td>N/A</td>
</tr>
<tr>
<td>Michele Larkin Dover, OH USA</td>
<td>Senior VP First Federal Community Bank, NA</td>
<td>N/A</td>
<td>N/A</td>
<td>1.63%</td>
<td>N/A</td>
</tr>
<tr>
<td>Richard Brinkman</td>
<td>Regional President AAA East Central</td>
<td>Director</td>
<td>N/A</td>
<td>0.25%</td>
<td>N/A</td>
</tr>
<tr>
<td>(1) Name, City, State, Country</td>
<td>(2) Principal Occupation if Other than with Bank Holding Company</td>
<td>(3)(a) Title &amp; Position with Subsidiaries (Include names of subsidiaries)</td>
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<td>----------------------------------</td>
</tr>
<tr>
<td>Stephen Clinton Dover, OH USA</td>
<td>President Capital Market Securities, Inc.</td>
<td>Chairman of the Board, Director</td>
<td>Chairman of the Board, Director First Federal Community Bank, NA</td>
<td>N/A</td>
<td>1.82%</td>
</tr>
<tr>
<td>Leonard Gundy</td>
<td>President Frontier Tool &amp; Equipment Rental</td>
<td>Director</td>
<td>Director First Federal Community Bank, NA</td>
<td>President RL Gun, Inc. Member Benchmark Realty LLC</td>
<td>1.03%</td>
</tr>
</tbody>
</table>
Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Principal Occupation if Other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
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<th>(3)(c) Title and Position with Other Businesses (Include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert Sensel</td>
<td>President and CEO, Dover Hydraulics, Inc</td>
<td>Director</td>
<td>Director First Federal Community Bank, NA</td>
<td>President McDonald &amp; Sensel Enterprises, Inc.</td>
<td>3.29%</td>
<td>N/A</td>
<td>McDonnell &amp; Sensel Enterprises, Inc. 100% Dover Hydraulics South, LLC 35% Dover Hydraulics South II, LLC 17% Dover Fab and Burn, Inc 35% Dover Hydraulics, Inc. 35%</td>
</tr>
<tr>
<td>(1) Name, City, State, Country</td>
<td>(2) Principal Occupation if Other than with Bank Holding Company</td>
<td>(3)(a) Title &amp; Position with Bank Holding Company</td>
<td>(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)</td>
<td>(3)(c) Title and Position with Other Businesses (include names of other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Bank Holding Company</td>
<td>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</td>
<td>(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)</td>
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<td>--------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>David Kaufman</td>
<td>President Dave Kaufman Realty, Inc.</td>
<td>Director First Federal Community Bank, NA</td>
<td>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</td>
<td>0.20%</td>
<td>N/A</td>
<td>West Main Investments 33.34% 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%</td>
<td></td>
</tr>
</tbody>
</table>
Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

<table>
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<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Matthew Beachy</td>
<td>President Troyer Furniture, Inc.</td>
<td>Director</td>
<td>Director First Federal Community Bank, NA</td>
<td>N/A</td>
<td>0.33%</td>
<td>N/A</td>
<td>Troyer Furniture 50% 1054 Investments, LLC 33.33% TEB Coatings LLC 50%</td>
</tr>
<tr>
<td>Doug Bambeck</td>
<td>President and CCO Investment Partners, Ltd</td>
<td>Director</td>
<td>Director First Federal Community Bank, NA</td>
<td>N/A</td>
<td>0.61%</td>
<td>N/A</td>
<td>N/A</td>
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</tbody>
</table>