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 3106(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611(a)); and sections 113, 165, 312, 616, and 808 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.

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 officer of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior officer 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 as 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.

[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.

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.

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
Name
VP Controller
Title

Area Code / Phone Number / Extension
216-529-2608

Area Code / FAX Number
216-221-4212

E-mail Address
malehorn@ffit.net

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

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

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.99 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, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7103-0297), Washington, DC 20503.

12/2016
Form FR Y-6
Legal Title of Holding Company: First Mutual Holding Co,
Fiscal Year End: December 31, 2016

Report Item 2a: Organizational Chart

First Mutual Holding Co.
14806 Detroit Ave., Lakewood, OH 44107
Federally Chartered USA
LEI: N/A

First Federal Savings and Loan Association of Lakewood Ohio
14686 Detroit Ave., Lakewood OH, 44107
LEI 549300DPWFIO153DF358
Federally Chartered USA

Lake Properties, LLC  14806 Detroit Ave., Lakewood, OH 44107
Ohio Corporation
LEI: N/A

100%

100%

Belpre Savings Bank
605 Washington Blvd, Belpre OH 45717
State Chartered Ohio
LEI:

100%
### 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

<table>
<thead>
<tr>
<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 UNINUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID, RSSD</th>
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</thead>
<tbody>
<tr>
<td>Full Service</td>
<td>3837878</td>
<td>AVON BRANCH</td>
<td>36839 DETROIT ROAD</td>
<td>AVON</td>
<td>OH</td>
<td>44011</td>
<td>LORAIN</td>
<td>UNITED STATES</td>
<td>518088</td>
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<td>Full Service</td>
<td>3392201</td>
<td>OLMSTED TOWNSHIP BRANCH</td>
<td>26908 COOK ROAD</td>
<td>OLMSTED FALLS</td>
<td>OH</td>
<td>44138</td>
<td>CUYAHOGA</td>
<td>UNITED STATES</td>
<td>445216</td>
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<tr>
<td>Full Service</td>
<td>3144709</td>
<td>Belpre Savings Bank</td>
<td>631 Washington Blvd</td>
<td>Belpre</td>
<td>OH</td>
<td>45714</td>
<td>Washington</td>
<td>UNITED STATES</td>
<td>43578</td>
<td>0</td>
<td>Belpre Savings Bank</td>
<td>460729</td>
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<td>Full Service</td>
<td>3839685</td>
<td>WESTLAKE/DETROIT BRANCH</td>
<td>24441 DETROIT ROAD</td>
<td>WESTLAKE</td>
<td>OH</td>
<td>44145</td>
<td>CUYAHOGA</td>
<td>UNITED STATES</td>
<td>275269</td>
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<td>Full Service</td>
<td>3833610</td>
<td>OLD TRAVELER BRANCH</td>
<td>32222 WASHINGTON STREET</td>
<td>AVON</td>
<td>OH</td>
<td>44011</td>
<td>CUYAHOGA</td>
<td>UNITED STATES</td>
<td>518088</td>
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<td>Full Service</td>
<td>4141684</td>
<td>BRUNSWICK BRANCH</td>
<td>2581 CENTER ROAD</td>
<td>BRUNSWICK</td>
<td>OH</td>
<td>44122</td>
<td>NENDELIA</td>
<td>UNITED STATES</td>
<td>266932</td>
<td>112</td>
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<td>Full Service</td>
<td>4144096</td>
<td>ROCKY RIVER BRANCH</td>
<td>20425 CENTER ROAD</td>
<td>ROCKY RIVER</td>
<td>OH</td>
<td>44016</td>
<td>CUYAHOGA</td>
<td>UNITED STATES</td>
<td>66405</td>
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<tr>
<td>Full Service</td>
<td>3392190</td>
<td>STRONGSVILLE BRANCH</td>
<td>54047 PEARL RD</td>
<td>STRONGSVILLE</td>
<td>OH</td>
<td>44136</td>
<td>CUYAHOGA</td>
<td>UNITED STATES</td>
<td>445214</td>
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<td>Full Service</td>
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<td>2325 CROCKER ROAD</td>
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<td>OH</td>
<td>44145</td>
<td>CUYAHOGA</td>
<td>UNITED STATES</td>
<td>445217</td>
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<tr>
<td>Full Service</td>
<td>3833685</td>
<td>WESTLAKE/DETROIT BRANCH</td>
<td>24441 DETROIT ROAD</td>
<td>WESTLAKE</td>
<td>OH</td>
<td>44145</td>
<td>CUYAHOGA</td>
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<tr>
<td>Full Service</td>
<td>4141684</td>
<td>BRUNSWICK BRANCH</td>
<td>2581 CENTER ROAD</td>
<td>BRUNSWICK</td>
<td>OH</td>
<td>44122</td>
<td>NENDELIA</td>
<td>UNITED STATES</td>
<td>266932</td>
<td>112</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**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://1203line.federalreserve.gov](https://1203line.federalreserve.gov)
- FDIC UNINUM, Office Number, and ID, RSSD columns are for reference only. Verification of these values is not required.

**Submission Procedure**

When you have 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.

- If the branch information is correct, enter 'OK' in the Data Action column.
- 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.
- 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 a branch listed was sold or closed, enter 'Close' in the Data Action column along with the sale or closure date in the Effective Date column.
- If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
- If a branch listed has been sold, enter the new owner's name, city and state in the Data Action column and the sale or closure 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.
Form FR Y-6
Legal Title of Holding Company: First Mutual Holding Co,
Fiscal Year End: December 31, 2016

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

**Instructions:** Please complete all items in red, in addition to including all applicable securities holders for Items 1 and 2 for each holding company in your organization. If there are none for either item, please include "None" or "N/A."

(please see Appendix A of the report instructions for an example of how to report items 1 and 2.) 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.)

***Instructions: Please complete all items in red, in addition to including all applicable securities holders for Items 1 and 2 for each holding company in your organization. If there are none for either item, please include "None" or "N/A."

(Please see Appendix A of the report instructions for an example of how to report items 1 and 2.) Once complete, please print sheet and include in your hardcopy of the report.

Institution’s Note: (If you would like to include a note, please add it here.)

<table>
<thead>
<tr>
<th>Current securities holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2016</th>
<th>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 12-31-2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>1(a) Name, City, State, Country</td>
<td>1(b) Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>NONE</td>
<td>None</td>
</tr>
</tbody>
</table>

(Please see Appendix A of the report instructions for an example of how to report Items 1 and 2.) Once complete, please print sheet and include in your hardcopy of the report.
<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation if other than with Holding Company</th>
<th>Title &amp; Position with Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Companies (include names of other companies)</th>
<th>Percentage of Voting Shares in Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gary R. Fix, Rocky River, OH, USA</td>
<td>Retired Director</td>
<td>Director - First Federal Savings and Loan Association of Lakewood Ohio</td>
<td>None</td>
<td>Mutual: No Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
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<tr>
<td>William Huffman, Westlake, OH, USA</td>
<td>Attorney Director</td>
<td>Director - First Federal Savings and Loan Association of Lakewood Ohio</td>
<td>Partner Huffman Hunt &amp; Klym, LLC</td>
<td>Mutual: No Stock</td>
<td>Huffman, Hunt &amp; Klym, LLC 50%</td>
<td>Tiger Properties - 50%</td>
<td>Summers Industries - 100%</td>
</tr>
<tr>
<td>Michael P. Summers, Lakewood, OH, USA</td>
<td>Retired / Mayor Lakewood Ohio Director</td>
<td>Director - First Federal Savings and Loan Association of Lakewood Ohio</td>
<td>None</td>
<td>Mutual: No Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Rebecca Ruppert Mc Mahon, Avon Lake, OH USA</td>
<td>Attorney Director</td>
<td>Director - First Federal Savings and Loan Association of Lakewood Ohio</td>
<td>Executive Director Cleveand Metropolitan Bar Association</td>
<td>Mutual: No Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
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<tr>
<td>Ronald W. Dues, Westlake, OH, USA</td>
<td>Managing Director</td>
<td>Director &amp; Chairman</td>
<td>Managing Director, Opportunity Capital, LLC</td>
<td>Mutual: No Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
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<tr>
<td>W. Charles Geiger II, Lakewood, OH, USA</td>
<td>President Geiger’s Clothing &amp; Sports Director</td>
<td>President Charley Geiger’s Haberdashery, Inc.</td>
<td>None</td>
<td>Mutual: No Stock</td>
<td>Charley Geiger’s Haberdashery, Inc. 50%</td>
<td>Warren St. Charles Investments, LLC 50%</td>
<td>None</td>
</tr>
<tr>
<td>Sue B. Workman, Willowick, OH, USA</td>
<td>Vice President IT / CIO, Case Western Reserve University Director</td>
<td>None</td>
<td>Vice President IT / CIO, Case Western Reserve University</td>
<td>Mutual: No Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Sara Shinab, Chagrin Falls, OH, USA</td>
<td>Retired Director</td>
<td>None</td>
<td>None</td>
<td>Mutual: No Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
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<tr>
<td>Thomas J. Fraser, Lakewood, OH, USA</td>
<td>Director/President &amp; CEO</td>
<td>President &amp; CEO First Federal Savings and Loan Association of Lakewood Ohio</td>
<td>None</td>
<td>Mutual: No Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
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<tr>
<td>Richard K. Smith, Medina, OH, USA</td>
<td>Sr. VP, CFO &amp; Treasurer</td>
<td>Sr. VP, CFO &amp; Treasurer First Federal Savings and Loan Association of Lakewood Ohio</td>
<td>None</td>
<td>Mutual: No Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Paul V. Capka, Rocky River, OH, USA</td>
<td>Sr. VP/Chief Credit Officer</td>
<td>Sr. VP/Chief Credit Officer First Federal Savings and Loan Association of Lakewood Ohio</td>
<td>None</td>
<td>Mutual: No Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
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<tr>
<td>David T. Shaw, Lakewood, OH, USA</td>
<td>Sr. VP/Chief Administrator/Secretary</td>
<td>Sr. VP/Chief Administrator/Secretary First Federal Savings and Loan Association of Lakewood Ohio</td>
<td>None</td>
<td>Mutual: No Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Brian J. Pinkerton, Wadsworth, OH, USA</td>
<td>Sr. VP of Corporate Governance and Risk</td>
<td>Sr. VP of Corporate Governance and Risk First Federal Savings and Loan Association of Lakewood Ohio</td>
<td>None</td>
<td>Mutual: No Stock</td>
<td>None</td>
<td>None</td>
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