

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.

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, Marc A. Stefanski

Name of the Holding Company Director and Official

Chairman, President, and Chief Executive Officer

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.

Marc A. Stefanski

Signature of Holding Company Director and Official

12/20/2017

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):

September 30, 2017

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Third Federal Savings and Loan Assoc. of Cleve., MHC

Legal Title of Holding Company

7007 Broadway Avenue

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

Cleveland

OH

44105

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Chris Dlouhy

Regulatory Reporting

Name

Title

216-883-2287

Area Code / Phone Number / Extension

216-441-0055

Area Code / FAX Number

Christopher.Dlouhy@ThirdFederal.com

E-mail Address

www.thirdfederal.com

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."

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.

TFS Financial Corporation

Legal Title of Subsidiary Holding Company

7007 Broadway Avenue

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

Cleveland

OH

44105

City

State

Zip Code

Physical Location (if different from mailing address)

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

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

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Physical Location (if different from mailing address)

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(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

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

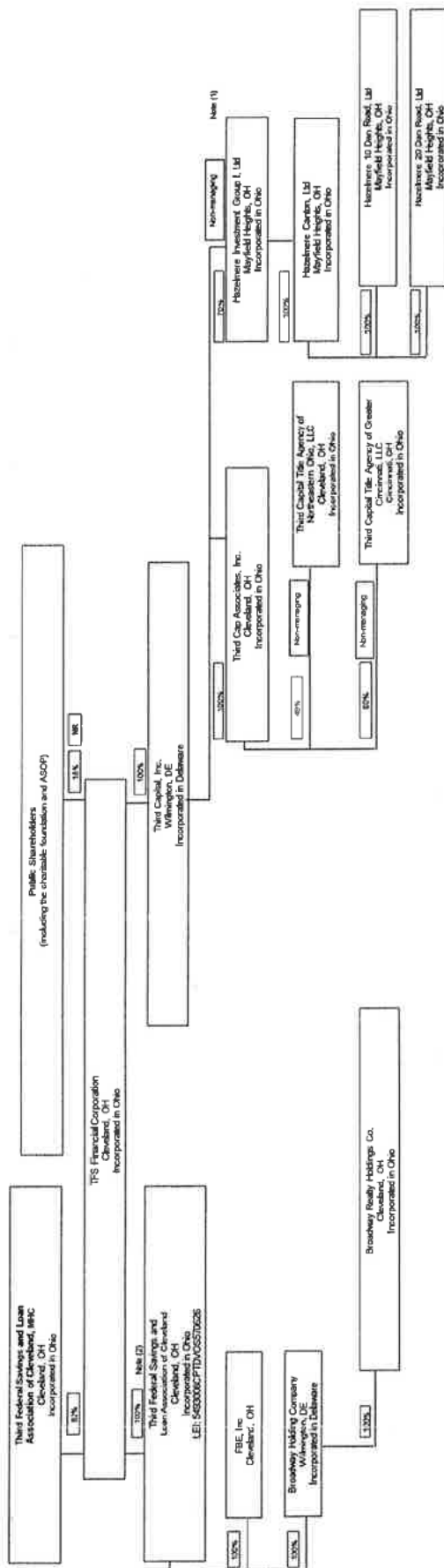
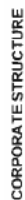
City

State

Zip Code

Physical Location (if different from mailing address)

2a: Organizational Chart



Note (1) - The Ownership % reflects Total Federal's interest in related earnings after its preferred return in amounts contributed in acquire investment properties.
Note (2) - LE is N/A unless noted.
N/A - Not Reportable on the Form 990-10

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

3: Shareholders

3: Shareholders

(1)(a)(b)(c) Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 09-30-2017.

(1)(b) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Shares
N/A		

(2)(a)(b)(c) Current shareholders 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 09-30-2017.

Client Name, City, State, Country	Client's Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Shares
N/A	N/A	N/A

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 securities are held (List names of companies and percentage of voting securities, if any)
Marc A. Steinhilber Cleveland, OH USA	N/A	Director/Chairman/CEO/President	Director/Chairman/CEO/Pres of TFS ⁽¹⁾ Director/Chairman/CEO/Pres of TFSa ⁽²⁾ Director/Chairman/CEO/Pres of TFSb ⁽³⁾ Director/Chairman/CEO/Pres of TFS Fin Corp ⁽⁴⁾ Director/President of BHC ⁽⁵⁾ Director/CEO/Pres of BBS ⁽⁶⁾	N/A	0%	1% TFS Financial Corporation	N/A
John P. Ringenbach Lakewood, OH USA	Refused	Director	Director of TFSa ⁽²⁾ Director of TFS Fin Corp ⁽⁴⁾	N/A	0%	less than 1% TFS Financial Corporation	N/A
Ben S. Chafetz III Santa Barbara, CA USA	N/A	Director	Director of TFSa ⁽²⁾ Director of TFS Fin Corp ⁽⁴⁾	N/A	0%	less than 1% TFS Financial Corporation	N/A
Terrence R. Goss Lynchburg, OH USA	Refused	Director	Director of TFSa ⁽²⁾ Director of TFS Fin Corp ⁽⁴⁾	Director of State Industrial Products, Innovative Medical Equipment LLC, and Mercury Biomed LLC	0%	less than 1% TFS Financial Corporation	N/A
Robert A. Fels Wiloughby, OH USA	Architect	Director	Director of TFSa ⁽²⁾ Director of TFS Fin Corp ⁽⁴⁾	President at Then Design Architecture Ltd.	0%	less than 1% TFS Financial Corporation	Then Design Architecture, LLC Greenland Consulting, LLC
Martin J. Cohen Mansfield Hills, OH USA	Management/Partner	Director	Director of TFSa ⁽²⁾ Director of TFS Fin Corp ⁽⁴⁾	President of Elayne Apartments President of Capital Mortgage Managing partner or member for remaining companies listed in Column 4c	0%	less than 1% TFS Financial Corporation	H&M Management Elayne Apartments Capital Mortgage H&M Realty Small Realty LLC H&M Property Crydon Road Associates LLC Chalmidge Associates H&M Realty H&M Apartments H&M General Partnership Riverside House

(1) Third Cap Associates, Inc.

(2) Third Federal Savings and Loan Association of Cleveland

(3) Third Capital, Inc.

(4) TFS Financial Corporation

(5) Brookway Holding Company

(6) Brookway Realty Holdings

4: Insiders continued

(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 securities are held (List names of companies and percentage of voting securities held)
William C. Mulligan Chagrin Falls, OH USA	Manager/Director	Director	Director of TFSLL ⁽¹⁾ Director of TFS Fin Corp ⁽²⁾	Managing Director at Primus Venture Partners, Inc. Director of Universal Electronics, Inc.	0%	less than 1% TFS Financial Corporation	N/A
Anthony J. Asher Mayfield Hills, OH USA	Retired business owner	Director	Director of TFSLL ⁽¹⁾ Director of TFS Fin Corp ⁽²⁾	Chairman/Director at Weston Inc.	0%	less than 1% TFS Financial Corporation	Graystone Properties, Inc. 50.0%
Meredith S. Weil Cleveland Hts, OH USA	N/A	Director and Vice President	Director/VP/Sec of TCA ⁽¹⁾ Director/VP/Sec of TFSLL ⁽²⁾ Director and VP of TFS Fin Corp ⁽³⁾ Director and VP of TFSLL ⁽⁴⁾ Director and VP of BRAC ⁽⁵⁾ Director and VP of BRAC ⁽⁶⁾ Director and VP of FBE, Inc.	N/A	0%	less than 1% TFS Financial Corporation	N/A
David S. Huffman North Canton, OH USA	N/A	Chief Financial Officer, Treasurer, and Secretary	Director and Chief Financial Officer of TCA ⁽¹⁾ Chief Financial Officer/Treasurer of TFSLL ⁽²⁾ Chief Financial Officer and Treasurer of TCA ⁽³⁾ Chief Financial Officer/Treasurer of TFS Fin Corp ⁽⁴⁾ Director and Treasurer of BRAC ⁽⁵⁾ Director and Treasurer of BRAC ⁽⁶⁾ Director and Treasurer of FBE, Inc.	N/A	0%	less than 1% TFS Financial Corporation	N/A
Anne Maria P. Motta Cleveland, OH USA	N/A	Vice President	Chief Information Officer of TFSLL ⁽²⁾ Vice President of TFS Fin Corp ⁽³⁾	N/A	0%	less than 1% TFS Financial Corporation	Perenco Maridak 25.0% 30.0%
Cathy W. Zaretski Shaker Hts, OH USA	N/A	Vice President	Vice President of TCA ⁽¹⁾ Chief Marketing Officer and Human Resources Officer of TFSLL ⁽²⁾ Vice President of TFS Fin Corp ⁽³⁾	N/A	0%	less than 1% TFS Financial Corporation	Wilbur Smith, LLC 25.0%
Paul J. Hurd Strongsville, OH USA	N/A	Chief Accounting Officer and Chief Operating Officer	Chief Operating Officer of TCA ⁽¹⁾ Chief Accounting Officer of TFSLL ⁽²⁾ Director and Chief Operating Officer of TCA ⁽³⁾ Chief Accounting Officer and Vice President of BRAC ⁽⁵⁾ Director/President/CEO/Sec of FBE, Inc.	N/A	0%	less than 1% TFS Financial Corporation	N/A
Judith Z. Adam Tremburg, OH USA	N/A	Vice President	Vice President of TCA ⁽¹⁾ Chief Risk Officer of TFSLL ⁽²⁾ Vice President of TFS Fin Corp ⁽³⁾	N/A	0%	less than 1% TFS Financial Corporation	N/A

- (1) Third Cap Associates, Inc.
(2) Third Federal Savings and Loan Association of Cleveland
(3) Third Capital, Inc.
(4) TFS Financial Corporation
(5) Broadway Holding Company
(6) Broadway Realty Holdings

TFS FINANCIAL CORPORATION

Cleveland, OH
Fiscal Year Ending September 30, 2017

Report Item
1: TFS Financial Corporation prepares an annual report and is registered with the SEC. Enclosed is a copy of TFS Financial Corporation Annual Report (10-K).

2a: Organizational Chart
Reference Third Federal Savings and Loan Association of Cleveland, MHC

2b: Domestic branch listing provided to the Federal Reserve Bank of Cleveland.
Reference Third Federal Savings and Loan Association of Cleveland, MHC

3: Shareholders

(1)(a)(b)(c) Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 09-30-2017.

(1)(a) Name City State Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Shares
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Third Federal Savings and Loan Association of Cleveland, MHC
7007 Broadway Avenue
Cleveland, OH 44105
United States

227,119,132 62.39%

(2)(a)(b)(c) Current shareholders 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 09-30-2017.

(2)(a) Name City State Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Shares
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NA

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 ^(a)	(3) (b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3) (c) Title & Position with other Businesses (Include names of other businesses)	(4) (c) Percentage of Voting Shares in Holding Company ^(c)	(4) (d) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4) (e) List of other companies in which the company or individuals hold 1% or more of voting securities or hold (list names of companies and percentage of voting securities held)
Marc A. Scharf Cleveland, OH USA	N/A	Director/Chairman/CEO/President	Director/Chairman/President/CEO of TCA ⁽¹⁾ Director/Chairman/CEO/President of TFSLL ⁽²⁾ Director/Chairman/CEO/President of TCI ⁽³⁾ Director/President of BHC ⁽⁴⁾ Director/CEO/President of BHC ⁽⁴⁾	N/A	1% TFS Financial Corporation	0%	N/A
John P. Bogenbach Lakewood, OH USA	Retired	Director	Director of TFSLL ⁽²⁾	N/A	less than 1% TFS Financial Corporation	0%	N/A
Ben S. Steinwald III Saras, Barbara, CA USA	N/A	Director	Director of TFSLL ⁽²⁾	N/A	less than 1% TFS Financial Corporation	0%	N/A
Terrence R. Ozan Cincinnati, OH USA	Retired	Director	Director of TFSLL ⁽²⁾	Director of State Industrial Products, Innovative Medical Equipment LLC, and Military Branded LLC	less than 1% TFS Financial Corporation	0%	N/A
Robert A. Flada Wesleybury, OH USA	Architect	Director	Director of TFSLL ⁽²⁾	President at Thien Design Architecture Ltd.	less than 1% TFS Financial Corporation	0%	ThienDesign Architecture, LLC Greenland Consulting, LLC
Math J. Cohen Mendham Hills, OH USA	Managements Partner	Director	Director of TFSLL ⁽²⁾	President of Bayline Acapments President of Capital Mortgage Managing partner or member for remaining companies listed in Courtney 4c	less than 1% TFS Financial Corporation	0%	H&M Management Bayline Acapments Capital Mortgage Courtney Industrial Property Smart Realty, LLC Willie Reed Associates LLC Cranton Road Associates Railroadge Associates Barnes Creek Associates Hillsdale General Partnership Riverside House
							80.0% 85.0%
							50.0% 31.5% 100.0% 100.0% 100.0% 90.0% 80.0% 35.0% 100% (General Partner) 100% (General Partner) 100% (General Partner)

- (1) Third Cap Associates, Inc.
- (2) Third Federal Savings and Loan Association of Cleveland
- (3) Third Capital, Inc.
- (4) TFS Financial Corporation
- (5) Broadway Hubbing Company
- (6) Broadway Realty Holdings

4: Insiders continued

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company ⁽⁴⁾	(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⁾	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (including partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
William C. McLean Chagrin Falls, OH USA	Manager/Director	Director	Director of TFSAL ⁽²⁾	Managing Director at Primus Venture Partners, Inc. Director of Universal Electronics, Inc.	less than 1% TFS Financial Corporation	0%	NA
Anthony J. Asher Moreland Hills, OH USA	Retired business owner	Director	Director of TFSAL ⁽²⁾	Chairman/Director at Wiskin Inc.	less than 1% TFS Financial Corporation	0%	Graystone Properties, Inc.
Monisha S. Weil Cleveland Hts, OH USA	N/A	Director and Vice President	Director/VP/Sec of TCA ⁽¹⁾ Director and Chief Operating Officer of TFSAL ⁽²⁾ Director/VP/Sec of TCI ⁽³⁾ Director and VP of BHC ⁽⁴⁾ Director/VP/Sec of BRH ⁽⁵⁾ Director and VP of FBE, Inc.	NA	less than 1% TFS Financial Corporation	0%	NA
David S. Huffman North Canton, OH USA	N/A	Chief Financial Officer, Treasurer, and Secretary	Director and Chief Financial Officer of TCA ⁽¹⁾ Chief Financial Officer/Treasurer of TFSAL ⁽²⁾ Chief Financial Officer and Treasurer of TCI ⁽³⁾ Director and Treasurer of BHC ⁽⁴⁾ Director and Treasurer of BRH ⁽⁵⁾ Director and Treasurer of FBE, Inc.	NA	less than 1% TFS Financial Corporation	0%	NA
Anna Maria P. Motta Cleveland, OH USA	N/A	Vice President	Chief Information Officer of TFSAL ⁽²⁾	NA	less than 1% TFS Financial Corporation	0%	Pemco Mendak
Colby W. Zurek Shaker Hts, OH USA	N/A	Vice President	Vice President of TCA ⁽¹⁾ Chief Marketing Officer and Human Resources Officer of TFSAL ⁽²⁾	NA	less than 1% TFS Financial Corporation	0%	Wilcoff & Sons, LLC
Paul J. Hunt Strongsville, OH USA	N/A	Chief Accounting Officer and Chief Operating Officer	Chief Operating Officer of TCA ⁽¹⁾ Chief Accounting Officer of TFSAL ⁽²⁾ Principal and Chief Marketing Officer of TCI ⁽³⁾ Vice President of BRH ⁽⁵⁾ Director/Chief/Sec of FBE, Inc.	NA	less than 1% TFS Financial Corporation	0%	NA
Judith Z. Adam Twinsburg, OH USA	N/A	Vice President	Vice President of TCA ⁽¹⁾ Chief Risk Officer of TFSAL ⁽²⁾	NA	less than 1% TFS Financial Corporation	0%	NA

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