

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☒ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>FIRST PLACE BANK EMPLOYEE STOCK OWNERSHIP PLAN</u>	1b Three-digit plan number (PN) ► <u>003</u> 1c Effective date of plan <u>01/01/1998</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>FIRST PLACE FINANCIAL CORP.</u> <u>724 BOARDMAN-POLAND RD.</u> <u>BOARDMAN, OH 44512</u>	2b Employer Identification Number (EIN) <u>34-1880130</u> 2c Sponsor's telephone number <u>330-373-1221</u> 2d Business code (see instructions) <u>522120</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>04/16/2014</u>	<u>JOANNE NOBLE</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") FIRST PLACE FINANCIAL CORP. 724 BOARDMAN-POLAND RD. BOARDMAN, OH 44512	3b Administrator's EIN 34-1880130 3c Administrator's telephone number 330-373-1221
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1020
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	682
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	368
d Subtotal. Add lines 6a , 6b , and 6c	6d	1050
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	1050
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1050
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	63

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2I 2K 2P 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)

(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
(2) ☐ **I** (Financial Information – Small Plan)
(3) ☐ 0 **A** (Insurance Information)
(4) ☐ **C** (Service Provider Information)
(5) ☐ **D** (DFE/Participating Plan Information)
(6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>FIRST PLACE BANK EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FIRST PLACE FINANCIAL CORP.</u>	D Employer Identification Number (EIN) <u>34-1880130</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	285242	252402
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	2224853	411600
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2510095	664002

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2510095	664002
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	27	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		27
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-1738845	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-1738845
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-1738818

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	107275	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		107275
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		107275

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-1846093
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CROWE HORWATH, LLP

(2) EIN: 35-0921680

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		9000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>FIRST PLACE BANK EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FIRST PLACE FINANCIAL CORP.</u>	D Employer Identification Number (EIN) <u>34-1880130</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-1171923</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☒ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☒ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☒ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☒ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

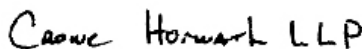
REPORT OF INDEPENDENT AUDITORS

The Plan Administrator
First Place Bank Employee Stock Ownership Plan
Boardman, Ohio

We were engaged to audit the accompanying statement of net assets available for benefits of First Place Bank Employee Stock Ownership Plan as of December 31, 2011 and the related statement of changes in net assets available for benefits for the year then ended, and the supplemental schedule as listed in the accompanying contents page. These 2011 financial statements and supplemental schedule are the responsibility of the Plan's management. The statement of net assets available for benefits of First Place Bank Employee Stock Ownership Plan as of December 31, 2010, was audited by other auditors whose report dated October 18, 2011, expressed an unqualified opinion on that statement.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by First Bankers Trust Services, Inc., the trustee of the Plan, except for comparing such information with the related information included in the 2011 financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of and for the year ended December 31, 2011 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's 2011 financial statements that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule as of or for the year ended December 31, 2011. The information included in the supplemental schedule is presented for the purpose of additional analysis and is not a required part of the 2011 financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the 2011 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Crowe Horwath LLP

Grand Rapids, Michigan
April 11, 2014

FIRST PLACE BANK
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2011			December 31, 2010		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
ASSETS						
Investments (Note 4):						
First Place Financial Corp. common stock, at fair value based on quoted over the counter market prices at December 31, 2011, and at fair value based on quoted market prices on a national securities exchange at December 31, 2010	\$ 411,600	\$ -	\$ 411,600	\$ 2,224,853	\$ -	\$ 2,224,853
Money market mutual fund, at fair value	252,402	-	252,402	285,242	-	285,242
Total assets	\$ 664,002	\$ -	\$ 664,002	\$ 2,510,095	\$ -	\$ 2,510,095
NET ASSETS AVAILABLE FOR BENEFITS	\$ 664,002	\$ -	\$ 664,002	\$ 2,510,095	\$ -	\$ 2,510,095

FIRST PLACE BANK
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31, 2011		
	Allocated	Unallocated	Total
Additions to net assets attributable to:			
Investment income (note 4)			
Dividends and interest	27	-	27
Deductions from net assets attributable to:			
Net depreciation in fair value of investments	1,738,845	-	1,738,845
Benefit payments	107,275	-	107,275
Total deductions	1,846,120	-	1,846,120
Net decrease	(1,846,093)	-	(1,846,093)
Net assets available for benefits:			
Beginning of year	2,510,095	-	2,510,095
End of year	\$ 664,002	\$ -	\$ 664,002

FIRST PLACE BANK
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 1 - DESCRIPTION OF PLAN

The following description of the First Place Bank Employee Stock Ownership Plan (the “Plan”) is provided for general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General: The Plan is a stock bonus plan created under Section 401(a) of the Internal Revenue Code (“IRC”) and is designed to be an employee stock ownership plan under Section 4975(e)(7) of the IRC. The Plan covers substantially all of the employees of First Place Financial Corp. and First Place Bank (collectively the “Company”). The Plan’s design and operation are governed by the IRC and the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Plan purchased First Place Financial Corp. common stock using the proceeds from a stock acquisition loan from First Place Financial Corp., and held the stock in a trust established under the Plan. First Place Financial Corp. was the holding company of First Place Bank. This loan was repaid in 2010 and the unallocated shares were allocated to eligible employees’ accounts in accordance with the terms of the Plan and the applicable regulations under the IRC (see Note 5 for additional details on the repayment of the stock acquisition loan).

Eligibility: An employee became a participant in the Plan January 1, April 1, July 1, or October 1 following the employee’s attainment of age twenty-one and completion of a year of service in which the employee is credited with at least one thousand hours of service.

Contributions: The Company is obligated to make nondiscretionary contributions to the Plan which, when aggregated with any dividends, equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its term loan. This loan was repaid in 2010 (see Note 5 for additional details on the repayment of the stock acquisition loan).

The Company also has the option to contribute to the Plan a discretionary percentage of the amount that individual participants contribute to the First Place Bank 401(k) Savings Plan. The discretionary matching contribution, if made, is invested directly in First Place Financial Corp. common stock. There were no discretionary matching contributions for 2011.

Participant Accounts: At the end of each Plan year, each participant’s account is credited with a share of the Company’s nondiscretionary contribution if the participant was employed by the Company on the last day of the Plan year. The nondiscretionary contribution is allocated to participants based on the ratio of an individual participant’s eligible compensation to the total eligible compensation of all eligible participants. Forfeitures of nonvested accounts of terminated participants are allocated first to restore any forfeited amounts that are required to be restored under the terms of the Plan document. Any remaining forfeitures are then allocated to participants as an additional Company contribution. Income attributable to allocated shares is credited to each participant’s account based on account balances. In addition, the Plan allows participants the ability to choose between having the dividends paid on Company’s common stock held in their Plan account, paid to them in cash or having the dividends re-invested in the Company’s common stock. Income attributable to unallocated shares may be used to pay current obligations with respect to the stock acquisition loan. Stock contributions are allocated to participants based on the ratio of an individual participant’s eligible compensation to total eligible compensation of all eligible participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account. There were no allocations of nondiscretionary contributions as no nondiscretionary contributions were made in 2011.

FIRST PLACE BANK
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

Retirement Benefits: Under the Plan, employees are entitled to a distribution of the total of their accumulated interest in Plan assets at normal retirement age (65). Benefits are normally distributed in whole shares of common stock of the Company, cash, or a combination of both. Participants may elect to sell the stock back to the Plan or Company and receive a distribution entirely in cash.

Death and Disability Benefits: Active participants who die or become totally disabled are treated as having retired under the Plan and they (or their beneficiaries) are entitled to the distribution of their total vested account balance.

Vesting: A participant will become fully vested in their account based on six years of continuous service as follows:

Less than 2 years			0%
2 years			20%
3 years			40%
4 years			60%
5 years			80%
6 years			100%

Investment of Plan Assets: Plan assets have been invested primarily in common stock issued by First Place Financial Corp., although other investments may be made as determined to be prudent by the trustee.

Voting Rights: Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the Trustee prior to the time that such rights are to be exercised. The trustee shall vote unallocated shares and allocated shares for which it has not received direction in the same proportion as directed shares are voted and the trustee shall have no discretion in such matter.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared under the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Subsequent Events: The Plan has evaluated events and transactions through April 11, 2014, the date the financial statements were available to be issued, and determined that no subsequent events have occurred requiring adjustments or disclosures to the financial statements, except as disclosed in Note 3.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures, and actual results may differ from these estimates. It is at least reasonably possible that a significant change may occur in the near term in the fair value of the Plan's investment in employer securities.

Risks and Uncertainties: The Plan invests in common stock of First Place Financial Corp. and the Federated Prime Value Obligations Fund – Institutional Service Shares which is a money market mutual fund. These investments are exposed to various risks, such as interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the value of the investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits and participants' individual account balances.

FIRST PLACE BANK
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

Investment Valuation and Income Recognition: Investments are stated at fair value. Purchases and sales of securities are recorded on a trade-date basis. Net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year. Interest income is recorded on the accrual basis. Dividend income is accrued on the ex-dividend date.

Financial Accounting Standards Board guidance defines fair value as the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. This guidance also establishes a fair value hierarchy which requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

First Place Financial Corporation Common Stock: The fair value of these investments as of December 31, 2010 was determined by obtaining quoted prices on a nationally recognized securities exchange, the Nasdaq Global Market (level 1 inputs). The fair value of Company common stock at December 31, 2011, was based on quoted prices from the over the counter markets – pink sheets since the Company common stock was delisted from the Nasdaq Global Market effective November 10, 2011 (level 1 inputs).

Money Market Mutual Fund: The fair value of the money market mutual fund investment is determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

FIRST PLACE BANK
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

Investments measured at fair value on a recurring basis are summarized below:

	Fair Value Measurements		
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2011			
First Place Financial Corp. common stock	\$ 411,600	\$ -	\$ -
Federated Government Obligations Fund - Institutional Service Shares	252,402	-	-
December 31, 2010			
First Place Financial Corp. common stock	\$ 2,224,853	\$ -	\$ -
Federated Government Obligations Fund - Institutional Service Shares	285,242	-	-

Payment of Benefits: Benefit payments are recorded when paid.

Concentration of Credit Risk: It is the general intent of the Plan to invest all or substantially all of the funds of the Plan in the common stock of First Place Financial Corp. Additionally, temporary investments are made in a money market mutual fund. At December 31, 2011 and 2010, a large portion of the Plan's assets were invested in First Place Financial Corp. common stock.

NOTE 3 – SUBSEQUENT EVENTS

As disclosed by First Place Financial Corp. in Current Reports on Form 8-K filed with the Securities and Exchange Commission ("SEC") on October 29, 2012, First Place Financial Corp. announced that it had entered into an Asset Purchase Agreement (the "Purchase Agreement") with Talmer Bancorp, Inc. ("Talmer"), a Michigan corporation. The Purchase Agreement contemplated that First Place Financial Corp. would file a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). On December 14, 2012, the Bankruptcy Court entered an order approving and authorizing First Place Financial Corp. to enter into an Amended Purchase Agreement by and between First Place Financial Corp. and Talmer, concerning Talmer's proposed acquisition of First Place Bank. In accordance with the Amended Purchase Agreement, Talmer also assumed the \$60 million in subordinated notes issued to First Place Capital Trust, First Place Capital Trust II and First Place Capital Trust III (the "Trust Preferred Issuers") and received the First Place Financial Corp.'s common securities issued by the Trust Preferred Issuers, certain tax assets, and all cash and cash equivalents held by First Place Financial Corp.

On January 1, 2013, First Place Financial Corp. completed the sale of substantially all of its assets, including all of the issued and outstanding shares of common stock of the First Place Financial Corp.'s wholly-owned subsidiaries, First Place Bank and First Place Holdings, Inc., and certain other assets held in the name of First Place Financial Corp. but used in the business of First Place Bank to Talmer pursuant to the terms of the Amended Purchase Agreement.

On March 25, 2013, the Bankruptcy Court granted the First Place Financial Corp.'s motion to convert to a case under Chapter 7 of the Bankruptcy Code.

FIRST PLACE BANK
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

In contemplation of the finalization of the bankruptcy proceeding described above, and subject to the provisions of ERISA, the trustee of the Plan, First Bankers Trust Services, Inc., would be required to take actions which are in the best interest of the participants of the Plan, which may include terminating or merging the Plan. All 791,539 shares held by the ESOP plan were sold on November 5, 2012 in the over the counter markets (pink sheets) for \$44,009 which was \$.056 cents per share. Plan management believes that these sales of securities on the over the counter market by the Plan trustee, as Plan fiduciary, resulted in the plan's receipt of fair market value for the securities, as determined by transaction prices in a market in which the employer securities remained actively traded.

On March 26, 2013, the First Place Financial Corp.'s Board of Directors approved and adopted a Board resolution to terminate the Plan effective as soon as administratively feasible in accordance with the terms of the Plan document and applicable law and also in accordance with the bankruptcy proceedings. As of October 29, 2012, when First Place Financial Corp. filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code and First Place Financial Corp. permanently discontinued contributions to the Plan, 100% of each participant's account became vested and nonforfeitable. Upon termination, the net assets of the Plan, after the payment of plan expenses, will be distributed to participants and beneficiaries in accordance with Plan provisions and applicable law.

NOTE 4 – INVESTMENTS – UNAUDITED INFORMATION

Substantially all information pertaining to the Plan's investments included in the financial statements, including the associated investment income (loss), was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by First Bankers Trust Services, Inc., the trustee of the Plan. This information has not been audited by independent accountants.

The following table presents the fair values of investments as of December 31, 2011 and 2010 that represent 5% or more of the Plan's net assets available for benefits as noted by "*".

	Year ended December 31, 2011			Year ended December 31, 2010		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Investments at fair value:						
First Place Financial Corp.						
Common Stock:						
Number of shares	791,539	-	791,539	852,434	-	852,434
Cost	\$ 7,930,525	\$ -	\$ 7,930,525	\$ 8,540,639	\$ -	\$ 8,540,639
Fair value	\$ 411,600	\$ -	\$ 411,600 *	\$ 2,224,853	\$ -	\$ 2,224,853 *
Money market mutual fund:						
Number of shares	252,402	-	252,402	285,242	-	285,242
Cost	\$ 252,402	\$ -	\$ 252,402	\$ 285,242	\$ -	\$ 285,242
Fair value	\$ 252,402	\$ -	\$ 252,402 *	\$ 285,242	\$ -	\$ 285,242 *

During the year ended December 31, 2011, the Plan's investment in First Place Financial Corp. common stock (including investments bought, sold and held during the year) depreciated by \$1,738,845 and the Plan earned interest income of \$27 on its money market mutual fund investment.

FIRST PLACE BANK
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 5 - STOCK ACQUISITION LOAN

In 1998, the Plan entered into an \$8,993,000 stock acquisition loan agreement with First Place Financial Corp. The proceeds from the loan were used to purchase 899,300 shares of First Place Financial Corp. common stock. Unallocated shares of stock served as collateral for the loan. The agreement originally provided for the loan to be repaid in annual installments over 15 years. The Plan amended the agreement effective January 1, 2007, and provided for the loan to be repaid in annual installments over 10 years. On September 17, 2010, First Place Bank paid the total outstanding loan balance of \$3,984,388 plus accrued interest to First Place Financial Corp. In conjunction with the payment of principal and interest, the unallocated shares were allocated to eligible employees' accounts in accordance with the terms of the Plan and the applicable regulations under the IRC. The allocation of shares occurred as of the end of the 2010 plan year.

NOTE 6 - TAX STATUS

Effective January 1, 2004, the Plan document was amended and restated in its entirety. The Internal Revenue Service has determined and informed the Company by a letter dated November 17, 2006, that the restated Plan is designed in accordance with applicable sections of the IRC. The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken any uncertain tax positions that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has concluded that as of December 31, 2011, there were no uncertain tax positions taken or expected to be taken that would require recognition of a tax liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions, however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE 7 – PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor's Rules and Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain professional fees for the administration of the Plan were paid by the Company on behalf of the Plan.

The Company had a loan with the Plan to fund the purchase of common stock (Note 5).

The Plan held the following party-in-interest investments (at fair value):

	2011		2010	
December 31,	Shares	Fair Value	Shares	Fair Value
First Place Financial Corp.	791,539	\$ 411,600	852,434	\$ 2,224,853

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I Annual Report Identification Information	
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☒ the DFVC program; ☐ special extension (enter description) _____

Part II Basic Plan Information—enter all requested information					
1a Name of plan First Place Bank Employee Stock Ownership Plan	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">003</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/1998</td> </tr> </table>	1b Three-digit plan number (PN) ▶	003	1c Effective date of plan 01/01/1998	
1b Three-digit plan number (PN) ▶	003				
1c Effective date of plan 01/01/1998					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) First Place Financial Corp. 724 Boardman-Poland Rd. Boardman OH 44512	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 34-1880130</td> </tr> <tr> <td>2c Sponsor's telephone number 330-373-1221</td> </tr> <tr> <td>2d Business code (see instructions) 522120</td> </tr> </table>	2b Employer Identification Number (EIN) 34-1880130	2c Sponsor's telephone number 330-373-1221	2d Business code (see instructions) 522120	
2b Employer Identification Number (EIN) 34-1880130					
2c Sponsor's telephone number 330-373-1221					
2d Business code (see instructions) 522120					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE		<u>4-15-2014</u>	JOANNE NOBLE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") First Place Financial Corp. 724 Boardman-Poland Rd. Boardman OH 44512	3b Administrator's EIN 34-1880130 3c Administrator's telephone number 330-373-1221
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 1020
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).	
a Active participants	6a 682
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits	6c 368
d Subtotal. Add lines 6a, 6b, and 6c	6d 1050
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 0
f Total. Add lines 6d and 6e	6f 1050
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 1050
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 63
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2I 2K 2P 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information - Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☐ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

FIRST PLACE BANK
EMPLOYEE STOCK OWNERSHIP PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

Name of plan sponsor:	<u>First Place Bank</u>
Employer identification number:	<u>31-0947673</u>
Three-digit plan number:	<u>003</u>

		(c)		
	(b)	Description of Investment		
	Identity of Issue,	Including Maturity Date,		
	Borrower, Lessor,	Rate of Interest, Collateral,	(d)	(e)
(a)	or Similar Party	Par or Maturity Value	Cost	Current Value
*	First Place Financial Corp.	Common Stock (791,539 shares)	\$7,930,525	\$ 411,600
	Federated Investors	Federated Prime Value Obligations		
		Fund - Institutional Service Shares	252,402	252,402
	Total			\$ 664,002

* Party-in-interest.

See report of independent auditors.