

UNITED STATES BANKRUPTCY COURT District of Delaware	VOLUNTARY PETITION
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Name of Debtor (if individual, enter Last, First, Middle): First Place Financial Corp.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 34-1880130	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 185 E. Market Street Warren, OH 44481 <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 44481</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Trumbull	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>

Location of Principal Assets of Business Debtor (if different from street address above):

ZIP CODE

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
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Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): First Place Financial Corp.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor:	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.

If this is a joint petition:

Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.

Information Regarding the Debtor - Venue
 (Check any applicable box.)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
 (Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):

First Place Financial Corp.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X Neil B. Glassman

Signature of Attorney for Debtor(s)
Neil B. Glassman (Bar ID# 2087)

Printed Name of Attorney for Debtor(s)
Bayard, P.A.

Firm Name

222 Delaware Ave., Suite 900
Wilmington, DE 19801

Address
302-655-5000

Telephone Number
10/29/2012

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Signature

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X David W. Gifford

Signature of Authorized Individual

David W. Gifford

Printed Name of Authorized Individual
Chief Financial Officer

Title of Authorized Individual

10/29/2012

Date

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

FIRST PLACE FINANCIAL CORP.

Debtor.

Case No. 12-_____ - ____-11

Chapter 11

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 0-25049.

2. The following financial data is the latest available information and refers to the debtor's condition on October 26, 2012.

a. Total assets (book value): \$175,287,970

b. Total debts (book value, including debts listed in 2.c., below):¹ \$64,467,398

c. Debt securities held by more than 500 holders:

				Approximate number of holders
Secured <input type="checkbox"/>	Unsecured <input type="checkbox"/>	Subordinated <input type="checkbox"/>	\$___ million	
Secured <input type="checkbox"/>	Unsecured <input type="checkbox"/>	Subordinated <input type="checkbox"/>	\$___ million	
Secured <input type="checkbox"/>	Unsecured <input type="checkbox"/>	Subordinated <input type="checkbox"/>	\$___ million	

d. Number of shares of preferred stock: 72,927 shares outstanding.

e. Number of shares of common stock: 18,115,867 shares outstanding.

3. Brief description of Debtor's business: First Place Financial Corp. is a unitary thrift holding company. It conducts the bulk of its operations through its wholly-owned subsidiary, First Place Bank, a federally chartered stock savings association.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of the Debtor: Dimensional Fund Advisors LP.

¹ Total debts include approximately \$62 million of Junior Subordinated Deferrable Interest Debentures that were issued to three trusts affiliated with First Place Financial Corp: (i) First Place Capital Trust; (ii) First Place Capital Trust II; and (iii) First Place Capital Trust III (collectively, the "Trusts"). The Trusts were formed for the purpose of issuing trust preferred securities to third-party investors. The total number of holders of trust preferred securities issued by the Trusts is presently unknown.

MINUTES OF SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF
FIRST PLACE FINANCIAL CORP.

The undersigned, being the Corporate Secretary of First Place Financial Corp., a Delaware corporation (the "Corporation"), does hereby certify that: (i) the following is a true, correct and complete copy of resolutions of the Board of Directors (the "Board") of the Corporation that were adopted at a special meeting of the Board duly called and held on October 26, 2012 (the "Special Meeting"), at the Corporation's Boardman office, 725 Boardman-Poland Rd, Boardman, OH 44512, (ii) a quorum was present and voting throughout the Special Meeting, and (iii) the resolutions adopted by the Board at the Special Meeting have not been rescinded or modified and are now in full force and effect:

RESOLVED, that the Corporation be, and it hereby is authorized to file with the United States Bankruptcy Court for the District of Delaware, or with any other appropriate bankruptcy court with jurisdiction (the "Bankruptcy Court") a voluntary petition for reorganization pursuant to Chapter 11, Title 11 of the United States Bankruptcy Code (the "Bankruptcy Code") and to perform any and all such acts as the Chairman of the Board or any designees of the Chairman of the Board (individually, each an "Authorized Representative" and collectively the "Authorized Representatives") deem to be reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing;

FURTHER RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered to execute and deliver and file or cause to be filed with the Bankruptcy Court, on behalf of the Corporation, a voluntary petition of the Corporation pursuant to Chapter 11 of the Bankruptcy Code and any and all other documents necessary or appropriate in connection therewith, each in such form or forms as the Authorized Representatives so acting may approve;

FURTHER RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered to retain, on behalf of the Corporation, the law firms of Patton Boggs LLP and The Bayard Firm, PA, to act as legal counsel in the representation of the Corporation as debtor and debtor in possession, in any case commenced by it under the Bankruptcy Code and in all matters arising in connection therewith, and such other officers, attorneys, financial advisors and accountants as the Authorized Representative(s) so acting shall deem necessary or appropriate;

FURTHER RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered, on behalf of the Corporation, to petition the Bankruptcy Court to effect any sales of the Corporation's assets that the Authorized Representatives believe are in the Corporation's best interest, including, without limitation, sales of the Corporation's interest in First Place Bank (the "Bank") and other assets related to the Bank (the "Other Purchased Assets");

FURTHER RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered, on behalf of the Corporation, to cause the Corporation to enter into that certain Asset Purchase Agreement (the "APA") by and among the Corporation and Talmer Bancorp, Inc. ("Purchaser"), concerning Purchaser's proposed acquisition of the Bank and the Other Purchased Assets, and that the form, terms, and provisions of the APA and all other

documents necessary to implement the proposed sale of the Shares and Other Purchased Assets are hereby in all respects approved, adopted, ratified, and confirmed;

FURTHER RESOLVED, that in the judgment of the Board, it is desirable and in the best interest of the Corporation, its creditors, employees, and other interested parties that the Corporation enter into the APA with the Purchaser for the sale of the Shares and Other Purchased Assets;

FURTHER RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered, on behalf of the Corporation, to file on behalf of the Corporation any and all petitions, schedules, lists and other motions, papers, or documents, and to take any and all actions necessary or advisable to effect the sales of any of the Corporation's assets, including, without limitation, sale(s) of the Corporation's interest in the Bank and the Other Purchased Assets to the Purchaser pursuant to the APA;

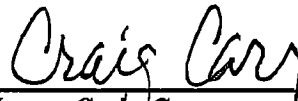
FURTHER RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered, on behalf of the Corporation, in connection with any case commenced voluntarily under Chapter 11 of the Bankruptcy Code, to file or cause to be filed with the Bankruptcy Court, a Plan of Reorganization, together with any amendments or modifications thereto or restatements thereof (the "Plan") providing for the restructuring and reorganization of the Corporation upon such terms as the Authorized Representative(s) executing the same shall deem necessary or appropriate;

FURTHER RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered, on behalf of the Corporation, to file or cause to be filed with the Bankruptcy Court, a Disclosure Statement and Solicitation of Ballots for the Plan, together with any amendments or modifications thereto, or any restatements thereof (the "Disclosure Statement") containing such information and disclosure as such Authorized Representative(s) shall deem necessary or appropriate;

FURTHER RESOLVED, that the Authorized Representatives be, and each of them hereby is, authorized and empowered to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as the Authorized Representatives (s) so acting shall deem appropriate in his, her or their judgment to fully carry out the intent and accomplish the purposes of these Resolutions; and

FURTHER RESOLVED, that all actions heretofore taken by the Authorized Representatives, in the name of and on behalf of the Corporation, in connection with any of the foregoing matters are hereby in all respects ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned does hereby affix the seal of the Corporation on October 26, 2012.



Name: Craig Carr
Title: Corporate Secretary

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

FIRST PLACE FINANCIAL CORP.

Debtor.

Case No. 12-_____ - ____-11

Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST
UNSECURED CLAIMS AGAINST THE DEBTOR**

Following is a list of the above-captioned debtor's (the "Debtor") creditors holding the twenty (20) largest unsecured claims. The list was prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include: (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31), or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty (20) largest unsecured claims.

The list was prepared with information existing as of October 29, 2012. The Debtor reserves the right to amend the list based on information existing as of the filing date. The information provided is based on a review of the Debtor's books and records. No comprehensive legal and/or factual investigations with regard to possible defenses or counterclaims to the below-listed claims have been completed. Therefore, this listing does not and should not be deemed to constitute: (1) a waiver of any defense, counterclaim, or offset to the below-listed claims; (2) an acknowledgment of the allowability of any of the below-listed claims; and/or (3) a waiver of any other right or legal or equitable position of the Debtor. The failure of the Debtor to list the claim as contingent, unliquidated, or unknown does not constitute a waiver of the Debtor's right to contest the validity, priority, and/or amount of the claim.

<i>Name of Creditor and Complete Mailing Address Including Zip Code</i>	<i>Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May be Contacted</i>	<i>Nature of Claim (Trade Debt, Bank Loan, Government Contract, Etc.)</i>	<i>Indicate if Claim is Contingent, Unliquidated, or Disputed or Subject to Setoff</i>	<i>Amount of Claim (if Secured Also State Value o Security)</i>
FIRST PLACE CAPITAL TRUST	FIRST PLACE CAPITAL TRUST ATTN: GEOFFREY LEWIS c/o WILMINGTON TRUST CAPITAL MARKETS AND AGENCY SERVICES 1100 N. MARKET ST. WILMINGTON , DE 19890-1615 Tel: 302-636-6438 Fax: 302-636-4145 Email: glewis@wilmingtrust.com	JUNIOR SUBARODINATED DEBENTURES		16,321,915.74
FIRST PLACE CAPITAL TRUST II	FIRST PLACE CAPITAL TRUST II ATTN: GEOFFREY LEWIS c/o WILMINGTON TRUST CAPITAL MARKETS AND AGENCY SERVICES 1100 N. MARKET ST. WILMINGTON , DE 19890-1615 Tel: 302-636-6438 Fax: 302-636-4145 Email: glewis@wilmingtrust.com	JUNIOR SUBARODINATED DEBENTURES		16,321,915.72
FIRST PLACE CAPITAL TRUST III	FIRST PLACE CAPITAL TRUST III ATTN: MICHAEL WASS c/o WILMINGTON TRUST CAPITAL MARKETS AND AGENCY SERVICES 1100 N. MARKET ST. WILMINGTON , DE 19890-1615 Tel: 302-636-6438 Fax: 302-636-4145 Email: mwass@wilmingtrust.com	JUNIOR SUBARODINATED DEBENTURES		31,823,566.82

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

FIRST PLACE FINANCIAL CORP.

Debtor.

Case No. 12-_____-_____-11

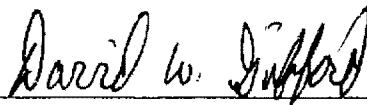
Chapter 11

**DECLARATION REGARDING THE LIST OF CREDITORS HOLDING
THE 20 LARGEST CLAIMS AGAINST THE DEBTOR**

I, David W. Gifford, Chief Financial Officer of First Place Financial Corp, declare under penalty of perjury that I have reviewed the foregoing *List of Creditors Holding 20 Largest Unsecured Claims Against the Debtor*, and that the information contained therein is true and correct to the best of my information and belief.

[Remainder of Page Intentionally Left Blank]

Dated: October 29, 2012

A handwritten signature in cursive script that reads "David W. Gifford". The signature is written in black ink and is positioned above a horizontal line.

Name: David W. Gifford

Title: Chief Financial Officer

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

FIRST PLACE FINANCIAL CORP.

Debtor.

Case No. 12-_____-_____-11

Chapter 11

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO FEDERAL RULE OF
BANKRUPTCY PROCEDURE 1007(A)(1)**

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), First Place Financial Corp. (the “Debtor”) respectfully represents that there are no corporations, other than a governmental unit, that directly or indirectly own ten percent (10%) or more of any class of the Debtor’s outstanding equity interests.

I, David W. Gifford, Chief Financial Officer of First Place Financial Corp, declare under penalty of perjury that I have reviewed this *Corporate Ownership Statement Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1)*, and that the information contained therein is true and correct to the best of my information and belief.

[Remainder of Page Intentionally Left Blank]

Dated: October 29, 2012

A handwritten signature in black ink that reads "David W. Gifford". The signature is written in a cursive style with a large, prominent 'D' and 'G'.

Name: David W. Gifford

Title: Chief Financial Officer