Board of Governors of the Federal Reserve System

FR Y-6 OMB Number 7100-0297 Approval expires December 31, 2015 Page 1 of 2



FEDERAL RESERVE BANK Annual Report of Holding Companies STATISTICS & ANALYSIS DEPARTMENT

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

١, '	Thomas Bailey
I	Name of the Holding Company Director and Official
1	President/CEO

Title of the Holding Company Director and Official

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

07/09/2013

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 2394628 RSSD ID C.I.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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): March 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Mutual Holding Company of Western Pennsylvania

Legal Title of Holding Company

411 McMurray Road	Suite 200	
(Mailing Address of the Holdin	g Company) Street / P.	O. Box
Bethel Park	PA	15102
City	State	Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Jennifer Frazier	Controller	
Name	Title	
412-409-9100 269		
Area Code / Phone Number / Extension		
412-308-2097		
Area Code / FAX Number		
jfrazier@brentwoodbank.cor	n	
E-mail Address		
www.brentwoodbank.com		
Address (URL) for the Holding Company	's web page	

Does the submiss	e reporter request confidential treatment for any portion of this ion?
Yes	Please identify the report items to which this request applies:
	 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided. The information for which confidential treatment is sought is being submitted expected location.
No No	is being submitted separately labeled "Confidential."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503

For Use By Tiered Holding Companies

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Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal fitle of Subs	sidiary Holding Company		Legal Title of Subs	sidiary Holding Company	
(Mailing Address o	of the Subsidiary Holding Company)	Street / P.O. Box	(Mailing Address o	f the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical location (i	if different from mailing address)		Physical location (if different from mailing address)	
Legal Title of Subs	idiary Holding Company		Legal Title of Subs	idiary Holding Company	
(Mailing Address of	f the Subsidiary Holding Company) S	Street / P.O. Box	(Mailing Address o	f the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical location (if	f different from mailing address)		Physical location (i	f different from mailing address)	
Legal Title of Subsi	idiary Holding Company		Legal Title of Subs	idiary Holding Company	
(Mailing Address of	f the Subsidiary Holding Company) S	Street / P.O. Box	(Mailing Address o	f the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical location (if	different from mailing address)		Physical location (i	f different from mailing address)	
Legal Title of Subsic	diary Holding Company		Legal Title of Subsi	diary Holding Company	
(Mailing Address of	the Subsidiary Holding Company) S	treet / P.O. Box	(Mailing Address of	f the Subsidiary Holding Company)	Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical location (if	different from mailing address)		Physical location (il	f different from mailing address)	

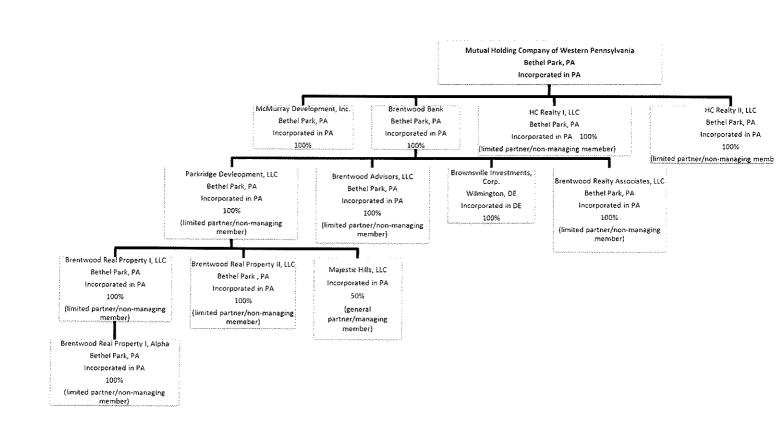
Form FR Y-6

Mutual Holding Company of Western Pennsylvania Bethel Park, PA Fiscal Year Ending March 31, 2013

Report Item

1: The Mutual Savings and Loan Association is not registered with SEC. A copy of the annual independent audit report is enclosed.

2a: Organizational Chart



2b: Domestic Branch listing provided to the Federal Reserve Bank via e-mail on June 24, 2013.

3: The Mutual Holding Company of Western Pennsylvania is a Mutual SLHC and does not have any security holders.

John Viehman, Re Pittsburgh, PA USA				USA	Thomas Ea Sturges III, Pittsburgh, PA	Venetia, PA USA	Edward Re Nicholson,	Lake Mary, FL Re USA		Pittsburgh,PA USA	Robert Park, Re	Pittsburgh,PA USA		<u> </u>	Country If c	te,	Name, Pri	(1) (2)
Retired					Earth Drilling		Retired	Realtor	Semi-Retired		Retired		Retired	with Holding Company	If other than	Occupation	Principal)
Director (Emeritus 05/2013)					Director		Director		Director	Board, Director	Chairman of the		Director	Company	With Holding	Position	Title and	(3a)
Director (Brentwood Bank – Emeritus 05/2013)					Director (Brentwood Bank)		Director (Brentwood Bank)	(Brentwood Bank)	Director	(Brentwood Bank)	Director	Board (Brentwood Bank)	Chairman of the			With Subsidiaries	Title and Position	(3b)
N/A	Trustee of The Early Learning Institute	Trustee of Kiski School	President of PDC Imperial Holdings.	President of PD Warehouse Company	President/Chairman of Pennsylvania Drilling Co.	Pittsburgh, PA USA	Director of Black Box. Inc. of	(Sole Proprietorship)	Owner Palm Springs Realty		N/A		N/A			With Other Businesses	Title & Position	(3c)
N/A					N/A		N/A		N/A		N/A		N/A	In Holding Co.	Shares	Voting	% of	(4a)
N/A					N/A		N/A		N/A		N/A		N/A		Subsidiaries	Shares in	% of Voting	(4b)
N/A					PD Warehouse Company (45%)		N/A	(Sole Proprietorship) (100%)	Palm Springs Realty		NA		N/A				Other Companies	(4c)

N/A	N/A	N/A	N/A	President/CEO Brentwood Bank	CEO, President, Director	President/CEO Brentwood Bank	Thomas Bailey Bethel Park, PA USA
Bethel Park Printing, Inc. (52%)	N/A	N/A	President of Bethel Park Printing, Inc.	Director (Brentwood Bank)	Director	Printing Company	Anothy Zimmer, Bethel Park, PA USA
(Further information to be supplied)	N/A	N/A	CEO Automated Health Systems (Further information to be supplied)	Director (Brentwood Bank)	Director	CEO Automated Health Systems	Joseph Nocito,
N/A	N/A	N/A	N/A	Director (Brentwood Bank)	Director	Retired	Charles Modispacher, Pittsburgh, PA USA
NA	N/A	N/A	Owner/Director of Brookside Lumber & Supply Co, Inc. Owner/Member of H.P. Starr Lumber Co, LLC	Director (Brentwood Bank)	Director	Treasurer Retail and Lumber and Building Supply Company Company	Gordon Edwards, McMurray, PA USA
(4c) Other Companies	(4b) % of Voting Shares in Subsidiaries	(4a) % of Voting Shares in Holding Co	(3c) Title & Position With Other Businesses	(3b) Title and Position With Subsidiaries	(3a) Title and Position With Holding Company	(2) Principal Occupation If other than with Holding Company	(1) Name, City, State, Country

Resufts: A list of branches for your depository institution: BRENTWOOD BANK (10_RSSD: 534877). This depository institution is held by MUTUAL HOLDING COMPANY OF WESTEAN PENNSYLYAMIA (2394628) of BETHEL PARK, PA The data are as of 03/31/2013. Data reflects information that was received and processed through 04/10/2013.

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Reconciliation and Verification Steps 1. In the Data Action column of each branch row, enter one or more of the actions specified below. 2. If required, enter the date in the Effective Date column.

Actions OK: If the branch information is correct, enter 'OK in the Data Action column. Change: If the branch information is correct or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column. Close: If a branch listed was never or or losomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column. Close: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column and the opening or acquisition date in the Effective Date column. Delete: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

ff printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FR8 contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FR8 contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Deta Action of Change, Close, Delete, or Add. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

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City Ctate		BETHEL PARK PA		IBETHEL PARK PA		BETHE PARK PA		RETHEL PARK PA		PUTTORIBOCH DA	
Street Address		411 MCMURRAY ROAD		401 MCMURKAY KOAD		411 MCMURRAY ROAD		S259 LIBRARY ROAD		3635 RROWINSVILLE ROAD	
Branch ID_RSSD* Popular Name		2548//JEKENIWUUU BANK		21442345651PEL PARK BRANCH		446/4/8 WUBILE BRANCH		2837675 SOUTH PARK SHOPS BRANCH		2849294 BRENTWOOD BRANCH	
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