

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

2014 MAR 31 A ID: 50
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.

I, Patrick W. Bevack

Name of the Holding Company Director and Official

Director, President and 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.

PW Bevack

Signature of Holding Company Director and Official

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- ☐ is included with the FR Y-6 report
☐ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3831250
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):

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

United Community Financial Corp.

Legal Title of Holding Company

275 West Federal Street

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

Youngstown OH 44503
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

David Grossman Controller

Name Title

330-742-0603

Area Code / Phone Number / Extension

330-742-9838

Area Code / FAX Number

dgrossman@homesavings.com

E-mail Address

www.ucfconline.com

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

Does the reporter request confidential treatment for any portion of this submission?

☐ 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 separately labeled "Confidential."

☒ No

Form FR Y-6
United Community Financial Corp.
Youngstown, Ohio
Fiscal Year Ending December 31, 2013

Report Item 1: Annual Report

United Community Financial Corp. is a registrant of the Securities and Exchange Commission. A copy of the Annual Report filed on Form 10-K is attached as Exhibit 1.

Report Item 2(a): Organizational Chart

United Community Financial Corp. is a unitary thrift holding company. Its only subsidiary is The Home Savings and Loan Company of Youngstown, Ohio (Home Savings). Home Savings has one subsidiary, HSL Land Title Agency, LLC, which is 49%-owned. A copy of United Community Financial Corp.'s Organizational Chart is attached as Exhibit 2.

Report Item 2(b): Office/Branch Verification

Home Savings does business from 33 office locations in Northeast Ohio and Western Pennsylvania. A listing of those branch locations is attached as Exhibit 3.

Report Item 3: Securities Holders

The following table sets forth information about the only persons known to United Community Financial Corp. to own beneficially more than 5% of the outstanding common shares.

<u>Name and address</u>	<u>Amount and nature of beneficial ownership</u>	<u>Percent of shares outstanding</u>
BlackRock Inc. 40 East 52nd Street New York, NY 10022	2,701,420	5.40%
FJ Capital Management, LLC 1313 Dolley Madison Blvd., Ste. 306 McLean, VA 22101	2,467,450	5.19%

Report Item 3.2: Securities Holders

Not applicable

Report Item 4: Insiders

United Community Financial Corp. has identified Directors and certain Executives as Insiders for Financial Reporting purposes. A listing of those individuals, along with other required information is attached as Exhibit 4.

UNITED COMMUNITY FINANCIAL CORP.
ORGANIZATIONAL CHART
FISCAL YEAR ENDING DECEMBER 31, 2013

UNITED COMMUNITY FINANCIAL CORP., an
Ohio corporation, 275 West Federal Street,
Youngstown, Ohio 44503
(PARENT COMPANY)
NAICS 551111

THE HOME SAVINGS AND LOAN COMPANY OF
YOUNGSTOWN, Ohio, an Ohio charter stock
savings bank, 275 West Federal Street,
Youngstown, Ohio 44503
(100% OWNED)
NAICS 522120

HSL LAND TITLE AGENCY, LLC, an Ohio limited
liability company,
755 White Pond Drive, Suite 402E, Akron,
Ohio 44320
(49% OWNED)
NAICS 541190
Nonmanaged

Results: A list of branches for your depository institution: **HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE (ID_RSSD: 932277)**.
This depository institution is held by **UNITED COMMUNITY FINANCIAL CORPORATION (3831250) of YOUNGSTOWN, OH**.
The data are as of **12/31/2013**. Data reflects information that was received and processed through **01/07/2014**.

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

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

Note:

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

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

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*
OK		Full Service (Head Office)	932277	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	275 FEDERAL PLAZA W	YOUNGSTOWN	OH	44503	MAHONING	UNITED STATES	40948		HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3036279	ASHLAND BRANCH	30 EAST MAIN STREET	ASHLAND	OH	44805	ASHLAND	UNITED STATES	44068	111	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3318537	AURORA BRANCH	7075 N AURORA RD	AURORA	OH	44202	GEAUGA	UNITED STATES	431484	121	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	760779	BELLEVUE BRANCH	211 NO SANDUSKY ST	BELLEVUE	OH	44811	HURON	UNITED STATES	41854	107	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669789	CANFIELD BRANCH	29 NORTH BROAD STREET	CANFIELD	OH	44406	MAHONING	UNITED STATES	265119	101	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	4141590	CHARDON OFFICE	201 MEADOWLANDS DRIVE	CHARDON	OH	44024	GEAUGA	UNITED STATES	469460	134	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669798	COLUMBIANA BRANCH	14825 SOUTH AVENUE	COLUMBIANA	OH	44408	COLUMBIANA	UNITED STATES	265122	106	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669435	CALCUTTA BRANCH	15575 STATE ROUTE 170	EAST LIVERPOOL	OH	43920	COLUMBIANA	UNITED STATES	274996	118	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	259376	EAST LIVERPOOL BRANCH	530 BROADWAY STREET	EAST LIVERPOOL	OH	43920	COLUMBIANA	UNITED STATES	41138	120	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669444	GLENMOOR BRANCH	46635 Y AND O ROAD	EAST LIVERPOOL	OH	43920	COLUMBIANA	UNITED STATES	274997	119	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669453	EAST PALESTINE BRANCH	127 NORTH MARKET STREET	EAST PALESTINE	OH	44413	COLUMBIANA	UNITED STATES	42612	104	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669864	TALLMADGE ROAD BRANCH	182 TALLMADGE ROAD	KENT	OH	44240	PORTAGE	UNITED STATES	467433	133	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669462	LISBON BRANCH	210 WEST LINCOLN WAY	LISBON	OH	44432	COLUMBIANA	UNITED STATES	277155	105	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3036336	LXINGTON BRANCH	30 EAST MAIN STREET	MANSFIELD	OH	44904	RICHLAND	UNITED STATES	359238	116	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669873	MCDONALD BRANCH	427 OHIO AVENUE	MC DONALD	OH	44437	TRUMBULL	UNITED STATES	444322	130	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3318573	MENTOR BRANCH	7707 MENTOR AVE	MENTOR	OH	44060	LAKE	UNITED STATES	431485	122	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669882	EASTWOOD BRANCH	980 GREAT EAST PLAZA	NILES	OH	44446	TRUMBULL	UNITED STATES	265120	102	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3036309	NORWALK BRANCH	50 WEST MAIN STREET	NORWALK	OH	44857	HURON	UNITED STATES	272428	110	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669846	POLAND BRANCH	202 SOUTH MAIN STREET	POLAND	OH	44514	MAHONING	UNITED STATES	265117	7	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669770	SALEM BRANCH	650 EAST STATE STREET	SALEM	OH	44460	COLUMBIANA	UNITED STATES	265111	1	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3036288	SANDUSKY BRANCH	4112 MILAN ROAD	SANDUSKY	OH	44870	ERIE	UNITED STATES	272430	114	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3427756	STREETSBORO BRANCH	1130 STATE ROUTE 303	STREETSBORO	OH	44241	PORTAGE	UNITED STATES	447419	132	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277

Results: A list of branches for your depository institution: HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE (ID_RSSD: 932277).
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OK		Full Service	3669800	STRUTHERS BRANCH	32 STATE STREET	STRUTHERS	OH	44471	MAHONING	UNITED STATES	265112		HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3318582	HOWLAND BRANCH	4625 N RIVER RD	WARREN	OH	44484	TRUMBULL	UNITED STATES	431487	124	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3036327	WILLARD DOWNTOWN BRANCH	301 MYRTLE AVE	WILLARD	OH	44890	HURON	UNITED STATES	272426	108	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669855	AUSTINTOWN BRANCH	6030 MAHONING AVENUE	YOUNGSTOWN	OH	44515	MAHONING	UNITED STATES	437252	129	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669837	BOARDMAN BRANCH	7525 MARKET STREET	YOUNGSTOWN	OH	44512	MAHONING	UNITED STATES	265115	5	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669819	KIRK ROAD BRANCH	4259 KIRK ROAD	YOUNGSTOWN	OH	44511	MAHONING	UNITED STATES	265116	6	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669891	LIBERTY BRANCH	3500 BELMONT AVENUE	YOUNGSTOWN	OH	44505	TRUMBULL	UNITED STATES	265118	8	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3318555	MCCARTNEY BRANCH	2996 MCCARTNEY RD	YOUNGSTOWN	OH	44505	MAHONING	UNITED STATES	431488	125	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3669828	NEWPORT-GLEN BRANCH	4005 HILLMAN WAY	YOUNGSTOWN	OH	44512	MAHONING	UNITED STATES	265113	3	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3318591	YSU-KILCAWLEY BRANCH	ONE UNIVERSITY PLAZA	YOUNGSTOWN	OH	44555	MAHONING	UNITED STATES	431489	126	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277
OK		Full Service	3318603	BEAVER BRANCH	998 THIRD ST	BEAVER	PA	15009	BEAVER	UNITED STATES	431535	127	HOME SAVINGS AND LOAN COMPANY OF YOUNGSTOWN, OHIO, THE	932277

Form FR Y-6
United Community Financial Corp.
Youngstown, Ohio
Fiscal Year Ending December 31, 2013

Name (1)	City, State (1)	Principal Occupation (2)	Position with Bank Holding Company (3 a.)	Position with Subsidiary (3 b.)	Position Other Businesses (3 c.)	Percentage of Voting Shares Held in Holding Company (4 a.)	Percentage of Voting Shares Held in Holding Company (4 b.)	List names of other companies (4 c.)
Marty E. Adams	Youngstown, Ohio	Consultant	Director	Director	President, Marty Adams Consulting, LLC.	0.28%	N/A	N/A
Zahid Afzal	Youngstown, Ohio	Banker	Director	Director	Chief Information and Operations Executive, Capital Bank Financial Corp.	0.00%	N/A	N/A
Patrick W. Bevac	Youngstown, Ohio	Banker	President, CEO and Director	President, CEO and Director	N/A	0.41%	N/A	N/A
Richard J. Buoncure	Youngstown, Ohio	Consultant	Director	Director	Managing Partner, MAI Wealth Builders, LLC	0.44%	N/A	N/A
Lee J. Burdman	Youngstown, Ohio	Real Estate Investor	Director	Director	Managing Partner, Redstone Investments	0.31%	N/A	N/A
Scott N. Crewson	Youngstown, Ohio	Retired	Director	Director	N/A	0.17%	N/A	N/A
Scott D. Hunter	Youngstown, Ohio	Judge	Director	Director	Judge, Area & Misdemeanor Drug Courts	0.12%	N/A	N/A
Jude J. Nohra	Youngstown, Ohio	Banker	General Counsel & Secretary	Executive Vice President	N/A	0.19%	N/A	N/A
James R. Reske	Youngstown, Ohio	Banker	Treasurer and CFO	Executive Vice President	N/A	0.20%	N/A	N/A
Richard J. Schiraldi	Youngstown, Ohio	Certified Public Accountant	Chairman & Director	Chairman & Director	Partner, Cohen & Company, Certified Public Accountants	0.18%	N/A	N/A
David C. Sweet	Youngstown, Ohio	Retired	Director	Director	N/A	0.10%	N/A	N/A