Annual Report of Holding Companies—FR Y-6

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

This Report is required by law: Section 5(c)(1)(a) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT or a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

Volkert L. Zaun
Name of the Holding Company Director and Officer
President
Title of the Holding Company Director and Officer

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 Officer
02/18/2020
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

RBSDD ID: 363101

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or any 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, 2019
Month / Day / Year
N/A

Reported Legal Entity Identifier (LEI) (20-Character LEI Code)

Reported's Name, Street, and Mailing Address

Keystone Financial, Inc.
Legal Title of Holding Company
PO Box 427
(Yellow address of the Holding Company) Street / P.O. Box
Elderton PA 15736
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Sally J. Anderson
CFO
Name Title
724-354-5010
Area Code / Phone Number / Extension
724-354-2060
Area Code / FAX Number
sallyanderson@eldertonbank.com
E-mail Address
N/A

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

Is confidential treatment requested for any portion of this report submission? ☑ Yes ☐ No

In accordance with the General Instructions for this report (check only one).
1. a letter justifying this request is being provided along with the report ☑ No ☐
2. a letter justifying this request has been provided separately ... ☑ No ☐

Note: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0030), Washington, DC 20503.
Report Item

1. Annual report to shareholders

The annual report is not completed yet. It will be sent under separate cover as soon as it is completed.

2.a. Organization Chart

Keystrong Financial, Inc.
No LEI data to report.
Elderton, Pennsylvania (USA)
Incorporated in Pennsylvania

100%

Elderton State Bank
LEI 254900FKOS1L00V2UL14
Elderton, Pennsylvania (USA)
Incorporated in Pennsylvania

2.b. Domestic Branch Listing

Submitted early via email on 2-13-20
Report Item

3. Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-19

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>Cede and Company</td>
<td>USA</td>
<td>31,480 Shares (5.04%)</td>
</tr>
<tr>
<td>New York, NY, USA</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Alice Young
Kittanning, PA, USA

USA
51,000 Shares (8.16%)

Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-19

<table>
<thead>
<tr>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Name</td>
<td>City, State, Country</td>
<td>(1) Principal Occupation if other than with Holding Company</td>
</tr>
<tr>
<td>---------------------------</td>
<td>-------------------------------</td>
<td>------------------------------------------------------------</td>
</tr>
<tr>
<td>Lee J. Calarie</td>
<td>Rural Valley, PA/USA</td>
<td>Collector Retired Attorney</td>
</tr>
<tr>
<td>Frederick M. Heilman</td>
<td>Indiana, PA/USA</td>
<td>Retired Engineer Director and Chairman</td>
</tr>
<tr>
<td>Andrew C. Kimmel</td>
<td>Shelocta, PA/USA</td>
<td>Farming Director</td>
</tr>
<tr>
<td>Allen W. Lockard</td>
<td>Indiana, PA/USA</td>
<td>Retired Director</td>
</tr>
<tr>
<td>Amanda S. Knell</td>
<td>Vandergrift, PA/USA</td>
<td>N/A Vice President</td>
</tr>
<tr>
<td>James J. Szalankiewicz</td>
<td>Indiana, PA/USA</td>
<td>Engineer/Surveyor Director</td>
</tr>
</tbody>
</table>

*Percentage of Voting Shares Less Than 1%
**Report Item**

4. **Insiders**
   (1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1) Name</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Other Businesses (include names of subsidiaries)</th>
<th>(3)(c) Percentage of Voting Shares in Holding Company</th>
<th>(4)(a) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(4)(b) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pamela E. Miller</td>
<td>Attorney</td>
<td>Director</td>
<td>Director (Elderton State Bank)</td>
<td>N/A</td>
<td>4%</td>
<td>None</td>
</tr>
<tr>
<td>Indiana, PA/USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Pamela E. Miller, Attorney at Law (100%)</td>
</tr>
<tr>
<td>Ray A. Sleppy</td>
<td>N/A</td>
<td>EVP</td>
<td>CEO &amp; EVP (Elderton State Bank)</td>
<td>N/A</td>
<td>*</td>
<td>None</td>
</tr>
<tr>
<td>Penn Run, PA/USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>Volker L. Zaun</td>
<td>N/A</td>
<td>Director &amp; President</td>
<td>Director, President, and Secretary (Elderton State Bank)</td>
<td>N/A</td>
<td>*</td>
<td>None</td>
</tr>
<tr>
<td>Elderton, PA/USA</td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td>N/A</td>
</tr>
<tr>
<td>Sally J. Anderson</td>
<td>N/A</td>
<td>Secretary &amp; Vice President</td>
<td>Vice President, CFO, and Cashier (Elderton State Bank)</td>
<td>N/A</td>
<td>*</td>
<td>None</td>
</tr>
<tr>
<td>Templeton, PA/USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>Thomas W. Adamson</td>
<td>IT Consultant</td>
<td>Director</td>
<td>Director (Elderton State Bank)</td>
<td>N/A</td>
<td>*</td>
<td>None</td>
</tr>
<tr>
<td>Kittanning, PA/USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
</tbody>
</table>

*Percentage of Voting Shares Less Than 1%
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, review the data, enter 'Change' in the Data Action column, and delete the information in the Data Action column. Enter the new branch data in the 'Branch ID' and 'Location' columns.
- **Delete**: If a branch is no longer in operation, delete the branch data from the Public Bank Data File. Enter 'Delete' in the Data Action column.
- **Add**: If a new branch is being added, enter 'Add' in the Data Action column.

If printing this list, you may need to adjust your page setup to fit entire. Try using landscape orientation, page scaling, and/or legal-sized paper.

Submission Procedure:
When you are finished, send a signed copy to the FRBN. You may request additional information to make a more complete and accurate submission. Upon request, you can obtain a report of the data with the Data Action column.

Note:
- To satisfy the FFIEC reporting requirements, you must submit the FFIEC Form 5-11 report to FRBN. This report must be submitted in a hard copy format or via the FFIEC Online Application - https://www.ffiec.gov/datasources/FRBN-FFIEC-5-11.

Data Action | Effective Date | Branch Name Type | Branch ID | State | County | Zip Code | City | County | State | Zip Code | City |
--- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
OK | 524422 | 240106 | ELOCTON STATE BANK | 100 MAIN STREET | ELOCTON | PA | 15755 | ARMSTRONG | UNITED STATES | Not Required | Not Required | ELOCTON STATE BANK | 252524 |
OK | Full Service | 240106 | ELOCTON STATE BANK | 100 MAIN STREET | ELOCTON | PA | 15755 | ARMSTRONG | UNITED STATES | Not Required | Not Required | ELOCTON STATE BANK | 252524 |
OK | Full Service | 240106 | RURAL VALLEY BRANCH | 750 W. MAIN ST | RURAL VALLEY | PA | 15755 | ARMSTRONG | UNITED STATES | Not Required | Not Required | ELOCTON STATE BANK | 252524 |