

Board of Governors of the Federal Reserve System



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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102 (a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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 formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Thomas Bailey

Name of the Holding Company Director and Official

Director, President & Chief Executive Officer

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.

Thomas Bailey

Signature of Holding Company Director and Official

12/02/2024

Date of Signature

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

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 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, 2024

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Mutual Holding Company of Western Pennsylvania

Legal Title of Holding Company

411 McMurray Road

(Mailing Address of the Holding 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:

Dave Hrycko

SVP-Chief Accounting Ofc.

Name

Title

412-409-9100, ext 249

Area Code / Phone Number / Extension

412-308-2097

Area Code / FAX Number

dhrycko@brentwoodbank.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?

0=No

1=Yes

0

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

☐

2. a letter justifying this request has been provided separately ...

☐

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

Report Item 1: Annual Report to Shareholders

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

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- ☒ Yes ☐ No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- ☐ Yes ☒ No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing

- ☒ Yes ☐ No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders

- ☐ Yes ☒ No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- ☒ Yes ☐ No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Form FR Y-6
Mutual Holding Company of Western Pennsylvania
Bethel Park, PA
Fiscal Year Ending March 31, 2024

2b. Domestic Branch Listing

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*	Comments
OK		Full Service (Head Office)	534877	BRENTWOOD BANK	411 MCMURRAY ROAD	BETHEL PARK	PA	15102	ALLEGHENY	UNITED STATES	Not Required	Not Required	BRENTWOOD BANK	534877	
OK		Full Service	2140254	BETHEL PARK BRANCH	401 MCMURRAY ROAD	BETHEL PARK	PA	15102	ALLEGHENY	UNITED STATES	Not Required	Not Required	BRENTWOOD BANK	534877	
OK		Limited Service	4467478	MOBILE BRANCH	411 MCMURRAY ROAD	BETHEL PARK	PA	15102	ALLEGHENY	UNITED STATES	Not Required	Not Required	BRENTWOOD BANK	534877	
OK		Full Service	2837675	SOUTH PARK SHOPS BRANCH	5259 LIBRARY ROAD	BETHEL PARK	PA	15102	ALLEGHENY	UNITED STATES	Not Required	Not Required	BRENTWOOD BANK	534877	
OK		Full Service	5010095	CROSSINGS @ SOUTH FAYETTE	3039 WASHINGTON PIKE	BRIDGEVILLE	PA	15017	ALLEGHENY	UNITED STATES	Not Required	Not Required	BRENTWOOD BANK	534877	
OK		Full Service	2849294	BRENTWOOD BRANCH	3635 BROWNSVILLE ROAD	PITTSBURGH	PA	15227	ALLEGHENY	UNITED STATES	Not Required	Not Required	BRENTWOOD BANK	534877	
OK		Full Service	725376	BEAVER BRANCH	303 LEOPARD LANE	WEST BRIDGEWATER	PA	15009	BEAVER	UNITED STATES	Not Required	Not Required	BRENTWOOD BANK	534877	
ADD	20-Nov-23	Full Service		WEXFORD BRANCH	1001 VILLAGE RUN ROAD	WEXFORD	PA	15090	ALLEGHENY	UNITED STATES	Not Required	Not Required	BRENTWOOD BANK	534877	

4. Insiders

(1) Name, City, State, Country	(2) Principal Occupation If other than with Holding Company	(3a) Title & Position With Holding Company	(3b) Title & Position With Subsidiaries (include names of subsidiaries)	(3c) Title & Position With Other Businesses (include names of other businesses)	(4a) Percentage of Voting Shares in Holding Company	(4b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting shares held
Richard W. Talarico, Bethel Park, PA USA	Partner of a private investment and management company (Hawthorne Group)	Chairman of the Board, Trustee	Director (Brentwood Bank), Chairman of the Bank	Partner (Hawthorne Group) Director (Jefferson Regional Foundation) Director (Jefferson Hospital) Director (Allegheny Health Network)	N/A	N/A	N/A
William G. Batz, Pittsburgh, PA USA	Retired	Trustee	Director (Brentwood Bank)	N/A	N/A	N/A	N/A
Gordon M. Edwards, McMurray, PA USA	Treasurer of lumber and building supply company (Brookside Lumber & Supply Co, Inc.)	Trustee	Director (Brentwood Bank)	Treasurer (Brookside Lumber & Supply Co, Inc.)	N/A	N/A	Brookside Lumber & Supply Co, Inc. (25%)
Ronald E. Hobbs, Lake Mary, FL USA	Retired	Trustee	Director (Brentwood Bank)	N/A	N/A	N/A	N/A
Tracy L. Klink, Bethel Park, PA USA	Managing Director of a business intelligence firm (Klink and Company, Inc.)	Trustee	Director (Brentwood Bank)	Managing Director (Klink and Company, Inc.)	N/A	N/A	N/A
Alexis J. Steals Pittsburgh, PA USA	Chief Operating Officer— The Advance Leadership Institute	Trustee	Director (Brentwood Bank)	Senior Consultant and Project Manager (ADS Treasury Services) Board of Directors (Penn Hills School of Entrepreneurship)	N/A	N/A	N/A

				<p>Board of Directors (Jack and Jill of America Foundation)</p> <p>Board of Directors/Development Committee Chair (Healthy Start Incorporated)</p> <p>Board of Directors (Treasure House Fashions)</p> <p>Regional Executive Board (Jack and Jill Eastern Region)</p> <p>Pittsburgh Chapter President (Jack and Jill of America, Inc)</p>			
Mark E. Nelson Aliquippa, PA USA	Transportation coordination (Masonic Village at Sewickley)	Trustee	Director (Brentwood Bank)	N/A	N/A	N/A	N/A
Summer C. Fowler Cranberry, PA USA	Senior VP of Cybersecurity & IT (AV Company)	Trustee	Director (Brentwood Bank)	<p>Senior VP of Cybersecurity & IT (AV Company)</p> <p>Board member (PAWomenWork)</p> <p>Independent Advisor to Risk Committee (Acadiasoft)</p>	N/A	N/A	N/A

(1) Name, City, State, Country	(2) Principal Occupation If other than with Holding Company	(3a) Title & Position With Holding Company	(3b) Title & Position With Subsidiaries (include names of subsidiaries)	(3c) Title & Position With Other Businesses (include names of other businesses)	(4a) Percentage of Voting Shares in Holding Company	(4b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting shares held
Joshua A. Pollard Pittsburgh, PA USA	Managing Partner, President & CEO of a private equity firm (Omicelo)	Trustee	Director (Brentwood Bank)	Managing Partner, President & CEO (Omicelo LLC) Officer (Omicelo Investments LLC) Officer (Omicelo Real Estate LLC) Officer (Omicelo Health Inc.) Officer (Omicelo RE II LP) Officer (Omicelo Construction Group LLC) Officer (Ephraim Analytics LLC) Officer (Omicelo Development LLC) Officer (Omicelo Fund II LLC) Officer (Tulpehocken GP LLC) Officer (Mosaic Berks GP LLC) Officer (908 Bryn Mawr LLC) Officer (1109 Arlington LLC) Officer (1202 Wood LLC) Officer (East Baltimore Investments LLC) Officer (East Baltimore Investments II LLC) Officer (East Baltimore Investments III LLC) Officer (Esperanza Homewood LLC) Officer (Long Vist Properties LLC) Officer (Mosaic Berks LP) Officer (Omicelo RE I LP) Officer (Pigtown Portfolio LLC) Officer (Pigtown Portfolio II LLC) Officer (Tulpehocken Philadelphia LP) Officer (Satellite Properties LLC) Director (Ryan Shazier Fund for Spinal Rehabilitation) Director (Pittsburgh Gateways Corporation) Director (Omicelo Cares Inc.)	N/A	N/A	Omicelo LLC (84.5%) Omicelo Investments LLC (51%) Omicelo Real Estate LLC (51%) Omicelo Health Inc. (51%) Omicelo RE II LP (42.3%) Omicelo Construction Group LLC (84.7%) Ephraim Analytics LLC (85.5%) Omicelo Development LLC (84.5%) Omicelo Fund II LLC (84.5%) Officer, Tulpehocken GP LLC (63.6%) Officer, Mosaic Berks GP LLC (63.4%)

(1) Name, City, State, Country	(2) Principal Occupation If other than with Holding Company	(3a) Title & Position With Holding Company	(3b) Title & Position With Subsidiaries (include names of subsidiaries)	(3c) Title & Position With Other Businesses (include names of other businesses)	(4a) Percentage of Voting Shares in Holding Company	(4b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting shares held
Anthony L. Zimmer, Bethel Park, PA USA	President of a printing company (Bethel Park Printing, Inc.)	Trustee	Director (Brentwood Bank)	President (Bethel Park Printing, Inc.)	N/A	N/A	Bethel Park Printing, Inc. (52%)
Thomas Bailey Bethel Park, PA USA	Director, President & CEO (Brentwood Bank)	Trustee, President & CEO	Director, President & CEO (Brentwood Bank) Director & President (McMurray Development, Inc.)	Director (Federal Home Loan Bank of Pittsburgh)	N/A	N/A	N/A
Dave Hrycko Bethel Park, PA USA	Senior Vice President, Chief Accounting Officer, and Treasurer. (Brentwood Bank)	Vice President & Treasurer	Senior Vice President, Chief Accounting Officer, and Treasurer (Brentwood Bank) Director & Treasurer (McMurray Development, Inc.) Manager & Secretary (HC Realty I, LLC) Manager & Secretary (HC Realty II, LLC) Manager & Treasurer (Pinecone Real Estate Holdings, LLC)	N/A	N/A	N/A	N/A
Carrie Havas Mt. Lebanon, PA USA	Senior Vice President, Chief Risk Officer, and Secretary. (Brentwood Bank)	Vice President & Secretary	Senior Vice President, Chief Risk Officer, and Secretary (Brentwood Bank) Director & Secretary (McMurray Development, Inc.)	N/A	N/A	N/A	N/A

			Manager & President (HC Realty I, LLC) Manger & President (HC Realty II, LLC) Manager & Secretary (Pinecone Real Estate Holdings, LLC)				
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