

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)(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.

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.

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.

Date of Report (top-tier holding company's fiscal year-end):

September 30, 2013

Month / Day / Year

I, **Neil D. Bassi**

Reporter's Name, Street, and Mailing Address

Charleroi Financial MHC

Name of the Holding Company Director and Official

Chairman of the Board, President/CEO

Legal Title of Holding Company

101 McKean Avenue / PO Box 209

Title of the Holding Company Director and Official

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

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.

Charleroi

PA

15022

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert S. Erdely

Vice President of Finance

Name

Title

724-483-3566 290

Area Code / Phone Number / Extension

724-483-9436

Area Code / FAX Number

rdeldy@charleroi-federal.com

E-mail Address

Signature of Holding Company Director and Official

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

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

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

For Federal Reserve Bank Use Only
RSSD ID **3531269**
C.I. _____

For Use By Tiered Holding Companies

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

CF Financial Corporation

Legal Title of Subsidiary Holding Company

101 McKean Avenue / PO Box 209

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

Charleroi PA 15022
City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

Physical location (if different from mailing address)

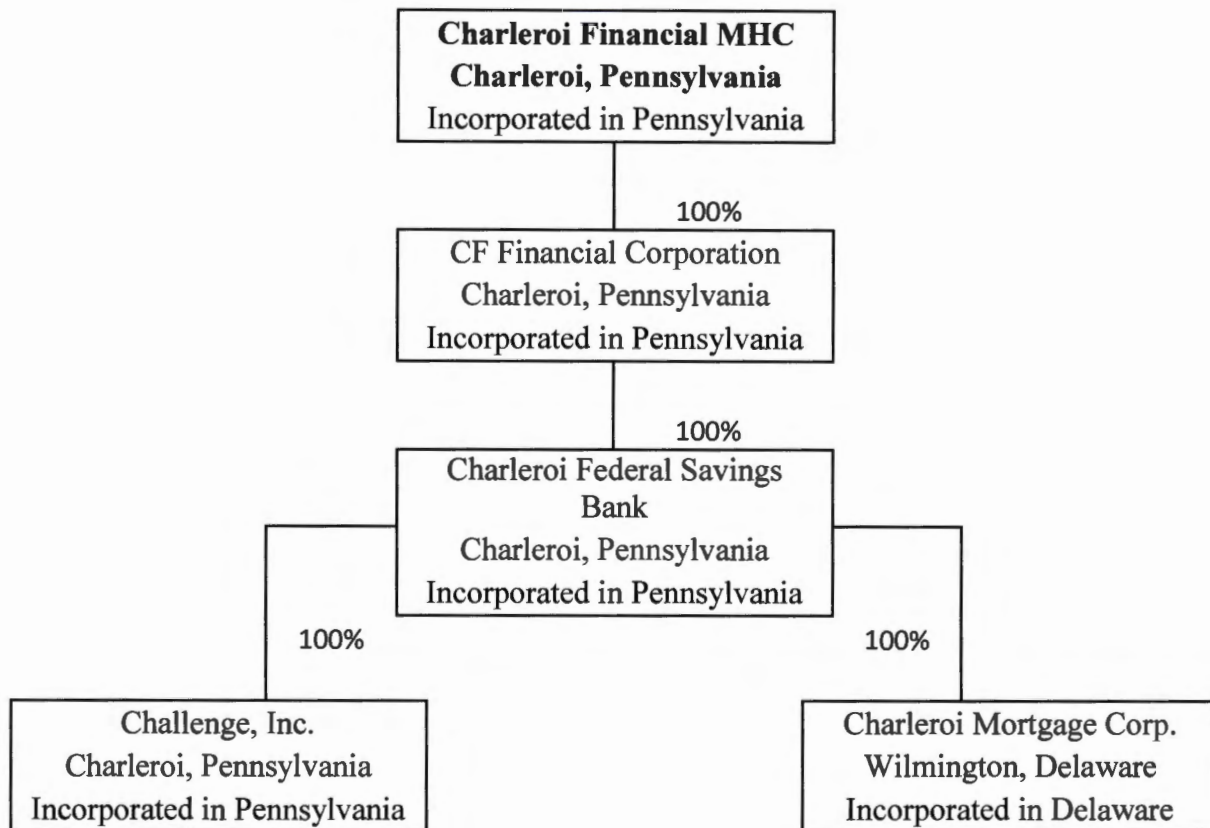
Form FR Y-6

**Charleroi Financial MHC
Charleroi, Pennsylvania
Fiscal Year Ending September 30, 2013**

Report Item

1: The savings and loan holding company does not prepare an annual report for securities holders and is not registered with the SEC.

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank.

3: Charleroi Financial MHC is a Mutual Holding company and has not issued any Stock and therefore has no Securities Holders.

Charleroi Financial MHC is the sole share holder and owns 100% of CF Financial Corporation's Common Stock.

CF Financial Corporation is the sole share holder and owns 100% of Charleroi Federal Savings Bank's Common Stock.

4: No Insiders own any Stock.

Results: A list of branches for your holding company: CHARLEROI FINANCIAL MHC (3831269) of CHARLEROI, PA.
The data are as of 09/30/2013. Data reflects information that was received and processed through 10/06/2013.

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 Procedures

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*	Comments
OK		Full Service (Head Office)	100777	CHARLEROI FEDERAL SAVINGS BANK	101 MCKEAN AVENUE	CHARLEROI	PA	15022	WASHINGTON	UNITED STATES	42506		CHARLEROI FEDERAL SAVINGS BANK	100777	
Change	12/17/2013	Full Service	4142298	ROSTRAVER BRANCH	1652 ROSTRAVER ROAD	BELLE VERNON	PA	15012	WESTMORELAND	UNITED STATES	276746	101	CHARLEROI FEDERAL SAVINGS BANK	100777	FR Y-10 Sent 12/17
OK		Full Service	4142243	BENTLEYVILLE BRANCH	919 MAIN STREET	BENTLEYVILLE	PA	15314	WASHINGTON	UNITED STATES	276745	100	CHARLEROI FEDERAL SAVINGS BANK	100777	
OK		Full Service	4142252	CONNELLSVILLE BRANCH	205 SOUTH ARCH STREET	CONNELLSVILLE	PA	15425	FAYETTE	UNITED STATES	276744	1	CHARLEROI FEDERAL SAVINGS BANK	100777	
OK		Full Service	3398360	HEMPFIELD BRANCH	105 WALTON TEA ROOM RD.	GREENSBURG	PA	15601	WESTMORELAND	UNITED STATES	440508	104	CHARLEROI FEDERAL SAVINGS BANK	100777	
OK		Full Service	4142270	PETERS TOWNSHIP BRANCH	622 EAST MCMURRAY ROAD	MCMURRAY	PA	15317	WASHINGTON	UNITED STATES	440509	105	CHARLEROI FEDERAL SAVINGS BANK	100777	
OK		Full Service	4142261	MONONGAHELA BRANCH	1220 WEST MAIN STREET	MONONGAHELA	PA	15063	WASHINGTON	UNITED STATES	276747	102	CHARLEROI FEDERAL SAVINGS BANK	100777	
OK		Full Service	4142421	SEVEN FIELDS BRANCH	101 HIGHPOINTE BOULEVARD	SEVEN FIELDS	PA	16046	BUTLER	UNITED STATES	276748	103	CHARLEROI FEDERAL SAVINGS BANK	100777	
OK		Full Service	4142430	WASHINGTON BRANCH	730 EAST BEAU STREET	WASHINGTON	PA	15301	WASHINGTON	UNITED STATES	491982	106	CHARLEROI FEDERAL SAVINGS BANK	100777	