

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND

2014 MAR 26 A 10:43

STATISTICS & ANALYSIS
DEPARTMENT



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):

December 31, 2013

Month / Day / Year

I, Patrick G. O'Brien

Name of the Holding Company Director and Official

Chief Executive Officer and President

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

FedFirst Financial Corporation

Legal Title of Holding Company

565 Donner Ave. P.O. Box 369

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

Monessen PA 15062

City State Zip Code

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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Daniel Lutz V.P. - Controller / Treasurer

Name Title

724-684-6800 26

Area Code / Phone Number / Extension

724-684-5680

Area Code / FAX Number

dlutz@firstfederalbank.net

E-mail Address

www.firstfederal-savings.com

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

Paul G. O'Brien

Signature of Holding Company Director and Official

3/25/14

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 3831296

C.I.

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 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.

N/A

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)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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Physical location (if different from mailing address)

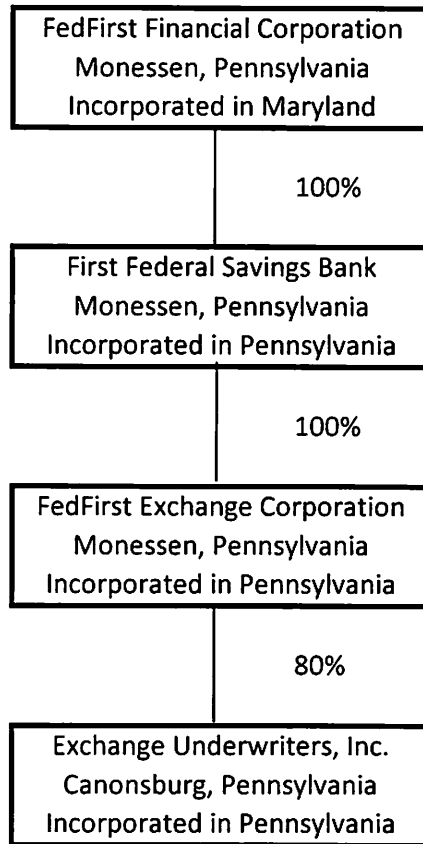
Form FR Y-6

FedFirst Financial Corporation
Monessen, Pennsylvania
Fiscal Year Ending December 31, 2013

Report Item

1: The savings and loan holding company prepares an annual report for its securities holders and is registered with the SEC. Annual Report will be provided upon request.

2a: Organizational Chart



2b: Domestic branch listing submitted via e-mail to the Federal Reserve Bank on March 21, 2014.

Result: A list of branches for your depository institution: FIRST FEDERAL SAVINGS BANK, ID: RSSD: 9269771.
 This depository institution is held by FEDERAL FINANCIAL CORPORATION (3831296) of MONESSEN, PA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 5/17/2014.

Recent Dates 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.

Submitting Depositors

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 - <http://fr10online.federalreserve.gov>

* FDIC UNNUM, 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 UNNUM*	Office Number*	Head Office	Head Office ID - RSSD*	Comments
OK		Full Service (Head Office)	9269771	FIRST FEDERAL SAVINGS BANK	545 DONATEL AVENUE	LACHESSE	PA	15083	WESTMORELAND	UNITED STATES	43777	0	FIRST FEDERAL SAVINGS BANK	9269771	
OK		Full Service	4148304	ROSTRAVER BRANCH	1870 BROADWAY	DELE VERDON	PA	15012	WESTMORELAND	UNITED STATES	277807	7	FIRST FEDERAL SAVINGS BANK	9269771	
OK		Full Service	4148497	PETERS TOWNSHIP BRANCH	3515 WASHINGTON RD	MACLEARY	PA	15317	WASHINGTON	UNITED STATES	518499	104	FIRST FEDERAL SAVINGS BANK	9269771	
OK		Full Service	4148465	MONONGAHELA BRANCH	235 W MAIN ST	MONONGAHELA	PA	15063	WASHINGTON	UNITED STATES	277806	1	FIRST FEDERAL SAVINGS BANK	9269771	
OK		Full Service	4148483	PI RICHMOND BRANCH	101 HIDE PI RICHMONCE ST	PI RICHMOND	PA	15473	FAYETTE	UNITED STATES	277811	102	FIRST FEDERAL SAVINGS BANK	9269771	
OK		Full Service	4148213	UMONTOWN BRANCH	543 W MAIN ST	UMONTOWN	PA	15403	FAYETTE	UNITED STATES	277808	7	FIRST FEDERAL SAVINGS BANK	9269771	
OK		Full Service	4148322	WASHINGTON BRANCH	95 W BEAU ST	WASHINGTON	PA	15301	WASHINGTON	UNITED STATES	518498	103	FIRST FEDERAL SAVINGS BANK	9269771	

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FedFirst Financial Corporation
Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			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		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Stilwell Value Partners I, L.P., Stilwell Activist Fund, L.P., Stilwell Activist Investments, L.P., Stilwell Partners, L.P., Stilwell Value LLC, and Joseph Stilwell New York, New York, USA	USA USA USA USA USA USA	230,798 - 10.0% Common Stock			
Ryan Heslop, Ariel Warszawski, Firefly Value Partners, LP, FVP GP, LLC, Firefly Management Company GP, LLC and FVP Master Fund, L.P. New York, New York, USA	USA USA USA USA USA Cayman Islands	149,010 - 6.4% Common Stock			

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Fiscal Year Ending December 31, 2013

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1)(a) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names or subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnership if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Patrick G. O'Brien Amity, PA, USA	N/A	Chief Executive Officer, President and Director	<u>President and Chief Executive Officer</u> First Federal Savings Bank FedFirst Exchange Corporation Exchange Underwriters	<u>Chairman & Director</u> Washington Co. Hospital Foundation Washington Co. Chamber of Commerce <u>Treasurer & Director</u> West Penn Power Sustainable Energy Fund <u>Director</u> North Bethlehem Township Planning Comm. Economic Growth Connections of Westmoreland County Penn State Cooperative Extension Pennsylvania Assn. of Community Bankers <u>Partner/Member</u> Lone Pine Capital, LP Washpa Capital, LLC	3.1%	N/A	N/A
John J. LaCarte Belle Vernon, PA, USA	President Model Cleaners, Uniforms, Apparel LLC	Director	<u>Director</u> First Federal Savings Bank FedFirst Exchange Corporation Exchange Underwriters	<u>President</u> LaCarte Development Co. Fratelli Partners LP 2011 Model Development I LLC 2011 Model Development II LLC 2011 Model Development III LLC <u>Secretary</u> LaCarte Enterprises Inc. <u>General Partner</u> 2011 Alta Vista Investments I LP 2011 Alta Vista Investments II LP Bella Vista Farms, LP <u>Trustee</u> 2003 Irrevocable Family Trust for John V. & Mary Ann LaCarte John J. LaCarte Family Trust <u>Director</u> MMIDA Inc. Washington County Chamber of Commerce	1.5%	N/A	<u>100%</u> LaCarte Development Co. 2011 Model Development I LLC 2011 Model Development II LLC 2011 Model Development III LLC
David L. Wohleber Bethel Park, PA, USA	President Gifts & Goodies Inc.	Director	<u>Director</u> First Federal Savings Bank FedFirst Exchange Corporation Exchange Underwriters	<u>Director</u> Eat N Park Hospitality Group St. Barnabus Health System River City Brass Band <u>Director/President</u> Lighthouse Cove Condo Assn	1.1%	N/A	<u>92%</u> Gifts & Goodies Inc.

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FedFirst Financial Corporation
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1)(a) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names or subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnership if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
John M. Kish Pittsburgh, PA, USA	President JMK Consulting Services, Inc.	Director	<u>Director</u> First Federal Savings Bank FedFirst Exchange Corporation Exchange Underwriters	N/A	1.1%	N/A	<u>100%</u> JMK Consulting Services, Inc.
Richard B. Boyer Pittsburgh, PA, USA	President and Chief Operating Officer Exchange Underwriters, Inc.	Director	<u>Director</u> First Federal Savings Bank FedFirst Exchange Corporation Exchange Underwriters <u>Vice President - Insurance Operations</u> First Federal Savings Bank	<u>Director</u> ACL D Tillotson School	1.1%	20% (Exchange Underwriters)	N/A
R. Carlyn Belczyk Monessen, PA, USA	Shareholder/Secretary/Treasurer Guthrie, Belczyk & Associates, PC	Director	<u>Director</u> First Federal Savings Bank FedFirst Exchange Corporation Exchange Underwriters	<u>Vice Chairman</u> Monongahela Valley Hospital, Inc. Mon Vale Health Resources, Inc. <u>Director</u> Southwestern PA Human Services, Inc.	Less than 1.0%	N/A	<u>50%</u> Guthrie, Belczyk & Associates, PC
Henry B. Brown III Pittsburgh, PA, USA	N/A	N/A	<u>Senior Vice President / Chief Lending Officer</u> First Federal Savings Bank	<u>President</u> Bunnies Brown Productions, LLC	Less than 1.0%	N/A	<u>30%</u> Bunnies Brown Productions, LLC
John M. Swiatek Pittsburgh, PA, USA	Managing Director Innovation Sports & Entertainment a Division of The Innovation Group	Director	<u>Director</u> First Federal Savings Bank FedFirst Exchange Corporation Exchange Underwriters	<u>Director</u> Washington County Hospital Foundation Washington County Chamber of Commerce Southwest Corner Work Force Investment Board <u>Single Member</u> JMS Advisors, LLC	Less than 1.0%	N/A	<u>100%</u> JMS Advisors, LLC
Jamie L. Prah Elizabeth, PA, USA	N/A	Senior Vice President Chief Financial Officer Assistant Corporate Secretary	Senior Vice President, Chief Financial Officer <u>and Assistant Corporate Secretary</u> First Federal Savings Bank <u>Senior Vice President / Chief Financial Officer</u> FedFirst Exchange Corporation Exchange Underwriters	<u>Director</u> Mon-Vale Health Resources, Inc. Monongahela Valley Hospital	1.0%	N/A	N/A

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Fiscal Year Ending December 31, 2013

Report Item 4: Insiders
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Jennifer L. George Pittsburgh, PA, USA	N/A	Corporate Secretary	Senior Vice President, Chief Risk Officer and <u>Corporate Secretary</u> First Federal Savings Bank <u>Secretary</u> FedFirst Exchange Corporation Assistant Corporate Secretary Exchange Underwriters	<u>Treasurer</u> Brentwood Athletic Boosters	Less than 1.0%	N/A	N/A
Daniel Lutz Pittsburgh, PA, USA	N/A	Treasurer	<u>Vice President / Controller & Treasurer</u> First Federal Savings Bank	N/A	Less than 1.0%	N/A	N/A
Diane L. Merrick Oakdale, PA, USA	Commercial Lines Manager Exchange Underwriters, Inc.	N/A	<u>Secretary</u> Exchange Underwriters, Inc.	N/A	Less than 1.0%	N/A	N/A
Joseph D. Stilwell New York, New York, USA	N/A	N/A	N/A	N/A	10.0%	** N/A	N/A

** Note: Although Joseph Stilwell is not a director or officer of the holding company (FedFirst Financial Corporation), information must be provided because he is considered a "principal securities holder" of the holding company.
The "principal securities holder" is defined in the FR Y-6 instructions.