

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies — FR Y-6

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 2013 DEC 27 PM 4:19
 FEDERAL RESERVE BANK
 OF CLEVELAND

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, **Timothy K. Zimmerman**

Name of the Holding Company Director and Official

President, CEO & Director

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.

Reporter's Name, Street, and Mailing Address

Standard Financial Corp.

Legal Title of Holding Company

2640 Monroeville Blvd.

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

Monroeville PA 15146

City State Zip Code

4785 Old William Penn Highway, Export, PA 15632

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:

Colleen M. Brown

CFO

Name

Title

412-856-0363

Area Code / Phone Number / Extension

412-856-2344

Area Code / FAX Number

cbrown@standardbankpa.com

E-mail Address

www.standardbankpa.com

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

Signature of Holding Company Director and Official

12/18/2013

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
 C.I.

4183442

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.

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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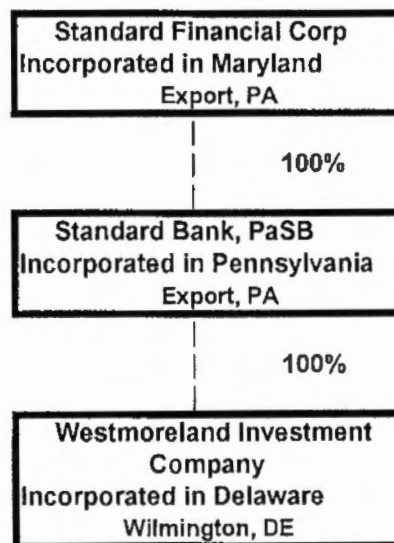
Form FR Y - 6

Standard Financial Corp.
Export, Pennsylvania
Fiscal Year Ending September 30, 2013

Report Item:

1. Standard Financial Corp. prepares an annual report for its securities holders.
Form 10-K filed December 19, 2013

2a. Organization Chart



- 2b. Branch List submitted via e-mail on December 17, 2013

Form FR Y - 6

Standard Financial Corp
 Export, Pennsylvania
 Fiscal Year Ending September 30, 2013

Report Item 3: Shareholders

1.a. 1.b. 1.c., 2.a. 2.b. 2.c.

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 9-30-13			Shareholders 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 9-30-13		
1.a. Name & Address (City, State, Country)	1.b. Country of Citizenship or Incorporation	1.c. Number and Percentage of Each Class of Voting Securities	2.a. Name & Address (City, State, Country)	2.b. Country of Citizenship or Incorporation	2.c. Number and Percentage of Each Class of Voting Securities
Sandler O'Neill Asset Management, LLC New York, NY	USA	309,600 - 9.95% Common Stock	N/A	N/A	N/A
Standard Bank, PaSB ESOP Monroeville, PA	USA	277,886 - 8.93% Common Stock			
Raffles Associates New York, NY	USA	239,508 - 7.70% Common Stock			
Wellington Management Company, LLP Boston MA	USA	229,461 - 7.38% Common Stock			
Ithan Creek Master Investors LP c/o Wellington Management Company, LLP Boston MA	Cayman Islands	167,516 - 5.38% Common Stock			

Standard Financial Corp.
Export, Pennsylvania
Fiscal Year Ending September 30, 2013

Report Item 4: Insiders

1., 2., 3., a, b, c and 4. a, b, c.

1. Name & Address (City, State, Country)	2. Principal Occupation if other than with Bank Holding Company	3. a. Title & Position with Bank Holding Company	3. b. Title & Position with Subsidiaries (include names of subsidiaries) (All positions below are with Standard Bank, PaSB)	3. c. Title & Position with Other Businesses (include names of other businesses)	4. a. Percentage of Voting Shares in Bank Holding Company	4. b. Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	4. c. List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Terence L. Graft Greensburg, PA	Owner, Kepple-Graft Funeral Home, Inc.	Trustee	Director and Vice Chairman	President - Kepple-Graft Funeral Home	1.05%	N/A	Kepple-Graft Funeral Home, Inc.(100%)
Horace G. Cofer Murrysville, PA	President, Horace Cofer Associates, Inc.	Trustee	Director	President, Horace Cofer Associates, Inc.	0.34%	N/A	Horace Cofer Associates, Inc. (100%) Hire Golden, Inc. (20%)
Dale A. Walker Mt. Pleasant, PA	CPA, Dale A. Walker C.P.A.	Trustee	Director	Director and Treasurer, Penn Laurel Holdings	1.05%	N/A	N/A
Dave Mathews LaVale, MD	Banking, Standard Bank, PaSB	Trustee	Director	N/A	1.28%	N/A	N/A
William T. Ferri Murrysville, PA	Chairman & CEO, Ferri Enterprises, Inc.	Trustee	Director	President, Ferri Supermarkets, Inc. VP, Ferri Land Company VP, Franklin Plaza, Inc. VP, Lamplighter Inc. Secretary, Value Drug Company	1.00%	N/A	Ferri Enterprises Inc. (30%) Ferri Supermarkets Inc. (38%) Franklin Plaza Inc. (25%)
Thomas J. Rennie Ligonier, PA	CPA, Thomas J. Rennie, CPA PC	Trustee	Director	N/A	0.50%	N/A	N/A
Timothy K. Zimmerman Pittsburgh, PA	Banking, Standard Bank, PaSB	Trustee, President and Chief Executive Officer	Director, President and Chief Executive Officer	N/A	2.22%	N/A	N/A
Colleen M. Brown Pittsburgh, PA	Banking, Standard Bank, PaSB	Senior Vice President, Chief Financial Officer, and Treasurer	Senior Vice President, Chief Financial Officer, and Treasurer	N/A	1.27%	N/A	N/A
Paul Knapp Trafford, PA	Banking, Standard Bank, PaSB	Senior Vice President, Chief Commercial Lending Officer	Senior Vice President, Chief Commercial Lending Officer	N/A	1.05%	N/A	N/A
Susan A. Parente Pittsburgh, PA	Banking, Standard Bank, PaSB	Vice President and Controller	Vice President and Controller	N/A	0.38%	N/A	N/A

Results: A list of branches for your depository institution: STANDARD BANK, PASB (ID_RSSD: 811279).
 This depository institution is held by STANDARD FINANCIAL CORP (4183442) of EXPORT, 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 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*	Comments
OK		Full Service (Head Office)	811279	STANDARD BANK, PASB	4785 OLD WILLIAM PENN HIGHWAY	EXPORT	PA	15632	WESTMORELAND	UNITED STATES	40591	0	STANDARD BANK, PASB	811279	
CHANGE	11/13/2013	Limited Service	3228814	CUMBERLAND BRANCH	200 NORTH MECHANIC STREET	CUMBERLAND	MD	21502	ALLEGANY	UNITED STATES	365746	15	STANDARD BANK, PASB	811279	
OK		Full Service	2604475	LAVALE BRANCH	1275 NATIONAL HIGHWAY	LAVALE	MD	21502	ALLEGANY	UNITED STATES	215860	14	STANDARD BANK, PASB	811279	
OK		Full Service	4262767	GREENSBURG OFFICE	5150 ROUTE 30	GREENSBURG	PA	15601	WESTMORELAND	UNITED STATES	518775	16	STANDARD BANK, PASB	811279	
OK		Full Service	3669079	HYNDMAN BRANCH	3945 CENTER STREET	HYNDMAN	PA	15545	BEDFORD	UNITED STATES	4890	12	STANDARD BANK, PASB	811279	
OK		Full Service	2314448	LIGONIER BRANCH	211 WEST MAIN ST.	LIGONIER	PA	15658	WESTMORELAND	UNITED STATES	263305	3	STANDARD BANK, PASB	811279	
OK		Full Service	2314402	MONROEVILLE BRANCH	2640 MONROEVILLE BLVD.	MONROEVILLE	PA	15146	ALLEGHENY	UNITED STATES	263303	1	STANDARD BANK, PASB	811279	
OK		Full Service	2866853	900 SUMMIT RIDGE PLAZA	901 ROUTE 819 SOUTH	MOUNT PLEASANT	PA	15666	WESTMORELAND	UNITED STATES	263310	8	STANDARD BANK, PASB	811279	
OK		Full Service	2314457	MOUNT PLEASANT BRANCH	659 WEST MAIN STREET	MOUNT PLEASANT	PA	15666	WESTMORELAND	UNITED STATES	263304	2	STANDARD BANK, PASB	811279	
OK		Full Service	2314466	SCOTTDALÉ BRANCH	100 PITTSBURGH ST.	SCOTTDALÉ	PA	15683	WESTMORELAND	UNITED STATES	263309	7	STANDARD BANK, PASB	811279	