

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):

June 30, 2013

Month / Day / Year

I, **Brian J. Smith**

Name of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

WFSB Mutual Holding Company

Legal Title of Holding Company

190 North Main Street

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

Washington

PA

15301

City

State

Zip Code

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:

Janet L. Brandtonies

Vice President/Controller

Name

Title

724-206-1035

Area Code / Phone Number / Extension

724-229-8867

Area Code / FAX Number

jbrandtonies@mywashingtonfinancial.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

For Federal Reserve Bank Use Only

RSSD ID

3831326

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.

WFSB, Inc.

Legal Title of Subsidiary Holding Company

190 North Main Street

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

Washington

PA

15301

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

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City

State

Zip Code

Physical location (if different from mailing address)

Memorandum

To: Federal Reserve Bank of Cleveland

From: Janet Brandtonies

Date: 09/30/13

Re: FR Y-6

FR Y-6 Annual Report of Holding Companies

Item 1. Annual Report to Shareholders – Will be sent under separate cover

Item 2a. Organization Chart – See Attached

Item 2b. Domestic Branch Listing – See Attached

Item 3. Securities Holders – Not Applicable

Item 4. Insiders – See Attached

**WFSB Mutual Holding Company and Subsidiaries
Corporate Structure Chart**

Prepared by: Suzanne L. Taylor
Sr. Vice President/Secretary
September 19, 2013

WFSB Mutual Holding Company
190 North Main Street, 4th Floor
Washington, Pennsylvania
State of Incorporation: Pennsylvania
Activities
Federal Mutual Savings and Loan Holding Company
100% Ownership of WFSB, Inc.

WFSB, Inc.
190 North Main Street, 4th Floor
Washington, Pennsylvania
State of Incorporation: Pennsylvania
Activities
Federal Interim Stock Savings Bank
100% Ownership of Washington Financial Bank

Washington Financial Bank
77 South Main Street
Washington, Pennsylvania
State of Incorporation: Pennsylvania
Activities
State Chartered Savings Bank
100% Ownership of Washington First Corporation;
Financial & Tax Consultants, Inc.; Washington Settlement
Services, Inc.; and WFSB Management, Inc.

Washington First Corporation
190 North Main Street, 4th Floor
Washington, Pennsylvania
State of Incorporation: Pennsylvania
Activities
Wholly-owned service corporation of the Bank,
having partial ownership of several low income
elderly housing developments.*

Financial & Tax Consultants, Inc.
190 North Main Street, 4th Floor
Washington, Pennsylvania
State of Incorporation: Pennsylvania
Activities
Wholly-owned service corporation
of the Bank, formed to develop
other financial services. Currently inactive.

Washington Settlement Services, Inc.
190 North Main Street, 1st Floor
Washington, Pennsylvania
State of Incorporation: Pennsylvania
Activities
Wholly-owned service corporation of the Bank,
formed to provide loan closing and Title
insurance services.

WFSB Management, Inc.
1105 North Market Street
Wilmington, Delaware
State of Incorporation: Delaware
Activities
Delaware Investment Holding Company
Wholly-owned service corporation of the Bank,
formed to improve asset management through
investments.

*Canon Apartments, L.P. – Washington, PA – 24%
New Eagle Senior Apartments, L.P. – Washington, PA – 24%
Burgettstown Elderly Apartments, L.P. – Washington, PA – 24%
&Crest Avenue Apartments, L.P. – Washington, PA – 24%
430 Valleybrook Road, L.P. – McMurray, PA – 30%

Form FR Y-6
WFSB Mutual Holding Company
Fiscal Year Ending June 30, 2013

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

(1) Name, City, St Countr	(1) 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 of 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 partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
James I Washin USA	Mary Lyn Drewitz Washington, PA USA	Partner/Attorney Goldfarb, Posner, Beck, DeHaven & Drewitz	Director & Chairman	Director & Chairman WFSB, Inc. Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	Goldfarb, Posner, Beck, DeHaven & Drewitz (33.3% Interest)
Telford Frederi USA	D. Jackson Milhollan Washington, PA USA	President Precision Marshall Steel Company	Director & Vice Chairman	Director & Vice Chairman WFSB, Inc. Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	Precision Industries, Inc. (52% Voting Shares) TAJA General Partnership (55% Ownership)
Louis E Canons USA	David R. Andrews Washington, PA USA	President Washington Tool & Machine Co.	Director	Director WFSB, Inc. Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	Washington Tool & Machine Co. (100% Control - Voting Stock) Piatt Andrews Land Partnership (50% Ownership and Control) Howard A. Patterson Trust Fund Parts A&B-Sole Trustee-no ownership (100% Control) (holds stock of WTM)
Brian J. McMur USA	Martin P. Beichner, Jr. Washington, PA USA	President Accutrex Products, Inc.	Director	Director WFSB, Inc. Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	Accutrex Products Inc. (57% Ownership) ATX Partners (33.3% Ownership)
	William M. Campbell Washington, PA USA	President Camalloy, Inc.	Director	Director WFSB, Inc. Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	Campbell Stainless Products Co. (part-owner)

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James R. Proudfit Washington, PA USA	Vice President Proudfit Insurance	Director	Director WFSB, Inc. Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	N/A
Telford W. Thomas Frederick, MD USA	Retired President The Washington Hospital	Director	Director WFSB, Inc. Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	N/A
Louis E. Waller Canonsburg, PA USA	President Waller Corporation	Director	Director WFSB, Inc. Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	Waller Corporation (51% Ownership) Waller Family Partnership (18% Real Estate Holding)
Brian J. Smith McMurray, PA USA	Refer to 3(b)	Director & President/CEO	Director & President/CEO WFSB, Inc. Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc. Director/Chairman/President/CEO WFSB Management, Inc.	N/A	None	None	N/A

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John S. Millinovich McMurray, PA USA	Refer to 3(b)	Exec. Vice President/ Treasurer/CFO	Vice President/Treasurer WFSB, Inc. Executive Vice President/Treasurer/CFO/ Finance Division Manager Washington Financial Bank Vice President/Treasurer Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc. Director/Treasurer/Secretary WFSB Management, Inc.	N/A	None	None	N/A
Michael P. Piri Hickory, PA USA	Refer to 3(b)	Exec. Vice President/ Chief Information Officer	Exec. Vice President/ CIO/Info. Technology/Deposit Operations/Marketing Washington Financial Bank	N/A	None	None	N/A
Suzanne L. Taylor Washington, PA USA	Refer to 3(b)	Sr. Vice President/Secretary/	Secretary WFSB, Inc. Sr. Vice President/Secretary/ Administrative Services Div. Manager Washington Financial Bank Secretary Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	N/A
Michael L. Chaido McMurray, PA USA	Refer to 3(b)	Sr. Vice President/Chief Risk and Compliance Officer	Sr. Vice President/Chief Risk and Compliance Officer Washington Financial Bank	N/A	None	None	N/A
John F. Clayton Wexford, PA USA	Refer to 3(b)	Sr. Vice President/Community Banking/Sales Manager	Sr. Vice President/Community Banking/Sales Manager Washington Financial Bank	N/A	None	None	N/A
Edward R. Ermine Connellsville USA	Refer to 3(b)	Sr. Vice President/Chief Credit Officer	Sr. Vice President/Chief Credit Officer Washington Financial Bank	N/A	None	None	N/A

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Delbert O. Hague, Jr. Rochester, PA USA	Refer to 3(b)	Sr. Vice President/Residential Lending Manager	Sr. Vice President/Residential Lending Division Manager Washington Financial Bank Vice President Washington Settlement Services, Inc.	N/A	None	None	N/A
William J. King Munhall, PA USA	Refer to 3(b)	Sr. Vice President/Commercial Banking Manager	Sr. Vice President/Commercial Banking Manager Washington Financial Bank	N/A	None	None	N/A
Janet L. Brandtonies Washington, PA USA	Refer to 3(b)	Vice President/Controller	Vice President/Controller Washington Financial Bank	N/A	None	None	N/A

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WFSB, Inc.
Fiscal Year Ending June 30, 2013

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Mary Lyn Drewitz Washington, PA USA	Partner/Attorney Goldfarb, Posner, Beck, DeHaven & Drewitz	Director & Chairman	Director & Chairman Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	Goldfarb, Posner, Beck, DeHaven & Drewitz (33.3% Interest)
D. Jackson Milhollan Washington, PA USA	President Precision Marshall Steel Company	Director & Vice Chairman	Director & Vice Chairman Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	Precision Industries, Inc. (52% Voting Shares) TAJA General Partnership (55% Ownership)
David R. Andrews Washington, PA USA	President Washington Tool & Machine Co.	Director	Director Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	Washington Tool & Machine Co. (100% Control - Voting Stock) Piatt Andrews Land Partnership (50% Ownership and Control) Howard A. Patterson Trust Fund Parts A&B-Sole Trustee-no ownership (100% Control) (holds stock of WTM)
Martin P. Beichner, Jr. Washington, PA USA	President Accutrex Products, Inc.	Director	Director Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	Accutrex Products Inc. (57% Ownership) ATX Partners (33.3% Ownership)

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WFSB, Inc.
Fiscal Year Ending June 30, 2013

Report Item 4: Insiders

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William M. Campbell Washington, PA USA	President Camalloy, Inc.	Director	Director Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	Campbell Stainless Products Co. (part-owner)
James R. Proudfit Washington, PA USA	Vice President Proudfit Insurance	Director	Director Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	N/A
Telford W. Thomas Frederick, MD USA	Retired President The Washington Hospital	Director	Director Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	N/A
Louis E. Waller Canonsburg, PA USA	President Waller Corporation	Director	Director Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	Waller Corporation (51% Ownership) Waller Family Partnership (18% Real Estate Holding)
Brian J. Smith McMurray, PA USA	Refer to 3(b)	Director & President/CEO	Director & President/CEO Washington Financial Bank Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc. Director/Chairman/President/CEO WFSB Management, Inc.	N/A	None	None	N/A

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John S. Milinovich McMurray, PA USA	Refer to 3(b)	Vice President/Treasurer	Executive Vice President/Treasurer/CFO/ Finance Division Manager Washington Financial Bank Vice President/Treasurer Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc. Director/Treasurer/Secretary WFSB Management, Inc.	N/A	None	None	N/A
Suzanne L. Taylor Washington, PA USA	Refer to 3(b)	Secretary	Sr. Vice President/Secretary/ Administrative Services Div. Manager Washington Financial Bank Secretary Washington First Corporation Financial & Tax Consultants, Inc. Washington Settlement Services, Inc.	N/A	None	None	N/A