

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE SYSTEM
2014 JUN 30 A 10 51
STATISTICS & ANALYSIS
DEPARTMENT

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):

March 31, 2014

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:

Jennifer Frazier	Controller
Name	Title

412-409-9100 269

Area Code / Phone Number / Extension

412-308-2097

Area Code / FAX Number

jfrazier@brentwoodbank.com

E-mail Address

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

I, Dave Hrycko

Name of the Holding Company Director and Official

Vice President/Chief Accounting 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.

Signature of Holding Company Director and Official

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.

2394628

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.

<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>
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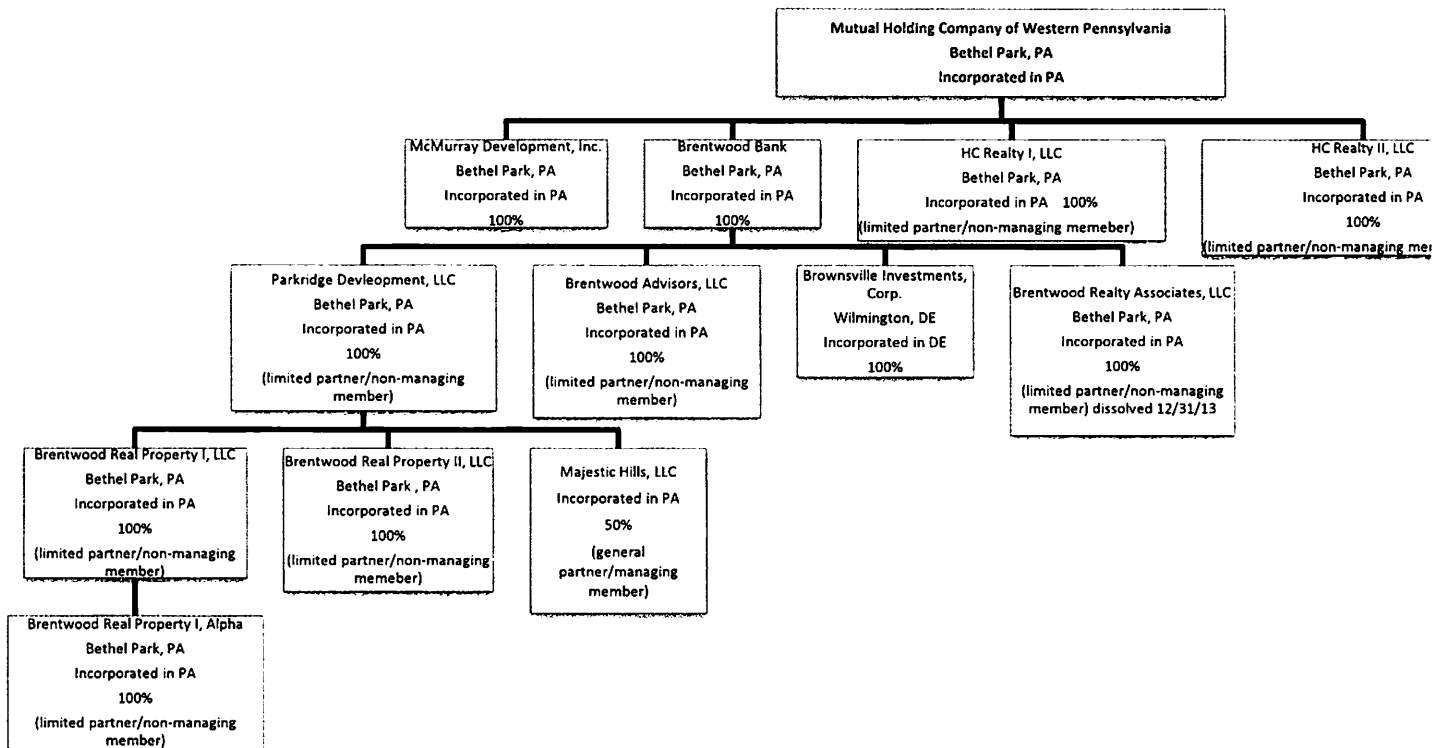
Form FR Y-6

Mutual Holding Company of Western Pennsylvania Bethel Park, PA Fiscal Year Ending March 31, 2014

Report Item

1: The Mutual Savings and Loan Association is not registered with SEC. A copy of the annual independent audit report is enclosed.

2a: Organizational Chart



2b: Domestic Branch listing provided to the Federal Reserve Bank via e-mail on June 27, 2014. It was sent to Structure@clev.frb.org.

3: The Mutual Holding Company of Western Pennsylvania is a Mutual SLHC and does not have any security holders.

Item 4.

(1) Name, City, State, Country	(2) Principal Occupation If other than with Holding Company	(3a) Title and Position With Holding Company	(3b) Title and Position With Subsidiaries	(3c) Title & Position With Other Businesses	(4a) % of Voting Shares in Holding Co.	(4b) % of Voting Shares in Subsidiaries	(4c) Other Companies
William Batz, Pittsburgh,PA USA	Retired	Director	Chairman of the Board (Brentwood Bank)	N/A	N/A	N/A	N/A
Robert Park, Pittsburgh,PA USA	Retired	Chairman of the Board, Director	Director (Brentwood Bank)	N/A	N/A	N/A	NA
Ronald Hobbs, Lake Mary, FL USA	Semi-Retired Realtor	Director	Director (Brentwood Bank)	Owner Palm Springs Realty (Sole Proprietorship)	N/A	N/A	Palm Springs Realty (Sole Proprietorship) (100%)
Edward Nicholson, Venetia, PA USA	Retired	Director	Director (Brentwood Bank)	Director of Black Box, Inc. of Pittsburgh, PA USA	N/A	N/A	N/A
Thomas Sturges III, Pittsburgh, PA USA	Earth Drilling	Director	Director (Brentwood Bank)	President/Chairman of Pennsylvania Drilling Co. President of PD Warehouse Company President of PDC Imperial Holdings. Trustee of Kiski School Trustee of The Early Learning Institute	N/A	N/A	PD Warehouse Company (45%)
John Viehman, Pittsburgh, PA USA	Retired	Director (Emeritus 05/2013)	Director (Brentwood Bank – Emeritus 05/2013)	N/A	N/A	N/A	N/A

(1) Name, City, State, Country	(2) Principal Occupation If other than with Holding Company	(3a) Title and Position With Holding Company	(3b) Title and Position With Subsidiaries	(3c) Title & Position With Other Businesses	(4a) % of Voting Shares in Holding Co	(4b) % of Voting Shares in Subsidiaries	(4c) Other Companies
Gordon Edwards, McMurray, PA USA	Treasurer Retail and Lumber and Building Supply Company	Director	Director (Brentwood Bank)	Owner/Director of Brookside Lumber & Supply Co, Inc. Owner/Member of H.P. Starr Lumber Co, LLC	N/A	N/A	N/A
Charles Modispacher, Pittsburgh, PA USA	Retired	Director	Director (Brentwood Bank)	N/A	N/A	N/A	N/A
Anthony Zimmer, Bethel Park, PA USA	Printing Company	Director	Director (Brentwood Bank)	President of Bethel Park Printing, Inc.	N/A	N/A	Bethel Park Printing, Inc. (52%)
Thomas Bailey Bethel Park, PA USA	President/CEO Brentwood Bank	CEO, President, Director	President/CEO Brentwood Bank	N/A	N/A	N/A	N/A
Joseph Nocito	CEO Automated Health Systems	Director	Director (Brentwood Bank)	CEO Automated Health Systems	N/A	N/A	AHS, Inc. Pittsburgh Bella Lago Properties Castle Land Properties, LLC Castle Mrotgage Company, Inc

							Celestial Container Company
							Columbus Properties, LLC
							Cosenza Equipment, Inc.
							Donotti Properties, Inc
							Gateway Health, Inc
							Golden Triangle Leasing Co, Inc
							J Bar H Ranch, Inc
							JBR Development Co, Inc.
							Jonolley Properties, Inc
							Joseph W. Nocito, CPA Profit Sharing
							Joseph W. Nocito, Jr. Dynasty Trust
							Joseph W. Nocito, CPA
							JWN Ryan Model Home Account

							<p>Hospice, Inc.</p> <p>Stone Mansion Restaurant, Inc.</p> <p>Triangle Administrative Services, Inc.</p> <p>United Hospice Services, LLC</p> <p>Villa De Sole, Inc.</p> <p>Wadno Properties</p> <p>Waterwood National Associates, Inc</p>
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Results: A list of branches for your depository institution: BRENTWOOD BANK (ID_RSSD: 534877).
 This depository institution is held by MUTUAL HOLDING COMPANY OF WESTERN PENNSYLVANIA (2394628) of BETHEL PARK, PA.
 The data are as of 03/31/2014. Data reflects information that was received and processed through 04/07/2014.

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)	534877	BRENTWOOD BANK	411 MCMURRAY ROAD	BETHEL PARK	PA	15102	ALLEGHENY	UNITED STATES	40777	0	BRENTWOOD BANK	534877	
OK		Full Service	2140254	BETHEL PARK BRANCH	401 MCMURRAY ROAD	BETHEL PARK	PA	15102	ALLEGHENY	UNITED STATES	264236	100	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	357335	102	BRENTWOOD BANK	534877	
OK		Full Service	2849294	BRENTWOOD BRANCH	3635 BROWNSVILLE ROAD	PITTSBURGH	PA	15227	ALLEGHENY	UNITED STATES	264237	101	BRENTWOOD BANK	534877	