

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

June 30, 2018

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

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.

WFSB Mutual Holding Company

Legal Title of Holding Company

100 North Main Street

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

Washington

PA

16301

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

Janet L. Brandonies

Vice President/Controller

Name

Title

724 208-1035

Area Code / Phone Number / Extension

724 229-6867

Area Code / FAX Number

jbrandonies@mywashingtonfinancial.com

E-mail Address

Signature of Holding Company Director and Official

[Handwritten Signature]
7/2/18

Date of Signature

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

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.

38373 26

Is confidential treatment requested for any portion of this report submission? 0=No
1=Yes

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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.

WF5B, 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

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)

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

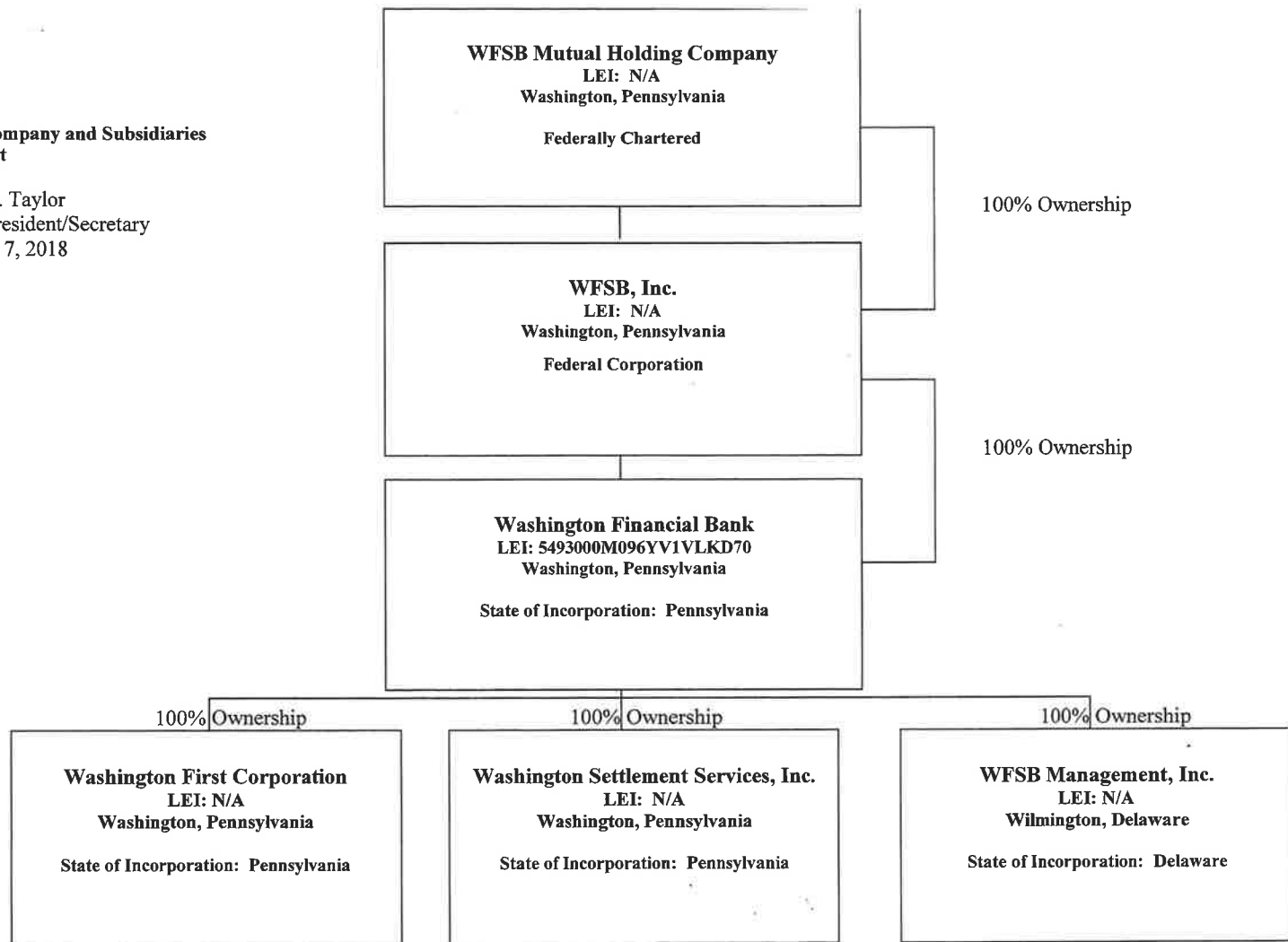
City State Zip Code

Physical Location (if different from mailing address)

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

Prepared by: Suzanne L. Taylor
Sr. Vice President/Secretary
September 7, 2018

rev. 21219



Result: A list of branches for your holding company: **WFSB MUTUAL HOLDING COMPANY (2831326) of WASHINGTON, PA.**
 The data are as of 06/30/2018. Data reflects information that was received and processed through 07/05/2018.

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 new 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 UMNUM, 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 | Branch ID | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UMNUM* | Office Number* | Head Office | Head Office ID | ESSD* | Comments |
|-------------|----------------|----------------------------|-----------|-----------|--|----------------------|------------------|-------|----------|------------|---------------|--------------|----------------|---------------------------|----------------|--------|----------|
| OK | | Full Service (Head Office) | 282075 | | WASHINGTON FINANCIAL BANK | 77 SOUTH MAIN STREET | WASHINGTON | PA | 15301 | WASHINGTON | UNITED STATES | Not Required | Not Required | WASHINGTON FINANCIAL BANK | | 282075 | |
| OK | | Full Service | 5211940 | | SOUTH FAYETTE BRANCH | 173 MILLER RUN ROAD | BIRDGETT | PA | 15017 | ALLEGHENY | UNITED STATES | Not Required | Not Required | WASHINGTON FINANCIAL BANK | | 282075 | |
| OK | | Full Service | 5088398 | | BURGESS TOWNSHIP BRANCH | 1809 MAIN STREET | BURGESS TOWNSHIP | PA | 15021 | WASHINGTON | UNITED STATES | Not Required | Not Required | WASHINGTON FINANCIAL BANK | | 282075 | |
| OK | | Full Service | 4247897 | | CANONSBURG BRANCH #1 | 310 EAST FINE STREET | CANONSBURG | PA | 15117 | WASHINGTON | UNITED STATES | Not Required | Not Required | WASHINGTON FINANCIAL BANK | | 282075 | |
| OK | | Full Service | 4142294 | | HICKORY BRANCH #1 | 220 MAIN STREET | HICKORY | PA | 15340 | WASHINGTON | UNITED STATES | Not Required | Not Required | WASHINGTON FINANCIAL BANK | | 282075 | |
| OK | | Full Service | 4144005 | | MCCORMACK - ROUTE 19 BRANCH #4 | 1516 WASHINGTON RD | MCCORMACK | PA | 15317 | WASHINGTON | UNITED STATES | Not Required | Not Required | WASHINGTON FINANCIAL BANK | | 282075 | |
| OK | | Full Service | 4144041 | | MCCORMACK - VALLEY BROOK ROAD BRANCH #12 | 430 VALLEY BROOK RD | MCCORMACK | PA | 15317 | WASHINGTON | UNITED STATES | Not Required | Not Required | WASHINGTON FINANCIAL BANK | | 282075 | |
| OK | | Full Service | 4481823 | | SOUTH MAIN STREET BRANCH #1 | 77 SOUTH MAIN STREET | WASHINGTON | PA | 15301 | WASHINGTON | UNITED STATES | Not Required | Not Required | WASHINGTON FINANCIAL BANK | | 282075 | |
| OK | | Full Service | 4344023 | | TYLERDALE BRANCH #1 | 98 E WYTHE AVE | WASHINGTON | PA | 15301 | WASHINGTON | UNITED STATES | Not Required | Not Required | WASHINGTON FINANCIAL BANK | | 282075 | |
| OK | | Full Service | 4144550 | | WASHINGTON CROWN CENTER BRANCH #7 | 1540 W CHESTNUT ST | WASHINGTON | PA | 15301 | WASHINGTON | UNITED STATES | Not Required | Not Required | WASHINGTON FINANCIAL BANK | | 282075 | |
| OK | | Full Service | 4144608 | | WASHINGTON MANI PLAZA BRANCH #18 | 255 SOUTHLAND AVE | WASHINGTON | PA | 15301 | WASHINGTON | UNITED STATES | Not Required | Not Required | WASHINGTON FINANCIAL BANK | | 282075 | |

Form FR Y-6
WFSB Inc.
Fiscal Year Ending June 30, 2018

| | | | | | |
|--|--|--------------|--|--|--------------|
| Report Item 3: Securities Holders Items (1)(a)(b)(c) | | | Items (2)(a)(b)(c) | | |
| Current securities holders with ownership, control or holdings of 5% or more with the power to vote as of fiscal year 06-30-2018 | | | Securities holders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 06-30-2018 | | |
| (1)(a) Name City, State, Country | (1)(b) Country of Citizenship or Incorporation | Items (1)(c) | (2)(a) Name City, State, Country | (2)(b) Country of Citizenship or Incorporation | Items (2)(c) |
| N/A | | | N/A | | |

Form FR Y-6
WFSB, Inc.
LEI: N/A
Fiscal Year Ending June 30, 2018

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

| (1) Name, City, State Country | (2) Principal Occupation if other than with Holding Company | (3) (a) Title & Position with WFSB, Inc. | (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) |
|--|---|--|---|--|---|--|---|
| Mary Lyn Drewitz Washington, PA USA | Of Counsel | Director & Chairman | Director & Chairman Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | Of Counsel, Goldfarb, Posner, Beck, DeHaven & Drewitz | None | None | None |
| D. Jackson Milhollan Washington, PA USA | President | Director & Vice Chairman | Director & Vice Chairman Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | President Precision Marshall Steel Company | None | None | Precision Industries, Inc. (53% Ownership) |
| Martin P. Beichner, Jr. Washington, PA USA | President | Director | Director Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | President Accutrex Products, Inc. | None | None | Accutrex Products Inc. (54% Ownership) ATX Partners (50% Ownership) |

Form FR Y-6
WFSB Mutual Holding Company
LEI: N/A
Fiscal Year Ending June 30, 2018

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

| (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) |
|--|---|--|---|--|---|--|---|
| William M. Campbell Washington, PA USA | Retired President | Director | Director WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | Retired President Camalloy, Inc. | None | None | Campbell Stainless Products Co. (President/part-owner 50% Ownership) Camalloy (Retired - no ownership) |
| James R. Proudfit Washington, PA USA | Vice President | Director | Director WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | Vice President Proudfit Insurance | None | None | None |
| Telford W. Thomas Frederick, MD USA | Retired President | Director | Director WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | Retired President The Washington Hospital | None | None | None |
| Louis E. Waller Canonsburg, PA USA | President | Director | Director WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | President Waller Corporation | None | None | Waller Corporation (51% Ownership) Waller Family Partnership (25% Real Estate Holding) |

Form FR Y-6
WFSB Mutual Holding Company
LEI: N/A
Fiscal Year Ending June 30, 2018

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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|---|---|--|---|--|---|--|---|
| Brian J. Smith McMurray, PA USA | N/A | Director & President/CEO | Director & President/CEO WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. Director/Chairman/President/CEO WFSB Management, Inc. | N/A | None | None | Mouse Mountain Farm (Partner, 30% Ownership) |
| John S. Milinovich McDonald, PA USA | N/A | 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 Washington Settlement Services, Inc. Director/Treasurer/Secretary WFSB Management, Inc. | N/A | None | None | Milinovich Land Co., Inc. (Director, 25% Ownership) |

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WFSB Mutual Holding Company
LEI: N/A
Fiscal Year Ending June 30, 2018

Report Item 4: Insiders

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|---|---|--|--|--|---|--|---|
| Suzanne L. Taylor Washington, PA USA | N/A | Sr. Vice President/Secretary | Secretary WFSB, Inc. Sr. Vice President/Secretary/ Administrative Services Div. Manager Washington Financial Bank Secretary Washington First Corporation Washington Settlement Services, Inc. | N/A | None | None | None |
| Michael L. Chaido McMurray, PA USA | N/A | Sr. Vice President/Chief Operations Officer | Sr. Vice President/Chief Operations Officer Washington Financial Bank | N/A | None | None | Chaido Family Real Estate Holding Partnership (Managing Partner, 20% ownership) |
| Jeanine M. Fallon McMurray, PA USA | N/A | Sr. Vice President/Community Banking/Sales Manager | Sr. Vice President/Community Banking/Sales Manager Washington Financial Bank | N/A | None | None | None |
| Edward R. Ermine Connellsville USA | N/A | Sr. Vice President/Chief Credit Officer | Sr. Vice President/Chief Credit Officer Washington Financial Bank | N/A | None | None | None |
| Delbert O. Hague, Jr. Rochester, PA USA | N/A | Sr. Vice President/Residential Lending Division Manager | Sr. Vice President/Residential Lending Division Manager Washington Financial Bank Sr. Vice President Washington Settlement Services, Inc. | N/A | None | None | None |

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Fiscal Year Ending June 30, 2018

Report Item 4: Insiders

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|---|---|--|--|--|---|--|---|
| William J. King Munhall, PA USA | N/A | Sr. Vice President/Commercial Banking Manager | Sr. Vice President/Commercial Banking Manager Washington Financial Bank | N/A | None | None | None |
| Harry A. Stiffler, Jr. Washington, PA USA | N/A | Sr. Vice President/General Counsel | Sr. Vice President/General Counsel Washington Financial Bank | N/A | None | None | McDonald Land Company, Inc. (Vice President, 0% ownership) |
| Lee D. Truax Clairton, PA USA | N/A | Sr. Vice President/Chief Risk and Compliance Officer | N/A | N/A | None | None | None |
| Robert B. Vettorel McDonald, PA USA | N/A | Sr. Vice President/Wealth Management Division Manager | Sr. Vice President/Wealth Management Division Manager Washington Financial Bank | N/A | None | None | Vettorel Asset Management, LLC (Owner/President, 100% ownership) Network King, LLC (Owner/President, 39% ownership) |
| Janet L. Brandtonies Washington, PA USA | N/A | Vice President/Controller | Vice President/Controller Washington Financial Bank | N/A | None | None | None |

Form FR Y-6
WFSB Mutual Holding Company
LEI: N/A
Fiscal Year Ending June 30, 2018

Report Item 4: Insiders

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|--|---|--|---|--|---|--|---|
| Mary Lyn Drewitz Washington, PA USA | Of Counsel | Director & Chairman | Director & Chairman WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | Of Counsel, Goldfarb, Posner, Beck, DeHaven & Drewitz | None | None | None |
| D. Jackson Milhollan Washington, PA USA | President | Director & Vice Chairman | Director & Vice Chairman WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | President Precision Marshall Steel Company | None | None | Precision Industries, Inc. (53% Ownership) |
| Martin P. Beichner, Jr. Washington, PA USA | President | Director | Director WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | President Accutrex Products, Inc. | None | None | Accutrex Products Inc. (54% Ownership) ATX Partners (50% Ownership) |
| R. Carlyn Belczyk Monessen, PA USA | Partner | Director | Director WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | Partner Guthrie, Belczyk & Associates, P.C. | None | None | None |

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WFSB, Inc.
LEI: N/A
Fiscal Year Ending June 30, 2018

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|--|---|--|---|--|---|--|---|
| R. Carlyn Belczyk Monessen, PA USA | Partner | Director | Director Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | Partner Guthrie, Belczyk & Associates, P.C. | None | None | None |
| William M. Campbell Washington, PA USA | Retired President | Director | Director Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | Retired President Camalloy, Inc. | None | None | Campbell Stainless Products Co. (President/part-owner 50% Ownership) Camalloy (Retired - no ownership) |
| James R. Proudfit Washington, PA USA | Vice President | Director | Director Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | Vice President Proudfit Insurance | None | None | None |
| Telford W. Thomas Frederick, MD USA | Retired President | Director | Director Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | Retired President The Washington Hospital | None | None | None |
| Louis E. Waller Canonsburg, PA USA | President | Director | Director Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. | President Waller Corporation | None | None | Waller Corporation (51% Ownership) Waller Family Partnership (25% Real Estate Holding) |

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WFSB, Inc.
LEI: N/A
Fiscal Year Ending June 30, 2018

Report Item 4: Insiders
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|--|---|--|---|--|---|--|---|
| Brian J. Smith McMurray, PA USA | N/A | Director & President/CEO | Director & President/CEO Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. Director/Chairman/President/CEO WFSB Management, Inc. | N/A | None | None | Mouse Mountain Farm (Partner, 30% Ownership) |
| John S. Milinovich McDonald, PA USA | N/A | Vice President/Treasurer | Executive Vice President/Treasurer/CFO/ Finance Division Manager Washington Financial Bank Vice President/Treasurer Washington First Corporation Washington Settlement Services, Inc. Director/Treasurer/Secretary WFSB Management, Inc. | N/A | None | None | Milinovich Land Co., Inc. (Director, 25% Ownership) |
| Suzanne L. Taylor Washington, PA USA | N/A | Secretary | Sr. Vice President/Secretary/ Administrative Services Div. Manager Washington Financial Bank Secretary Washington First Corporation Washington Settlement Services, Inc. | N/A | None | None | None |