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.

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.

I, Neil D. Bassi
Name of the Holding Company Director and Official
Chairman of the Board, President/CEO
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 211, 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

RSD ID: 343269
C.I.

The event that the top-tier man of the board must sign the report.

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.

Date of Report (top-tier holding company’s fiscal year-end):
September 30, 2013
Month / Day / Year

Reporter’s Name, Street, and Mailing Address

Charleroi Financial MHC
Legal Title of Holding Company
101 McKean Avenue / PO Box 209
Street / P.O. Box
Charleroi, PA
City
15022
State
Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Robert S. Erdely
Vice President of Finance
Name
Title
724-483-3566
Area Code / Phone Number / Extension
724-483-9436
Area Code / FAX Number
rerdeley@charleroifederal.com
E-mail Address

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

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2012
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.

<table>
<thead>
<tr>
<th>CF Financial Corporation</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>101 McKean Avenue / PO Box 209</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>Charleroi, PA 15022</td>
<td>City State Zip Code</td>
</tr>
</tbody>
</table>

Physical location (if different from mailing address)

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Physical location (if different from mailing address)
Form FR Y-6

Charleroi Financial MHC
Charleroi, Pennsylvania
Fiscal Year Ending September 30, 2013

Report Item

1: The savings and loan holding company does not prepare an annual report for securities holders and is not registered with the SEC.

2a: Organizational Chart

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Charleroi Financial MHC
Charleroi, Pennsylvania
  Incorporated in Pennsylvania

  100%

  CF Financial Corporation
  Charleroi, Pennsylvania
  Incorporated in Pennsylvania

  100%

  Charleroi Federal Savings Bank
  Charleroi, Pennsylvania
  Incorporated in Pennsylvania

  100%

  Challenge, Inc.
  Charleroi, Pennsylvania
  Incorporated in Pennsylvania

  100%

  Charleroi Mortgage Corp.
  Wilmington, Delaware
  Incorporated in Delaware
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2b: Domestic branch listing provided to the Federal Reserve Bank.

3: Charleroi Financial MHC is a Mutual Holding company and has not issued any Stock and therefore has no Securities Holders.

Charleroi Financial MHC is the sole share holder and owns 100% of CF Financial Corporation’s Common Stock.

CF Financial Corporation is the sole share holder and owns 100% of Charleroi Federal Savings Bank’s Common Stock.

4: No Insiders own any Stock.
| # | Address | Effective Date | Branch Service Type | Branch ID/RSSD | Popular Name | Street Address | City | State | Zip Code | Country | FDIC Unnum | Office Number | Head Office | Head Office ID RSSD | Comments |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 01 | CHARLE ROI FEDERAL SAVINGS BANK | OK Full Service | 101 MCKEAN AVENUE | 10023 | CHARLE ROI | CHARLE ROI | 27674 | PA | 42506 | UNITED STATES | 24566 | 10023 CHARLE ROI FEDERAL SAVINGS BANK | 200777 | |
| 02 | MONONGAHELA BRANCH | OK Full Service | 1220 WEST MAIN STREET | 10010 | MONONGAHELA | MONONGAHELA | 27674 | PA | 49198 | UNITED STATES | 27674 | 104 CHARLE ROI FEDERAL SAVINGS BANK | 200777 | |
| 03 | SEVEN FIELDS BRANCH | OK Full Service | 101 HIGHPOINTE BOULEVARD | 10044 | SEVEN FIELDS | SEVEN FIELDS | 27674 | PA | 40844 | UNITED STATES | 27674 | 104 CHARLE ROI FEDERAL SAVINGS BANK | 200777 | |
| 04 | WASHINGTON BRANCH | OK Full Service | 720 EAST BEAU STREET | 15303 | WASHINGTON | WASHINGTON | 27674 | PA | 49198 | UNITED STATES | 27674 | 104 CHARLE ROI FEDERAL SAVINGS BANK | 200777 | |