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, 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.

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
12/19/2014

Date of Report (top-tier holding company’s fiscal year-end):
September 30, 2014
Month / Day / Year

Reporters’ Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters’ Name, Street, and Mailing Address
Standard Financial Corp.
2840 Monroeville Blvd.
Monroeville, PA 15146

City
State
Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Colleen M. Brown

Name
Title

Area Code / Phone Number / Extension
412-856-0363
412-856-2344

Area Code / FAX Number
cbrown@standardbankpa.com

E-mail Address

Address (URL) for the Holding Company’s website

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:
☐ No

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.”

For Federal Reserve Bank Use Only

RSSID ID
4183442

C.I.

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

10/2014
Report Item:

1. Standard Financial Corp. does prepare an annual report for its Board of Trustees. Enclosed are three copies of the annual report.

2a. Organization Chart

```
Standard Financial Corp
Incorporated in Maryland
Export, PA

| 100% |

Standard Bank, PaSB
Incorporated in Pennsylvania
Export, PA

| 100% |

Westmoreland Investment Company
Incorporated in Delaware
Wilmington, DE
```

2b. Branch List submitted via e-mail on December 19, 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, 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 Schedule 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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID РФСД</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNR что</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Board Office ID РФСД</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>811279</td>
<td>STANDARD BANK PASS</td>
<td>4765 OLD WILLIAM PENN</td>
<td>EXPORT</td>
<td>PA</td>
<td>15652</td>
<td>WESTMORELAND</td>
<td>UNITED STATES</td>
<td>366546</td>
<td>0 STANDARD BANK PASS</td>
<td>811279</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>320804</td>
<td>CLERMONT AND BRANCH</td>
<td>290 NORTH MECHANIC STREET</td>
<td>CLERMONT</td>
<td>MD</td>
<td>21552</td>
<td>ALLEGANY</td>
<td>UNITED STATES</td>
<td>365146</td>
<td>14 STANDARD BANK PASS</td>
<td>811279</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>365074</td>
<td>LAVALE BRANCH</td>
<td>175 NATIONAL HIGHWAY</td>
<td>LAVALE</td>
<td>MD</td>
<td>21552</td>
<td>ALLEGANY</td>
<td>UNITED STATES</td>
<td>215652</td>
<td>14 STANDARD BANK PASS</td>
<td>811279</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>416376</td>
<td>GREGG COUNTY OFFICE</td>
<td>616 ROUTE 30</td>
<td>GREGG COUNTY</td>
<td>PA</td>
<td>16651</td>
<td>WESTMORELAND</td>
<td>UNITED STATES</td>
<td>365573</td>
<td>16 STANDARD BANK PASS</td>
<td>811279</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>360078</td>
<td>HYNDMAN BRANCH</td>
<td>944 CENTER STREET</td>
<td>HYNDMAN</td>
<td>PA</td>
<td>15554</td>
<td>BEDFORD</td>
<td>UNITED STATES</td>
<td>4666</td>
<td>12 STANDARD BANK PASS</td>
<td>811279</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>214446</td>
<td>LUGNICK BRANCH</td>
<td>211 WEST MAIN ST</td>
<td>LUGNICK</td>
<td>PA</td>
<td>16655</td>
<td>WESTMORELAND</td>
<td>UNITED STATES</td>
<td>26350</td>
<td>2 STANDARD BANK PASS</td>
<td>811279</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>214446</td>
<td>MONTREAL BRANCH</td>
<td>940 MONROEVILLE BLVD</td>
<td>MONTREAL</td>
<td>PA</td>
<td>16650</td>
<td>ALLEGANY</td>
<td>UNITED STATES</td>
<td>26350</td>
<td>2 STANDARD BANK PASS</td>
<td>811279</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>213446</td>
<td>MOUNT PLEASANT BRANCH</td>
<td>850 WEST MAIN STREET</td>
<td>MOUNT</td>
<td>PA</td>
<td>16650</td>
<td>WESTMORELAND</td>
<td>UNITED STATES</td>
<td>26350</td>
<td>2 STANDARD BANK PASS</td>
<td>811279</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>214446</td>
<td>SCOTTSDALE BRANCH</td>
<td>1100 HILLSBURG ST</td>
<td>SCOTTSDALE</td>
<td>PA</td>
<td>16553</td>
<td>WESTMORELAND</td>
<td>UNITED STATES</td>
<td>26350</td>
<td>2 STANDARD BANK PASS</td>
<td>811279</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3: Shareholders

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

<table>
<thead>
<tr>
<th>Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 9-30-14</th>
<th>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 9-30-14</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.a</td>
<td>1.b. Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>Standard Bank, PaSB ESOP Monroeville, PA</td>
<td>USA</td>
</tr>
<tr>
<td>Sandler O’Neill Asset Management, LLC New York, NY</td>
<td>USA</td>
</tr>
</tbody>
</table>

Source: www.msn.com and www.finance.yahoo.com
<table>
<thead>
<tr>
<th>1. Name &amp; Address (City, State, Country)</th>
<th>2. Principal Occupation if other than with Bank Holding Company</th>
<th>3. a. Title &amp; Position within Subsidiaries (include names of subsidiaries) (All positions below are with Standard Bank, PaSB)</th>
<th>4. a. Percentage of Voting Shares in Bank Holding Company</th>
<th>4. b. Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Terence L. Graft Greensburg, PA</td>
<td>Owner, Kepple-Graft Funeral Home, Inc. Owner, Graft-Jacquillard Funeral Home</td>
<td>Trustee</td>
<td>Director and Vice Chairman</td>
<td>President - Kepple-Graft Funeral Home President - Graft - Jacquillard Funeral Home</td>
<td>Kepple-Graft Funeral Home, Inc. (100%) Graft-Jacquillard Funeral Home (65%)</td>
</tr>
<tr>
<td>Horace G. Cofer Munysville, PA</td>
<td>President, Horace Cofer Associates, Inc.</td>
<td>Trustee</td>
<td>Director</td>
<td>President, Horace Cofer Associates, Inc.</td>
<td>Horace Cofer Associates, Inc. (100%) Hire Golden, Inc. (20%)</td>
</tr>
<tr>
<td>Dale A. Walker Mt. Pleasant, PA</td>
<td>CPA, Dale A. Walker C.P.A.</td>
<td>Trustee</td>
<td>Director</td>
<td>Director and Treasurer, Penn Laurel Holdings</td>
<td>N/A</td>
</tr>
<tr>
<td>Dave Mathews LeValle, MD</td>
<td>Banking, Standard Bank, PaSB</td>
<td>Trustee</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>William T. Ferri Munysville, PA</td>
<td>Chairman &amp; CEO, Ferri Enterprises, Inc.</td>
<td>Trustee</td>
<td>Director</td>
<td>President, Ferri Supermarkets, Inc. VP, Ferri Land Company VP, Franklin Plaza, Inc. VP, Lamplighter Inc. Secretary, Value Drug Company</td>
<td>Ferri Enterprises Inc. (30%) Ferri Supermarkets Inc. (38%) Franklin Plaza Inc. (23%)</td>
</tr>
<tr>
<td>Thomas J. Rennie Ligonier, PA</td>
<td>CPA, Thomas J. Rennie, CPA PC</td>
<td>Trustee</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Timothy K. Zimmerman Pittsburgh, PA</td>
<td>Banking, Standard Bank, PaSB</td>
<td>Trustee, President and Chief Executive Officer</td>
<td>Director, President and Chief Executive Officer</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Colleen M. Brown Pittsburgh, PA</td>
<td>Banking, Standard Bank, PaSB</td>
<td>Senior Vice President, Chief Financial Officer, and Treasurer</td>
<td>Senior Vice President, Chief Financial Officer, and Treasurer</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Paul Knapp Telford, PA</td>
<td>Banking, Standard Bank, PaSB</td>
<td>Senior Vice President, Chief Commercial Lending Officer</td>
<td>Senior Vice President, Chief Commercial Lending Officer</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Susan A. Parente Pittsburgh, PA</td>
<td>Banking, Standard Bank, PaSB</td>
<td>Senior Vice President and Controller</td>
<td>Senior Vice President and Controller</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>