

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.

I, Allen W. Lockard

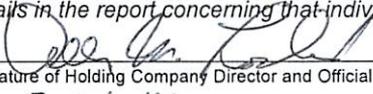
Name of the Holding Company Director and Official

President

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

2-21-14

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 3631012
 C.I. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Keystrong Financial, Inc.

Legal Title of Holding Company

PO Box 427

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

<u>Elderton</u>	<u>PA</u>	<u>15736</u>
City	State	Zip Code

143 North Main Street

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Sally J. Anderson CFO

Name Title

724-354-5010

Area Code / Phone Number / Extension

724-354-2060

Area Code / FAX Number

sallyanderson@eldertonbank.com

E-mail Address

N/A

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

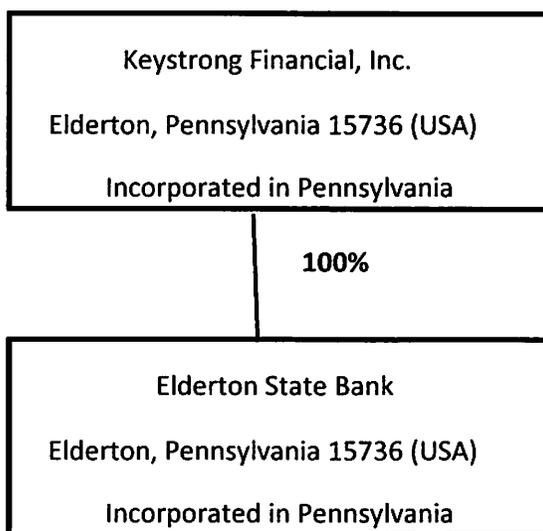
Form FR Y-6
Keystrong Financial, Inc.
Elderton, Pennsylvania
Fiscal Year Ending December 31, 2013

Report Item

1. Annual report to shareholders

The annual report is not completed yet. It will be sent under separate cover as soon as it is completed.

- 2.a. Organization Chart



- 2.b. Domestic Branch Listing

Submitted early via email on 2-12-14

Results: A list of branches for your depository institution: ELDERTON STATE BANK (ID_RSSD: 282824).
 This depository institution is held by KEYSTRONG FINANCIAL, INC. (3631012) of ELDERTON, PA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	282824	ELDERTON STATE BANK	143 MAIN STREET	ELDERTON	PA	15736	ARMSTRONG	UNITED STATES	8207	0	ELDERTON STATE BANK	282824	
OK		Full Service	2819998	RURAL VALLEY BRANCH	711 WATER STREET AND ROUTE 85	RURAL VALLEY	PA	16249	ARMSTRONG	UNITED STATES	418760	2	ELDERTON STATE BANK	282824	

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Keystrong Financial, Inc.
Elderton, Pennsylvania
Fiscal Year Ending December 31, 2013

Report Item

3. Securities Holders

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13

1(a)(b) Name and Address (City, State, Country) Country of Citizenship or Incorporation	1(c) Number and Percentage of Each Class of Voting Securities
Cede and Company New York, NY/USA USA	4,623 Shares (7.39%)

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 12-31-13

2(a)(b) Name and Address (City, State, Country) Country of Citizenship or Incorporation	2(c) Number and Percentage of Each Class of Voting Securities
None	N/A

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Keystrong Financial, Inc.
Elderton, Pennsylvania
Fiscal Year Ending December 31, 2013

Report Item

4. Insiders

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if Other Than With Bank Holding Company	(3)(a) Title & Position With Bank 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 Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) Names of Other Companies (includes partnerships) if 25% or More of Voting Securities are Held (list names of companies and % of voting securities held)
Frank T. Baker Elderton, PA/USA	Retired University Professor	Director	Director (Elderton State Bank)	N/A	2%	None	N/A
Lee J. Calarie Rural Valley, PA/USA	Collector Retired Attorney	Director	Director and Collector (Elderton State Bank)	N/A	*	None	N/A
Frederick M. Heilman Indiana, PA/USA	Retired Engineer	Director and Chairman	Director and Chairman (Elderton State Bank)	N/A	2%	None	N/A
Chris D. Kimmel Shelocta, PA/USA	Farming	Director	Director (Elderton State Bank)	N/A	2%	None	Creekland Farms, Inc. (62.5%)
Allen W. Lockard Indiana, PA/USA	N/A	Director and President	Director and President (Elderton State Bank)	N/A	*	None	N/A

*Percentage of Voting Shares Less Than 1%

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Keystrong Financial, Inc.
Elderton, Pennsylvania
Fiscal Year Ending December 31, 2013

<u>Report Item</u>							(4)(c) Names of Other Companies (includes partnerships) if 25% or More of Voting Securities are Held (list names of companies and % of voting securities held)
4. Insiders (1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)							
(1) Name & Address (City, State, Country)	(2) Principal Occupation if Other Than With Bank Holding Company	(3)(a) Title & Position With Bank 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 Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	
Pamela E. Miller Indiana, PA/USA	Attorney	Director	Director (Elderton State Bank)	N/A	4%	None	Pamela E. Miller, Attorney at Law (100%)
Richard E. Pesta La Vale, MD/USA	Retired University Professor	Director	Director (Elderton State Bank)	N/A	1%	None	N/A
Ray A. Sleppy Penn Run, PA/USA	N/A	Vice President	Vice President and CLO (Elderton State Bank)	N/A	*	None	N/A
Robert E. Solinger Elderton, PA/USA	Retired Gas Company	Director	Director (Elderton State Bank)	N/A	2%	None	N/A
Cathy J. Waugaman Shelocta, PA/USA	N/A	Secretary	Assistant Secretary (Elderton State Bank)	N/A	*	None	N/A
Volker L. Zaun Elderton, PA/USA	N/A	Exec.Vice President & CEO	Exec.Vice President, CEO, Cashier and Secretary (Elderton State Bank)	N/A	*	None	N/A
Sally J. Anderson Templeton, PA/USA	N/A	Vice President and CFO	Vice President and CFO (Elderton State Bank)	N/A	None	None	N/A

*Percentage of Voting Shares Less Than 1%