

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.

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

September 30, 2013

Month / Day / Year

I, Marc A. Stefanski

Name of the Holding Company Director and Official

Chairman, President and 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.

Reporter's Name, Street, and Mailing Address

Third Federal Savings and Loan Assoc. of Cleve., MHC

Legal Title of Holding Company

7007 Broadway Avenue

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

Cleveland

OH

44105

City

State

Zip Code

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Kara Brokaw

Regulatory Reporting

Name

Title

216-429-5168

Area Code / Phone Number / Extension

216-441-0055

Area Code / FAX Number

Kara.Brokaw@ThirdFederal.com

E-mail Address

www.thirdfederal.com

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

Signature of Holding Company Director and Official

December 24, 2013

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 3628036
 C.I. _____

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.

TFS Financial Corporation

Legal Title of Subsidiary Holding Company

7007 Broadway Avenue

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

Cleveland OH 44105
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

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Physical location (if different from mailing address)

Form FR Y-6

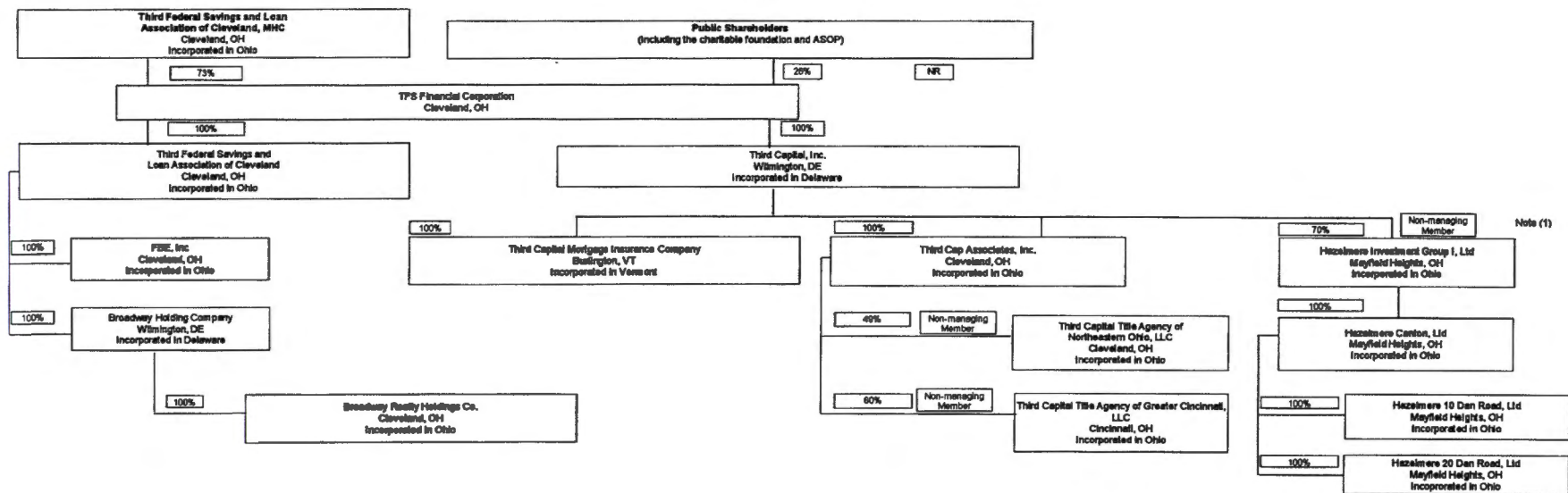
THIRD FEDERAL SAVINGS AND LOAN ASSOCIATION OF CLEVELAND, MHC
Cleveland, OH
Fiscal Year Ending September 30, 2013

Report Item

1: Third Federal Savings and Loan Association of Cleveland, MHC does not prepare an annual report and is not registered with the SEC.

2a: Organizational Chart

CORPORATE STRUCTURE



Note (1) - This Ownership % reflects Third Federal's interest in retained earnings after its preferred return on amounts contributed to acquire investment properties.
NR - Not Reportable on the Form FR Y-6

2b: Domestic branch listing provided to the Federal Reserve Bank of Cleveland.

3: Shareholders

(1)(a)(b)(c) Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 09-30-2013.

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Shares
NA		

(2)(a)(b)(c) Current 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 09-30-2013.

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Shares
NA		

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)
Marc A. Stefanik Hunting Valley, OH USA	N/A	Chairman/CEO/President & Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	President of TCMC ⁽¹⁾ Director/Chairman/CEO/Pres of TCI ⁽²⁾ Director/President of BHC ⁽⁵⁾ Director/CEO/Pres of BRH ⁽⁶⁾ Director/Chairman/Pres & CEO of TCA ⁽⁷⁾	N/A	0%	less than 1% TFS Financial Corporation	N/A
Bernard S. Kobak Aurora, OH USA	N/A	Director	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A
Paul W. Stefanik Strongsville, OH USA	N/A	Director	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A
Ben S. Stefanik III Santa Barbara, CA USA	Management/Director of Sales	Director	N/A	Director of Ecommerce and Catalog sales at Patagonia	0%	less than 1% TFS Financial Corporation	N/A
Robert B. Heister, Jr Hudson, OH USA	N/A	Director	N/A	Director of First Energy Corp, J.M Smucker Co., and Myers Industries	0%	less than 1% TFS Financial Corporation	N/A
Terrence R. Ozen Lyndhurst, OH USA	N/A	Director	N/A	Director of Capgemini & Cohesant Inc.	0%	less than 1% TFS Financial Corporation	N/A
Robert A. Flata Wiloughby, OH USA	Architect	Director	N/A	President at Then Design Architecture Ltd.	0%	less than 1% TFS Financial Corporation	ThenDesign Architecture, LLC Greenland Consulting, LLC 90.0% 65.0%
Martin J. Cohen Moreland Hills, OH USA	Management/Partner	Director	N/A	Managing Partner & President at H&M Management Management for remaining companies listed in Column 4c	0%	less than 1% TFS Financial Corporation	H&M Management Elysse Apartments Capital Mortgage Her Mar Company Smart Realty LLC Wills Road Associates LLC Foster Associates Crayton Road Associates Talmadge Associates Brittain Park Investment Hillside General Partnership Riverside House 50.0% 31.5% 100.0% 54.0% 100.0% 50.0% 33.3% 50.0% 35.0% 100% (General Partner) 100% (General Partner) 100% (General Partner)

(1) Third Capital Mortgage Insurance Company
 (2) Third Federal Savings and Loan Association of Cleveland
 (3) Third Capital, Inc.
 (4) TFS Financial Corporation
 (5) Broadway Holding Company
 (6) Broadway Realty Holdings
 (7) Third Cap Associates, Inc.

4: Insiders continued

(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
William C. Mulligan Chagrin Falls, OH USA	Manager/Director	Director	N/A	Managing Director at Primus Venture Partners, Inc.	0%	less than 1% TFS Financial Corporation	Primus Venture Partners, Inc. 45.0%
Anthony J. Asher Moreland Hills, OH USA	Retired business owner	Director	N/A	Chairman/Director at Weston Inc.	0%	less than 1% TFS Financial Corporation	Graystone Properties, Inc. 50.0% Twist Drill Industrial Park, LLC 50.0%
David S. Huffman North Canton, OH USA	N/A	Chief Financial Officer & Secretary of TFS&L (2) & TFS Fin Corp (6)	Director/Treasurer of FBE, Inc. CFO/Treasurer of TCI (3) Director/Treasurer of BHC (5) Director/Treasurer of BRH (6) Director/CFO of TCA (7)	N/A	0%	less than 1% TFS Financial Corporation	Bucknell NC Terrain, Inc. 100.0%
Ralph M. Bellers Cleveland, OH USA	N/A	Chief Information Officer of TFS&L (2) VP of TFS Fin Corp (6)	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A
Meredith S. Weil Cleveland Hts, OH USA	N/A	Chief Operating Officer of TFS&L (2) VP of TFS Fin Corp (6)	Director/Treasurer of TCMC (1) Director/Vice President of FBE, Inc. Director/Vice President of TCI (3) Director/Vice President of BHC (5) Director/AP/Secr of BRH (6) Director/AP/Secr of TCA (7)	N/A	0%	less than 1% TFS Financial Corporation	N/A
Cathy W. Zbanek Shaker Hts, OH USA	N/A	Chief Marketing Officer of TFS&L (2)	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A
Paul J. Huml Strongsville OH USA	N/A	Chief Acqy Officer of TFS&L (2) COO of TFS Fin Corp (6)	Director/Secretary of TCMC (1) Director/Pres/CEO/Secr of FBE, Inc. Director/COO of TCI (3) COO of TCA (7)	N/A	0%	less than 1% TFS Financial Corporation	N/A
Terence C. Paulsell Cleveland, OH USA	N/A	Chief Risk Officer of TFS&L (2) VP of TFS Fin Corp (6)	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A

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Form FR Y-6

TFS FINANCIAL CORPORATION

Cleveland, OH
Fiscal Year Ending September 30, 2013

Report Item

1: TFS Financial Corporation prepares an annual report and is registered with the SEC. Enclosed is a copy of TFS Financial Corporation Annual Report (10-K).

2a: Organizational Chart

Reference Third Federal Savings and Loan Association of Cleveland, MHC

2b: Domestic branch listing provided to the Federal Reserve Bank of Cleveland.

Reference Third Federal Savings and Loan Association of Cleveland, MHC

3: Shareholders

(1)(a)(b)(c) Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 09-30-2013.

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Shares
Third Federal Savings and Loan Association of Cleveland, MHC 7007 Broadview Avenue Cleveland, OH 44105	United States	227,110,132 73.45%

(2)(a)(b)(c) Current 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 09-30-2013.

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Shares
N/A		

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)
Marc A. Stafanski Hunting Valley, OH USA	N/A	Chairman/CEO/President & Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽³⁾	President of TCMC ⁽¹⁾ Director/Chairman/CEO/Pres of TCI ⁽⁴⁾ Director/President of BH-C ⁽⁵⁾ Director/CEO/Pres of BRH ⁽⁶⁾ Director/Chairman/Pres & CEO of TCA ⁽⁷⁾	N/A	less than 1% TFS Financial Corporation	0%	N/A
Bernard S. Kobak Aurora, OH USA	N/A	Director	N/A	N/A	less than 1% TFS Financial Corporation	0%	N/A
Paul W. Stafanski Strongsville, OH USA	N/A	Director	N/A	N/A	less than 1% TFS Financial Corporation	0%	N/A
Ben S. Stafanski III Santa Barbara, CA USA	Management/Director of Sales	Director	N/A	Director of Ecommerce and Catalog sales at Patagonia	less than 1% TFS Financial Corporation	0%	N/A
Robert B. Heister, Jr Hudson, OH USA	N/A	Director	N/A	Director of First Energy Corp, JM Strucker Co., and Myers Industries	less than 1% TFS Financial Corporation	0%	N/A
Terrence R. Ozen Lynchburg, OH 44124 USA	N/A	Director	N/A	Director of Cappemini & Cohesant Inc.	less than 1% TFS Financial Corporation	0%	N/A
Robert A. Fiala Willoughby, OH 44094 USA	Architect	Director	N/A	President at Then Design Architecture Ltd.	less than 1% TFS Financial Corporation	0%	ThenDesign Architecture, LLC Greenland Consulting, LLC
Marlin J. Cohen Moreland Hills, OH 44022 USA	Management/Partner	Director	N/A	Managing Partner & President at H&M Management Management for remaining companies listed in Column 4c	less than 1% TFS Financial Corporation	0%	H&M Management Elayne Apartments Capital Mortgage Har Mar Company Smart Reedly LLC Wills Road Associates LLC Foster Associates Crayton Road Associates Tallmadge Associates Britain Park Investment Hilsade General Partnership Riverside House

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50.0%
31.5%
100.0%
54.0%
100.0%
50.0%
33.3%
60.0%
35.0%
100% (General Partner)
100% (General Partner)
100% (General Partner)

4: Insiders continued

(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
William C. Mulligan Chagrin Falls, OH USA	Manager/Director	Director	N/A	Managing Director at Primus Venture Partners, Inc.	less than 1% TFS Financial Corporation	0%	Primus Venture Partners, Inc. 45.0%
Anthony J. Asher Moreland Hills, OH USA	Retired business owner	Director	N/A	Chairman/Director at Weston Inc.	less than 1% TFS Financial Corporation	0%	Graystone Properties, Inc. West Drill Industrial Park, LLC 50.0% 50.0%
David S. Huffman North Canton, OH USA	N/A	Chief Financial Officer & Secretary of TFS&L (2) & TFS Fin Corp (6)	Director/Treasurer of FBE, Inc. CFO/Treasurer of TCI (3) Director/Treasurer of BHC (5) Director/Treasurer of BRH (6) Director/CFO of TCA (7)	N/A	less than 1% TFS Financial Corporation	0%	Bucknell NC Terrain, Inc. 100.0%
Ralph M. Betters Cleveland, OH USA	N/A	Chief Information Officer of TFS&L (2) VP of TFS Fin Corp (6)	N/A	N/A	less than 1% TFS Financial Corporation	0%	N/A
Meredith S. Weil Cleveland Hts, OH USA	N/A	Chief Operating Officer of TFS&L (2) VP of TFS Fin Corp (6)	Director/Treasurer of TCM&C (1) Director/Vice President of FBE, Inc. Director/Vice President of TCI (3) Director/Vice President of BHC (5) Director/VP/Sec of BRH (6) Director/VP/Sec of TCA (7)	N/A	less than 1% TFS Financial Corporation	0%	N/A
Cathy W. Zbanski Shaker Hts, OH USA	N/A	Chief Marketing Officer of TFS&L (2)	N/A	N/A	less than 1% TFS Financial Corporation	0%	N/A
Paul J. Huml Strongsville OH USA	N/A	Chief Acctg Officer of TFS&L (2) COO of TFS Fin Corp (6)	Director/Secretary of TCM&C (1) Director/Pres/CEO/Sec of FBE, Inc. Director/COO of TCI (3) COO of TCA (7)	N/A	less than 1% TFS Financial Corporation	0%	N/A
Terence C. Paulett Cleveland, OH USA	N/A	Chief Risk Officer of TFS&L (2) VP of TFS Fin Corp (6)	N/A	N/A	less than 1% TFS Financial Corporation	0%	N/A

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