

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, 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.

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.

Marc A. Stefanski

Signature of Holding Company Director and Official

12/19/2014

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

3028036

C.I.

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

September 30, 2014

Month / Day / Year

Not applicable

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

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)

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

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

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

City

State

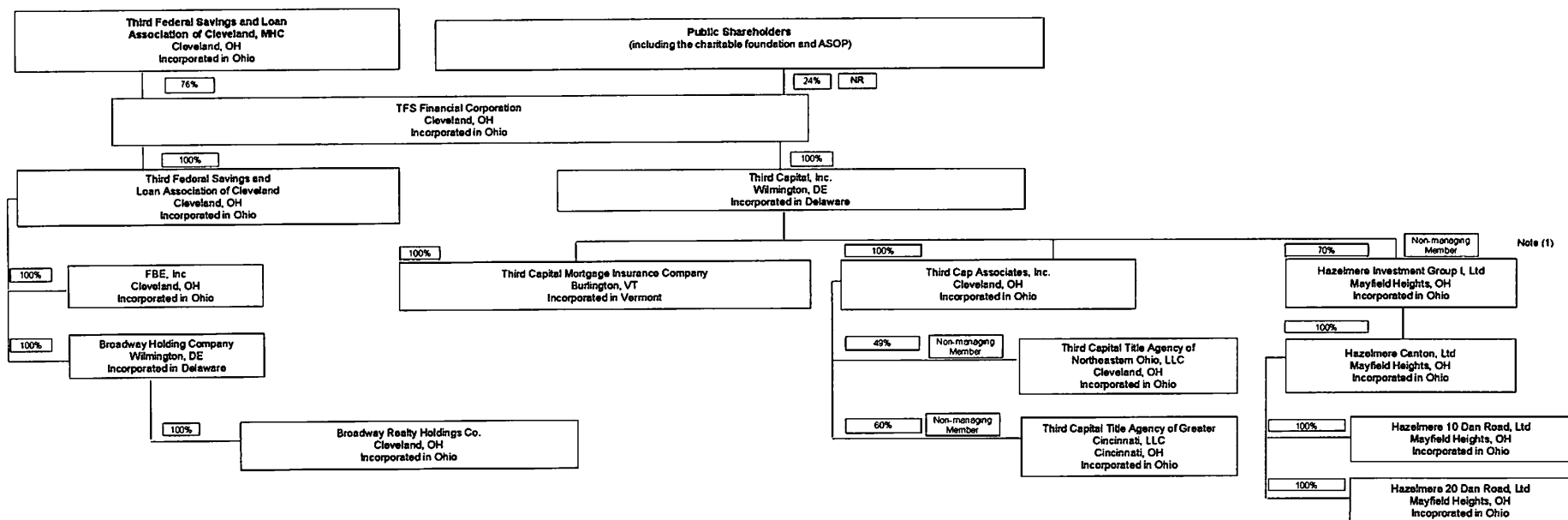
Zip Code

Physical Location (if different from mailing address)

Fiscal Year Ending September 30, 2014

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

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 FRY-10

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

(1)(a)(b)(c) Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 09-30-2014.

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

(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 09-30-2014.

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

Results: A list of branches for your depository institution: THIRD FEDERAL SAVINGS & LOAN ASSOCIATION (ID: 9150 915478)
This depository institution is held by THIRD FEDERAL SAVINGS AND LOAN OF CLEVELAND, NHC (1828081) of CLEVELAND, OH.
The data are as of 09/30/2014. Data reflects information that was received and processed through 10/05/2014.

Personnel and Information

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 closed 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 the 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 Procedures

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 NUMBER, Office Number, and ID_9350 columns are for reference only. Verification of these values is not required

Data Action	Effective Date	Branch Service Type	Branch ID_9350*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC NUMBER*	Office Number*	Head Office	Head Office ID_9350*	Comments
OK		Full Service (Head Office)	915478	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	7007 BROADWAY AVENUE	CLEVELAND	OH	44109	CUYAHOGA	UNITED STATES	42846	0	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4192793	AYON BRANCH	25392 DETROIT ROAD	AYON	OH	44011	LOHMAN	UNITED STATES	518184	112	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148160	BOCA RATON BRANCH	70 S DIXIE HIGHWAY, SUITE B	BOCA RATON	FL	33432	PALM BEACH	UNITED STATES	362928	124	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
change	12/1/2013	Full Service	4148179	BOWTIA SPRINGS BRANCH	25398 SOUTH YAMHAIN TRAIL, LUMES	BOWTIA SPRINGS	FL	34134	LEE	UNITED STATES	362928	119	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148245	CLEARWATER BRANCH	29247 US HWY 19 N	CLEARWATER	FL	33761	PINELLAS	UNITED STATES	359119	112	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4192105	CORAL SPRINGS	2380 N UNIVERSITY DR	CORAL SPRINGS	FL	33065	BROWARD	UNITED STATES	518128	131	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4143734	DELRAY BEACH	15140 JGG RD	DELRAY BEACH	FL	33444	PALM BEACH	UNITED STATES	362937	122	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148700	FORT MYERS BRANCH	5030 SOUTH CLEVELAND AVE	FORT MYERS	FL	33707	LEE	UNITED STATES	362928	118	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4145320	GREENACRES BRANCH	6125 LAKE WORTH RD	GREENACRES	FL	33463	PALM BEACH	UNITED STATES	362934	122	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	7388346	HALLANDALE BEACH	1000 EAST HALLANDALE BEACH BOULEVARD	HALLANDALE	FL	33009	BROWARD	UNITED STATES	362931	117	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
change	12/1/2013	Full Service	4148375	HAPLES BRANCH	3418 PINE RIDGE RD, UNIT 66	HAPLES	FL	34109	COLLIER	UNITED STATES	362921	120	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
change	8/24/2014	Full Service	7966180	NEW PORT RICHEY BRANCH	8170 RIDGE ROAD	NEW PORT RICHEY	FL	34668	PASCO	UNITED STATES	355546	111	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148405	NORTH PALM BEACH BRANCH	11701 US HIGHWAY 1, SUITE B	NORTH PALM BEACH	FL	33408	PALM BEACH	UNITED STATES	362935	121	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4192314	PEMBROKE PINES	14924 PINES BLVD	PEMBROKE PINES	FL	33027	BROWARD	UNITED STATES	518125	130	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	3211046	PLANTATION	8500 WEST BROWARD BOULEVARD	PLANTATION	FL	33134	BROWARD	UNITED STATES	518134	129	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148650	SANT PETERSBURG BRANCH	762 37TH AVE NORTH	SANT PETERSBURG	FL	33704	PINELLAS	UNITED STATES	359117	115	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148449	SARASOTA BRANCH	3355 CLARK RD, SUITE 1	SARASOTA	FL	34231	SARASOTA	UNITED STATES	359120	113	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148478	SEMIWOLE BRANCH	11125 PARK BLVD, SUITE 121	SEMIWOLE	FL	33773	PINELLAS	UNITED STATES	359121	114	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148829	TAMPA BRANCH	11707 NORTH DALE MAIRY HIGHWAY	TAMPA	FL	33618	HILLSBOROUGH	UNITED STATES	359124	116	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
change	12/1/2013	Full Service	4148188	BRECKSVILLE BRANCH	8740 BRECKSVILLE BRECKSVILLE RD	BRECKSVILLE	OH	44141	CUYAHOGA	UNITED STATES	278234	1	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148209	BURNSWICK BRANCH	3890 CENTER RD	BURNSWICK	OH	44112	MEDINA	UNITED STATES	278248	16	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148166	HADDENBURG HEIGHTS BRANCH	6349 PEARL RD	CLEVELAND	OH	44130	CUYAHOGA	UNITED STATES	278245	13	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148433	OHIO CITY BRANCH	1300 W 25TH ST	CLEVELAND	OH	44113	CUYAHOGA	UNITED STATES	278236	3	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148447	WESTOWN BRANCH	10642 LORAIN AVE	CLEVELAND	OH	44111	CUYAHOGA	UNITED STATES	278241	8	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148218	CHAPEL HILL BRANCH	490 HOWE AVE	CUYAHOGA FALLS	OH	44221	SUMMIT	UNITED STATES	278253	107	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148283	EUCLYD BRANCH	22312 LAKE SHORE BLVD	EUCLYD	OH	44123	CUYAHOGA	UNITED STATES	278164	104	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148177	FAIRLAWN BRANCH	2375 W MARKET ST	FAIRLAWN	OH	44131	SUMMIT	UNITED STATES	278251	102	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
change	8/25/2013	Full Service	4148311	GARFIELD COMMONS BRANCH	3394 ROCKSIDE ROCKSIDE ROAD	GARFIELD HEIGHTS	OH	44125	CUYAHOGA	UNITED STATES	278244	11	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	FR Y-10 correction will be filed on 12/12/2014
OK		Full Service	4148379	MAYFIELD BRANCH	5892 MAYFIELD RD	LYNDHURST	OH	44134	CUYAHOGA	UNITED STATES	278252	109	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148342	MEDINA BRANCH	4015 MEDINA RD SUITE A	MEDINA	OH	44256	MEDINA	UNITED STATES	664406	128	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148357	MENDOT BRANCH	7139 MENDOT AVE	MENDOT	OH	44060	LAKE	UNITED STATES	278250	105	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148184	NORTH OLAVETTO BRANCH	38949 LORAIN ROAD	NORTH OLAVETTO	OH	44070	CUYAHOGA	UNITED STATES	278243	9	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148476	ROOSE ROAD	5950 ROOSE ROAD	PARMA	OH	44129	CUYAHOGA	UNITED STATES	278240	7	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4192284	SHOW ROAD	1616 SHOW ROAD	PARMA	OH	44134	CUYAHOGA	UNITED STATES	278239	6	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148441	ROCKY RIVER BRANCH	21451 CENTER RIDGE RD	POCKY RIVER	OH	44118	CUYAHOGA	UNITED STATES	278256	108	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148410	STRONGSVILLE BRANCH	18380 NOVALE RD	STRONGSVILLE	OH	44136	CUYAHOGA	UNITED STATES	278257	106	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148618	THUNDERBOLT BRANCH	8037 DAWSON RD	THUNDERBOLT	OH	44087	SUMMIT	UNITED STATES	464236	136	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	
OK		Full Service	4148227	CEDAR CENTER BRANCH	13909 CEDAR ROAD	UNIVERSITY HEIGHTS	OH	44118	CUYAHOGA	UNITED STATES	278254	106	THIRD FEDERAL SAVINGS & LOAN ASSOCIATION	915478	

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. Stefanski Cleveland, OH [REDACTED] USA	N/A	Chairman/CEO/President and Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	President of TCMIC ⁽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 [REDACTED] USA	N/A	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A
Paul W. Stefanik Strongsville, OH [REDACTED] USA	N/A	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A
Ben S. Stefanski III Santa Barbara, CA [REDACTED] USA	Management/Director of Sales	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	Director of CRM and Omnichannel Strategy at Pataqueos Works	0%	less than 1% TFS Financial Corporation	N/A
Robert B. Heister, Jr Hudson, OH [REDACTED] USA	N/A	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	Director of First Energy Corp, JM Smucker Co., and Myers Industries	0%	less than 1% TFS Financial Corporation	N/A
Terrence R. Ozan Lyndhurst, OH [REDACTED] USA	N/A	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	Director of Cohesent Inc. and State Industrial Products	0%	less than 1% TFS Financial Corporation	N/A
Robert A. Fiala Wiloughby, OH [REDACTED] USA	Architect	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	President at Then Design Architecture Ltd.	0%	less than 1% TFS Financial Corporation	ThenDesign Architecture, LLC 90.0% Greenland Consulting, LLC 65.0%
Martin J. Cohen Moreland Hts, OH [REDACTED] USA	Management/Partner	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	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 50.0% Elayne Apartments 31.5% Capital Mortgage 100.0% Her Mar Company 54.0% Smart Realty LLC 100.0% Wilds Road Associates LLC 50.0% Foster Associates 33.3% Crayton Road Associates 60.0% Telmadge Associates 35.0% Brittain Park Investment 100% (General Partner) Hillside General Partnership 100% (General Partner) Riverside House 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	
William C. Mulligan Chagrin Falls, OH [REDACTED] USA	Manager/Director	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	Managing Director at Primus Venture Partners, Inc.	0%	less than 1% TFS Financial Corporation	Primus Venture Partners, Inc.	50.0%
Anthony J. Asher Moreland Hts, OH [REDACTED] USA	Retired business owner	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	Chairman/Director at Weston Inc.	0%	less than 1% TFS Financial Corporation	Graystone Properties, Inc.	50.0%
Meredith S. Weil Cleveland Hts, OH [REDACTED] USA	N/A	Director and Chief Operating Officer of TFS&L ⁽²⁾ Director of TFS Fin Corp ⁽⁴⁾	Director/Treasurer of TCMIC ⁽¹⁾ Director/Vice President of FBE, Inc. Director/VP/Secr of TCI ⁽³⁾ Director/Vice President of BHC ⁽⁵⁾ Director/VP/Secr of BRH ⁽⁶⁾ Director/VP/Secr of TCA ⁽⁷⁾	N/A	0%	less than 1% TFS Financial Corporation	N/A	
David S. Huffman North Canton, OH [REDACTED] USA	N/A	Chief Financial Officer and Secretary of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	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%
Anna Marie P. Motta Cleveland, OH [REDACTED] USA	N/A	Chief Information Officer of TFS&L ⁽²⁾	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A	
Cathy W. Zbanek Shaker Hts, OH [REDACTED] USA	N/A	Chief Marketing Officer and Chief Human Resources Officer of TFS&L ⁽²⁾	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A	
Paul J. Huml Strongsville OH [REDACTED] USA	N/A	Chief Acctg Officer of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾ Chief Operating Officer of TFS Fin Corp ⁽⁴⁾	Director/Secretary of TCMIC ⁽¹⁾ Director/Pres/CEO/Secr of FBE, Inc. Director/COO of TCI ⁽³⁾ COO of TCA ⁽⁷⁾ VP of BRH ⁽⁶⁾	N/A	0%	less than 1% TFS Financial Corporation	N/A	
Terence C. Pualett Cleveland, OH [REDACTED] USA	N/A	Chief Risk Officer of TFS&L ⁽²⁾ Vice President of TFS Fin Corp ⁽⁴⁾	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A	

- (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.

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 09-30-2014.

(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 Broadway Avenue Cleveland, OH 44105	United States	227,119,132 76.98%

(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 09-30-2014.

(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. Stefanski Cleveland, OH USA	N/A	Chairman/CEO/President and Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	President of TCMC ⁽¹⁾ Director/Chairman/CEO/Pres of TCI ⁽³⁾ 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 of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A
Paul W. Stefanski Strongsville, OH USA	N/A	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A
Ben S. Stefanski III Santa Barbara, CA USA	Management/Director of Sales	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	Director of CRM and Omnichannel Strategy at Palaeoconia Works	0%	less than 1% TFS Financial Corporation	N/A
Robert B. Heisler, Jr Hudson, OH USA	N/A	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	Director of First Energy Corp, JM Smucker Co., and Myers Industries	0%	less than 1% TFS Financial Corporation	N/A
Terrence R. Ozan Lyndhurst, OH USA	N/A	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	Director of Cohesant Inc. and State Industrial Products	0%	less than 1% TFS Financial Corporation	N/A
Robert A. Fiele Willoughby, OH USA	Architect	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	President at Then Design Architecture Ltd.	0%	less than 1% TFS Financial Corporation	ThenDesign Architecture, LLC Greentand Consulting, LLC 90.0% 65.0%
Martin J. Cohen Moreland Hills, OH USA	Management/Partner	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	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 Elavne Apartments Capital Mortgage Har Mar Company Smart Realty LLC Watts Road Associates LLC Foster Associates Croyton Road Associates Telmadge Associates British Park Investment Hillside General Partnership Riverside House 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)

(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
William C. Mulloan Chagrin Falls, OH [REDACTED] USA	Manager/Director	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	Managing Director at Primus Venture Partners, Inc.	0%	less than 1% TFS Financial Corporation	Primus Venture Partners, Inc. 50.0%
Anthony J. Asher Moreland Hills, OH [REDACTED] USA	Retired business owner	Director of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	N/A	Chairman/Director at Weston Inc.	0%	less than 1% TFS Financial Corporation	Gravestone Properties, Inc. 50.0%
Meredith S. Weil Cleveland Hts., OH [REDACTED] USA	N/A	Director and Chief Operating Officer of TFS&L ⁽²⁾ Director of TFS Fin Corp ⁽⁴⁾	Director/Treasurer of TCMC ⁽¹⁾ Director/Vice President of FBE, Inc. Director/VP/Sect of TCI ⁽³⁾ Director/Vice President of BHC ⁽⁵⁾ Director/VP/Sect of BRH ⁽⁶⁾ Director/VP/Sect of TCA ⁽⁷⁾	N/A	0%	less than 1% TFS Financial Corporation	N/A
David S. Huffman North Canton, OH [REDACTED] USA	N/A	Chief Financial Officer and Secretary of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾	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%
Anna Maria P. Motta Cleveland, OH [REDACTED] USA	N/A	Chief Information Officer of TFS&L ⁽²⁾	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A
Cathy W. Zbenek Shaker Hts., OH [REDACTED] USA	N/A	Chief Marketing Officer and Chief Human Resources Officer of TFS&L ⁽²⁾	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A
Paul J. Huml Strongsville, OH [REDACTED] USA	N/A	Chief Accts Officer of TFS&L ⁽²⁾ and TFS Fin Corp ⁽⁴⁾ Chief Operating Officer of TFS Fin Corp ⁽⁴⁾	Director/Secretary of TCMC ⁽¹⁾ Director/Pres/CEO/Sect of FBE, Inc. Director/COO of TCI ⁽³⁾ COO of TCA ⁽⁷⁾ VP of BRH ⁽⁶⁾	N/A	0%	less than 1% TFS Financial Corporation	N/A
Terence C. Paswell Cleveland, OH [REDACTED] USA	N/A	Chief Risk Officer of TFS&L ⁽²⁾ Vice President of TFS Fin Corp ⁽⁴⁾	N/A	N/A	0%	less than 1% TFS Financial Corporation	N/A

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