### 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.

Signature of Holding Company Director and Official

12/19/2014

Date of Signature

For holding companies not registered with the SECIndicate 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

| September 30,  | 4U 14   |   |
|--|---|---|
| Month / Day / Year   |   |   |
| Not applicable   |   |   |
| Reporter's Legal Entity Id   | entifier (LEI) (20-Charact  | ter LEI Code)   |
| Reporter's Name, S   | treet, and Mailing A  | ddress  |
| Third Federal Sav  | ings and Loan As  | ssoc. of Cleve., MHC                                      |
| Legal Title of Holding Cor   | npany   |   |
| 7007 Broadway A  | venue   |   |
| (Mailing Address of the H  | olding Company) Street  | P.O. Box  |
|  |   | 4 4 4 0 5   |
| Cleveland  | ОН  | 44105   |
| Cleveland City  Physical Location (if difference)  | State rent from mailing address   | Zip Code  |
| Cleveland City  Physical Location (if difference)  | State rent from mailing address   | Zip Code s) eport should be directed                      |
| Cleveland City  Physical Location (if difference) Person to whom que   | State rent from mailing address   | Zip Code  |
| Cleveland City  Physical Location (if difference of the whom quelet of the Kara Brokaw)  | State rent from mailing address estions about this re   | Zip Code s) eport should be directed                      |
| Cleveland City  Physical Location (if difference of the whom quel Kara Brokaw Name   | State  rent from mailing address estions about this re Regularities Title                         | Zip Code s) eport should be directed                      |
| Cleveland City  Physical Location (if difference of the whom quelet Kara Brokaw) Name 216-429-5168   | State  rent from mailing address estions about this re Regularities Title                         | Zip Code s) eport should be directed                      |
| Cleveland City  Physical Location (if difference of the content of | State  rent from mailing address estions about this re Regularity Title                           | Zip Code s) eport should be directed                      |
| Cleveland City  Physical Location (if difference of the whom queckara Brokaw) Name 216-429-5168 Area Code / Phone Number of Phone Number of Phone o | State  rent from mailing address estions about this re Regularity Title                           | Zip Code s) eport should be directed                      |
| Cleveland City  Physical Location (if difference of the whom question of the content of the cont | State  Tent from mailing address estions about this re Reg Title  Der / Extension  irdFederal.com | Zip Code s) eport should be directed                      |
| Cleveland City  Physical Location (if difference of the whom queckara Brokaw) Name 216-429-5168 Area Code / Phone Number of Phone Number of Phone o | State  rent from mailing address estions about this re Reg Title  per / Extension  irdFederal.com | Zip Code  Si)  eport should be directed ulatory Reporting |

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."

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.

⊠ 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 Cor            | poration                   |                     |   |   |                   |  |  |  |  |
|------------------------------|----------------------------|---------------------|---|---|-------------------|--|--|--|--|
| Legal Title of Subsidiary H  | Holding Company            |                     | Legal Title of Subsidi  | ary Holding Company                                   |                   |  |  |  |  |
| 7007 Broadway A              | venue                      |                     |   |   |                   |  |  |  |  |
|                              | ubsidiary Holding Company  | ) Street / P.O. Box | (Mailing Address of the   | ne Subsidiary Holding Company)                        | Street / P.O. Box |  |  |  |  |
| Cleveland                    | ОН                         | 44105               |   |   |                   |  |  |  |  |
| City                         | State                      | Zip Code            | City  | State   | Zip Code          |  |  |  |  |
| Physical Location (if differ | ent from mailing address)  |                     | Physical Location (if   | different from mailing address)                       |                   |  |  |  |  |
| Legal Title of Subsidiary F  | folding Company            |                     | Legal Title of Subsidi  | ary Holding Company                                   |                   |  |  |  |  |
| (Mailing Address of the Su   | ubsidiary Holding Company  | ) Street / P.O. Box | (Mailing Address of th  | ne Subsidiary Holding Company)                        | Street / P.O. Box |  |  |  |  |
| City                         | State                      | Zip Code            | City  | State   | Zip Code          |  |  |  |  |
| Physical Location (if differ | ent from mailing address)  |                     | Physical Location (if different from mailing address)                 |   |                   |  |  |  |  |
| Legal Title of Subsidiary H  | folding Company            |                     | Legal Title of Subsidi  | ary Holding Company                                   |                   |  |  |  |  |
| (Mailing Address of the Su   | ubsidiary Holding Company  | ) Street / P.O. Box | (Mailing Address of the   | ne Subsidiary Holding Company)                        | Street / P.O. Box |  |  |  |  |
| City                         | State                      | Zip Code            | City  | State   | Zip Code          |  |  |  |  |
| Physical Location (if differ | ent from mailing address)  |                     | Physical Location (if   | different from mailing address)                       |                   |  |  |  |  |
| Legal Title of Subsidiary F  | Holding Company            |                     | Legal Title of Subsidi  | ary Holding Company                                   |                   |  |  |  |  |
| (Mailing Address of the So   | ubsidiary Holding Company  | ) Street / P.O. Box | (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box |   |                   |  |  |  |  |
| City                         | State                      | Zip Code            | City  | State   | Zip Code          |  |  |  |  |
| Physical Location (if differ | rent from mailing address) |                     | Physical Location (if   | Physical Location (if different from mailing address) |                   |  |  |  |  |

### Form FR Y-6

### THIRD FEDERAL SAVINGS AND LOAN ASSOCIATION OF CLEVELAND, MHC

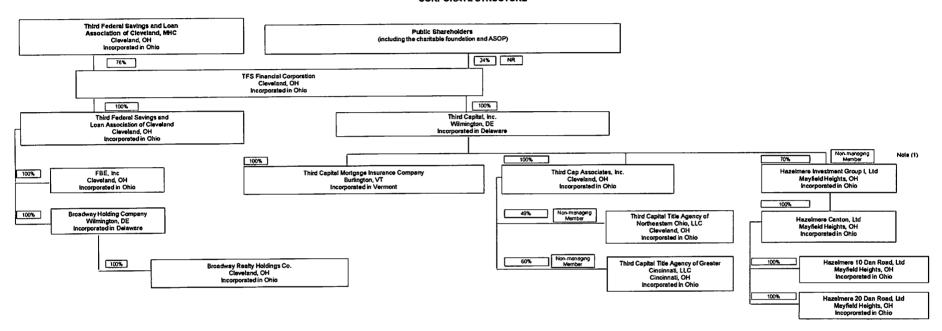
Cleveland, OH Fiscal Year Ending September 30, 2014

### 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 Federa'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.

### 3: Shareholders

N/A

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

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) (2)(b) (2)(c) (2

Beselbit: A list of branches for your depository institution. THIRD FEDERAL SAVINGS & LOAN ASSOCIATION (ID\_5SD\_915878). This depository institution is had by THIRD FEDERAL SAVINGS AND LOAN OF CENTURO, MAC (EXPENSE) of CENTURO, OH. The data are so IN 01/07/0715. Use infects information that was reasoned and processed Proving 1000/7/018.

<u>Becancilistion and Varification 29200</u>

1. In the Data Action column of each branch row, owner one or more of the actions specified below.

2. If required, owner the deep in the Effective Date column.

Actions
Oct of the Innership is correct, owner 'Oc' in the Data Actions column.
Observed the Innership information is correct, owner 'Oc' in the Data Action column and the date when this information first became valid in the Effective Date column.
Observed it is bronch historia was cold or closed, enter 'Oci in the Data Action softwar and the safe or closures date in the Effective Data column.
Observed it is bronch historia was cold or closed, enter 'Oci in the Data Action softwar and the safe or discuss dates or effective Data column.
Observed it is bronch historia was seen under byth desponsive prediction, event or the Data Action column and the operating or acquisition date in the Effective Data column.
Add: If a reportable branch is making, levent a row, add the branch data, and enter 'Action the Data Action column and the operating or acquisition date in the Effective Data column.

If printing this list, you may need to adjust your page serup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

<u>Reduntation Presentant</u>
When you are therefore, send is served copy to your PRS contact. Sen the decaded instructions on this stee for more information.
If you are a melting this to your PRS contact, put your festibution name, city and state in the subject line of the areast.

To satisfy the RR Y-10 reporting requirements, you must also submit RR Y-10 Comercis Branch Schedulen for such branch with a Data Action of Change, Close, Calera, or Add.
The RR Y-10 report may be submitted in a hardcopy formal or vis the RR Y-10 Oritine spoilsation. https://y10onine.federalreserve.gov

\* FDIC UNINUAL, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required

| اشتانونسو                                    | The second second | Bronch Service Type  | Branch IO_RSSO*  | Securior Name               | Street Address   | Chy              | -  | Elp Code |             | Country                                 | Innan commune  | I              | E-7-2                                       |                    |  |
|--|-------------------|--|------------------|-----------------------------|--|------------------|--|----------|-------------|---|----------------|----------------|---|--------------------|--|
| **********                                   | 100000            | Standy Metals (Abs   | Beauty to Labor. | THEO FEDERAL SAVINGS & LOAN | NAME OF THE PROPERTY OF THE PR | City             | Print.   | 10 CHAY  | County      | Chantry                                 | ADMC DIMINIONA | Office Humbor* | THRO FEDERAL SAVINGS & LOAN                 | ed Ottes to Testo. | Comments                                     |
| ایما   |                   | Full Spridge (Head Office)   | 915878           | ASSOCIATION                 | 7007 BROADWAY AVENUS   | CLEVELAND        | OH.  | 44105    | CUTAHOGA    | UNITED STATES                           | 42346          | Ι,             | ASSOCIATION                                 | 915470             |  |
|  |                   |  |                  | 1                           |  |                  | 1  | *****    |             | 14.004.400.00                           | 1 1            | <del></del>    | THRD FEDERAL SAVINGS & LOAN                 | 7134/1             | <b>'</b>                                     |
|  |                   | Full Service   | 4192293          | AVON BRANCH                 | 35392 DETROIT ROAD   | AVON             | ОН   | 44011    | LORAN       | UNITED STATES                           | \$17174        | 1 332          | ASSOCIATION                                 | 913974             | .1   |
|  |                   |  |                  |                             |  |                  |  |          | 1           |   |                |                | THIRD FEDERAL SAVINGS & LOAN                |                    | 4—   |
|  |                   | Full Service   | 4148160          | BOCA RATON BRANCH           | 70 S DIXIE HIGHWAY, SUITE B  | BOCA RATON       | ١٨   | 33433    | PALM BEACH  | UNITED STATES                           | 367971         | 324            | ASSOCIATION                                 | 915474             | <u> </u>                                     |
| I I  | ****              |  |                  |                             |  |                  | ١.   | l        | L_          |   |                | l              | THIRD FEDERAL SAVINGS & LOAN                |                    | 1  |
| Cydradia                                     | 12/1/2012         | Full Service   | -1-41/7          | BONTA SPRINGS BRANCH        | 25303 SOUTH TANKAMI TRAN, UNKT. S  | BONITA SPRINGS   | 17-  | 34134    | 30          | UNITED STATES                           | 193936         | - 119          | ASSOCIATION                                 | 919474             | 4  |
| ایدا   |                   | Full Service   | 4149245          | CLEARWATER BRANCH           | 29247 US HWY 19 N  | CLEARWATTR       | i.   | 33761    | PINELLAS    | UNITED STATES                           | 359119         | l              | THIRD FEDERAL SAVINGS & LOAN<br>ASSOCIATION | ****               |  |
|  |                   |  |                  |                             | The state of the s |                  | 1  |          |             | V13 7743                                | · ////         |                | THIRD FEDERAL SAVINGS & LOAN                | 915979             |  |
| -  |                   | Pull Service   | 4192105          | CORAL SPRINGS               | 2340 N UNIVERSITY DR   | CORAL SPRINGS    | h_   | 33065    | SAGWARD     | UMITED STATES                           | 518120         | 131            | ASSOCIATION                                 | 913978             |  |
|  |                   |  |                  |                             |  |                  |  |          |             |   |                |                | THIRD FEDERAL SAVINGS & LOAN                | 7.07.2             |  |
| -  |                   | Full Sarvice   | 4149754          | DELRAY BRANCH               | 15140 IOG RD   | DELRAY BEACH     | Α_   | 33444    | PALM BEACH  | UNITED STATES                           | 342937         | 127            | ASTOCIATION                                 | 915978             | <u>.                                    </u> |
| 1 . 1  |                   |  |                  | L                           | L  |                  | ı  | l        | i           |   |                |                | THIRD FEDERAL SAVINGS & LOAN                |                    |  |
|  |                   | Full Service   | 4149790          | PORT MYERS BRANCH           | SOSO SOUTH CLEVELAND AVE   | PORT MYERS       | ₽-   | 11907    | rut         | UNITED STATES                           | 342921         |                | ASSOCIATION                                 | 915478             |  |
| ایدا   |                   | Full Service   | 41400            | GREENACRES BRANCH           | 6125 LAKE WORTH RD   | GREDIACRES       | L.   | 33443    | <b></b>     | l                                       |                |                | THIRD FEDERAL SAVINGS & LOAN                |                    |  |
|  |                   | ~~~  | 4144110          | dettancets beserve          | SIZZ CACE HOW SAND   | GATE/ANCHES      | <del>                                     </del> | 13441    | PALM PEACH  | UNITED STATES                           | 362934         |                | ASSOCIATION THERD PEDERAL SAVINGS & LOAN    | 915478             | ╙——  |
| ايما   |                   | Full Service   | 2322146          | HALLANDALE BRANCH           | 1000 EAST HALLAHDALE BEACH BOULEVARD   | HALLAMOALE       | la   | 33009    | BROWARD     | UNITED STATES                           | 362931         | ١,,,           | ASSOCIATION                                 | 915879             | J  |
|  |                   |  | 712771           |                             |  |                  | <del>                                     </del> | ****     |             | Over10 Jinits                           | 294944         |                | THEO FEDERAL SAVINGS & LOAN                 | 913879             | <u>'</u>                                     |
| riange.                                      | 12/1/2012         | full Service   | 4148)75          | HAPLES BRANCH               | 1418 PHIS ROOT RO-UNIT-18  | HAPLES           | h  | 34109    | COLUER      | UNITED STATES                           | 162931         | 1 120          | ASSOCIATION                                 | 915978             | ,  |
|  |                   |  |                  |                             |  |                  | Т  | 34634    |             | 1                                       |                |                | THRED FEDERAL SAVINGS & LOAN                | 14747              |  |
| charge.                                      | 8/26/2014         | Full Service   | 2946160          | NEW PORT RICHET BRANCH      | 8270 RIDGE ROAD  | MENN PORT RICHET | _دا  | 34963    | PASCO       | UNITED STATES                           | 359346         | 313            | ASSOCIATION                                 | 915978             | ıl   |
| 1.1  |                   |  |                  | L                           | l  |                  | 1  |          | j           |   |                |                | THRAD FEDERAL SAVINGS & LOAN                |                    |  |
| -  |                   | Full Service   | 4149405          | HORTH PALM SEADH BRANCH     | 11701 US HIGHWAY 1, SUITE 8  | MORTH PALM BEACH | 12   | 33409    | PAUM BEACH  | UNITED STATES                           | 347935         | 121            | ASSOCIATION                                 | 915978             |  |
| ايما   |                   | full Service   | 4,4              | PENBACKE PRIES              | 14924 PMES \$LVD   | PEMBROKE PINES   | L_   | 33027    | SAGWAAD     |   |                |                | THIRD FEDERAL SAVINGS & LOAN                |                    | 1  |
| <b>⊢~</b>                                    |                   | A Princip  | -17/15/4         | remote may                  | Traste seed at an  | Liverord bases   | -۲   | 33027    | MOMAND .    | UMITED STATES                           | 518125         | 130            | ASSOCIATION                                 | 915478             | <del> </del>                                 |
| ايما   |                   | Full Service   | 3321046          | PLANTATION                  | 8500 WEST BROWARD BOLLEVARD  | PLANTATION       | ١,   | 33324    | SACWARD     | UNITED STATES                           | 519124         |                | THIRD FEDERAL SAVINGS & LOAN<br>ASSOCIATION |                    | .1   |
| H-1  |                   |  | 74,14.4          |                             | The state of the s | - Davissi Con    | <del>                                     </del> | ,,,,,,   |             | Owner Charles                           | 314754         | 10             | THIRD FEDERAL SAVINGS & LOAN                | 915078             | 1  |
| -  |                   | Full Service   | 4148450          | SAINT PETERSBURG BRANCH     | 262 37TH AVE NORTH   | SANT PETERSBURG  | R  | 33704    | PHICLAS     | UNITED STATES                           | 359127         | 115            | ASSOCIATION                                 | 915478             |  |
|  |                   |  |                  |                             |  |                  | _  |          |             |   |                | 1,52           | THIRD PEDERAL SAVINGS & LOAN                | 7,677              | 1  |
| <u> </u>                                     |                   | Full Service   | 4143499          | SARAŞOTA BRANCH             | 33SS CLARK RD, SUITE 1   | SARASOTA         | ۸.   | 34231    | SARASOTA    | UPRITED STATES                          | 359120         | 113            | ASSOCIATION                                 | 915978             | ,  |
| 1.1  |                   |  |                  |                             |  |                  |  |          |             |   |                |                | THIRD PEDERAL SAVINGS & LOAN                |                    |  |
| -  |                   | Full Service   | 4145478          | SEMINOLE BRANCH             | 1112S PARK BLVO SUITE 121  | SEMMOLE          | n.   | 33772    | PINELIAS    | UNITED STATES                           | 359121         | 114            | ASSOCIATION                                 | 915878             |  |
| ایرا   |                   |  |                  |                             |  | TAMPA            | L  |          |             |   | i              |                | THIRD PEDERAL SAVINGS & LOAN                |                    |  |
| <b>⊢~</b> ⊢                                  |                   | Fult Service   | 4143627          | TAMPA BRANCH                | 11707 NORTH DALE MARRY HIGHWAY   | TAMPA            | P  | 33618    | HRUSBOROUGH | UNITED STATES                           | 359124         | 116            | ASSOCIATION                                 | 915478             |  |
|  | 12/1/2012         | Full Service   | 4144144          | BRECKSVILLE BRANCH          | 2941 BRECORNA BRECKSVOLZ RD  | BRECKSWILLE      |  | 44141    | CUYAHOGA    | UNITED STATES                           | 278234         | ١ .            | THORD FEDERAL SAVINGS & LOAN                |                    |  |
|  | 27,410            |  | 3,-0,00          | Santa Santa                 | DATE OF THE PARTY  | BALCALIVALE      | <u>۳</u>   | 44747    | CUTANOGA    | OMIZO STATES                            | 1/62/4         | 1              | ASSOCIATION THIRD FEDERAL SAVINGS & LOAN    | 915478             | ╄  |
|  |                   | Full Service   | 4148209          | BRUNSWICK BRANCH            | 3890 CENTER RD   | BRUMSWICK        | Он   | 44217    | MEDINA      | UNITED STATES                           | 278248         | 14             | ASSOCIATION                                 | 915478             | .i   |
|  |                   |  |                  |                             |  |                  | _  |          |             |   |                |                | THIRD FEDERAL SAVINGS & LOAN                | 713474             | +  |
| _ et_  |                   | Fuil Service   | 4148166          | AMDOLEBURG HEIGHTS BRANCH   | 6849 PEARL RD  | CLEVELAND        | ОН   | 44130    | CUYAHOGA    | UNITED STATES                           | 278243         | 13             | ASSOCIATION                                 | 935478             | į.   |
| 1 . 1  |                   |  |                  |                             |  |                  |  |          |             |   |                |                | THERD PEDERAL SAVINGS & LOAN                |                    |  |
| <u>*                                    </u> |                   | Full Service   | 4148421          | OHIO CITY BRANCH            | 1900 W 25TH 5T   | CLEVELAND        | ОН   | 44113    | CUYAHOGA    | UNITED STATES                           | 278236         |                | ASSOCIATION                                 | 915878             |  |
| ایما   |                   | Full Service   | 4141447          | WESTOWN BRANCH              | 10642 LORAN AVE  | CLEVELAND        | ١  |          |             | l                                       | <b></b>        | _              | THRD FEDERAL SAVINGS & LOAN                 |                    |  |
| <b></b>                                      |                   | CHEST THE CONTRACT OF THE CONT | 4149847          | MESICAN MARKA               | TOWN CONCAN AVE  | CLEVEDANO        | 197  | 4111     | CUYAHOGA    | UNITED STATES                           | 279243         |                | ASSOCIATION                                 | 915474             |  |
| ابعا   |                   | Full Service   | 4142216          | CHAPEL HILL BRANCH          | 490 HOWE AVE   | CUYAHOGA FALLS   | ᇤ  | 44721    | SURMAT      | UNITED STATES                           | 278255         |                | THIRD FEDERAL SAVINGS & LOAN<br>ASSOCIATION |                    |  |
|  |                   |  |                  |                             |  |                  | -  |          | A           | Orango States                           | 4/8/33         | 107            | THRD FEDERAL SAVINGS & LOAN                 | 915978             |  |
| _ et   |                   | Full Service   | 4141761          | EUCUD BRANCH                | 22332 LAXE SHORE BLVD  | EUCUO            | OH   | 44123    | CUTAHOGA    | UMITED STATES                           | 270164         | 104            | ASSOCIATION                                 | 915878             |  |
|  |                   |  |                  |                             |  |                  |  |          |             |   | _              |                | THERD FEDERAL SAWNOS & LOAN                 | 7.5979             | t  |
| <u>*</u>                                     |                   | Full Service   | 4141172          | FARLAWN BRANCH              | 2875 W MARKET ST   | FARLAWN          | OH.  | 44313    | SUMMAT      | UNITED STATES                           | 278251         |                | ASSOCIATION                                 | 915478             |  |
|  |                   |  |                  |                             |  |                  |  |          |             |   |                |                |   |                    |  |
|  |                   |  |                  |                             |  |                  |  |          |             | l .                                     |                |                | <b> </b>                                    |                    | PRY-10                                       |
| 1 1  |                   |  |                  |                             |  |                  | ı  |          |             | i I                                     |                |                | 1   |                    | correction                                   |
|  |                   |  |                  |                             |  |                  | 1  |          |             | i I                                     |                |                | THERD FEDERAL SAVINGS & LOAN                | 1                  | will be filed                                |
| change                                       | 8/10/2013         | Full Service   | 4143311          | GARRELD COMMONS BRANCH      | 12594 MOCKING ROCKSIDE ROAD  | GARRICLD HEIGHTS | lou I  | 44125_   | CUYAHOGA    | UNITED STATES                           | 278244         | .,             | ASSOCIATION                                 |                    | 12/72/7014                                   |
|  |                   |  |                  |                             |  |                  |  |          |             |   |                |                | THIRD FEDERAL SAVINGS & LOAN                | 71377              | 14141014                                     |
| _*   |                   | Full Service   | 4148119          | MAYROD BRANCH               | S692 MATRELD RD  | LYNCHURST        | Oн   | 44174    | CUTAHOGA    | UNITED STATES                           | 278252         | 107            | ASSOCIATION                                 | 915478             | l  |
| 1 1  |                   |  | ĺ                |                             |  |                  |  |          |             |   |                |                | THIRD FEDERAL SAVINGS & LOAN                |                    |  |
| -  |                   | F <sub>v</sub> /R Service  | 4148148          | MEDINA BRANCH               | 4018 MEDINA RD SUITE A   | MEDIKA           | Он   | 4474     | MEDINA      | STATE OF THE                            | 44404          | 128            | ASSOCIATION                                 | 915876             | <u>L</u>                                     |
| ایا  |                   |  |                  |                             | l  |                  | L  |          |             | I                                       |                |                | THIRD FEDERAL SAVINGS & LOAM                | _                  |  |
| <del>-</del>                                 |                   | Full Service   | 4148357          | MENTOR BRANCH               | 7339 MENTOR AVE  | MENTOR           | lo∺  | 44080    | WI          | CHALLS CREATER                          | 278250         | 101            | ASSOCIATION                                 | 915478             |  |
| ایدا   |                   | Full Service   | 4149994          | NORTH CLASTED BRANCH        | 26949 LORANI ROAD  | NORTH OLASTED    |  | 44070    |             |   |                | _              | THERD PEDERAL SAVINGS & LOAM                |                    |  |
| <u> </u>                                     |                   |  | -1-4144          | - Spesito Bronds            | STATE SAME PARTY   |                  | Y  |          | CUTAHOSA    | UNITED STATES                           | 278242         |                | ASSOCIATION THERD PEDEVAL SAVINES & LOAN    | 915978             | <del></del>                                  |
| ايمورا                                       |                   | Aut Service  | 4148496          | REDGE ROAD                  | 5950 RIDGE ROAD  | PARMA            | lou l  | 44129    | CUTAHOGA    | UNITED STATES                           | 279240         |                | ASSOCIATION                                 |                    | l  |
|  |                   |  |                  |                             |  |                  | _  |          |             |   |                |                | THERD FEDERAL SAVINGS & LOAN                | 911479             | $\vdash$                                     |
| _ *  |                   | Ault Sandça  | 4192284          | SHOW ROAD                   | 1616 SHOW RD   | PARMA            | он.  | 44134    | CUYAHOGA    | UNITED STATES                           | 272299         |                | ASTOCIATION                                 | 915478             | l  |
| Ι.Π  |                   |  |                  |                             | -  |                  |  |          |             |   |                |                | THERD FEDERAL SAVINGS & LOAN                |                    |  |
| <b></b>                                      |                   | Full Service   | 4148441          | ROCKY RIVER BRANCH          | \$163) CENTER BIDGE BO   | POCITY RAVER     | OH.  | 4116     | QUTAHQGA .  | VANTED STATES                           | 279254         | 104            | ASSOCIATION                                 | 915478             |  |
| ایا  |                   |  |                  | l                           | I I  |                  | L 7  | I 7      |             |   |                |                | THERD FEDERAL SAVINGS & LOAN                |                    |  |
| <del></del>                                  |                   | Full Service   | 4148410          | STRONGSVILLE BRANCH         | 18380 ROYALTON RO  | STRONGSVILLE     | O#   | 44134    | CUTAHOSA    | UMETED STATES                           | 278257         |                | ASSOCIATION                                 | 915070             |  |
| ایسا   |                   | Full Syrvice   | 4148678          | TWINIPURG BRANCH            | 9057 DARROW RD   | Twentauna        | l I  | 44087    | TLAMA?      | l                                       |                |                | THIRD FEDERAL SAYINGS & LOAN                |                    |  |
| -  |                   |  | 717979           | THE PERSON PROPERTY.        | JULY CHANGE RU   | ·                | Y  |          | NAME:       | UNITED STATES                           | 444334         | 126            | ASSOCIATION THIRD PEDERAL SAVINGS & LOAN    | 915979             | <u> </u>                                     |
| L **   |                   | Ryll Service   | 4149227          | CEDAR CENTER BRANCH         | 13909 CEDAR ROAD   | умуқазау неронту | l⊶ I   | 44118    | CUTAHOGA    | UMITED STATES                           | 279254         |                | THIRD PEDERAL SAVINGS & LOAN<br>ASSOCIATION |                    |  |
|  |                   |  |                  |                             |  |                  |  |          |             | *************************************** |                | 104            |   | 913978             |  |

### 4: Insiders

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

| (1) Name, City, State, Country                   | (2)<br>Principal Occupation if other<br>than with Holding Company | (3)( a)<br>Tate & Position with Holding<br>Company   | (3)( b) Title & Position with Subsidiaries (include names of subsidiaries)   | (3)( c) Tide & Position with other Businesses (include nemes of other businesses)                              | (4)( a)<br>Percentage of<br>Voting Shares<br>in Holding<br>Company | (4X b) Percentage of voting Shares in Subsidiaries (include names of subsidiaries) | (4)( c) List names of other companies (nckudes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |   |
|--|---|--|--|--|--|--|--|---|
| Marc A. Stefanski<br>Cloveland, OH<br>USA        | N/A   | Chairman/CEO/President and Director of TFS&L <sup>C)</sup> and TFS Fin Corp <sup>(6)</sup> | President of TCMIC <sup>(1)</sup> Director/Chairman/CEC/Pres of TCI <sup>(f)</sup> Director/President of BHC <sup>(6)</sup> Director/CEC/Pres of 8RH <sup>(6)</sup> Director/Chairman/Pres&CEO of TCA <sup>(f)</sup> | NA   | 0%   | less than 1%<br>TFS Financial Corporation  | N/A  |   |
| Bernard S. Kobak<br>Aurora, OH<br>USA            | N/A   | Director of TFS&L <sup>(2)</sup><br>and TFS Fin Corp <sup>(4)</sup>                        | N/A  | N/A  | 0%   | less than 1%<br>TFS Financial Corporation  | N/A  |   |
| Paul W. Stafanik<br>Strongsville, OH<br>USA      | N/A   | Director of TFS&L <sup>(2)</sup><br>and TFS Fin Corp <sup>(4)</sup>                        | N/A  | N/A  | 0%   | less then 1%<br>TFS Financial Corporation  | N/A  |   |
| Ben S. Stefanski III<br>Santa Barbara, CA<br>USA | Management/Director of Sales                                      | Director of TFS&L <sup>Ch</sup><br>and TFS Fin Corp <sup>(4)</sup>                         | NA   | Director of CRM and<br>Ominichannel Strategy at Patagonia Works  | 0%   | less than 1%<br>TFS Financial Corporation  | N/A  |   |
| Robert B. Heisler, Jr<br>Hudson, OH              | N/A   | Director of TFS&L <sup>O</sup> and TFS Fin Corp <sup>(4)</sup>                             | NIA  | Director of First Energy Corp.<br>JM Smucker Co., and<br>Myers industries                                      | 0%   | less than 1%<br>TFS Financial Corporation  | N/A  |   |
| Terrence R. Ozan<br>Lyndhurst, OH<br>USA         | N/A   | Director of TFS&L <sup>(2)</sup><br>and TFS Fin Corp <sup>(4)</sup>                        | NA   | Director of Cohesent Inc. and<br>State Industrial Products   | 0%   | less than 1%<br>TFS Finencial Corporation  | N/A  |   |
| Robert A. Fiala<br>Willoughby, OH<br>USA         | Architect   | Director of TFS&L <sup>(2)</sup><br>and TFS Fin Corp <sup>(4)</sup>                        | N/A  | President at Then Design Architecture Ltd.   | 0%   | less than 1%<br>TFS Financial Corporation  | ThenDesign Architecture, LLC<br>Greenland Consulting, LLC  | 90.0%<br>65.0%  |
| Martin J. Cohen<br>Moreland Hills, OH<br>USA     | Management/Partner  | Director of TFS&L <sup>©</sup><br>and TFS Fin Corp <sup>(4)</sup>                          | NA   | Managing Partner & President<br>at H&M Management<br>Management for remaining<br>comparies listed in Column 4c | 0%   | less than 1%<br>TFS Financial Corporation  | Hiliside General Partnership   | 50.0%<br>31.5%<br>100.0%<br>54.0%<br>100.0%<br>50.0%<br>33.3%<br>60.0%<br>35.0%<br>100% (General Partner)<br>100% (General Partner) |

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

### 4: Insiders continued

| (1) Name, City, State, Country                 | (2)<br>Principal Occupation if other<br>than with Holding Company | (3)( a) Title & Position with Holding Company  | (3)( b) Tide & Position with Subsidiaries (include names of subsidiaries)  | (3)( c) Title & Position with other Businesses (include names of other businesses) | (4)( a)<br>Percentage of<br>Voting Shares<br>in Holding<br>Company | (4)( b) Percentage of voting Shares in<br>Subsidiaries (Include names of<br>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<br>Chagnin Fats, OH<br>USA | Manager/Director  | Director of TFS&L <sup>(2)</sup> and TFS Fin Corp <sup>(4)</sup>                             | NA   | Managing Director at Primus<br>Venture Partners, Inc.                              | 0%   | less than 1%<br>TFS Financial Corporation   | Primus Venture Partners, Inc.   | 50.0%  |
| Anthony J. Asher<br>Moreland Hills, OH USA     | Retired business owner  | Director of TFS&L <sup>(2)</sup><br>and TFS Fin Corp <sup>(4)</sup>                          | N/A  | Chairman/Director at Weston Inc.   | 0%   | less than 1%<br>TFS Financial Corporation   | Graystone Properties, Inc.  | 50.0%  |
| Meredith S. Weil<br>Cleveland Hts, OH<br>USA   | NA  | Director of TFS Fin Corp(4)  | Director/Freasurer of TCMIC <sup>(1)</sup> Director/Vice President of FBE, Inc. Director/VP/Secr of TCI <sup>(1)</sup> Director/Vice President of BHC <sup>(4)</sup> Director/VP/Secr of BRH <sup>(6)</sup> Director/VP/Secr of TCA <sup>(7)</sup> | NA   | 0%   | less than 1%<br>TFS Financial Corporation   | N/A   |        |
| Devid S Huffman<br>North Canton, OH<br>USA     | N/A   | and TFS Fin Corp (4)   | Director/Treasurer of FBE, Inc.<br>CFO/Treasurer of TCI <sup>(5)</sup><br>Director/Treasurer of BRH <sup>(6)</sup><br>Director/Treasurer of BRH <sup>(6)</sup><br>Director/CFO of TCA <sup>(7)</sup>   | N/A  | 0%   | less than 1%<br>TFS Financial Corporation   | Bucknell NC Terrain, Inc.   | 100.0% |
| Arma Marie P. Motta<br>Cleveland, OH<br>USA    | N/A   | Chief Information Officer of TFS&L <sup>(2)</sup>  | N/A  | N/A  | 0%   | less than 1%<br>TFS Financial Corporation   | N/A   |        |
| Cethy W. Zbanek<br>Shaker Hts, OH<br>USA       | N/A   | Chief Marketing Officer and<br>Chief Human Resources Officer<br>of TFS&L <sup>(2)</sup>      | N/A  | N/A  | 0%   | less than 1%<br>TFS Financial Corporation   | N/A   |        |
| Paul J. Humi<br>Strongsville OH<br>USA         | N/A   | and TFS Fin Corp <sup>(4)</sup><br>Chief Operating Officer<br>of TFS Fin Corp <sup>(4)</sup> | Director/Secretary of TCMIC <sup>(1)</sup> Director/Pres/CEO/Secr of PBE, Inc Director/COO of TCI <sup>(1)</sup> COO of TCA <sup>(7)</sup> VP of BRH <sup>(6)</sup>  | NJA  | 0%   | less then 1%<br>TFS Financial Corporation   | N/A   |        |
| Terence C. Paulett<br>Cleveland, OH (          | N/A   | Chief Risk Officer of TFS&L <sup>(2)</sup><br>Vice President of TFS Fin Corp <sup>(4)</sup>  | N/A  | NA   | 0%   | less than 1%<br>TFS Financial Corporation   | N/A   |        |

- (1) Third Capital Mortgage Insurance Company (2) Third Federal Servings and Loan Association of Cleveland (3) Third Capital, Inc. (4) TFS Financial Corporation (5) Broadway Holding Company (6) Broadway Healty 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)( c) Number and Percentage of Each Class of Voting Shares (1)(b) Country of Citizenship or Incorporation

Name, City, State, Country

Third Federal Savings and Loan Association of Cleveland, MHC

7007 Broadway Avenue Cleveland, OH 44105 227,119,132 76.98% United States

(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, (2)( c) Number and Percentage of Each Class of Voting Shares (2)(b) Country of Citizenship or Incorporation

N/A

### 4: Insiders

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

| (1)<br>Name,<br>City,<br>State,                  | (2)<br>Principal Occupation if other than<br>with Holding Company | (3)( s)<br>Title & Position with Holding<br>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)<br>Percentage of<br>Voting Shares in<br>Holding Company | (4)( b) Percentage of voting Shares in Subsidiaries (include names of subsidiaries) | (4)( c)<br>List names of other companies<br>(includes partnerships) if 25% or<br>more of voting securities are held   |   |
|--|---|---|---|--|---|---|---|---|
| Country  |   |   |   |  |   |   | (List names of companies and<br>percentage of voting securities helds   |   |
| Marc A Stefansid<br>Cteveland, OH<br>USA         | N/A   | Chairman/CEO/President and<br>Director of TFS&L <sup>(2)</sup><br>and TFS Fin Corp <sup>(6)</sup> | President of TCAIG <sup>(1)</sup> Director/Chairman/CEO/Pres of TCI <sup>(1)</sup> Director/Ceo/President of BHC <sup>(1)</sup> Director/CEO/Pres of BRH4 <sup>(1)</sup> Director/Chairman/Pres&CEO of TCA <sup>(1)</sup> | NA .   | 0%  | less than 1% TFS Financial Corporation  | N/A   |   |
| Bernard S. Kobak<br>Aurora, OH<br>USA            | N/A   | Director of TFS&L <sup>(2)</sup><br>and TFS Fin Corp <sup>(4)</sup>                               | N/A   | N/A  | 0%  | less than 1%<br>TFS Financial Corporation   | NA  |   |
| Peul W. Stefenik<br>Strongsville, OH USA         | N/A   | Director of TFS&L <sup>(2)</sup><br>and TFS Fin Corp <sup>(4)</sup>                               | N/A   | N/A  | 0%  | less than 1%<br>TFS Financial Corporation   | N/A   |   |
| Ben S. Stefenski til<br>Sorde Berbere, CA<br>USA | Management/Director of Sales                                      | Director of TFS&L <sup>(2)</sup><br>and TFS Fin Corp <sup>(4)</sup>                               | NA  | Director of CRM and<br>Ominichannel Strategy at Patagonia Works  | 0%  | fe33 then 1%<br>TFS Financial Corporation   | N/A   |   |
| Robert B. Heisler, Jr<br>Hudson, OH<br>USA       | N/A   | Director of TFS&L <sup>(3)</sup><br>and TFS Fin Coro <sup>(4)</sup>                               | MA  | Otractor of First Energy Corp. JM Smucker Co., and Myers Industries  | 0%  | less then 1%<br>TFS Pinancial Corporation   | N/A   |   |
| Terrence R. Ozen<br>Lyndhursi, OH                | N/A   | Ofrector of TFS&L <sup>(2)</sup><br>and TFS Fin Corp <sup>(4)</sup>                               | N/A   | Director of Cohesant Inc. and<br>State Industrial Products   | 0%  | less than 1%<br>TFS Financial Corporation   | N/A   |   |
| Robert A. Fleia<br>Willoughby, CH<br>USA         | Archilect   | Director of TFS&L <sup>Ch</sup><br>and TFS Fin Corp <sup>(4)</sup>                                | NA  | President at Then Design Architecture Ltd.   | 0%  | less than 1%<br>TFS Financial Corporation   | ThenDesign Architecture, LLC<br>Greenland Consulting, LLC   | 90.0%<br>65.0%  |
| Martin J. Cohen<br>Moreland Hills, OHI<br>USA    | Management/Partner  | Director of TFS&L <sup>(2)</sup><br>and TFS Fin Corp <sup>(4)</sup>                               | N/A   | Managing Partner & President<br>at H&M Management<br>Management for remaining<br>companies listed in Column 4c | 0%  | less then 1% TFS Pinancial Corporation  | H&M Menegement Elevne Apartments Capital Morigage Har Mar Company Smarl Reatly LLC Witts Road Associates LLC Foster Associates Taltmage Associates Taltmage Associates British Park twestment | 50.0%<br>31.5%<br>100.0%<br>54.0%<br>100.0%<br>50.0%<br>33.3%<br>60.0%<br>35.0% |
| 4) 7-1-4 C                                       |   |   |   |  |   |   | Hillside General Partnership<br>Riverside House   | 100% (General Partner,<br>100% (General Partner,                                |

<sup>(1)</sup> Third Cepital Morigage Insurance Company (2) Third Federal Sevings and Loan Association of Cleveland (3) Third Cepital, inc. (4) TPS Financial Corporation (5) Broschway Helding Company (6) Broschway Helding Company (7) Third Cep Associates, Inc.

### 4: Insiders continued

| (1)<br>Name,<br>City,<br>State,<br>Creativ       | (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) (3) Tills & Position with other Businesses (Include names of other businesses) | (4)( e)<br>Percentage of<br>Voting Shares in<br>Holding Company | (4)x b) Percentage of voting Sheres in Subsidiaries (include names of subsidiaries) | (4)( c) List names of other companies (includes parinerships) if 25% or more of voting securities are held (1 tst names of companies and |        |
|--|---|--|--|--|---|---|--|--------|
| William C. Mulliquan<br>Chagrin Falls, OH<br>USA | Manager/Director  | Otrector of TFS&L <sup>(7)</sup><br>and TFS Fin Corp <sup>(6)</sup>  | N/A  | Managing Director et Primus Venture<br>Partners, Inc.                              | 0%  | less than 1%<br>TFS Financial Corporation   | Primus Venture Partners, Inc.  | 50.0%  |
| Anthony J. Asher<br>Moreland Hills, OH USA       | Retired business owner                                      | Director of TFS&L <sup>(2)</sup><br>and TFS Fin Corp <sup>(1)</sup>  | N/A  | Chairmen/Director at Weston Inc.   | 0%  | less than 1%<br>TFS Financial Corporation   | Gravatione Properties, Inc.  | 50.0%  |
| Meredith S. Weil<br>Cleveland His. OH<br>USA     | N/A   | Director and<br>Chief Operating Officer<br>of TFS&LC <sup>D</sup><br>Director of TFS Fin Corp(4)   | Director/Tressurer of TCMIC <sup>(1)</sup> Director/Mice President of FBE, Inc. Director/Mice President of BHC <sup>(5)</sup> Director/Mice President of BHC <sup>(5)</sup> Director/Mice President of BHC <sup>(6)</sup> Director/Mice FBE <sup>(6)</sup> Director/Mice | N/A  | C%  | less than 1%<br>TFS Financial Corporation   | NA   |        |
| David S. Huffmen<br>North Centon, OH<br>USA      | N/A   | Chief Financial Officer<br>and Secretary of TFS&L <sup>(2)</sup><br>and TFS Fin Corp <sup>(4)</sup>  | Director/Treasurer of FBE, inc.<br>CFO/Treasurer of TCI. <sup>(f)</sup><br>Director/Treasurer of BHC <sup>(t)</sup><br>Director/Treasurer of BRH <sup>(t)</sup><br>Director/CFO of TCA. <sup>(f)</sup>   | N/A  | 0%  | less than 1%<br>TFS Financial Corporation   | Bucknell NC Terrain, Inc.  | 100.0% |
| Anne Merie P. Motte<br>Cleveland, OH<br>USA      | N/A   | Chief information Officer of TFS&L <sup>(2)</sup>  | N/A  | NA   | 0%  | less than 1%<br>TFS Financial Corporation   | N/A  |        |
| Cethy W. Zbenek<br>Sheker Hts. OH<br>USA         | N/A   | Chief Marketing Officer and<br>Chief Human Resources Officer<br>of TFS&L <sup>(2)</sup>  | N/A  | NA   | 0%  | less than 1%<br>TF\$ Financial Corporation  | N/A  |        |
| Peul J. Humi<br>Strongsville OH<br>USA           | N/A   | Chief Acdo Officer of TFS&L <sup>(2)</sup><br>and TFS Fin Corp. <sup>(4)</sup><br>Chief Operating Officer<br>of TFS Fin Corp. <sup>(4)</sup> | Director/Secretary of TCMIC (*) Director/Pres/CEO/Secr of FBE, Inc Director/CO0 of TCC (*) CO0 of TCA (*) VP of BRH (*)  | N/A  | 0%  | less than 1%<br>TFS Financial Corporation   | N/A  |        |
| Terence C. Paulett<br>Cleveland, OH              | N/A   | Chief Risk Officer of TFS&L <sup>(3)</sup><br>Vice President of TFS Fin Com <sup>6</sup>   | N/A  | N/A  | 0%  | less than 1%<br>TFS Financial Corporation   | N/A  |        |

<sup>(1)</sup> Third Capital Mortgage Insurance Company
(2) Third Federal Sevings and Loan Association of Cleveland
(3) Taire Capital, ixc.
(4) TFS Financial Corporation
(5) Brosdovay Holding Company
(6) Brosdovay Ready Holdings
(7) Third Cap Associates, inc.