

FEDERAL RESERVE BANK
OF CLEVELAND

2014 SEP 26 A 11:44

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

DEPARTMENT

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, Brian J. Smith

Name of the Holding Company Director and Official
President/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

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
C.I.

3831326

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

June 30, 2014

Month / Day / Year

Reporter's Name, Street, and Mailing Address

WFSB Mutual Holding Company

Legal Title of Holding Company

190 North Main Street

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

Washington

PA

15301

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Janet L. Brandtonies

Vice President/Controller

Name

Title

724-206-1035

Area Code / Phone Number / Extension

724-229-8867

Area Code / FAX Number

jbrandtonies@mywashingtonfinancial.com

E-mail Address

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.

WFSB, Inc.

Legal Title of Subsidiary Holding Company

190 North Main Street

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

Washington

PA

15301

City

State

Zip Code

Physical location (if different from mailing address)

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Memorandum

To: Federal Reserve Bank of Cleveland

From: Janet Brandtonies

Date: 06/30/14

Re: FR Y-6

FR Y-6 Annual Report of Holding Companies

Item 1. Annual Report to Shareholders – Annual Audit Report

Item 2a. Organization Chart – See Attached

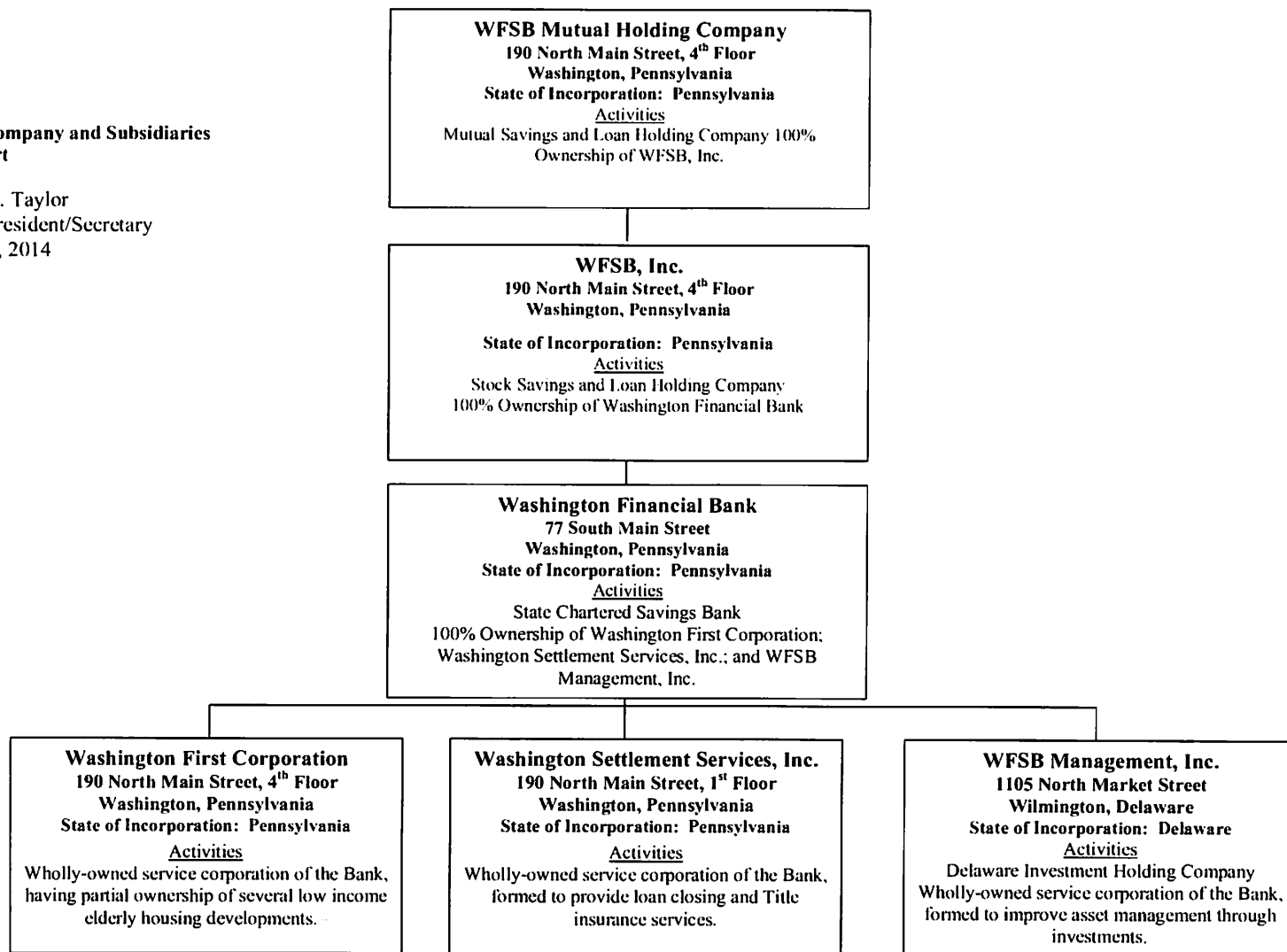
Item 2b. Domestic Branch Listing – See Attached

Item 3. Securities Holders – Not Applicable

Item 4. Insiders – See Attached

**WFSB Mutual Holding Company and Subsidiaries
Corporate Structure Chart**

Prepared by: Suzanne L. Taylor
Sr. Vice President/Secretary
August 15, 2014



New Eagle Senior Apartments, L.P. Washington, PA 24%
Burgettstown Elderly Apartments, L.P. Washington, PA 24%
430 Valleybrook Road, L.P. McMurray, PA

Results: A list of branches for your depository institution: **WASHINGTON FINANCIAL BANK (ID_RSSD: 282075).**
This depository institution is held by **WFSB MUTUAL HOLDING COMPANY (3831326)** of **WASHINGTON, PA.**
The data are as of **06/30/2014.** Data reflects information that was received and processed through **07/06/2014.**

Reconciliation and Verification Steps

- 1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
- 2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

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

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add.**
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	282075	WASHINGTON FINANCIAL BANK	77 SOUTH MAIN STREET	WASHINGTON	PA	15301	WASHINGTON	UNITED STATES	42354	0	WASHINGTON FINANCIAL BANK	282075	
OK		Full Service	4143987	CANONSBURG BRANCH #3	160 EAST PIKE STREET	CANONSBURG	PA	15317	WASHINGTON	UNITED STATES	275328	2	WASHINGTON FINANCIAL BANK	282075	
OK		Full Service	4143996	HICKORY BRANCH #8	220 MAIN STREET	HICKORY	PA	15340	WASHINGTON	UNITED STATES	275332	102	WASHINGTON FINANCIAL BANK	282075	
OK		Full Service	4144005	MCMURRAY - ROUTE 19 BRANCH #4	3616 WASHINGTON RD	MCMURRAY	PA	15317	WASHINGTON	UNITED STATES	275329	3	WASHINGTON FINANCIAL BANK	282075	
Change		Full Service	4144041	MCMURRAY - VALLEY BROOK ROAD BRANCH #12	430 VALLEY BROOK RD	MCMURRAY	PA	15317	WASHINGTON	UNITED STATES	356620	103	WASHINGTON FINANCIAL BANK	282075	Wrong City
OK		Full Service	4461823	SOUTH MAIN STREET BRANCH #1	77 SOUTH MAIN STREET	WASHINGTON	PA	15301	WASHINGTON	UNITED STATES	Not Required	Not Required	WASHINGTON FINANCIAL BANK	282075	
OK		Full Service	4144023	TYLERDALE BRANCH #6	98 E WYLIE AVE	WASHINGTON	PA	15301	WASHINGTON	UNITED STATES	275331	101	WASHINGTON FINANCIAL BANK	282075	
OK		Full Service	4144050	WASHINGTON CROWN CENTER BRANCH #7	1500 W CHESTNUT ST	WASHINGTON	PA	15301	WASHINGTON	UNITED STATES	275330	100	WASHINGTON FINANCIAL BANK	282075	
OK		Full Service	4144069	WASHINGTON MALL PLAZA BRANCH #14	255 MURTLAND AVE	WASHINGTON	PA	15301	WASHINGTON	UNITED STATES	359820	104	WASHINGTON FINANCIAL BANK	282075	

Form FR Y-6
WFSB Mutual Holding Company
Fiscal Year Ending June 30, 2014

Report Item 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)
Mary Lyn Drewitz Washington, PA USA	Partner/Attorney Goldfarb, Posner, Beck, DeHaven & Drewitz	Director & Chairman	Director & Chairman WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	Goldfarb, Posner, Beck, DeHaven & Drewitz (33.3% Interest)
D. Jackson Milhollan Washington, PA USA	President Precision Marshall Steel Company	Director & Vice Chairman	Director & Vice Chairman WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	Precision Industries, Inc. (56% Voting Shares) TAJA General Partnership (55% Ownership)
David R. Andrews Washington, PA USA	President Washington Tool & Machine Co.	Director	Director WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	Washington Tool & Machine Co. (100% Control - Voting Stock) Piatt Andrews Land Partnership (50% Ownership and Control) Howard A. Patterson Trust Fund Parts A&B-Sole Trustee-no ownership (100% Control) (holds stock of WTM)
Martin P. Beichner, Jr. Washington, PA USA	President Accutrex Products, Inc.	Director	Director WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	Accutrex Products Inc. (57% Ownership) ATX Partners (33.3% Ownership)
William M. Campbell Washington, PA USA	Retired President Camalloy, Inc.	Director	Director WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	Campbell Stainless Products Co. (President/part-owner 51% Ownership)

Form FR Y-6
WFSB Mutual Holding Company
Fiscal Year Ending June 30, 2014

Report Item 4: Insiders

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James R. Proudfit Washington, PA USA	Vice President Proudfit Insurance	Director	Director WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	N/A
Telford W. Thomas Frederick, MD USA	Retired President The Washington Hospital	Director	Director WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	N/A
Louis E. Waller Canonsburg, PA USA	President Waller Corporation	Director	Director WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	Waller Corporation (51% Ownership) Waller Family Partnership (18% Real Estate Holding)
Brian J. Smith McMurray, PA USA	Refer to 3(b)	Director & President/CEO	Director & President/CEO WFSB, Inc. Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc. Director/Chairman/President/CEO WFSB Management, Inc.	N/A	None	None	Mouse Mountain Farm (Partner, 30% Ownership)

Form FR Y-6
WFSB Mutual Holding Company
Fiscal Year Ending June 30, 2014

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John S. Milinovich McMurray, PA USA	Refer to 3(b)	Exec. Vice President/ Treasurer/CFO	Vice President/Treasurer WFSB, Inc. Executive Vice President/Treasurer/CFO/ Finance Division Manager Washington Financial Bank Vice President/Treasurer Washington First Corporation Washington Settlement Services, Inc. Director/Treasurer/Secretary WFSB Management, Inc.	N/A	None	None	Milinovich Land Co., Inc. (Director, 25% Ownership) John S. Milinovich -FHLB Director Fees (Sole Proprietor, 100% ownership)
Suzanne L. Taylor Washington, PA USA	Refer to 3(b)	Sr. Vice President/Secretary	Secretary WFSB, Inc. Sr. Vice President/Secretary/ Administrative Services Div. Manager Washington Financial Bank Secretary Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	N/A
Michael L. Chaido McMurray, PA USA	Refer to 3(b)	Sr. Vice President/Chief Operations Officer	Sr. Vice President/Chief Operations Officer Washington Financial Bank	N/A	None	None	Chaido Family Real Estate Holding Partnership (Managing Partner, 20% ownership)
John F. Clayton Wexford, PA USA	Refer to 3(b)	Sr. Vice President/Community Banking/Sales Manager	Sr. Vice President/Community Banking/Sales Manager Washington Financial Bank	N/A	None	None	N/A
Edward R. Ermine Connellsville USA	Refer to 3(b)	Sr. Vice President/Chief Credit Officer	Sr. Vice President/Chief Credit Officer Washington Financial Bank	N/A	None	None	N/A

Form FR Y-6
WFSB Mutual Holding Company
Fiscal Year Ending June 30, 2014

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Delbert O. Hague, Jr. Rochester, PA USA	Refer to 3(b)	Sr. Vice President/Residential Lending Division Manager	Sr. Vice President/Residential Lending Division Manager Washington Financial Bank Vice President Washington Settlement Services, Inc.	N/A	None	None	N/A
William J. King Munhall, PA USA	Refer to 3(b)	Sr. Vice President/Commercial Banking Manager	Sr. Vice President/Commercial Banking Manager Washington Financial Bank	N/A	None	None	N/A
Harry A. Stiffler, Jr. Washington, PA USA	Refer to 3(b)	Sr. Vice President/General Counsel	Sr. Vice President/General Counsel Washington Financial Bank	N/A	None	None	McDonald Land Company, Inc. (Vice President, 0% ownership) The Stiffler Trust Agreement dated December 10, 2010 (Sole Trustee, 0% ownership)
Robert B. Vettorel Washington, PA USA	Refer to 3(b)	Sr. Vice President/Wealth Management Division Manager	Sr. Vice President/Wealth Management Division Manager Washington Financial Bank	N/A	None	None	Vettorel Asset Management, LLC (Owner/President, 100% ownership) Noble Road Manor, LLC (Owner/Silent Partner [investor], 25% ownership) Network King, LLC (Owner/President, 64% ownership)
Janet L. Brandtonies Washington, PA USA	Refer to 3(b)	Vice President/Controller	Vice President/Controller Washington Financial Bank	N/A	None	None	N/A

Form FR Y-6
WFSB, Inc.
Fiscal Year Ending June 30, 2014

Report Item 4: Insiders

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Mary Lyn Drewitz Washington, PA USA	Partner/Attorney Goldfarb, Posner, Beck, DeHaven & Drewitz	Director & Chairman	Director & Chairman Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	Goldfarb, Posner, Beck, DeHaven & Drewitz (33.3% Interest)
D. Jackson Milhollan Washington, PA USA	President Precision Marshall Steel Company	Director & Vice Chairman	Director & Vice Chairman Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	Precision Industries, Inc. (56% Voting Shares) TAJA General Partnership (55% Ownership)
David R. Andrews Washington, PA USA	President Washington Tool & Machine Co.	Director	Director Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	Washington Tool & Machine Co. (100% Control - Voting Stock) Piatt Andrews Land Partnership (50% Ownership and Control) Howard A. Patterson Trust Fund Parts A&B-Sole Trustee-no ownership (100% Control) (holds stock of WTM)
Martin P. Beichner, Jr. Washington, PA USA	President Accutrex Products, Inc.	Director	Director Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	Accutrex Products Inc. (57% Ownership) ATX Partners (33.3% Ownership)

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William M. Campbell Washington, PA USA	Retired President Camalloy, Inc.	Director	Director Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	Campbell Stainless Products Co. (President/part-owner 51% Ownership)
James R. Proudfit Washington, PA USA	Vice President Proudfit Insurance	Director	Director Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	N/A
Telford W. Thomas Frederick, MD USA	Retired President The Washington Hospital	Director	Director Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	N/A
Louis E. Waller Canonsburg, PA USA	President Waller Corporation	Director	Director Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	Waller Corporation (51% Ownership) Waller Family Partnership (18% Real Estate Holding)
Brian J. Smith McMurray, PA USA	Refer to 3(b)	Director & President/CEO	Director & President/CEO Washington Financial Bank Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	Mouse Mountain Farm (Partner, 30% Ownership)
			Director/Chairman/President/CEO WFSB Management, Inc.				

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John S. Milinovich McMurray, PA USA	Refer to 3(b)	Vice President/Treasurer	Executive Vice President/Treasurer/CFO/ Finance Division Manager Washington Financial Bank Vice President/Treasurer Washington First Corporation Washington Settlement Services, Inc. Director/Treasurer/Secretary WFSB Management, Inc.	N/A	None	None	Milinovich Land Co., Inc. (Director, 25% Ownership) John S. Milinovich -FHLB Director Fees (Sole Proprietor, 100% ownership)
Suzanne L. Taylor Washington, PA USA	Refer to 3(b)	Secretary	Sr. Vice President/Secretary/ Administrative Services Div. Manager Washington Financial Bank Secretary Washington First Corporation Washington Settlement Services, Inc.	N/A	None	None	N/A