

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

2016 DEC 28 P 3: 32
FEDERAL RESERVE BANK
OF CLEVELAND

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Neil D. Bassi

Name of the Holding Company Director and Official

Chairman of the Board, President/CEO

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

12/23/2016

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 3831269
C.I. _____

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

September 30, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Charleroi Financial MHC

Legal Title of Holding Company

101 McKean Avenue / PO Box 209

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

Charleroi

City

PA

State

15022

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert S. Erdely

Name

Vice President of Finance

Title

724-483-3566 / 290

Area Code / Phone Number / Extension

724-483-9436

Area Code / FAX Number

rerdel@cfsbank.com

E-mail Address

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

Is confidential treatment requested for any portion
of this report submission?

0=No

1=Yes

0

In accordance with the General Instructions for this report
(check only one),

1. a letter justifying this request is being provided along
with the report

2. a letter justifying this request has been provided
separately

NOTE: Information for which confidential treatment is being
requested must be provided separately and labeled
as "confidential."

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.

CF Financial Corporation

Legal Title of Subsidiary Holding Company

101 McKean Avenue / PO Box 209

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

Charleroi

PA

15022

City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

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State

Zip Code

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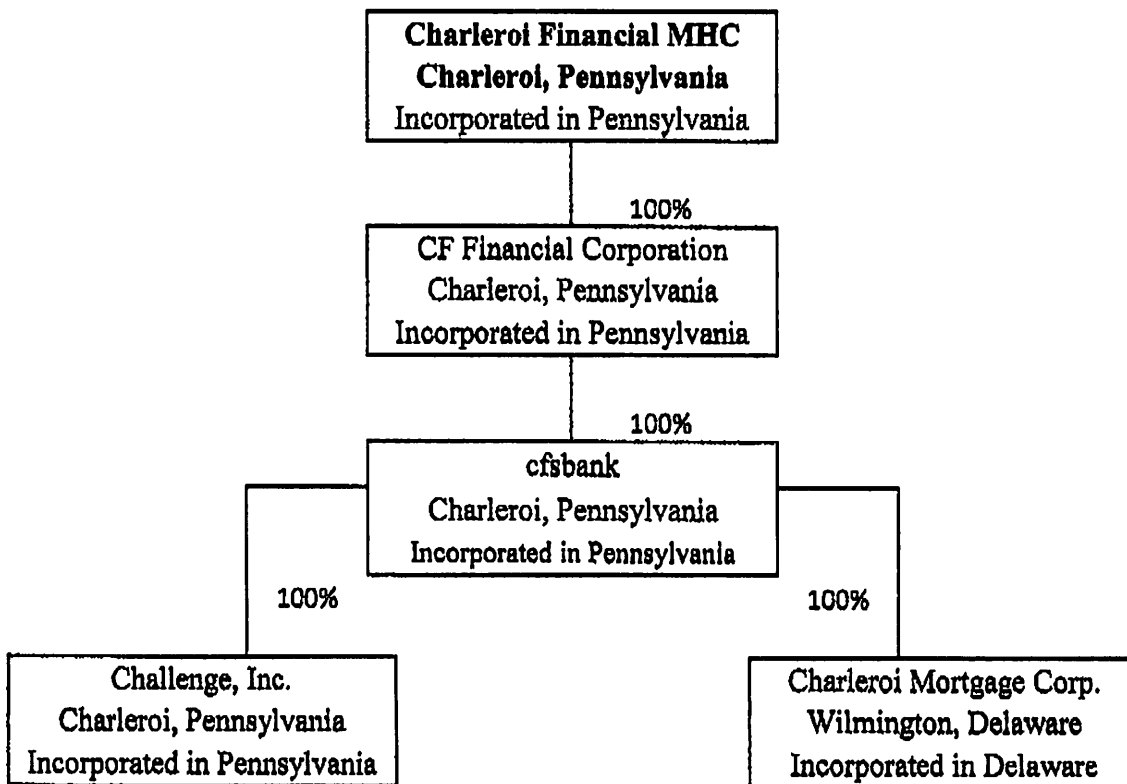
Form FR Y-6

Charleroi Financial MHC
Charleroi, Pennsylvania
Fiscal Year Ending September 30, 2016

Report Item

1: The savings and loan holding company does not prepare an annual report for securities holders and is not registered with the SEC.

2a: **Organizational Chart**



Footnote: LEI is N/A unless otherwise noted.

2b: Domestic branch listing provided. (See Attached)

3: Charleroi Financial MHC is a Mutual Holding company and has not issued any Stock and therefore has no Securities Holders.

Charleroi Financial MHC is the sole share holder CF Financial Corporation
 Country of Incorporation: United States
 10,000 shares of Common Stock 100% owned

CF Financial Corporation is the sole share holder of cfsbank
 Country of Incorporation: United States
 10,000 shares of Common Stock 100% owned

4: No Insiders own any Stock. (See Attached)

Form FR Y-6

Legal Title of Holding Company: **Charleroi Financial MHC**
Fiscal Year End: **September 30, 2016**

Report Item 4: Insiders

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

***Instructions: Please complete all items in **red**, in addition to including all applicable insiders for items 1, 2, 3, and 4 for each holding company in your organization. If a certain item is not applicable to an insider, please include "None" or "N/A."
(Please see Appendix A of the report instructions for an example of how to report items 1, 2, 3, and 4.) Once complete, please print sheet and include in your hardcopy of the report.
***Data Entry Tip: If you would like to add a line break within an individual cell, select Alt + Enter at the space where you would like the line break.
Institution's Note: (If you would like to include a note, please add it here.)

(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 Companies (Include names of other companies)	(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)
Neil D. Bassi Washington, PA, Washington	N/A	Director and Chairman President/CEO	Director and Chairman, President/CEO CF Financial and cfsbank	N/A	N/A	N/A	N/A
Robert S. Erdely Perryopolis, PA, Fayette	N/A	Director, Vice President of Finance, Treasurer and Corporate Secretary	Director, Vice President of Finance, Treasurer and Corporate Secretary CF Financial and cfsbank	N/A	N/A	N/A	N/A
Brad Bassi Charleroi, PA, Washington	Attorney	Director	Director CF Financial and cfsbank	Partner, Bassi, Vreeland & Associates, P.C.	N/A	N/A	N/A
Michael H. Lee Stockdale, PA, Washington	Distributor	Director	Director CF Financial and cfsbank	President, Lee Supply Company	N/A	N/A	N/A
Robert Lettrich Charleroi, PA, Washington	Architect	Director	Director CF Financial and cfsbank	Principal, Lettrich & Associates	N/A	N/A	N/A
Bruce C. Marshall Charleroi, PA, Washington	Insurance Broker	Director	Director CF Financial and cfsbank	Associate, Henderson Brothers, Inc	N/A	N/A	N/A
Reid K. Smith Charleroi, PA, Washington	Retired	Director	Director CF Financial and cfsbank	Retired Superintendent of Schools Charleroi Area School District	N/A	N/A	N/A

Form FR Y-6

Legal Title of Holding Company: CF Financial Corporation
Fiscal Year End: September 30, 2016

Report Item 4: Insiders

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

***Instructions: Please complete all items in red, in addition to including all applicable insiders for Items 1, 2, 3, and 4 for each holding company in your organization. If a certain item is not applicable to an insider, please include "None" or "N/A."
(Please see Appendix A of the report instructions for an example of how to report Items 1, 2, 3, and 4.) Once complete, please print sheet and include in your hardcopy of the report.
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(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 Companies (Include names of other companies)	(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)
Neil D. Bassi Washington, PA, Washington	N/A	Director and Chairman	Director and Chairman, President/CEO cfsbank	N/A	N/A	N/A	N/A
Robert S. Erdely Perryopolis, PA, Fayette	N/A	Director, Vice President of Finance, Treasurer and Corporate Secretary	Director, Vice President of Finance, Treasurer and Corporate Secretary cfsbank	N/A	N/A	N/A	N/A
Brad Bassi Charleroi, PA, Washington	Attorney	Director	Director cfsbank	Partner, Bassi, Vreeland & Associates, P.C.	N/A	N/A	N/A
Michael H. Lee Stockdale, PA, Washington	Distributor	Director	Director cfsbank	President, Lee Supply Company	N/A	N/A	N/A
Robert Lettrich Charleroi, PA, Washington	Architect	Director	Director cfsbank	Principal, Lettrich & Associates	N/A	N/A	N/A
Bruce C. Marshall Charleroi, PA, Washington	Insurance Broker	Director	Director cfsbank	Associate, Henderson Brothers, Inc	N/A	N/A	N/A
Reid K. Smith Charleroi, PA, Washington	Retired	Director	Director cfsbank	Retired Superintendent of Schools Charleroi Area School District	N/A	N/A	N/A

Item 2b: domestic Branch Listing

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FCIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*
OK		Full Service (Head Office)	100777	CFSBANK	101 MCKEAN AVENUE	CHARLEROI	PA	15022	WASHINGTON	UNITED STATES	42506	0	CFSBANK	100777
OK		Full Service	4142298	ROSTRAVER BRANCH	1652 ROSTRAVER ROAD	BELLE VERNON	PA	15012	WESTMORELAND	UNITED STATES	276746	101	CFSBANK	100777
OK		Full Service	4142243	BENTLEYVILLE BRANCH	919 MAIN STREET	BENTLEYVILLE	PA	15314	WASHINGTON	UNITED STATES	276745	100	CFSBANK	100777
OK		Full Service	4142252	CONNELLSVILLE BRANCH	205 SOUTH ARCH STREET	CONNELLSVILLE	PA	15425	FAYETTE	UNITED STATES	276744	1	CFSBANK	100777
OK		Full Service	3398360	HEMPFIELD BRANCH	105 WALTON TEA ROOM RD.	GREENSBURG	PA	15601	WESTMORELAND	UNITED STATES	440508	104	CFSBANK	100777
OK		Full Service	4142270	PETERS TOWNSHIP BRANCH	622 EAST MCMURRAY ROAD	MCMURRAY	PA	15317	WASHINGTON	UNITED STATES	440509	105	CFSBANK	100777
OK		Full Service	4142261	MONONGAHELA BRANCH	1220 WEST MAIN STREET	MONONGAHELA	PA	15063	WASHINGTON	UNITED STATES	276747	102	CFSBANK	100777
OK		Full Service	4142421	SEVEN FIELDS BRANCH	101 HIGHPOINTE BOULEVARD	SEVEN FIELDS	PA	16046	BUTLER	UNITED STATES	276748	103	CFSBANK	100777
OK		Full Service	4142430	WASHINGTON BRANCH	730 EAST BEAU STREET	WASHINGTON	PA	15301	WASHINGTON	UNITED STATES	491982	106	CFSBANK	100777