Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
3RD FED BANK RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1955

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

3RD FED BANK

3 PENNS TRAIL
NEWTOWN, PA 18940-1812

2b Employer Identification Number (EIN)
23-1151162

2c Sponsor's telephone number
215-579-4600

2d Business code (see instructions)
522120

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	BETH A. GUINNESS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	DENNIS R. STEWART
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

3RD FED BANK

3 PENNS TRAIL
NEWTOWN, PA 18940-1812

3b Administrator's EIN
23-1151162

3c Administrator's telephone number
215-579-4600

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	164
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	137
b	Retired or separated participants receiving benefits	**6b**	14
c	Other retired or separated participants entitled to future benefits	**6c**	23
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	174
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	174
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☒	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	☒		**H** (Financial Information)
(2)	☐		**I** (Financial Information – Small Plan)
(3)	☐	0	**A** (Insurance Information)
(4)	☒		**C** (Service Provider Information)
(5)	☒		**D** (DFE/Participating Plan Information)
(6)	☐		**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
3RD FED BANK RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
3RD FED BANK

D Employer Identification Number (EIN)
23-1151162

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2013

2 Assets:

a Market value	**2a**	10414950
b Actuarial value	**2b**	10414950

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	**3a**	13	956654
b For terminated vested participants	**3b**	24	337995
c For active participants:			
(1) Non-vested benefits	**3c(1)**		97302
(2) Vested benefits	**3c(2)**		4189885
(3) Total active	**3c(3)**	127	4287187
d Total	**3d**	164	5581836

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a Funding target disregarding prescribed at-risk assumptions	**4a**	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5 Effective interest rate	**5**	6.40 %
6 Target normal cost	**6**	499486

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary	10/09/2014 Date
LAWRENCE C. BRISMAN Type or print name of actuary	14-04972 Most recent enrollment number
BEYER-BARBER COMPANY Firm name	610-435-9577 Telephone number (including area code)
1136 HAMILTON STREET ALLENTOWN, PA 18101-1081 Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1810406	3574197
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	436629	0
9	Amount remaining (line 7 minus line 8)	1373777	3574197
10	Interest on line 9 using prior year's actual return of 9.09 %	124876	324895
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		2000634
b	Interest on (a) using prior year's effective interest rate of 7.12 % except as otherwise provided (see instructions)		142445
c	Total available at beginning of current plan year to add to prefunding balance		2143079
d	Portion of (c) to be added to prefunding balance		2143079
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	1498653	6042171

Part III Funding Percentages

14	Funding target attainment percentage	14	51.49 %
15	Adjusted funding target attainment percentage	15	186.59 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	94.58 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)	0	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	499486
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	499486

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	499486	0	499486

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	0

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan	**B** Three-digit plan number (PN) ▶	
3RD FED BANK RETIREMENT PLAN		003
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
3RD FED BANK	23-1151162	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WILMINGTON TRUST FIDUCIARY SERVICES

34 EXCHANGE PLACE
803 PLAZA THREE
JERSEY CITY, NJ 07311

26-3523944

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	BROKERAGE	49210	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

UBS FINANCIAL SERVICES, INC.

1285 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

13-2638166

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	INVESTMENT ADVISOR	42695	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
3RD FED BANK RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
3RD FED BANK

D Employer Identification Number (EIN)
23-1151162

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: FIXED INCOME INDEX PORTFOLIO

b Name of sponsor of entity listed in (a): WILMINGTON TRUST

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-3523944-027	C	1797057

a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL VALUE PORTFOLIO

b Name of sponsor of entity listed in (a): WILMINGTON TRUST

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-3523944-006	C	1401805

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL GROWTH PORTFOLIO

b Name of sponsor of entity listed in (a): WILMINGTON TRUST

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-3523944-011	C	903527

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE PORTFOLIO

b Name of sponsor of entity listed in (a): WILMINGTON TRUST

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-3523944-038	C	789964

a Name of MTIA, CCT, PSA, or 103-12 IE: MID-CAP FUNDAMENTAL VALUE PORTFOLIO

b Name of sponsor of entity listed in (a): WILMINGTON TRUST

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-3523944-045	C	283052

a Name of MTIA, CCT, PSA, or 103-12 IE: MID-CAP GROWTH PORTFOLIO

b Name of sponsor of entity listed in (a): WILMINGTON TRUST

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-3523944-029	C	169349

a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET PORTFOLIO

b Name of sponsor of entity listed in (a): WILMINGTON TRUST

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-3523944-003	C	336778

a Name of MTIA, CCT, PSA, or 103-12 IE: S&P 500 INDEX PORTFOLIO

b Name of sponsor of entity listed in (a): WILMINGTON TRUST

c EIN-PN 26-3523944-021	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 901429

a Name of MTIA, CCT, PSA, or 103-12 IE: SHORT DURATION PORTFOLIO

b Name of sponsor of entity listed in (a): WILMINGTON TRUST

c EIN-PN 26-3523944-041	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1348104

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CO GROWTH PORTFOLIO

b Name of sponsor of entity listed in (a): WILMINGTON TRUST

c EIN-PN 26-3523944-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 169331

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CO DIVERSIFIED VALUE PORT.

b Name of sponsor of entity listed in (a): WILMINGTON TRUST

c EIN-PN 26-3523944-044	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 281587

a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC BOND PORTFOLIO

b Name of sponsor of entity listed in (a): WILMINGTON TRUST

c EIN-PN 26-3523944-014	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 898814

a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC GROWTH PORTFOLIO

b Name of sponsor of entity listed in (a): WILMINGTON TRUST

c EIN-PN 26-3523944-012	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1410717

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL RETURN REIT PORTFOLIO

b Name of sponsor of entity listed in (a): WILMINGTON TRUST

c EIN-PN 26-3523944-037	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 559586

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
3RD FED BANK RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
3RD FED BANK

D Employer Identification Number (EIN)
23-1151162

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	653380	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	9772850	11251100
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	10426230	11251100
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	5059	5776
k	Total liabilities (add all amounts in lines 1g through1j)	1k	5059	5776
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	10421171	11245324

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		0
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	224	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		224
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1684358
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1684582
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	768524	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		768524
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	91905	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		91905
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		860429
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		824153
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: S. R. SNODGRASS, A.C. **(2)** EIN: 25-1616561

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☒ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
3RD FED BANK RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
3RD FED BANK

D Employer Identification Number (EIN)
23-1151162

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions 1 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 23-2697472

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year 3 9

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ Yes ☒ No ☐ N/A

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) 6a

b Enter the amount contributed by the employer to the plan for this plan year 6b

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) 6c

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ Yes ☐ No ☐ N/A

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ Yes ☐ No ☒ N/A

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ Increase ☐ Decrease ☐ Both ☒ No

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ Yes ☐ No

11 a Does the ESOP hold any preferred stock? ..... ☐ Yes ☐ No

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ Yes ☐ No

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ Yes ☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 00% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

3RD FED RETIREMENT PLAN AND TRUST

NEWTOWN, PENNSYLVANIA

AUDIT REPORT

DECEMBER 31, 2013

3RD FED BANK RETIREMENT PLAN AND TRUST
DECEMBER 31, 2013

	Page Number
Independent Auditor's Report	1 - 2
Statement of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Statement of Accumulated Benefits	5
Statement of Changes in Accumulated Benefits	6
Notes to Financial Statements	7 - 13
Supplemental Schedules	14 - 15

SNODGRASS
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITOR'S REPORT

Plan Administrator
3rd Fed Bank Retirement Plan and Trust

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of the 3rd Fed Bank Retirement Plan and Trust, formerly the Third Federal Savings Bank Retirement Plan and Trust, which comprise the statement of net assets available for benefits as of December 31, 2013 and 2012; the related statement of changes in net assets available for benefits for the years then ended; the statement of accumulated plan benefits as of December 31, 2012; the related statement of changes in accumulated plan benefits for the year then ended; and the related notes to the financial statements.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Wilmington Trust, the custodian of the 3rd Fed Bank Retirement Plan and Trust, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the 3rd Fed Bank Retirement Plan and Trust's assets and executes transactions. The Plan Administrator has obtained certifications from the custodian as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the custodian is complete and accurate.

Disclaimer of Opinion
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter
The supplemental schedules, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4j – Schedule of Reportable Transactions as of and for the year ended December 31, 2013, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. The supplemental schedules are the responsibility of 3rd Fed Bank Retirement Plan and Trust's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified or provided by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Wexford, Pennsylvania
October 14, 2014
.

3RD FED BANK RETIREMENT PLAN AND TRUST
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2013	December 31, 2012
ASSETS		
Investments, at fair value:		
Collective trusts	$ 11,251,100	$ 9,772,850
Employer contribution receivable	-	653,380
Total assets	11,251,100	10,426,230
LIABILITIES		
Amount due broker	5,776	5,059
Total liabilities	5,776	5,059
Net assets available for benefits	$ 11,245,324	$ 10,421,171

The accompanying notes are an integral part of these financial statements.

3RD FED BANK RETIREMENT PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Year Ended December 31,	
	2013	2012
INVESTMENT INCOME		
Net appreciation in fair value of investments	$ 1,684,358	$ 874,691
Interest and dividends	224	159
Total investment income	1,684,582	874,850
EMPLOYER CONTRIBUTIONS	-	2,153,380
Total additions	1,684,582	3,028,230
BENEFITS PAID DIRECTLY TO PARTICIPANTS	(768,524)	(540,083)
ADMINISTRATIVE EXPENSES	(91,905)	(73,524)
Total deductions	(860,429)	(613,607)
Net increase	824,153	2,414,623
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of the year	10,421,171	8,006,548
End of the year	$ 11,245,324	$ 10,421,171

The accompanying notes are an integral part of these financial statements.

3RD FED BANK RETIREMENT PLAN AND TRUST
STATEMENT OF ACCUMULATED BENEFITS

	December 31, 2012
ACTUARIAL PRESENT VALUE OF ACCUMULATED BENEFITS	
Vested benefits:	
Participants currently receiving payments	$ 862,611
Other participants	3,881,422
	4,744,033
Nonvested benefits	80,234
TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED BENEFITS	$ 4,824,267

The accompanying notes are an integral part of these financial statements.

3RD FED BANK RETIREMENT PLAN AND TRUST
STATEMENT OF CHANGES IN ACCUMULATED BENEFITS

	For the Year Ended December 31, 2012
Actuarial present value of accumulated benefits at beginning of year	$ 4,180,128
Increase (decrease) during the year attributable to:	
Change in actuarial assumptions	294,326
Benefits accumulated and experience gains	576,206
Decrease in the discount period	313,240
Benefits paid to participants	(539,633)
Net increase	644,139
Actuarial present value of accumulated benefits at end of year	$ 4,824,267

The accompanying notes are an integral part of these financial statements.

3RD FED BANK RETIREMENT PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the 3rd Fed Bank Retirement Plan and Trust (the "Plan"), formerly the Third Federal Savings Bank Retirement Plan and Trust, provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined benefit pension plan covering substantially all employees of 3rd Fed Bank (the "Bank"), which is a wholly owned subsidiary of TF Financial Corporation (the "Company"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by the Bank's Pension Committee (the "Committee"), which is a committee of the Board of Directors of the Bank. The Bank has overall responsibility for the operation and administration of the Plan. The Committee determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Pension Benefits

Employees are eligible to become participants after completing one year of service and attaining 21 years of age. The normal form of pension payable to an unmarried participant is a single life annuity. A participant is 100 percent vested upon attainment of his/her early or normal retirement date; otherwise, the participant becomes vested in his/her accrued benefit after five years of service.

Death and Disability Benefits

If a vested, married, active employee dies, a death benefit equal to 50 percent of the value of the employee's accumulated pension benefits is paid to the employee's spouse. No death benefits are payable to unmarried employees under this Plan, except when necessary requirements are met. Active employees who become totally and permanently disabled receive annual disability benefits that are equal to the normal retirement benefits they have accumulated as of the time they became disabled.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies of the Plan:

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Participant Accounts

Under the Plan provisions, amounts are credited by the Bank to participants' hypothetical accounts. The accounts are allocated compensation credits and investment credits at the end of every plan year. The compensation credits are allocated based on a percentage of participants' certified compensation as defined in the Plan document for that particular year.

Valuation of Investments and Income Recognition

Investments of the Plan are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Note 3 - Fair Value Measurements provides additional disclosure related to valuation methodologies.

Purchase and sales of securities are recorded on a trade date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's losses and gains on investments bought and sold, as well as held during the year.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to services employees have rendered. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. The accumulated Plan benefits are based on career average compensation. Benefits payable under all circumstances – retirement, death, disability, and termination of employment –are included to the extent they are deemed attributable to employee service rendered as of the valuation date.

Beyer-Barber Company (the "Actuary") estimates the actuarial present value of accumulated Plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment by means of decrements such as for death, disability, withdrawal, or retirement between the valuation date and the expected date of payment.

Significant assumptions underlying the actuarial computations as of December 31, 2013 and 2012, are as follows:

Actuarial cost method	· Unit Credit Actuarial Cost Method
Assumed average rate of return on investment	· 7.5 percent per year pre-retirement compounded annually
Mortality scale	· IRS 2013 Combined Static Mortality Table
Retirement	· Retirement is assumed at normal retirement age

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Income Tax Status

The Internal Revenue Service has determined and informed the Bank by a letter dated March 31, 2010, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan Administrator and tax counsel believe that the Plan is in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for the years prior to 2010.

Administrative Expenses

Administrative expenses of the Plan relating to investment management and recording fees are paid by the Plan. Fees relating to accounting, miscellaneous administrative expenses, and the insurance premium of the Pension Benefit Guaranty Corporation are paid by the Plan's sponsor. Such expenses amounted to $48,479 for the year ended December 31, 2013.

NOTE 3 - FAIR VALUE MEASUREMENTS

U.S. generally accepted accounting principles establish a fair value hierarchy which requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of input significant to the fair value measurement.

The three levels of the fair value hierarchy are described below:

Level I: Quoted prices are available in active markets for identical assets or liabilities as of the reported date.

Level II: Pricing inputs are other than the quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these assets and liabilities includes items for which quoted prices are available but traded less frequently and items that are fair-valued using other financial instruments, the parameters of which can be directly observed.

Level III: Valuations are derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

NOTE 3 - FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012, respectively.

	December 31, 2013			
	Level I	Level II	Level III	Total
Assets:				
Investment in collective trusts	$ -	$ 11,251,100	$ -	$ 11,251,100
Total assets at fair value	$ -	$ 11,251,100	$ -	$ 11,251,100

	December 31, 2012			
	Level I	Level II	Level III	Total
Assets:				
Investment in collective trusts	$ -	$ 9,772,850	$ -	$ 9,772,850
Total assets at fair value	$ -	$ 9,772,850	$ -	$ 9,772,850

The following is a description of the valuation methodologies used for assets measured at fair value; there have been no changes in the methodologies used at December 31, 2013 and 2012.

Collective investment trust funds	The collective investment trust funds fair value is classified in Level II using the asset fair value provided by Wilmington Trust, the custodian of the fund. Net asset value ("NAV") unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. The Plan custodian engages a third-party pricing agent as well as an internal pricing service to determine fair value. Furthermore, although the Plan believes the valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value measurement at the reporting date.

Fair Value of Investments in Entities that Use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively.

December 31, 2013

	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Investment in collective trusts	$ 11,251,100	N/A	Daily	Daily

December 31, 2012

	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Investment in collective trusts	$ 9,772,850	N/A	Daily	Daily

NOTE 4 - FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments are defined as cash, evidence of ownership interest in an entity, or a contract which creates an obligation or right to receive or deliver cash or another financial instrument from/to a second entity on potentially favorable or unfavorable terms. Fair value is defined as the amount at which a financial instrument could be exchanged in a current transaction between willing parties other than in a forced liquidation or sale. If a quoted market price is available for a financial instrument, the fair value would be calculated based upon the market price per trading unit of the instrument.

Investments in collective trusts and the employer contribution receivable would be considered financial instruments. At December 31, 2013 and 2012, the carrying amounts of these financial instruments approximate fair value.

NOTE 5 - FUNDING POLICY

The Bank's funding policy is to make annual contributions to the Plan that are between the minimum amount required to satisfy the funding standards of ERISA and the maximum tax-deductible contribution for federal income tax purposes, such that all employees' benefits will be fully provided for by the time they retire.

NOTE 6 - PLAN TERMINATION

The Bank has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

(1) To that portion of participant accrued benefit which is derived from participant contributions made to the Plan.

(2) Equally among:

   (a) Retired participants and their beneficiaries to whom payment commenced at least three years prior to the date of termination.

   (b) Participants who could have retired and received payment of their benefits at least three years prior to the date of termination.

(3) To all benefits guaranteed and insured by the Pension Benefit Guaranty Corporation.

(4) To all other vested accrued benefits not insured by the Pension Benefit Guaranty Corporation.

(5) To all other accrued benefits provided under the Plan.

Any excess funds shall revert to the employer.

NOTE 7 - INFORMATION CERTIFIED BY THE CUSTODIAN

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520-103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The custodian of Plan, Wilmington Trust has certified that the data included in the following financial statements and supplemental schedules is complete and accurate:

- Investments at fair value as shown in the statement of net assets available for benefits as of December 31, 2013 and 2012;
- Investment activity (interest and dividend income, net appreciation in fair value of investments) as shown in the statement of changes in net assets available for benefits for the years ended December 31, 2013 and 2012;
- Schedule of assets held for investment purposes as of and for the year ended December 31, 2013; and
- Schedule of reportable (5 percent) transactions at December 31, 2013.

Investments at fair value as of:

		December 31, 2013		December 31, 2012
Collective trust				
Fixed Income Index	* $	1,797,057	* $	1,297,741
Fundamental Value Portfolio	*	1,401,805	*	1,368,009
International Growth Portfolio	*	903,527	*	541,287
International Value Portfolio	*	789,964	*	525,608
Mid-Cap Fundamental Value Portfolio		283,052		317,473
Mid-Cap Growth Portfolio		169,349		131,509
Money Market Portfolio		336,778	*	1,225,995
S&P 500 Index Portfolio	*	901,429	*	756,389
Short Duration Portfolio	*	1,348,104	*	1,037,287
Small Co Growth Portfolio		169,331		144,719
Small Company Diversified Value Portfolio		281,587		326,679
Strategic Bond Portfolio	*	898,814	*	673,221
Strategic Growth Portfolio	*	1,410,717	*	938,025
Total Return REIT Portfolio		559,586		488,908
Total investment securities at fair value	$	11,251,100	$	9,772,850

*Represents 5 percent or more of Plan net assets

During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated as follows:

	December 31, 2013	December 31, 2012
Appreciation		
Collective trusts	$ 1,684,358	$ 874,691
Total	$ 1,684,358	$ 874,691

Interest and dividend income for 2013 and 2012 was $224 and $159 respectively.

NOTE 8 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated Plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumption process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE 9 - SUBSEQUENT EVENTS

The Plan assessed events occurring subsequent to December 31, 2013 through October 14, 2014, for potential recognition and disclosure in the financial statements. On June 3, 2014, National Penn Bancshares, Inc. ("National Penn"), the parent company of National Penn Bank, entered into an Agreement and Plan of Merger (the "Merger Agreement") with the Company pursuant to which the Company will merge with and into National Penn (the "Merger"). As part of the transaction, the Bank will also merge with and into National Penn Bank. Subsequent to June 30, 2014 and pursuant to the requirements contained in the Merger Agreement, the Company's Board of Directors adopted resolutions which provided to freeze the status of the Plan effective October 15, 2014 ("the freeze date"). Accordingly, no additional participants will enter the Plan after October 15, 2014; no additional years of credited service for benefit accrual purposes will be earned after the freeze date under the Plan; and compensation earned by participants after the freeze date will not be taken into account under the Plan.

SUPPLEMENTAL SCHEDULES

3RD FED BANK RETIREMENT PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EMPLOYER IDENTIFICATION NUMBER 23-1151162
PLAN NUMBER 003
DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Fixed Income Index	20.14	$ 1,668,818	$ 1,797,057
	Fundamental Value Portfolio	61.49	887,968	1,401,805
	International Growth Portfolio	18.45	726,857	903,527
	International Value Portfolio	20.76	629,555	789,964
	Mid-Cap Fundamental Value Portfolio	12.13	168,787	283,052
	Mid-Cap Growth Portfolio	12.51	101,192	169,349
	Money Market Portfolio	1.00	336,778	336,778
	S&P 500 Index Portfolio	16.81	548,517	901,429
	Short Duration Portfolio	13.10	1,289,758	1,348,104
	Small Co Growth Portfolio	111.90	88,044	169,331
	Small Company Diversified Value Portfolio	12.83	171,138	281,587
	Strategic Bond Portfolio	29.88	783,193	898,814
	Strategic Growth Portfolio	18.27	902,622	1,410,717
	Total Return REIT Portfolio	26.52	413,229	559,586
			$ 8,716,456	11,251,100
	Total investments			$ 11,251,100

* Party in interest

3RD FED BANK RETIREMENT PLAN AND TRUST
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
EMPLOYER IDENTIFICATION NUMBER 23-1151162
PLAN NUMBER - 003
DECEMBER 31, 2013

(a) Identity of Party Involved	(b) Description of Assets (Including Interest Rate and Maturity in Case of Loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Assets	(h) Current Value or Asset on Transaction Date	(i) Net Gain or (Loss)

Type (i)Transactions - a single transaction in excess of 5 percent of the fair value of Plan assets

- None -

Type (ii) Transactions - series of transactions other than securities transactions in excess of 5 percent of the fair value of Plan assets

- None -

Type (iii) Transactions - series of security transactions of the same issue aggregating in excess of 5 percent of the fair value of Plan assets

- None -

Type (iv) Transactions - transactions in securities with a person if any single transaction was in excess of 5 percent of the fair value of Plan assets

- None -

PLAN NAME: 3RD FED BANK RETIREMENT PLAN
E.I.N. 23-1151162
PLAN NO. 003

SCHEDULE SB, LINE 26-SCHEDULE OF ACTIVE PARTICIPANT DATA

ATT'N AGES	YEARS OF CREDITED SERVICE																					
	<1		1 - 4		5 - 9		10 - 14		15 - 19		20 - 24		25 - 29		30 - 34		35 - 39		40 AND UP	
	NO.	AVG COMP.	NO.	AVG COMP.	NO.	AVG COMP.	NO.	AVG COMP.	NO.	AVG COMP.	NO.	AVG COMP.	NO.	AVG COMP.	NO.	AVG COMP.	NO.	AVG COMP.	NO.	AVG COMP.
< 25		-	4	-		-		-		-		-		-		-		-		-
25 - 29		-	15	-	1	-		-		-		-		-		-		-		-
30 - 34		-	4	-	15	-		-		-		-		-		-		-		-
35 - 39		-	3	-	4	-		-	1	-		-		-		-		-		-
40 - 44		-	2	-	6	-	1	-	2	-		-		-		-		-		-
45 - 49		-	6	-	4	-	2	-		-		-		-		-		-		-
50 - 54		-	4	-	8	-	6	-	1	-	1	-		-		-		-		-
55 - 59		-	1	-	9	-	4	-	2	-		-	1	-		-	2	-		-
60 - 64		-		-	5	-	5	-	2	-		-		-		-		-		-
65 - 69		-	2	-	4	-		-		-		-		-		-		-		-
70 UP		-		-		-		-		-		-		-		-		-		-

Plan Name: 3rd Fed Bank Retirement Plan
Plan Sponsor's EIN: 23-1151162
Plan Number: 003
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

ACTUARIAL VALUATION METHODS

I. ACTUARIAL COST METHOD

The method used to determine the costs of this Plan is the Unit Credit Actuarial Cost Method. Under this method, the annual cost of the Plan consists of two parts: (1) Amortization of Funding Shortfall and (2) Target Normal Cost.

An individual's accrued benefit for valuation purposes on any date (i.e., a valuation date) related to a particular separation date is the accrued benefit described under the Plan, using the credited service as of the determination date.

The benefit deemed to accrue for an individual during a plan year is the excess of the accrued benefit for valuation purposes at the end of the plan year over the accrued benefit for valuation purposes at the beginning of the plan year.

An individual's Funding Target is the present value of the accrued benefit for valuation purposes at the beginning of the plan year, and the Target Normal Cost is the present value of the benefit deemed to accrue in the plan year.

II. ASSET VALUATION METHOD

Assets shall be valued using their current fair market price.

Plan Name: 3rd Fed Bank Retirement Plan
Plan Sponsor's EIN: 23-1151162
Plan Number: 003
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

ACTUARIAL VALUATION ASSUMPTIONS

In determining the value of future benefits and costs, the actuarial factors and assumptions used for your Plan are:

Mortality:

Funding, PBGC Premium & Ongoing Basis: IRS 2013 Combined Static Mortality Table.

Interest:

Minimum Required Contribution & AFTAP: MAP-21 Adjusted September 2012 Segment Rates

1st Segment	4.94%
2nd Segment	6.15%
3rd Segment	6.76%

Maximum Contribution: September 2012 Segment Rates:

1st Segment	1.75%
2nd Segment	4.62%
3rd Segment	5.72%

PBGC Premium: January 2013 Segment Rates:

1st Segment	1.00%
2nd Segment	3.57%
3rd Segment	4.77%

Ongoing Basis FAS 35: A rate of 7.5% per annum.

Retirement Age: Retirement is assumed at Normal Retirement Age.

ACTUARIAL VALUATION ASSUMPTIONS (Cont'd)

Termination: Annual rates based on the following scale as a percentage:

Age	Male	Female
25	7.72%	7.72%
40	5.15%	5.15%
55	0.94%	0.94%

Expenses: None assumed.

Annuity Form: Straight Life Annuity.

Salary Scale: Salaries are assumed to increase at the rate of 6% per annum.

Hours Worked: This Valuation Report reflects actual hours worked for the prior calendar year. It is assumed that for the current year and future years, all Members will have enough hours for full vesting and benefit accruals.

Incidence of Disability, Active Lives: None assumed.

Calculation of Benefits: Benefits are calculated as of the last completed computation period, December 31, 2012.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
3RD FED BANK RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
3RD FED BANK

D Employer Identification Number (EIN)
23-1151162

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

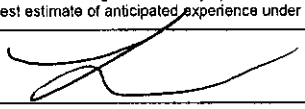
Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2013			
2	Assets:			
	a Market value	2a		10414950
	b Actuarial value	2b		10414950
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	13	956654
	b For terminated vested participants	3b	24	337995
	c For active participants:			
	(1) Non-vested benefits	3c(1)		97302
	(2) Vested benefits	3c(2)		4189885
	(3) Total active	3c(3)	127	4287187
	d Total	3d	164	5581836
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		6.40%
6	Target normal cost	6		499486

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE



Signature of actuary

10/9/14

Date

LAWRENCE C. BRISMAN

Type or print name of actuary

1404972

Most recent enrollment number

BEYER-BARBER COMPANY

Firm name

610-435-9577

Telephone number (including area code)

1136 HAMILTON STREET

ALLENTOWN PA 18101-1081

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	1810406	3574197
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	436629	0
9	Amount remaining (line 7 minus line 8)	1373777	3574197
10	Interest on line 9 using prior year's actual return of 9.09%	124876	324895
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		2000634
	b Interest on (a) using prior year's effective interest rate of 7.12% except as otherwise provided (see instructions)		142445
	c Total available at beginning of current plan year to add to prefunding balance		2143079
	d Portion of (c) to be added to prefunding balance		2143079
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	1498653	6042171

Part III Funding Percentages

14	Funding target attainment percentage	14	51.49%
15	Adjusted funding target attainment percentage	15	186.59%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	94.58%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ▶ 18(b)	0	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76%	☐ N/A, full yield curve used

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	65

23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	31a	499486
b Excess assets, if applicable, but not greater than line 31a	31b	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	499486

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	499486	0	499486

36 Additional cash requirement (line 34 minus line 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	42	
43 Excess installment acceleration amount to be carried over to future plan years	43	

Plan Name: 3rd Fed Bank Retirement Plan
Plan Sponsor's EIN: 23-1151162
Plan Number: 003
Schedule SB, Line 22 – Description of Weighted Average Retirement Age

The assumed rate of retirement is 100% at age 65.

Plan Name: 3rd Fed Bank Retirement Plan
Plan Sponsor's EIN: 23-1151162
Plan Number: 003
Schedule SB, Part V – Summary of Plan Provisions

SALIENT FEATURES

I. ELIGIBILITY

Each Employee shall become a participant on the January 1, or July 1 coincident with or next following the completion of one (1) Year of Service and the attainment of age 21.

II. RETIREMENT DATES

A. Normal Retirement Date - First day of the month coinciding with or next following the attainment of age 65 or the 5th anniversary of joining the plan, if later.

B. Early Retirement Date – First day of the month coinciding with or next following the attainment of age 55 and completion of 5 Years of Service

C. Postponed Retirement Date – Retirement after Normal Retirement Date.

D. Disability Retirement Date – The disability of a participant shall be determined by a licensed physician chosen by the Plan Administrator. Participant becomes totally and permanently disabled and such condition continues for a period of six (6) consecutive months and by reason thereof such Participant's status as an Employee ceases. The benefit shall be computed as of the Anniversary Date subsequent to termination of employment.

III. RETIREMENT BENEFITS

A. Normal Retirement Benefit - The monthly accrued benefit as of any date of determination is equal to the sum of:

(1) The accrued benefit as of December 31, 1997, and

III. RETIREMENT BENEFITS (cont'd)

(2) 1.5% of career average monthly compensation multiplied by Years of Credited Service after December 31, 1997. Years of Service shall not exceed the difference between 30 and the number of Years of Credited Service before January 1, 1998.

In no event shall the accrued benefit be less than the greater of:

(1) The accrued benefit under the old formula calculated as of December 31, 1988.

(2) The accrued benefit under the old formula calculated as of December 31, 1993.

(3) The accrued benefit as of November 15, 1992 (merger date) for prior participants of Doylestown Federal Savings and Loan Association Defined Benefit Pension Plan.

(4) The benefit under the December 31, 1996 formula multiplied by Years of Credited Service at December 31, 1997 divided by the total Years of Credited Service at Retirement Date (not to exceed 30 years).

B. Early Retirement Benefit –

(1) Early Deferred Benefit – Equal to the Participant's Accrued Benefit payable at the Participant's Normal Retirement Date.

(2) Early Immediate Benefit – Pension benefit determined as of Early Retirement Date, reduced 0.5555% for each of the first 60 months and 0.2777% for each of the next 60 months and reduced actuarially for each additional year by which retirement precedes Normal Retirement Date.

III. RETIREMENT BENEFITS (cont'd)

C. Postponed Retirement Benefit – Benefit is equal to the greater of the equivalent actuarial value of the Participant's benefit calculated using years of service and average monthly compensation to his Normal Retirement Date, or the benefit calculated using years of service and average monthly compensation as of the date of actual retirement.

D. Disability Retirement Benefit – A Participant who becomes disabled while an Employee shall be entitled to a disability benefit equal to the Participant's Accrued Benefit commencing immediately unreduced for early commencement. A terminated Participant who becomes disabled subsequent to termination of employment shall receive the Actuarial Equivalent of his vested Accrued Benefit as though he had retired.

IV. VESTED BENEFIT

A. Accrued Benefit – The Normal Retirement Benefit as of the Date of Determination.

B. Vested Benefit – A percentage of the Participant's Accrued Benefit based on the number of Years of Service according to the following schedule:

Years of Vesting Service	Vesting %
Less than 5 years	0%
5 years or more	100%

V. DEATH BENEFIT

A. Pre-Retirement - In accordance with the provisions of the Retirement Equity Act, a monthly benefit is payable to the spouse of certain vested Participants who die after August 23, 1984, with payments commencing on the Participant's Early Retirement Date. The spouse's benefit is equal to 50% of the Participant's vested benefit, reduced for the 50% Qualified Joint & Survivor form of payment and reduced for payment commencing at Early Retirement Date.

B. Post-Retirement – Based on optional form of benefit elected.

VI. COMPENSATION

Compensation with respect to any Participant means total taxable compensation paid by the Employer during a Plan Year as calculated for federal income tax purposes for the Participant's Form W-2, except as otherwise provided herewith with respect to Participants who receive incentive compensation for loan and deposit product sales as described below; provided, however, that for purposes of this Section, the determination of Compensation shall be made by:

(1) including amounts which are contributed by the Employer pursuant to a salary reduction agreement and which are not includible in the gross income of the Participant under Code Sections 125, 132(f)(4) for Plan Years beginning after December 31, 2000, 402(e)(3), 402(h)(1)(B), 403(b) or 457(b), and Employee contributions described in Code Section 414(h)(2) that are treated as Employer contributions; and

(2) including stock bonus awards in the Plan Year in which a Participant is Vested in any such award, notwithstanding any language contained herein to the contrary and regardless of the compensation reported as taxable income on a Participant's W-2 for a Plan Year.

Prior to January 1, 1998, Average Monthly Compensation means Compensation averaged over the five (5) consecutive full plan years of service which produce the highest average within the last 10 completed years of participation.

After December 31, 1997, Career Average Monthly Compensation means – Compensation averaged over a Participant's full Plan Years of Service beginning after December 31, 1997.

Effective for Plan Years beginning after December 31, 2008, the annual Compensation Limitation of $200,000 shall be adjusted for cost-of-living increases in accordance with Code Section 401(a)(17)(B).

VII. RETIREMENT BENEFIT PAYMENTS

A. Normal Retirement Benefit – A life annuity payable during the Participant's lifetime, ceasing at death.

VII. RETIREMENT BENEFIT PAYMENTS (cont'd)

B. Ten Year Certain Benefit – A life annuity with 120 monthly payments guaranteed.

C. Twenty Year Certain Benefit – A life annuity with 240 monthly payments guaranteed.

D. Qualified Joint and Survivor Options:

(1) 100% - A life annuity payable during the Participant's lifetime, with 100% of the annuity continuing to his Beneficiary after his death.

(2) 75% - A life annuity payable during the Participant's lifetime, with 75% of the annuity continuing to his Beneficiary after his death.

(3) 50% - A life annuity payable during the Participant's lifetime, with 50% of the annuity continuing to his Beneficiary after his death.

E. Lump Sum – A single payment equal to the equivalent actuarial value of the Normal Retirement Benefit.

F. If a Participant is entitled to receive a Qualified Joint and Survivor Annuity, but fails to file an election, the automatic benefit is the Joint and 50% Survivor Annuity.

VIII. ANNIVERSARY DATE

January 1st.

IX. EFFECTIVE DATE

A. Original Plan – January 1, 1955

B. ERISA Plan – January 1, 1976

C. Amended and Restated Plan – January 1, 1997

D. Amended and Restated Plan – January 1, 2012

3RD FED BANK RETIREMENT PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EMPLOYER IDENTIFICATION NUMBER 23-1151162
PLAN NUMBER 003
DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Fixed Income Index	20.14	$ 1,668,818	$ 1,797,057
	Fundamental Value Portfolio	61.49	887,968	1,401,805
	International Growth Portfolio	18.45	726,857	903,527
	International Value Portfolio	20.76	629,555	789,964
	Mid-Cap Fundamental Value Portfolio	12.13	168,787	283,052
	Mid-Cap Growth Portfolio	12.51	101,192	169,349
	Money Market Portfolio	1.00	336,778	336,778
	S&P 500 Index Portfolio	16.81	548,517	901,429
	Short Duration Portfolio	13.10	1,289,758	1,348,104
	Small Co Growth Portfolio	111.90	88,044	169,331
	Small Company Diversified Value Portfolio	12.83	171,138	281,587
	Strategic Bond Portfolio	29.88	783,193	898,814
	Strategic Growth Portfolio	18.27	902,622	1,410,717
	Total Return REIT Portfolio	26.52	413,229	559,586
			$ 8,716,456	11,251,100
	Total investments			$ 11,251,100

* Party in interest