

DEC 29 2014



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Gurt Kollar Robert L. Johnson
Name of the Holding Company Director and Official
CFO / SVP CEO
Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Robert L. Johnson
Signature of Holding Company Director and Official
12/29/14
Date of Signature

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:
 is included with the FR Y-6 report
 will be sent under separate cover
 is not prepared

For Federal Reserve Bank Use Only
RSSD ID 4459839
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
9/30/2014
Month / Day / Year

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

Reporter's Name, Street, and Mailing Address
Charter Financial
Legal Title of Holding Company

1233 O. G. Skinner Drive
(Mailing Address of the Holding Company) Street / P.O. Box
West Point GA 31833
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Anita Mallory Banking Officer
Name Title

706 645-3218
Area Code / Phone Number / Extension

706 645-1370
Area Code / FAX Number

amallory@charterbank.net
E-mail Address

www.Charterbank.net
Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:

 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
 No

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Charter Financial
Legal Title of Subsidiary Holding Company
1233 O. G. Skinner Drive
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
West Point GA 31833
City State Zip Code

Physical Location (if different from mailing address)

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City State Zip Code

Physical Location (if different from mailing address)

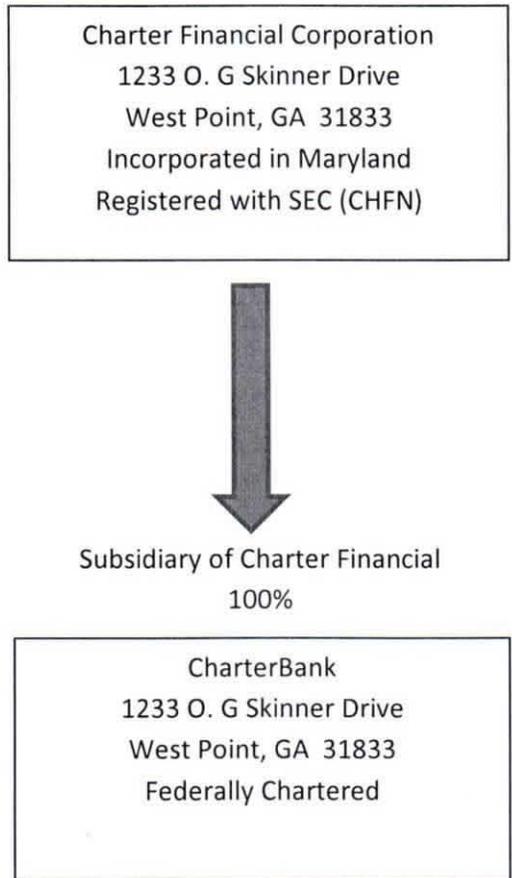
Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code

Physical Location (if different from mailing address)

Revised

Charter Financial Corp
1233 O. G. Skinner Drive
West Point, GA 31833

ORG CHART
FRY-6
December 29, 2014



Results: A list of branches for your holding company: CHARTER FINANCIAL CORPORATION (4459839) of WEST POINT, GA. The data are as of 09/30/2014. Data reflects information that was received and processed through 10/05/2014.

Reconciliation and Verification Steps

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

Actions

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

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

Submission Procedure

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

Note:

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

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

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
		Full Service	3482915	BREMEN BRANCH	406 ALABAMA AVENUE SOUTH	BREMEN	GA	30110	HARALSON	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070	
		Full Service	4106124	CARROLLTON BRANCH	820 DIXIE STREET	CARROLLTON	GA	30117	CARROLL	UNITED STATES	363136	120	CHARTERBANK	551070	
		Full Service (Head Office)	551070	CHARTERBANK	1233 O. G. SKINNER DRIVE	WEST POINT	GA	31833	TROUP	UNITED STATES	43554	0	CHARTERBANK	551070	
N/A CLOSE	8/6/2010	Full Service	3453933	COVINGTON BRANCH	7200 HIGHWAY 278	COVINGTON	GA	30014	NEWTON	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070	
N/A CLOSE	12/31/2011	Full Service	2689436	DESTIN BRANCH	17005 EMERALD COAST PARKWAY	DESTIN	FL	32541	OKALOOSA	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070	
		Full Service	3223743	DOWNTOWN BRANCH	60 SABIDE STREET	NEWMAN	GA	30263	COWETA	UNITED STATES	441785	113	CHARTERBANK	551070	
		Full Service	4158552	EAST UNIVERSITY BRANCH	1605 EAST UNIVERSITY DRIVE	AUBURN	AL	36830	LEE	UNITED STATES	425199	109	CHARTERBANK	551070	
		Full Service	2849687	HIGHWAY 29 BRANCH	HIGHWAY 29 AND HOOD DRIVE	PENSACOLA	FL	32534	ESCAMBIA	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070	
		Full Service	4159492	LAGRANGE BRANCH	300 CHURCH STREET	LAGRANGE	GA	30240	TROUP	UNITED STATES	281854	1	CHARTERBANK	551070	
N/A CLOSE	10/15/1999	Full Service	1855663	LANETT BRANCH	22 VETERANS MEMORIAL PKWY	LANETT	AL	36863	CHAMBERS	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070	
✓ CHANGE	LOCATIONS 9/9/2011	Full Service	4159513	LEE'S CROSSING BRANCH	2231 WEST POINT ROAD	LAGRANGE	GA	30240	TROUP	UNITED STATES	495458	117	CHARTERBANK	551070	
✓ CLOSE	1/31/2012	Full Service	3381456	LEXINGTON CIRCLE BRANCH	107 LEXINGTON CIRCLE	PEACHTREE CITY	GA	30269	FAYETTE	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070	
✓		Full Service	4325000	MILTON BRANCH	6512 CAROLINE STREET	MILTON	FL	32570	SANTA ROSA	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070	
✓ CLOSE	* 10/31/2011	Full Service	2771827	MOBILE HIGHWAY BRANCH	4600 MOBILE HIGHWAY	PENSACOLA	FL	32506	ESCAMBIA	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070	
✓ CLOSE	+ 12/31/2010	Full Service	3178320	MOORE'S MILL BRANCH	2320 MOORE'S MILL ROAD	AUBURN	AL	36830	LEE	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070	
✓ CLOSE	- 9/30/2012	Full Service	1890918	NAVARRE BRANCH	10090 NAVARRE PKWY	NAVARRE	FL	32566	SANTA ROSA	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070	
✓ DELETE	SAME AS NEWMAN	Full Service	3947795	NEIGHBORHOOD COMMUNITY BANK BRANCH	145 MILLARD FARMER INDUSTRIAL BOULEVARD	NEWMAN	GA	30263	COWETA	UNITED STATES	77674	112	CHARTERBANK	551070	
✓ CLOSE	11/6/2009	Full Service	4159474	NEWMAN BRANCH	2959 SHARPSBURG MCCULLUM ROAD	NEWMAN	GA	30265	COWETA	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070	
✓		Full Service	3641646	NEWMAN BRANCH	145 MILLARD FARMER INDUSTRIAL BLVD	NEWMAN	GA	30263	COWETA	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070	
N/A ADD	2007	LPO		NORCROSS BRANCH	5448 SPALDING DRIVE, BLDG 100, SUITE C	NORCROSS	GA	30092	GWINNETT	UNITED STATES			CHARTERBANK		

✓	CLOSE	2/3/2006	Full Service	1169182	OPELIKA BRANCH	3702 PEPPERELL PKWY	OPELIKA	AL	36801	LEE	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070
			Full Service	1192827	PACE BRANCH	4104 HIGHWAY 90	PACE	FL	32571	SANTA ROSA	UNITED STATES	257887	126	CHARTERBANK	551070
			Full Service	2640763	PENSACOLA OFFICE	1289 AIRPORT BOULEVARD	PENSACOLA	FL	32504	ESCAMBIA	UNITED STATES	257890	129	CHARTERBANK	551070
			Full Service	4158570	SECOND AVENUE BRANCH	701 SECOND AVENUE	OPELIKA	AL	36801	LEE	UNITED STATES	288374	107	CHARTERBANK	551070
✓	CHANGE	POPULAR NAME	Full Service	239631	SHAWMUT BRANCH	3500 20TH AVE	VALLEY	AL	36854	CHAMBERS	UNITED STATES	359260	105	CHARTERBANK	551070
			Full Service	2666053	SOUTH COLLEGE BRANCH	1684 SOUTH COLLEGE STREET	AUBURN	AL	36832	LEE	UNITED STATES	464051	110	CHARTERBANK	551070
			Full Service	4159531	SOUTH DAVIS ROAD BRANCH	555 S DAVIS RD	LAGRANGE	GA	30241	TROUP	UNITED STATES	464052	111	CHARTERBANK	551070
✓	CLOSE	11/6/2009	Full Service	3644599	TYRONE BRANCH OFFICE	105 CARRIAGE OAKS DRIVE	TYRONE	GA	30290	FAYETTE	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070
✓	CLOSE	10/31/2011	Full Service	2920616	U.S. HIGHWAY 90 BRANCH	4965 HWY 90	MILTON	FL	32571	SANTA ROSA	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070
			Full Service	1404333	VALLEY BRANCH	91 RIVER ROAD	VALLEY	AL	36854	CHAMBERS	UNITED STATES	Not Required	Not Required	CHARTERBANK	551070
✓	ADD	1954	Full Service		WEST POINT BRANCH	600 3RD AVENUE	WEST POINT	GA	31833	TROUP	UNITED STATES			CHARTERBANK	551070

Stock Ownership

The following table provides information as of September 30, 2014, with respect to persons known by the Company to be the beneficial owners of more than 5% of the Company's outstanding common stock. A person may be considered to own any shares of common stock over which he or she has, directly or indirectly, sole or shared voting or investing power. Percentages are based on 18,261,388 shares of Company common stock issued and outstanding as of September 30, 2014.

Name and Address	Number of Shares Owned	Percent of Common Stock Outstanding
Wellington Management Company, L.L.C. 280 Congress Street, Boston, Massachusetts 02210	2,092,129(1)	11.46%

(1) Based on information contained in a Schedule 13-F filed with the Securities and Exchange Commission on September 30, 2014.

(1) Name, City, State, Country	(2) Principal Occupation if other than with holding company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List Names of other companies (includes partnerships) if 25% or More of voting securities are held (List names of companies and percentage of voting securities held)
Robert L. Johnson, Lanett, AL, USA	N/A	CEO, Chairman	CEO & Chairman, CharterBank	N/A	2.24%	N/A	Guinea Branch Properties (33.3%); J & H Properties (14%)
Jane W. Darden, Lanett, AL, USA	Homemaker	Director	Director, CharterBank	N/A	0.41%	N/A	See Footnote 1 below
David L. Strobel, Auburn, AL, USA	Engineer/Owner, Commercial Construction Company	Director	Director, CharterBank	Owner, Shannon, Strobel & Weaver	0.20%	N/A	See Footnote 2 below
Thomas M. Lane, Auburn, AL, USA	CFO, EAMC-Lanier	Director	Director, CharterBank	N/A	0.36%	N/A	N/A
David Z. Cable, III, LaGrange, GA, USA	Retired	Director	Director, CharterBank	N/A	0.33%	N/A	N/A
Curti M. Johnson, Valley, AL, USA	In-house counsel, CharterBank	Director	SVP,CFO, CharterBank	N/A	0.56%	N/A	Guinea Branch Properties (33.3%); J & H Properties (14%)
Edward D. Smith, LaGrange, GA, USA	Owner, Insurance Agency	Director	Director, CharterBank	Owner, Hutchinson- Traylor Insurance	0.14%	N/A	See Footnote 3 below
Curtis R. Kollar, LaGrange, GA, USA	N/A	CFO	CFO, CharterBank	N/A	1.08%	N/A	N/A
Lee Washam, LaGrange, GA, USA	Financial Services Executive	N/A	President, CharterBank	N/A	1.11%	N/A	N/A

1. Sneakers Group, Inc. (50%); Webb Family Properties, LLC (33.3%); and Webb Family Properties II, LLC (33.3%).
2. Carlisle Realty Group, LLC (25%); Manchester Associates, LLC (33.3%); Andalusia Associates SC, Inc. (33.3%); Land Locators, Inc. (33.3%); Mihada, Inc. (33.3%); Ozark Associates SC, Inc. (33.3%); Shannon, Strobel & Weaver Constructors & Engineers, Inc. (33.3%)
3. Hutchinson-Traylor Insurance Agency (50%); Lorie Darling, LLC (33.3%); Another Road, LLC (33.3%); Hutchinson-Traylor Properties, LLL (50%).