

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.

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

December 31, 2013

Month / Day / Year

I, **ROBERT E. JAMES**

Reporter's Name, Street, and Mailing Address

CARVER FINANCIAL CORPORATION

Name of the Holding Company Director and Official

Legal Title of Holding Company

CHAIRMAN

P. O. BOX 2769

Title of the Holding Company Director and Official

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

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.

SAVANNAH GA 31402

City State Zip Code

701 M. L. KING, JR. BLVD., SAVANNAH, GA 31401

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

ROBERT E. JAMES CHAIRMAN

Name Title

912-447-4203

Area Code / Phone Number / Extension

912-232-8666

Area Code / FAX Number

rjames@carverstatebank.com

E-mail Address

Robert E. James

Signature of Holding Company Director and Official

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

03/31/2014

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 3190023
C.I. _____

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.

<hr/> Legal Title of Subsidiary Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box <hr/> City _____ State _____ Zip Code <hr/> Physical location (if different from mailing address) <hr/>	<hr/> Legal Title of Subsidiary Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box <hr/> City _____ State _____ Zip Code <hr/> Physical location (if different from mailing address) <hr/>
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Revised

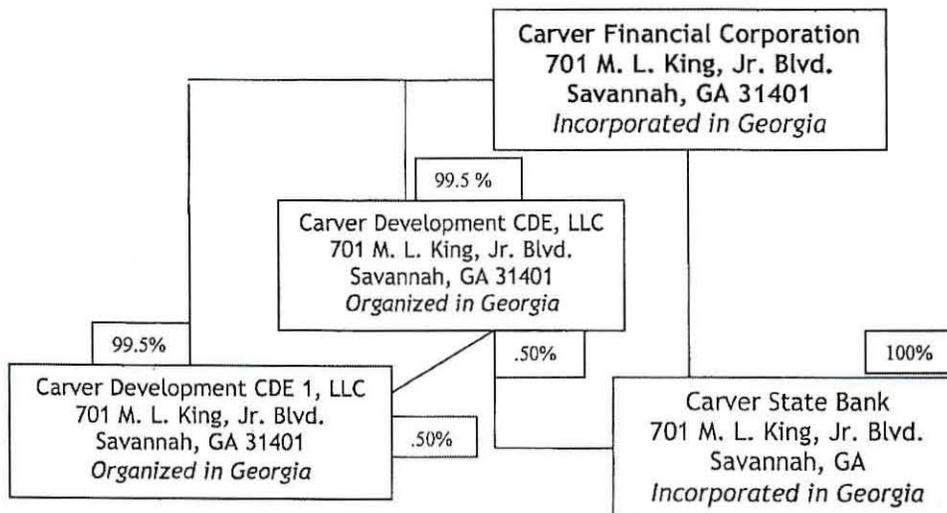
Form FR Y-6

Carver Financial Corporation
Savannah, Georgia
Fiscal Year Ending December 31, 2013

Report Item 1: Annual Report to Shareholders

Carver Financial Corporation does not normally create an annual report for its shareholders, and is not required to file form 10K with the SEC.

Report Item 2a: Organization Chart



Carver Development CDE, LLC
Carver Financial Corporation - Managing Member
Carver State Bank - Non-Managing Member

Carver Development CDE I, LLC
Carver Financial Corporation - Managing Member
Carver Development CDE, LLC - Non-Managing Member

Report Item 2b: Domestic Branch Listing

Skidaway Road Branch - Full Service
Date Opened: December 11, 2007
7110 Skidaway Road
Savannah, Chatham, GA 31406
USA

Results: A list of branches for your holding company: CARVER FINANCIAL CORPORATION (3190023) of SAVANNAH, GA.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

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

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.

Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.

Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.

Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.

Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

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

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your Institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

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

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	370833	CARVER STATE BANK	701 M L KING BLVD	SAVANNAH	GA	31401	CHATHAM	UNITED STATES	10729	0	CARVER STATE BANK	370833	
OK		Full Service	3685369	SKIDWAY ROAD BRANCH	7110 SKIDAWAY ROAD	SAVANNAH	GA	31406	CHATHAM	UNITED STATES	469725	2	CARVER STATE BANK	370833	

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CARVER FINANCIAL CORPORATION
Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Robert E. James Savannah, GA, USA	USA	275,231.7650 48.70% - Common Stock	Karlene E. Farabee Cleveland, TN, USA	USA	75,090.4000 13.29% - Common Stock

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Fiscal Year Ending December 31, 2013

ATTACHMENT A

Robert E. James
(Report Item 4: Insiders)

<u>Business Name/ Location</u>	<u>Position/ Relationship</u>	<u>Percent Ownership</u>
Bank Properties, Ltd. Savannah, GA	General Partner	55%
Century Investors, Limited Savannah, GA	Managing General Partner	99%
Anderson Street Associates, Limited Savannah, GA	Managing General Partner	97%
United Properties, Inc. Savannah, GA	Chairman	100%
Atlantic Communications of Georgia, Inc. Savannah, GA	Chairman	100%
Campus Properties, LLC Savannah, GA	Manager	100%

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Fiscal Year Ending December 31, 2013

ATTACHMENT B

Robert E. James, II
(Report Item 4: Insiders)

<u>Business Name/ Location</u>	<u>Position/ Relationship</u>	<u>Percent Ownership</u>
Coastal Legacy Group, LLC Savannah, GA	Managing Member	100%
CLG MLK Savannah, LLC Savannah, GA	Managing Member	75%
Golden Holley James, LLP Savannah, GA	Partner	49%
Bank Properties, Ltd. Savannah, GA	Limited Partner	45%
GHJ Solutions, LLC Savannah, GA	Managing Member	33.33%