



Annual Report of Holding Companies—FR Y-6

FRB RICHMOND

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, David B. Wolfe

Reporter's Name, Street, and Mailing Address

Appalachian Financial Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

Vice Chairman

PO Box 370

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.

Philippi WV 26416

City State Zip Code

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.

107 Pike Street, Philippi, WV 26416

Physical location (if different from mailing address)

Signature of David B. Wolfe

Person to whom questions about this report should be directed:

Mark Lanham Interim President/CEO

Name Title

304-457-3300

Area Code / Phone Number / Extension

304-457-3410

Area Code / FAX Number

mlanham@bcbankinc.com

E-mail Address

www.bcbankinc.com

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

Signature of Holding Company Director and Official

03/28/2014

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 114115

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."

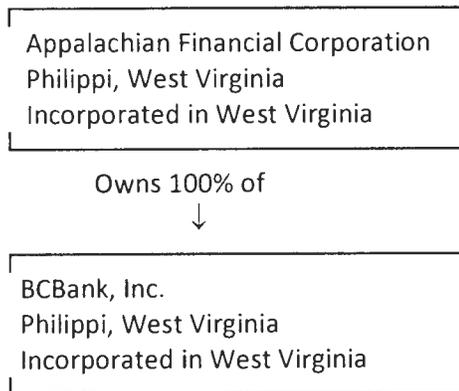
No

FRY-6
2013 Annual Report of Bank Holding Companies

Report Item 1: Annual Report to Shareholders

The bank holding company prepares an annual report for its shareholders, and is not registered with the SEC. This annual report will be sent under a separate cover letter when completed.

Report Item 2a: Organization Chart



Report Item 2b: Domestic Branch Listing

Sent via email.

Report Item 3: Shareholders

1. 5% shareholders
 - (a) David B. Wolfe
Philippi, WV
 - (b) US citizen
 - (c) 37,674 shares – 12.00% Common Stock

- (a) Craig G. Phillips
Belington, WV
- (b) US Citizen
- (c) 27,577 Shares – 8.78% Common Stock

2. Other
None

Results: A list of branches for your holding company: APPALACHIAN FINANCIAL CORPORATION (1141115) of PHILIPPI, WV.
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)	829032	BCBANK, INC.	107 PIKE STREET	PHILIPPI	WV	26416	BARBOUR	UNITED STATES	13897	0	BCBANK, INC.	829032	
OK		Full Service	3194320	NUTTER FORT BRANCH	1105 BUCKHANNON PIKE	CLARKSBURG	WV	26301	HARRISON	UNITED STATES	419390	1	BCBANK, INC.	829032	
OK		Full Service	3624993	FAIRMONT BRANCH	936 EAST PARK AVENUE	FAIRMONT	WV	26554	MARION	UNITED STATES	467462	2	BCBANK, INC.	829032	

Report Item 4: Insiders

William E. Gregory

Belington, WV

(2) Regional Manager, Ogden Directories, Inc.

(3a) Director, Appalachian Financial Corporation

(3b) Director, BCBank, Inc.

(3c) Regional Manager, Ogden Directories, Inc., Member/Partner Victory Marketing, LLC

(4a) 12 Shares – 0.003%

(4b) N/A

(4c) 50% of Victory Marketing, LLC

Melody S. Jones

Belington, WV

(2) Owner, Melody Jones CPA

(3a) Chairperson, Appalachian Financial Corporation

(3b) Chairperson, BCBank, Inc.

(3c) Owner, Melody Jones, CPA

(4a) 1,200 Shares - 0.38%

(4b) N/A

(4c) 100% of Melody Jones CPA

Mark G. Lanham

Philippi, WV

(2) Interim President/CEO, BCBank, Inc.

(3a) Interim President/CEO, Appalachian Financial Corporation

(3b) Interim President/CEO, BCBank, Inc.

(3c) N/A

(4a) N/A

(4b) N/A

(4c) N/A

Kevin A. Lyons

Philippi, WV

(2) President, Lil' Bucks, Inc.

(3a) Director, Appalachian Financial Corporation

(3b) Director, BCBank, Inc.

(3c) President, Lil' Bucks, Inc.

(4a) 9,231 shares – 2.94%

(4b) N/A

(4c) 100% of Lil' Bucks, Inc.

R. Richard Mace

Philippi, WV

(2) Owner and Pharmacist, Mace's Pharmacy, Inc.

(3a) Director, Appalachian Financial Corporation

- (3b) Director, BCBank, Inc.
- (3c) President, Mace's Pharmacy, Inc.
- (4a) 500 Shares – 0.16%
- (4b) N/A
- (4c) 100% of Mace's Pharmacy, Inc.

Craig E. Miller
Moatsville, WV

- (2) Vice President of IT/Information Security, BCBank, Inc.
- (3a) Vice President of IT/ Information Security, Appalachian Financial Corporation
- (3b) Vice President of IT/Information Security, BCBank, Inc.
- (3c) N/A
- (4a) N/A
- (4b) N/A
- (4c) N/A

Cathy D. Shelton
Belington, WV

- (2) Vice President and Corporate Secretary, BCBank, Inc.
- (3a) Director, Vice President and Corporate Secretary, Appalachian Financial Corporation
- (3b) Director, Vice President, and Corporate Secretary, BCBank, Inc.
- (3c) N/A
- (4a) 210 Shares – 0.07%
- (4b) N/A
- (4c) N/A

Brian P. Talbott
Belington, WV

- (2) Owner, Talbott Personal Care Home; Owner, Talbott Lumber Co.
- (3a) Director, Appalachian Financial Corporation
- (3b) Director, BCBank, Inc.
- (3c) President, Talbott Personal Care Home; President, Talbott Lumber Co.
- (4a) 70 Shares – 0.02%
- (4b) N/A
- (4c) 100% of Talbott Personal Care Home; 100% Talbott Lumber Co.

Brian A. Weingart
Philippi, WV

- (2) Senior Director of Financial Aid, WV Higher Education Policy Commission
- (3a) Director, Appalachian Financial Corporation
- (3b) Director, BCBank, Inc.
- (3c) Senior Director of Financial Aid, WV Higher Education Policy Commission
- (4a) 12 Shares – 0.003%
- (4b) N/A
- (4c) N/A

David B. Wolfe

Philippi, WV

- (2) Vice Chairman, BCBank, Inc.
- (3a) Vice Chairman, Appalachian Financial Corporation
- (3b) Vice Chairman, BCBank, Inc.
- (3c) President, Philippi Martial Arts Academy, Inc.
- (4a) 37,674 Shares – 12.00%
- (4b) N/A
- (4c) 100% of Philippi Martial Arts Academy, Inc

Jeffery L. Yoho

Clarksburg, WV

- (2) Senior Vice President and Chief Credit Officer, BCBank, Inc.
- (3a) Senior Vice President and Chief Credit Officer, Appalachian Financial Corporation
- (3b) Senior Vice President and Chief Credit Officer, BCBank, Inc.
- (3c) Member/Partner, Thunder Bay Holdings. LLC
- (4a) N/A
- (4b) N/A
- (4c) 100% of Thunder Bay Holdings, LLC