

COPY



Annual Report of Holding

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MAR 26 2014

FEDERAL RESERVE BANK OF 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.

I, Alfred A. Plamann

Name of the Holding Company Director and Official
Chairman of the Board

Title of the Holding Company Director and Official

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

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

Signature of Holding Company Director and Official
03/21/2014

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 2398082
C.I.

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

National Consumer Cooperative Bank

Legal Title of Holding Company

2001 Pennsylvania Avenue, N.W. Suite 625

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

Washington DC 20006
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Glenn P. Duncan VP- Financial Reporting

Name Title

703-302-8061

Area Code / Phone Number / Extension

703-647-3463

Area Code / FAX Number

gduncan@ncb.coop

E-mail Address

www.NCB.coop

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.

NCB Financial Corporation

Legal Title of Subsidiary Holding Company

2011 Crystal Drive Suite 800

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

Arlington

VA

22201

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)

Legal Title of Subsidiary Holding Company

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

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Zip Code

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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

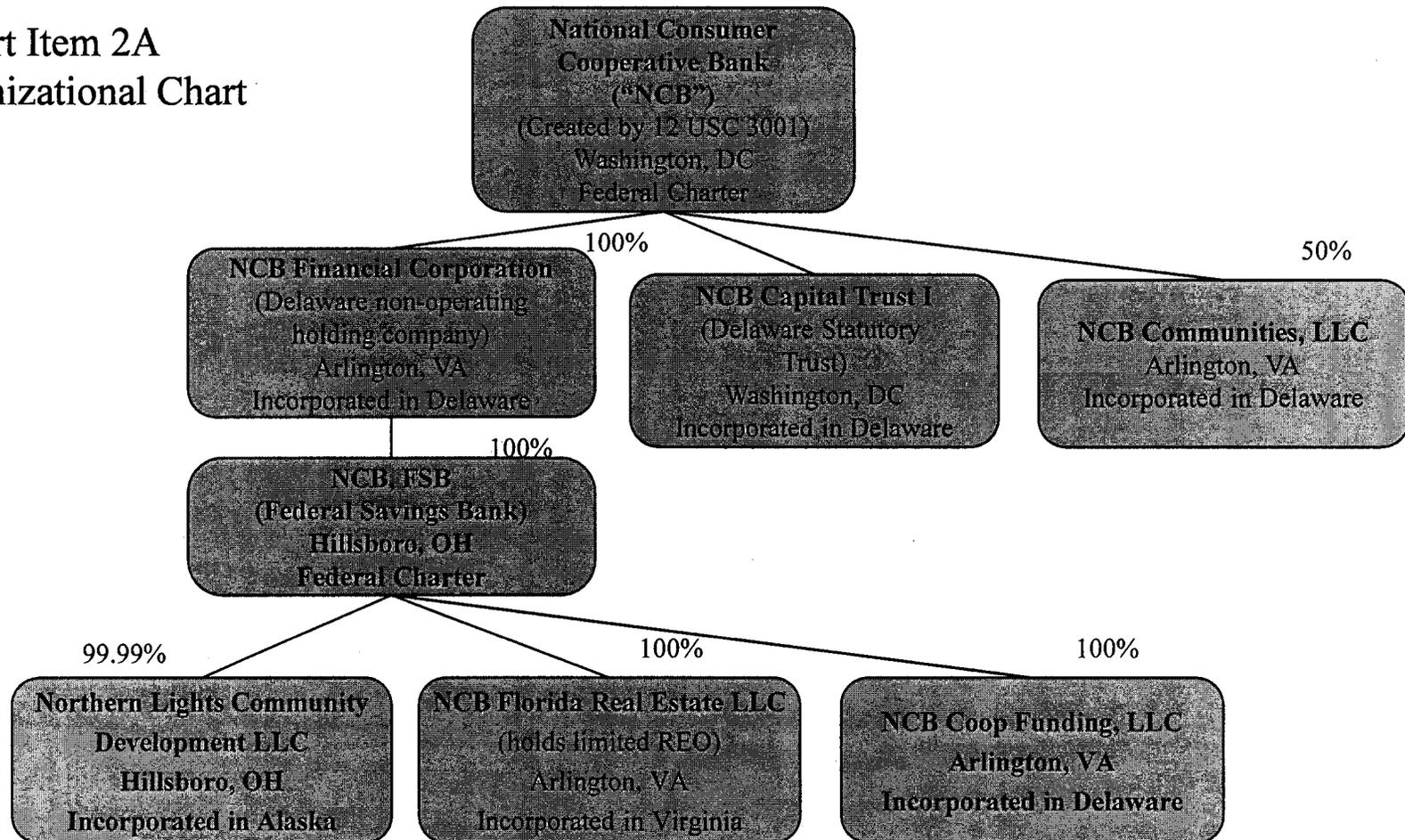
State

Zip Code

Physical location (if different from mailing address)

NCB Corporate Organization Chart as of December 31, 2013

Report Item 2A
Organizational Chart



1. NCB Florida Real Estate LLC has been used to acquire limited real estate taken as REO.
2. Northern Lights Community Development LLC was formed June 15, 2011. There are 12 sub-CDEs (1-12) underneath this entity. Neither it nor any of the sub-CDEs have engaged in any activity other than Northern Lights Community Development LLC filing a New Markets Tax Credit Application in 2013. The allocations under that program have not yet been awarded.
3. NCB Coop Funding, LLC was formed August 31, 2012 to facilitate a repurchase facility with Wells Fargo.
4. NCB Communities, LLC is a de minimus legacy investment in a Low Income Housing Tax Credit transaction.

Domestic Branch Listing

Report Item 2b:

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)	99376	NCB, FSB	139 SOUTH HIGH STREET	HILLSBORO	OH	45133	HIGHLAND	UNITED STATES	45446	0	NCB, FSB	99376	
OK		Full Service	4142177	FAYETTEVILLE BRANCH	19575 STATE ROUTE 68	FAYETTEVILLE	OH	45118	BROWN	UNITED STATES	518324	4	NCB, FSB	99376	
OK		Full Service	4142195	HILLSBORO KROGER BRANCH	575 HARRY SAUNER ROAD	HILLSBORO	OH	45133	HIGHLAND	UNITED STATES	518325	5	NCB, FSB	99376	
OK		Full Service	4142234	WILMINGTON BRANCH	2829 ROMBACH AVENUE	WILMINGTON	OH	45177	CLINTON	UNITED STATES	492545	1	NCB, FSB	99376	

Report Item 3.a.
Securities Holders

Summary of Stockholders Over 5% Stock Ownership
12/31/13

<u>Stockholder's Name</u>	<u>City</u>	<u>State</u>	<u>Country of Incorporation</u>	<u>Total B Stock *</u>	<u># of Shares</u>	<u>Percentage</u>	<u>Total C Stock *</u>	<u># of Shares</u>	<u>Percentage</u>
The Co-operative Central Bank	Boston	MA	USA	3,050,000.00	30,500.0	1.64%	2,961,414.05	29,614.1	11.64%
GREENBELT HOMES, INC.	Greenbelt	MD	USA	1,444,039.52	14,440.4	0.77%	2,951,797.43	29,518.0	11.61%
Group Health, Inc.	Minneapolis	MN	USA	1,422,719.67	14,227.2	0.76%	1,506,837.25	15,068.4	5.92%

* Class B and Class C stock carry voting rights, but such voting rights are not allocated based on the number of shares held but instead on a formula based on patronage with the bank. Under such formula, no shareholder is permitted to

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Report Item 4: Insiders

As of December 31, 2013

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other Businesses)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)

Cyrus Amir-Mokri New York, NY USA	Senior Government Executive	Director	None	Assistant Secretary, U.S. Treasury	None	None	N/A
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Peter Conrad Concord, MA USA	Banking Executive	Director	Director (NCB, FSB)	President/CEO, The Co-operative Central Bank	None	None	N/A
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Steven Cunningham Vienna, VA USA	Consultant	Director	Director (NCB, FSB)	Owner, S.F. Cunningham Enterprises, LLC	None	None	S.F. Cunningham Enterprises, LLC (100%)
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Jane Garcia San Pablo, CA USA	Health Care Executive	Director	Director (NCB, FSB)	CEO, La Clinica de La Raza, Inc.	None	None	N/A
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Janis Herschkowitz Hummelstown, PA USA	Manufacturing Executive	Director	None	President & CEO, PRL, Inc. and Subsidiaries (including LTC, Inc., Regal Cast, Inc.); President, Flomega, Industries, Inc.; General Partner, Witz Enterprises	None	None	PRL, Inc. and Subsidiaries (including LTC, Inc., Regal Cast, Inc.) (70%); Flomega Industries, Inc. (100%); Witz Enterprises (50%)
Martin Lowery Takoma, Park USA	Association Executive	Director	Director (NCB, FSB)	Executive Vice President, NRECA	None	None	N/A
Andrea Levere Silver Spring, MD USA	Community Development Executive	Director	None	President, Corporation for Enterprise Development; Board Chairperson, ROC USA, LLC	None	None	N/A

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As of December 31, 2013

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Michael Mercer Snellville, GA USA	Association Executive	Director & Vice- Chairman	Director (NCB, FSB)	President and CEO, Georgia Credit Union Affiliates; Director, Credit Union Loan Source; CEO, Cooperative Services, Inc.; Director, Credit Union National Association; CEO, Georgia Credit Union League; CEO, Georgia Credit Union	None	None	Credit Union Loan Source (25%)

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Report Item 4: Insiders

As of December 31, 2013

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L. Ray Moncrief London, KY USA	Economic Development Executive	Director	Director (NCB, FSB)	Executive Vice President and COO, Kentucky Highlands investment Corp.; Director, Outdoor Venture Corp.; Director, Patriot Industries; Director, PSR Group, Inc.; Director, Superior Fabrication, LLC; Director, Tricycle, Inc.; Director, Wazoo Sports, Inc.; Director, Southern App Mgmt Co; Director, Eclipse Management Co.; Director, CDVCA; Director, CDFI Coalition Board; Director, NMTC Coalition Board; Director, NCB Capital Impact; Director. Photizo	None	None	N/A

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Report Item 4: Insiders

As of December 31, 2013

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other Businesses)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)

Alfred Plamann La Canada, CA USA	Consultant	Director & Chairman	Director (NCB, FSB)	Owner, Plamann & Associates	None	None	Plamann & Associates (100%)
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Kenneth Rivkin Miami Beach, FL USA	Commercial Real Estate Executive	Director	Director (NCB, FSB)	Executive Vice President & Managing Director, Auction.com	None	None	N/A
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MaryAnn Rothman New York, NY USA	Association Executive	Director	Director (NCB, FSB)	Executive Director, Council of New York Cooperatives and Condominiums	None	None	N/A
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Robynn Shrader Iowa City, Iowa USA	Association Executive	Director	Director (NCB, FSB)	CEO, National Cooperative Grocers Association	None	None	N/A
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Douglas Wille Freehold, NJ USA	Grocery Wholesaler Executive	Director	None	Chief Financial Officer, Wakefern Food Corp.	None	None	N/A
Judy Ziewacz Monona, WI USA	Consultant	Director	None	Owner, JK Ziewacz, LLC	None	None	JK Ziewack, LLC (100%)
Steven Brookner Bethesda, MD USA	N/A	Executive Vice President	Director & President (NCB, FSB)	N/A	None	None	N/A
David Christiansen Falls Church, VA USA	N/A	Chief Credit Officer	Chief Credit Officer (NCB, FSB)	N/A	None	None	N/A
Patrick Connealy Reston, VA USA	N/A	Executive Vice President	Senior Vice President (NCB, FSB)	N/A	None	None	N/A

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As of December 31, 2013

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Gerard Donlin Annapolis, MD USA	N/A	Executive Vice President & Chief Information Officer	Chief Information Officer (NCB, FSB)	Advisor, OSI	None	None	N/A
Casey Fannon Bethesda, MD USA	N/A	Executive Vice President	Senior Vice President (NCB, FSB)	N/A	None	None	N/A
Michelle Fantt-Harris Washington, DC USA	N/A	Executive Vice President, Human Resources	Senior Vice President (NCB, FSB)	Adjunct Professor, Catholic University; Adjunct Professor, Prince George's Community College	None	None	N/A
Ann Fedorchak Washington, DC USA	N/A	Senior Vice President	Senior Vice President (NCB, FSB)	N/A	None	None	N/A
James Glantz Silver Spring, MD USA	N/A	Chief Risk Officer, Assistant Corporate Secretary & Ethics Official	Chief Risk Officer, Assistant Corporate Secretary & Ethics Official (NCB, FSB)	N/A	None	None	N/A

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As of December 31, 2013

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Christopher Goettke Powell, OH USA	N/A	N/A	Co-President, Ohio Region (NCB, FSB)	N/A	None	None	N/A
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Debra Jones Hillsboro, OH USA	N/A	N/A	Co-President, Ohio Region (NCB, FSB)	Board President, Highland County YMCA; Board Treasurer, Highland County Seniors Citizen Center; Charge Treasurer, Prospect United Methodist Church; Board Member, Highland County Altrusa Literacy Organization	None	None	N/A
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Kathleen Luzik Alexandria, VA USA	N/A	Executive Vice President	Director & Chief Operating Officer (NCB, FSB)	N/A	None	None	N/A
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Heather O'Hara Burtonsville, MD USA	N/A	Senior Vice President & Treasurer	Senior Vice President & Treasurer (NCB, FSB)	N/A	None	None	N/A
James C. Oppenheimer Washington, DC USA	N/A	Executive Vice President, General Counsel & Corporate Secretary	General Counsel & Corporate Secretary (NCB, FSB)	N/A	None	None	N/A
Richard Reed Silver Spring, MD USA	N/A	Executive Vice President & Chief Financial Officer	Chief Financial Officer (NCB, FSB)	N/A	None	None	N/A
David Sanders Bethesda, MD USA	N/A	Senior Vice President & Controller	Senior Vice President & Corporate Controller	Chief Financial Officer, Studio E2	None	None	Studio e2 (50%)

Form FR Y-6**Report Item 4: Insiders****As of December 31, 2013**

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Charles Snyder McLean, VA USA	N/A	President & CEO	Chairman & Chief Executive Officer (NCB, FSB)	N/A	None	None	N/A
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Jeffrey Whitlach Arlington, VA USA	N/A	Senior Vice President	Senior Vice President (NCB, FSB)	N/A	None	None	N/A
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