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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System



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, John J. Droppleman

Reporter's Name, Street, and Mailing Address

Tri-County Bancorp, Inc.

Name of the Holding Company Director and Official

Vice Chairman & Senior Vice President

Legal Title of Holding Company

P.O. Box 305

Title of the Holding Company Director and Official

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

West Union WV 26456

City State Zip Code

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.

105 East Main St., West Union, WV 26456

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:

Joshua A. Weekley CFO

Name Title

304-873-2361

Area Code / Phone Number / Extension

304-873-2949

Area Code / FAX Number

jweekley@westunionbank.com

E-mail Address

N/A

Signature of Holding Company Director and Official

03/12/2014

Date of Signature

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

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 3068289
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."

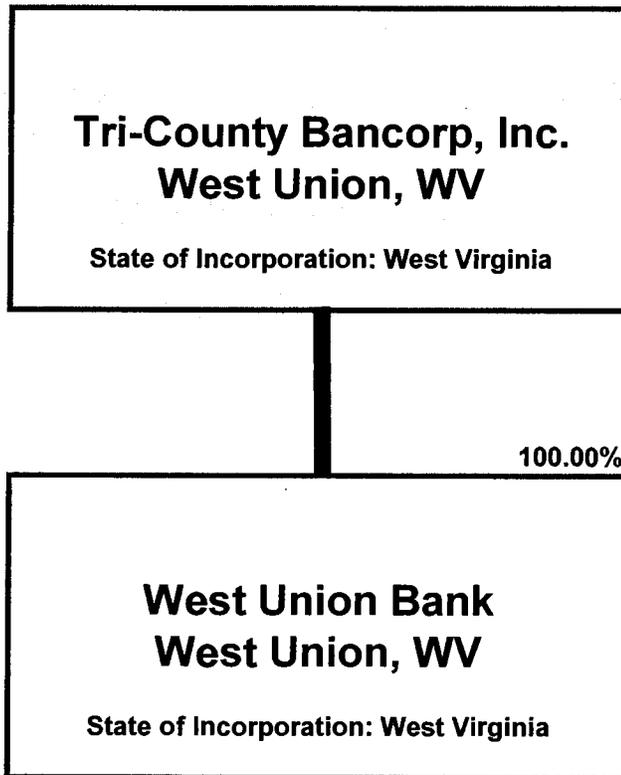
No

Tri-County Bancorp, Inc.

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Report Item 2a: Organization Chart



Results: A list of branches for your depository institution: WEST UNION BANK (ID_RSSD: 22730).
 This depository institution is held by TRI-COUNTY BANCORP, INC. (3068289) of WEST UNION, 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)	22730	WEST UNION BANK	105 E MAIN STREET	WEST UNION	WV	26456	DODDRIDGE	UNITED STATES	1607	0	WEST UNION BANK	22730	
OK		Full Service	3676394	NEWPOINTE PLAZA SHOPPING CENTER BRANCH	320 EMILY DR	CLARKSBURG	WV	26301	HARRISON	UNITED STATES	444327	4	WEST UNION BANK	22730	
OK		Full Service	3299225	HARRISVILLE BRANCH	201 E MAIN STREET	HARRISVILLE	WV	26362	RITCHIE	UNITED STATES	364398	3	WEST UNION BANK	22730	
OK		Full Service	2051668	PENNSBORO BRANCH	101 EAGLE DRIVE	PENNSBORO	WV	26415	RITCHIE	UNITED STATES	192669	1	WEST UNION BANK	22730	
OK		Full Service	2448790	SALEM BRANCH	WEST GATE CENTER	SALEM	WV	26426	DODDRIDGE	UNITED STATES	192670	2	WEST UNION BANK	22730	

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Report Item 3: Shareholders
(1)(a) (1)(b) (1)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of December 31, 2013

(1)(a) Name and Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Clarence E., Sigley West Union, WV	US	3,588 shares - 17.42%
Jane M. Hardin Westfield, NJ	US	2,323 shares - 11.28%
Sara Ann Casey Salem, WV	US	1,500 shares - 7.28%
David & Vincent D'Annunzio Clarksburg, WV	US	1,272 Shares - 6.17%
L. Donald Cinci III and Nancy Cinci Boca Raton, FL	US	1,250 shares - 6.07%
The Sandra B. Ryan Family Trust Clarksburg, WV	US	1,102 shares - 5.35%
Tri-County Bancorp Inc West Union, WV	US	4,399 shares - Treasury

Report Item 3: Shareholders
(2)(a) (2)(b) (2)(c)

Other Shareholders with ownership, control or holdings of 5% or more with power to vote during the fiscal year ended December 31, 2013

None

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Report Item 4: Directors and Officers

(1) (2) (3) (a) (b) (c) and (4) (a) (b) (c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3) (a) Title & Position with Bank 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 BHC	(4) (b) Percentage of Voting Shares in Subsidiaries	(4) (c) Percentage of Voting Shares in Other Co.
Anita L. George Harrisville, WV	N/A	Corporate Secretary	Administrative Assistant Human Resource Director Corporate Secretary West Union Bank	N/A	N/A	N/A	N/A
Clarence E. Sigley West Union, WV	Oil & Gas	Director, Chairman, & President	Director & Chairman West Union Bank	Owner Empire Oil	17.42%	N/A	100% Empire Oil
Nelson Smith West Union, WV	Retired Businessman	Director	Director West Union Bank	N/A	1.21%	N/A	N/A
John J. Droppleman West Union, WV	Attorney	Director, Vice Chairman, & Senior Vice President	Director & Vice Chairman West Union Bank	General Manager Dropco, LLC	4.98%	N/A	33.33% Dropco, LLC
William A. Farr West Union, WV	Oil & Gas	Director	Director West Union Bank	Employee Empire Oil	3.03%	N/A	N/A
James V. Cann Bridgeport, WV	Attorney	Director	Director West Union Bank	Partner Young, Morgan & Cann, PLLC	0.24%	N/A	48.39% Young, Morgan, & Cann
Darwin L. Stump Bridgeport, WV	Oil & Gas	Director	Director West Union Bank	Partner Persian Properties, LLC	0.24%	N/A	25% Persian Properties, LLC
Thomas A. McCullough Pennsboro, WV	Retired Funeral Home Director	Director	Director West Union Bank	N/A	0.41%	N/A	N/A
Jane M. Hardin Westfield, NJ	Attorney	N/A	N/A	N/A	11.28%	N/A	N/A