

COPY

JUN 3 - 2015

Board of Governors of the Federal Reserve System



FRB RICHMOND

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, 2014

Month / Day / Year

N/A

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

I, Robert L Milam

Name of the Holding Company Director and Official

President

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.

Reporter's Name, Street, and Mailing Address

Big Coal River Bancorp, Inc

Legal Title of Holding Company

PO Box 68

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

Whitesville

WV

25209

City

State

Zip Code

38609 Coal River Road

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:

Cynthia Lewis

ICC

Name

Title

304-854-1271 106

Area Code / Phone Number / Extension

304-854-2453

Area Code / FAX Number

clewis@whitesvillesb.com

E-mail Address

None

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

Signature of Holding Company Director and Official

4/20/15
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 1135842
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

FORM FR Y-6

BIG COAL RIVER BANCORP, INC.

WHITESVILLE WV

FISCAL YEAR ENDING DECEMBER 31, 2014

REPORT ITEM

- 1: a. The Big Coal River Bancorp, Inc. is not required to prepare form 10K with the SEC
- 1: b. The Big Coal River Bancorp, Inc. does prepare an annual report for its Shareholders. Enclosed are two copies of the annual report.
- 2: Organizational Chart

**BIG COAL RIVER BANCORP, INC.
P O BOX 68
WHITESVILLE WV 25209
INCORPORATED IN WEST VIRGINIA
PERCENT EQUITY 100%**

**WHITESVILLE STATE BANK
P O BOX 68
WHITESVILLE WV 25209
INCORPORATED IN WEST VIRGINIA
STATE NON MEMBER BANK**

Supplement to Organization Chart:

- 2.a West Virginia
- 2.b None

- 3: None
- 3.a None
- 3.b None

- 4: None
- 5: None
- 6: None
- 7: None
- 8: None
- 9: None

Additional companies reportable on the FR Y-6

1: None

Companies not reportable on the FR Y-6 Organization Chart:

1: None

2: None

3: None

4: None

5: None

6: None

7: None

8: None

9: None

Results: A list of branches for your depository institution: WHITESVILLE STATE BANK (ID_RSSD: 732637).
 This depository institution is held by BIG COAL RIVER BANCORP, INC. (1135842) of WHITESVILLE, WV.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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) | 732637 | WHITESVILLE STATE BANK | 38609 COAL RIVER ROAD | WHITESVILLE | WV | 25209 | BOONE | UNITED STATES | 10619 | 0 | WHITESVILLE STATE BANK | 732637 | |
| OK | | Full Service | 2448811 | COMFORT BRANCH | 7070 COAL RIVER ROAD | COMFORT | WV | 25049 | BOONE | UNITED STATES | 238108 | 1 | WHITESVILLE STATE BANK | 732637 | |
| OK | | Full Service | 795333 | CRAB ORCHARD BRANCH | 1460 ROBERT C BYRD DRIVE | CRAB ORCHARD | WV | 25827 | RALEIGH | UNITED STATES | 238110 | 3 | WHITESVILLE STATE BANK | 732637 | |
| OK | | Full Service | 979834 | GLEN DANIEL BRANCH | 7022 HARPER ROAD | GLEN DANIEL | WV | 25844 | RALEIGH | UNITED STATES | 238109 | 2 | WHITESVILLE STATE BANK | 732637 | |

FINANCIAL RATIOS

| | <u>December 31st</u> | <u>2014</u> | <u>2013</u> |
|---|----------------------|-------------|-------------|
| <u>Earnings and Profitability</u> | | | |
| Net Interest Margin / Average Assets <i>Net interest margin is an indication of the profitability of a bank's investments.</i> | | 3.44 | 3.74 |
| Overhead Expense / Average Assets <i>Overhead expenses are the fixed operating costs in a bank, and include salaries and benefits, leases of building and equipment, and other related expenses.</i> | | 3.73 | 3.94 |
| Return on Average Assets (R.O.A.) <i>R.O.A. is a measure of return on the bank's assets, indicating how effectively they are employed.</i> | | 0.55 | 0.55 |
| Return on Average Bank Equity (R.O.E.) <i>R.O.E. is a measure of how well bank equity capital is being utilized, indicating the return of the shareholder's investment in the bank.</i> | | 5.80 | 5.63 |
| <u>Loan and Lease Analysis</u> | | | |
| Net Charge-Offs / Average Loans <i>Net charge-offs measure the amount of loans charged off as bad debt, less recoveries collected, giving an indication of past loan quality.</i> | | 0.09 | 0.20 |
| Earnings Coverage of Net Charge-Offs (X) <i>Measures the bank's ability to absorb potential losses from nonperforming loans.</i> | | 14.00 | 9.61 |
| Loan Loss Reserve / Total Loans <i>Loan loss reserves represent the amount thought to be adequate to cover estimated losses in the loan portfolio.</i> | | 1.07 | 1.14 |
| Nonperforming Loans / Gross Loans <i>The percent of the bank's loans which are past due 90 days or more or are not accruing interest according to the original terms of the borrower's loan agreement.</i> | | 0.68 | 0.60 |
| <u>Liquidity</u> | | | |
| Total Loans / Total Deposits <i>Measures a bank's application of interest-earning deposit liabilities to fund loan growth.</i> | | 63.73 | 66.24 |
| Time Deposits of more than \$250,000 / Total Deposits <i>Larger deposits are typically more costly, and amounts exceeding \$250,000 per account are not insured by the FDIC. *</i> | | 5.41 | 7.19 |
| <u>Capital Adequacy</u> | | | |
| Leverage Ratio <i>To be considered Well-Capitalized or Adequately Capitalized by the regulators, a bank must have a Core Capital to Adjusted Total Assets ratio of 4.0% or greater.</i> | | 9.88 | 10.22 |
| Risk-Based Capital Ratio <i>An indicator of a bank's financial strength, banks are expected to meet a minimum total risk-based capital ratio of 8.0%.</i> | | 16.18 | 16.43 |

* On July 21, 2010, the standard maximum deposit insurance amount was permanently raised from \$100,000 to \$250,000.

BIG COAL RIVER BANCORP, INC.

DECEMBER 31, 2013

INCOME STATEMENT

| | |
|------------------------------------|-------------------|
| INCOME FROM WHITESVILLE STATE BANK | <u>466,000.00</u> |
|------------------------------------|-------------------|

| | |
|-------------------|-----------------------------|
| EXPENSE | <u>466,000.00</u> |
| DIVIDEND DECLARED | <u> </u> |

BIG COAL RIVER BANCORP, INC.

DECEMBER 31, 2013

BALANCE SHEET

ASSETS

| | |
|---------------------------------------|-----------------------------|
| INVESTMENTS IN WHITESVILLE STATE BANK | <u>8,246,000.00</u> |
| TOTAL ASSETS | <u> </u> |

| | |
|--------------------------------|-----------------------------|
| LIABILITIES AND EQUITY CAPITOL | <u>8,246,000.00</u> |
| TOTAL LIABILITIES AND EQUITY | <u> </u> |

BIG COAL RIVER BANCORP, INC.

DECEMBER 31, 2014

INCOME STATEMENT

| | |
|------------------------------------|-------------------|
| INCOME FROM WHITESVILLE STATE BANK | <u>495,000.00</u> |
|------------------------------------|-------------------|

| | |
|-------------------|-----------------------------|
| EXPENSE | <u>495,000.00</u> |
| DIVIDEND DECLARED | <u> </u> |

BIG COAL RIVER BANCORP, INC.

DECEMBER 31, 2014

BALANCE SHEET

ASSETS

| | |
|---------------------------------------|-----------------------------|
| INVESTMENTS IN WHITESVILLE STATE BANK | <u>8,756,000.00</u> |
| TOTAL ASSETS | <u> </u> |

| | |
|--------------------------------|-----------------------------|
| LIABILITIES AND EQUITY CAPITOL | <u>8,756,000.00</u> |
| TOTAL LIABILITIES AND EQUITY | <u> </u> |

Report Item 3: shareholders
 (1)(a) (1)(b) (1)(c) (2)(a) (2)(b)
 (2)(c)

FORM FRY-6
 December 31, 2014

Current Shareholders with,
 ownership, control or holdings
 of 5% or more with power to
 vote as of 12-31-2014

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
 12-31-14

| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities | (2)(a) Name & Address (City, State, Country) | (2)(b) Country of Citizenship Number and or Incorporation | (2)(c) Percentag of Each Class of Voting Securities |
|--|---|--|--|---|--|
| Richard G. or Freda Jarrell, JOWRS Glen Daniel WV USA | USA | 48,124 Shares 24.00% | N/A | N/A | N/A |
| Robert Milan Whitesville WV USA | USA | 34,628 Shares 17.00% | N/A | N/A | N/A |
| Whitesville State Bank 401k Plan Larry McClung Benefit Plan Huntington, WV USA | USA | 8,648 Shares 5.00% | N/A | N/A | N/A |

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December 31, 2014

Report Item 4: Directors and Officers
(1) (2) (3) (a)(b)(c) and (4) (a)(b)(c)

| (1) | (2) | (3)(a) | (3)(b) | (3)(c) | (4)(a) | (4)(b) | (4)(c) |
|--|---|--|--|---|--|---|--|
| Names & Address (City, State, Country) | Principal Occupation if other than with Bank Holding Company | Title & Position with Bank Holdings Company | Title & Position with Subsidiaries (include names of subsidiaries) | Title & Position with other Businesses (include names of other businesses) | Percentage of Voting Shares in Bank Holding Company | Percentage of Voting Shares in Subsidiaries (include name 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) |
| Richard G. Jarrell Glen Daniel WV USA | Owner of Rick's Supermarket | Chairman | N/A | President of Rick's Supermarket | 24.00% | N/A | Rick's Supermarket 100% |
| Lee Milam Glen Daniel WV USA | N/A | Director | President WSB | Owner of Dairy Queen | 1.00% | N/A | Dairy Queen 100% |

| | | | | | | | |
|---|------------------------------|-----------|--------------------------------|----------------------------------|--------|-----|-----------------------------|
| Robert L. Milam Whitesville WV USA | N/A | President | Chairman of the Board (WSB) | Owner of JKLM Inn | 17.00% | N/A | JKLM INN 100% |
| Dennis Flint Sylvester WV USA | Owner Flint's Hardware | Director | N/A | Owner of Flint's Hardware | 1.00% | N/A | Flints Hardware 100% |
| Michael Trent Oak Island NC USA | N/A | Director | N/A | N/A | 1.00% | N/A | N/A |
| Paul Maynard Seth WV USA | N/A | Director | N/A | N/A | 1.00% | N/A | N/A |
| Robert C. Jarrell Glen Daniel WV USA | Rick's Supermarket | Director | N/A | Manager of Rick's Supermarket | 3.00% | N/A | N/A |
| Harold Madison Racine WV USA | N/A | Director | N/A | N/A | 3.00% | N/A | N/A |
| Alfred E. Salamy Whitesville WV USA | Owner Dixie Furniture Co. | Director | N/A | Owner of Dixie Furniture | 4.00% | N/A | Dixie Furniture Co. 100% |
| Kenneth Bailey Whitesville WV USA | Owner B & M Oil Co. | Director | N/A | Owner of B & M Oil Co. | 1.00% | N/A | B & M Oil Co. 100% |