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 1(f)(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.

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.

Jeffrey Goff
Name of the Holding Company Director and Official

I, Jeffrey Goff, Director and Official of the Holding Company, certify 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 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.

Jeffrey Goff
Name of Holding Company Director and Official

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2014

Person to whom questions about this report should be directed:
Ryan Curry
Chief Operating Officer

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes  Please identify the report items to which this request applies:
☐ No

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.”

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

RSSID ID 141115

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of the collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

10/2014
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 is completed and included for 2014.

Report Item 2a: Organizational Chart

Appalachian Financial Corporation
27 Pike St, Philippi, WV 26416
Incorporated in West Virginia

Owns 100% of

BCBank, Inc.
27 Pike St, Philippi, WV 26416
Incorporated in West Virginia
Results: A list of branches for your depositary institution: BCBANK, INC. (ID_RSSD: 829032).
The data are as of 03/31/2015. Data reflects information that was received and processed through 04/06/2015.

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 an 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 emailing 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://ylOonline.federalreserve.gov.

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

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<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</th>
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<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
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</thead>
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<td>Full Service (Head Office)</td>
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<td>BCBANK, INC.</td>
<td>107 PIKE STREET</td>
<td>PHILIPPI</td>
<td>WV</td>
<td>26416</td>
<td>BARBOUR</td>
<td>UNITED STATES</td>
<td>13897</td>
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<td>MUNCHIARD FORT BRANCH</td>
<td>3105 BUCKMANN PIKE</td>
<td>CLARKSBURG</td>
<td>WV</td>
<td>26301</td>
<td>HARRISON</td>
<td>UNITED STATES</td>
<td>419390</td>
<td>BCBANK, INC.</td>
<td>829032</td>
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<tr>
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<td>FAIRMONT BRANCH</td>
<td>926 EAST PARK AVENUE</td>
<td>FAIRMONT</td>
<td>WV</td>
<td>26554</td>
<td>MARION</td>
<td>UNITED STATES</td>
<td>467462</td>
<td>BCBANK, INC.</td>
<td>829032</td>
<td></td>
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</tbody>
</table>
Report Item 2b: Domestic Branch Listing

BCBank, Inc.
Philippi Office (Main Office)
Opened June 27, 1970
27 Pike Street
Barbour County
Philippi, WV 26416
United States
Full Service

Nutter Fort office
Opened September 8, 2003
1105 Buckhannon Pike
Harrison County
Nutter Fort, WV 26301
United States
Full Service

Fairmont Office
Opened August 6, 2007
936 East Park Ave
Marion County
Fairmont, WV 26554
United States
Full Service

Report Item #3: Securities Holders
5% shareholders
David B. Wolfe
Philippi, WV
US Citizen
50,874 Shares- 16.195% Common Stock

Craig G. Philips
Belington, WV
US Citizen
27,577 Share- 8.78% Common Stock

Report Item 3.2
N/A

Report Item 4: Insiders

William E Gregory
Belington, WV, USA
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, USA
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

Kevin Lyons
Philippi, WV, USA
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, USA
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.

Cathy D Shelton
Belington, WV, USA
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, USA
2. Owner, Talbott Personal Care Home; Owner, Talbott Lumber
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, USA
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, USA
2. Vice Chairman, BCBank, Inc.
3a. Vice Chairman, Appalachian Financial Corporation
3b. Vice Chairman, BCBank, Inc.
3c. President, Philippi Martial Arts Academy, Inc.
4a. 50,874 Shares- 16.195%
4b. N/A
4c. 100% of Philippi Martial Arts Academy

Jeffery L Yoho
Clarksburg, WV, USA
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

Jeffrey E. Goff
Horner, WV, USA
2. President/Chief Executive Officer, BCBank, Inc.
3a. President, Chief Executive Officer, Appalachian Financial Corporation
3b. President/Chief Executive Officer, BCBank, Inc.
3c. N/A
4a. N/A
4b. N/A
4c. N/A