Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of the 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 6(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.

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 officer 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, Clarence E. Sigley, Sr.
Name of the Holding Company Director and Official
Chairman & 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.

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
03/11/2015
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
304-873-2949
C.I.

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.

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)

Reporter's Name, Street, and Mailing Address
Tri-County Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 305
(Mailing Address of the Holding Company) Street / P.O. Box
West Union WV 26456

City
State
Zip Code
105 East Main St., West Union, WV 26456

Physical Location (if different from mailing address)

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

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

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 this 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.
Tri-County Bancorp, Inc.
West Union, WV
State of Incorporation: West Virginia

100.00%

West Union Bank
West Union, WV
State of Incorporation: West Virginia
Report Item 2b: Submitted via e-mail on 3/10/15.
A list of branches for your depository institution: WEST UNION BANK (ID _RSSD: 22730).

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.

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.
Tri-County Bancorp Inc
Form FR Y-6
December 31, 2014

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, 2014

<table>
<thead>
<tr>
<th>Name and Address (City, State, Country)</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Clarence E., Sigley West Union, WV</td>
<td>US</td>
<td>3,588 shares - 17.57%</td>
</tr>
<tr>
<td>Jane M. Hardin Westfield, NJ</td>
<td>US</td>
<td>2,323 shares - 11.38%</td>
</tr>
<tr>
<td>Sara Ann Casey Salem, WV</td>
<td>US</td>
<td>1,500 shares - 7.35%</td>
</tr>
<tr>
<td>David &amp; Vincent D'Annunzio Clarksburg, WV</td>
<td>US</td>
<td>1,272 Shares - 6.23%</td>
</tr>
<tr>
<td>L. Donald Cinci III and Nancy Cinci Boca Raton, FL</td>
<td>US</td>
<td>1,250 shares - 6.12%</td>
</tr>
<tr>
<td>The Sandra B. Ryan Family Trust Clarksburg, WV</td>
<td>US</td>
<td>1,102 shares - 6.40%</td>
</tr>
<tr>
<td>John J. Droppiean West Union, WV</td>
<td>US</td>
<td>1,025 shares - 5.02%</td>
</tr>
<tr>
<td>Tri-County Bancorp Inc West Union, WV</td>
<td>US</td>
<td>4,579 shares - Treasury Stock</td>
</tr>
</tbody>
</table>

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, 2014

None
<table>
<thead>
<tr>
<th>Names &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Percentage of Voting Shares in Subsidiaries</th>
<th>Percentage of Voting Shares in Other Co.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Anita L. George</td>
<td>N/A Corporate Secretary</td>
<td>Administrative Assistant</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Managing Member</td>
<td>N/A</td>
<td>100% Empire Oil</td>
</tr>
<tr>
<td>Clarence E. Sigley</td>
<td>Oil &amp; Gas Director, Chairman, &amp; President</td>
<td>Owner</td>
<td>17.57%</td>
<td>N/A</td>
</tr>
<tr>
<td>West Union, WV</td>
<td></td>
<td>Managing Member</td>
<td>0.38%</td>
<td>N/A</td>
</tr>
<tr>
<td>Stephen H. Maxwell</td>
<td>Retired Financial Officer</td>
<td>Director</td>
<td>17.57%</td>
<td>N/A</td>
</tr>
<tr>
<td>Clarksburg, WV</td>
<td></td>
<td>Managing Member</td>
<td>0.38%</td>
<td>N/A</td>
</tr>
<tr>
<td>John J. Droppleman</td>
<td>Attorney Director, Vice Chairman, &amp; Senior Vice President</td>
<td>Director &amp; Vice Chairman</td>
<td>5.02%</td>
<td>N/A</td>
</tr>
<tr>
<td>West Union, WV</td>
<td></td>
<td>Director &amp; Vice Chairman</td>
<td>5.02%</td>
<td>N/A</td>
</tr>
<tr>
<td>William A. Farr</td>
<td>Oil &amp; Gas Director</td>
<td>Director</td>
<td>3.95%</td>
<td>N/A</td>
</tr>
<tr>
<td>West Union, WV</td>
<td></td>
<td>Managing Member</td>
<td>0.24%</td>
<td>N/A</td>
</tr>
<tr>
<td>James V. Cann</td>
<td>Attorney Director</td>
<td>Director</td>
<td>3.95%</td>
<td>N/A</td>
</tr>
<tr>
<td>Bridgeport, WV</td>
<td></td>
<td>Managing Member</td>
<td>0.24%</td>
<td>N/A</td>
</tr>
<tr>
<td>Darwin L. Stump</td>
<td>Oil &amp; Gas Director</td>
<td>Director</td>
<td>0.24%</td>
<td>N/A</td>
</tr>
<tr>
<td>Bridgeport, WV</td>
<td></td>
<td>Managing Member</td>
<td>0.24%</td>
<td>N/A</td>
</tr>
<tr>
<td>Thomas A. McCullough</td>
<td>Retired Funeral Home Director</td>
<td>Director</td>
<td>0.42%</td>
<td>N/A</td>
</tr>
<tr>
<td>Pennsboro, WV</td>
<td></td>
<td>Managing Member</td>
<td>0.42%</td>
<td>N/A</td>
</tr>
<tr>
<td>Nelson J. Smith</td>
<td>Retired Business Man</td>
<td>Director Emeritus</td>
<td>1.22%</td>
<td>N/A</td>
</tr>
<tr>
<td>West Union, WV</td>
<td></td>
<td>Managing Member</td>
<td>1.22%</td>
<td>N/A</td>
</tr>
<tr>
<td>Jane M. Hardin</td>
<td>Attorney N/A</td>
<td>Managing Member</td>
<td>11.38%</td>
<td>N/A</td>
</tr>
<tr>
<td>Westfield, NJ</td>
<td></td>
<td>Managing Member</td>
<td>11.38%</td>
<td>N/A</td>
</tr>
</tbody>
</table>