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. § 3108(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 243(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.

1. Melody S. Jones
   Name of the Holding Company Director and Official
   Chairwoman 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, 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

Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:
☐ is included with the FR Y-4 report
☒ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only

RSSD ID

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):

12/31/2015
Month / Day / Year

N/A
Reporters Legal Entity Identifier (LEI) (20 Character LEI Code)

Appalachian Financial Corporation
Legal Title of Holding Company

27 Pike Street
Mailing Address of the Holding Company

Philippi, West Virginia 26416
City State Zip Code

same
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Danielle H. Dunn
SVP/CFO
Name Title

304-457-0122
Area Code / Phone Number / Extension

304-457-3410
Area Code / FAX Number

d Dunn@bcbankinc.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:
☒ No The information for which confidential treatment is sought is being submitted separately labeled “Confidential.”

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.
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 2015.

Report Item 2a: Organizational Chart

Appalachian Financial Corporation
27 Pike St, Philippi, WV 26416
Incorporated in West Virginia
No LEI

Owns 100% of

BCBank, Inc.
27 Pike St, Philippi, WV 26416
Incorporated in West Virginia
No LEI
## ReMits:
A list of branches for your holding company: APPALACHIAN FINANCIAL CORPORATION (1141115) of PHILIPPI, WV.

The data are as of 12/31/2015. Data reflects information that was received and processed through 04/05/2016.

### Remittances 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
1. If the branch information is correct, enter 'OK' in the Data Action column.
2. 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.
3. 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.
4. If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
5. 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.

*Among 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.

To satisfy the FR Y-9C reporting requirement, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Delete, or Add. The FR Y-10 report may be submitted in a hard-copy format or via the FR Y-10 Online Application - https://y10online.access.frb.gov.

*FDIC UNNUM, Office Number, and RC_KSO column are for reference only. Verification of these values is not required.*

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<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch RC_KSO*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office RC_KSO*</th>
<th>Comments</th>
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<td>all service</td>
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<td>226822</td>
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<td>WV</td>
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<td>UNITED STATES</td>
<td>126687</td>
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**Report Item #3.1: Securities Holders**

<table>
<thead>
<tr>
<th>Name</th>
<th>City</th>
<th>State</th>
<th>Citizenship</th>
<th>Shares Owned</th>
<th>% Owned</th>
</tr>
</thead>
<tbody>
<tr>
<td>David B. Wolfe</td>
<td>Philippi</td>
<td>WV</td>
<td>US Citizen</td>
<td>50,874 Shares</td>
<td>16% Common Stock</td>
</tr>
<tr>
<td>Craig G. Philips</td>
<td>Belington</td>
<td>WV</td>
<td>US Citizen</td>
<td>27,577 Shares</td>
<td>7% Common Stock</td>
</tr>
</tbody>
</table>

**Report Item #3.2: Securities Holders**

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.
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

James Powell
Buckhannon, WV USA
2. President and Agent, Loudin Insurance Agency
3a. Director, Appalachian Financial Corporation
3b. Director, BCBank, Inc.
3c. President and Agent, Loudin Insurance Agency
4a. 25 Shares- 0.01%
4b. N/A
4c. N/A

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