

MAR 29 2016

Board of Governors of the Federal Reserve System



FRB RICHMOND

COPY

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.

I, Michael J. Mercer

Name of the Holding Company Director and Official

Chairman 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 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.

Michael J. Mercer

Signature of Holding Company Director and Official

03/28/2016

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 2398082
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2015

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

National Consumer Cooperative Bank

Legal Title of Holding Company

1901 Pennsylvania Avenue N.W. Suite 300

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

Washington DC 20006

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Glenn P. Duncan VP-Financial Reporting

Name Title

703-302-8061

Area Code / Phone Number / Extension

703-647-3463

Area Code / FAX Number

gduncan@ncb.coop

E-mail Address

www.ncb.coop

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

NCB Financial Corporation
Legal Title of Subsidiary Holding Company

2011 Crystal Drive Suite 800
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Arlington VA 22202
City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

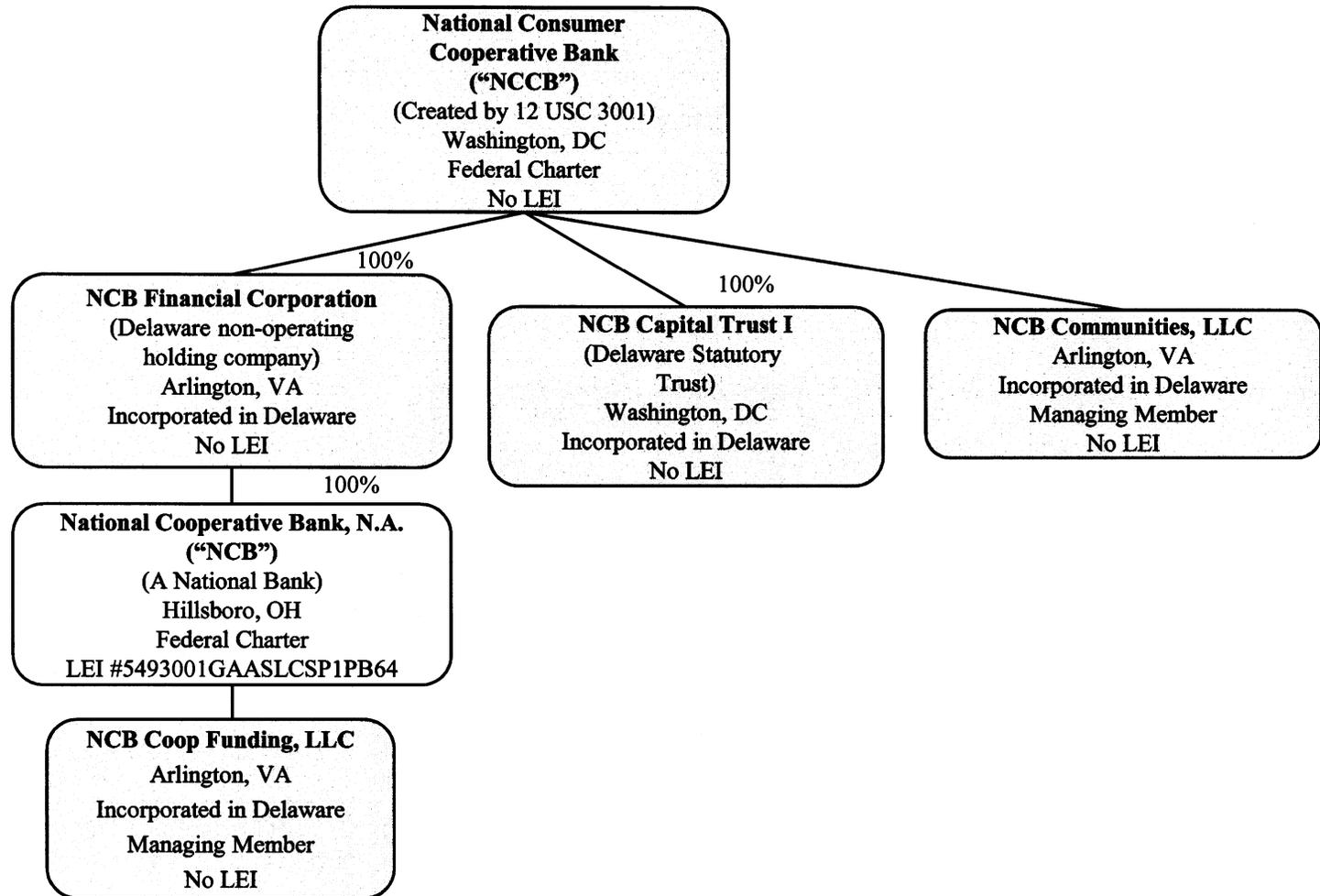
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

NCCB Corporate Organization Chart as of December 31, 2015

Report Item 2.a.



1. NCB Coop Funding, LLC was formed August 31, 2012 to facilitate a repurchase facility with Wells Fargo.
2. NCB Communities, LLC is a de minimus legacy investment in a Low Income Housing Tax Credit transaction.
3. NCB Capital Trust is a trust established in 2003 to facilitate the issuance of \$50 million in trust preferred securities which mature in 2034.

NATIONAL CONSUMER COOPERATIVE BANK (2398082) of WASHINGTON, DC.
 Domestic Branch Listing
 December 31, 2015

Report Item 2b:

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)	99376	NATIONAL COOPERATIVE BANK, N.A.	139 SOUTH HIGH STREET	HILLSBORO	OH	45133	HIGHLAND	UNITED STATES	45446	0	NATIONAL COOPERATIVE BANK, N.A.	99376	
OK		Full Service	4142177	FAYETTEVILLE BRANCH	19575 STATE ROUTE 68	FAYETTEVILLE	OH	45118	BROWN	UNITED STATES	518324	4	NATIONAL COOPERATIVE BANK, N.A.	99376	
OK		Full Service	4142195	HILLSBORO KROGER BRANCH	575 HARRY SAUNER ROAD	HILLSBORO	OH	45133	HIGHLAND	UNITED STATES	518325	5	NATIONAL COOPERATIVE BANK, N.A.	99376	
OK		Full Service	4142234	WILMINGTON BRANCH	2829 ROMBACH AVENUE	WILMINGTON	OH	45177	CLINTON	UNITED STATES	492545	1	NATIONAL COOPERATIVE BANK, N.A.	99376	

Report Item 3.a.
Securities Holders

Summary of Stockholders Over 5% Stock Ownership
12/31/15

<u>Stockholder's Name</u>	<u>City</u>	<u>State</u>	<u>Country of Incorporation</u>	<u>Total B Stock</u>	<u># of Shares</u>	<u>Percentage</u>	<u>Total C Stock</u>	<u># of Shares</u>	<u>Percentage</u>
The Co-operative Central Bank	Boston	MA	USA	\$3,050,000.00	30,500.0	1.59%	\$2,961,414.05	29,614.1	11.61%
GREENBELT HOMES, INC.	Greenbelt	MD	USA	\$1,444,039.52	14,440.4	0.75%	\$2,951,797.43	29,518.0	11.58%
Group Health, Inc.	Minneapolis	MN	USA	\$1,422,719.67	14,227.2	0.74%	\$1,506,837.25	15,068.4	5.91%

Report Item 3.a.
Securities Holders

NCB Financial Corp
Summary of Stockholders Over 5% Stock Ownership
12/31/15

<u>Stockholder's Name</u>	<u>City</u>	<u>State</u>	<u>Country of Incorporation</u>	<u>Total Common Stock</u>	<u>Percentage</u>
National Consumer Cooperative Bank	Washington	DC	USA	\$10.00	100.00%

Report Item 3.b.
Securities Holders

NCB Financial Corp
Summary of Stockholders Not Listed in Item 3.a. with Over 5% Stock Ownership During the Year
12/31/15

<u>Stockholder's Name</u>	<u>City</u>	<u>State</u>	<u>Country of Incorporation</u>	<u>Total Common Stock</u>	<u>Percentage</u>
None					

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Report Item 4: Insiders

As of December 31, 2015

National Consumer Cooperative Bank (NCCB)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
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Wilson Beebe Red Bank, NJ USA	Consultant	Director	Director (National Cooperative Bank, N.A. (NCB NA))	Executive Consultant New Jersey Funeral Directors Services, Inc.	None	None	N/A
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Roger Collins Springdale, AK USA	Grocery Executive	Director	Director (NCB NA)	Chairman & CEO Harps Food Stores, Inc.	None	None	N/A
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Steven Cunningham Vienna, VA USA	Consultant	Director & Vice Chairman	Director (NCB Financial Corporation); Director (NCB NA)	Owner, S.F. Cunningham Enterprises, LLC	None	None	S.F. Cunningham Enterprises, LLC (100%)
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Paul Hazen Washington, DC USA	Association Executive	Director	Director (NCB NA)	Executive Director, U.S. Overseas Cooperative Development Council, Inc.	None	None	NA
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Report Item 4: Insiders

As of December 31, 2015

National Consumer Cooperative Bank (NCCB)

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Janis Herschkowitz Hummelstown, PA USA	Manufacturing Executive	Director	None	President & CEO, PRL, Inc. and Subsidiaries (including LTC, Inc., Regal Cast, Inc., PRL Industries, Inc.); President, Flomega, Industries, Inc.; General Partner, Witz Enterprises	None	None	PRL, Inc. and Subsidiaries (including LTC, Inc., Regal Cast, Inc., PRL Industries, Inc.) (70%); Flomega Industries, Inc. (100%); Witz Enterprises (50%)
Peter Larkin Arlington, VA USA	Association Executive	Director	Director (NCB NA)	President & CEO, National Grocer's Association	None	None	N/A
Andrea Levere Silver Spring, MD USA	Association Executive	Director	None	President, Corporation for Enterprise Development	None	None	N/A
Martin Lowery Takoma Park, MD USA	Association Relations	Director	Director (NCB NA)	Executive Vice President, NRECA	None	None	N/A

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Report Item 4: Insiders

As of December 31, 2015

National Consumer Cooperative Bank (NCCB)

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Michael Mercer Snellville, GA USA	Credit Union Banker	Chairman & Director	Chairman (NCB Financial Corporation); Director (NCB NA)	President & CEO, Georgia Credit Union Affiliates; Director, Credit Union Loan Source; CEO, Cooperative Services, Inc.; CEO, Georgia Credit Union League; Director, Credit Union Partner Link; CEO and Director, Members ATM Alliance; CEO and Director, members Core Alliance	None	None	N/A

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Report Item 4: Insiders

As of December 31, 2015

National Consumer Cooperative Bank (NCCB)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other Businesses)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of 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)

Ray Moncrief London, KY USA	Small Business Investment Co.	Director	Director (NCB Financial Corporation); Director (NCB NA)	President & CEO, Mountain Ventures, Inc.; Director, Outdoor Venture Corp.; Director, Patriot Industries; Director, Superior Fabrication, LLC; Director, Tricycle, Inc.; Director, Southern App Mgmt Co; Director, Eclipse Management Co.; Director, CDVCA; Director, NCB Capital Impact; Director, Photizo Group, Inc. Director, Appalachian Com Cap; Director, Tier 1 Accelerated Health	None	None	N/A
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Report Item 4: Insiders

As of December 31, 2015

National Consumer Cooperative Bank (NCCB)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other Businesses)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of 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)

MaryAnn Rothman New York, NY USA	Cooperative Association	Director	Director (NCB NA)	Executive Director, Council of New York Cooperatives and Condominiums	None	None	N/A
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Maurice Smith Cary, North Carolina USA	Credit Union Banker	Director	Director (NCB NA)	President, Local Government Federal Credit Union	None	None	N/A
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David Swanson Plymouth, AK USA	Attorney	Director	Director (NCB NA)	Partner, Dorsey & Whitney, L.P.	None	None	N/A
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David Vliet Piedmont, California USA	Health Care Administrator	Director	Director (NCB NA)	CEO, Tiburcio Vasquez Health Center, Inc.	None	None	N/A
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Steven Brookner Bethesda, MD USA	N/A	Executive Vice President	Director & President (NCB NA)	N/A	None	None	N/A
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David Christiansen Falls Church, VA USA	N/A	Chief Credit Officer	Chief Credit Officer (NCB NA)	N/A	None	None	N/A
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Patrick Connealy Reston, VA USA	N/A	Executive Vice President	Senior Vice President, Commercial Lending (NCB NA)	N/A	None	None	N/A
Gerard Donlin Annapolis, MD USA	N/A	Executive Vice President & Chief Information Officer	Chief Information Officer (NCB NA)	Advisor, OSI	None	None	N/A
Casey Fannon Bethesda, MD USA	N/A	Executive Vice President	Senior Vice President, Capital Markets, Real Estate, and Deposit Production (NCB NA)	N/A	None	None	N/A
Michelle Fantt-Harris Washington, DC USA	N/A	Executive Vice President, Human Resources	Senior Vice President & Human Resources Director (NCB NA)	Adjunct Professor, Catholic University; Adjunct Professor, Prince George's Community College	None	None	N/A
Ann Fedorchak Washington, DC USA	N/A	Senior Vice President	Senior Vice President, Specialty Finance (NCB NA)	N/A	None	None	N/A

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James Glantz Silver Spring, MD USA	N/A	Chief Risk Officer & Assistant Corporate Secretary & Ethics Official	Chief Risk Officer & Assistant Corporate Secretary & Ethics Official (NCB NA)	N/A	None	None	N/A
Kathleen Luzik Alexandria, VA USA	N/A	Executive Vice President	Chief Operating Officer (NCB NA)	N/A	None	None	N/A
Heather O'Hara Burtonsville, MD USA	N/A	Senior Vice President & Treasurer	Senior Vice President & Treasurer (NCB NA)	N/A	None	None	N/A
James C. Oppenheimer Washington, DC USA	N/A	Executive Vice President, General Counsel & Corporate Secretary	General Counsel & Corporate Secretary (NCB NA)	N/A	None	None	N/A
Richard Reed Annapolis, MD USA	N/A	Executive Vice President & Chief Financial Officer	Chief Financial Officer (NCB NA)	N/A	None	None	N/A
David Sanders Bethesda, MD USA	N/A	Senior Vice President & Controller	Senior Vice President & Controller (NCB NA)	Chief Financial Officer & Owner, Studio E2	None	None	Studio e2 (50%)

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As of December 31, 2015

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Charles Snyder McLean, VA USA	N/A	President & CEO	Vice Chairman (NCB Financial Corporation); Chairman & Chief Executive Officer (NCB NA)	N/A	None	None	N/A
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Jeffrey Whitlach Arlington, VA USA	N/A	Senior Vice President	Senior Vice President, Default Management (NCB NA)	N/A	None	None	N/A
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The Co-operative Central Bank Boston, MA	N/A	N/A	N/A	N/A	B Stock - 1.59% C Stock - 11.61%	N/A	N/A
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Greenbelt Homes, Inc. Greenbelt, MD	N/A	N/A	N/A	N/A	B Stock - 0.75% C Stock - 11.58%	N/A	N/A
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Steven Cunningham Vienna, VA USA	Consultant	Director	Director (NCB NA)	Owner, S.F. Cunningham Enterprises, LLC	None	None	S.F. Cunningham Enterprises, LLC (100%)
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Michael Mercer Snellville, GA USA	Credit Union Banker	Chairman & Director	Director (NCB NA)	President & CEO, Georgia Credit Union Affiliates; Director, Credit Union Loan Source; CEO, Cooperative Services, Inc.; CEO, Georgia Credit Union League; Director, Credit Union Partner Link; CEO and Director, Members ATM Alliance; CEO and Director, members Core Alliance	None	None	N/A
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Ray Moncrief London, KY USA	Small Business Investment Co.	Director	Director (NCB NA)	President & CEO, Mountain Ventures, Inc.; Director, Outdoor Venture Corp.; Director, Patriot Industries; Director, Superior Fabrication, LLC; Director, Tricycle, Inc.; Director, Southern App Mgmt Co; Director, Eclipse Management Co.; Director, CDVCA; Director, NCB Capital Impact; Director, Photizo Group, Inc. Director, Appalachian Com Cap; Director, Tier 1 Accelerated Health	None	None	N/A

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NCB Financial Corporation

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Heather O'Hara Burtonsville, MD USA	N/A	Treasurer	Senior Vice President & Treasurer (NCB NA)	N/A	None	None	N/A
James C. Oppenheimer - Washington, DC USA	N/A	Corporate Secretary	General Counsel & Corporate Secretary (NCB NA)	N/A	None	None	N/A
Richard Reed Annapolis, MD USA	N/A	Chief Financial Officer	Chief Financial Officer (NCB NA)	N/A	None	None	N/A
Charles Snyder McLean, VA USA	N/A	Vice Chairman & President	Chairman & Chief Executive Officer (NCB NA)	N/A	None	None	N/A