

Board of Governors of the Federal Reserve System



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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Cathy D. Shelton
 Name of the Holding Company Director and Official
Corporate Secretary/Appalachian Financial Corporation
 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.

Cathy D. Shelton
 Signature of Holding Company Director and Official
3-21-19
 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 _____
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2018
 Month / Day / Year

N/A
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)
 Reporter's Name, Street, and Mailing Address

Appalachian Financial Corporation
 Legal Title of Holding Company
PO Box 370
 (Mailing Address of the Holding Company) Street / P.O. Box
Philippi WV 26416
 City State Zip Code
27 Pike St. Philippi WV, 26416
 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
ddunn@bcbankinc.com
 E-mail Address
N/A
 Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission?	0=No	1=Yes
		0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report.

2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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.

<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
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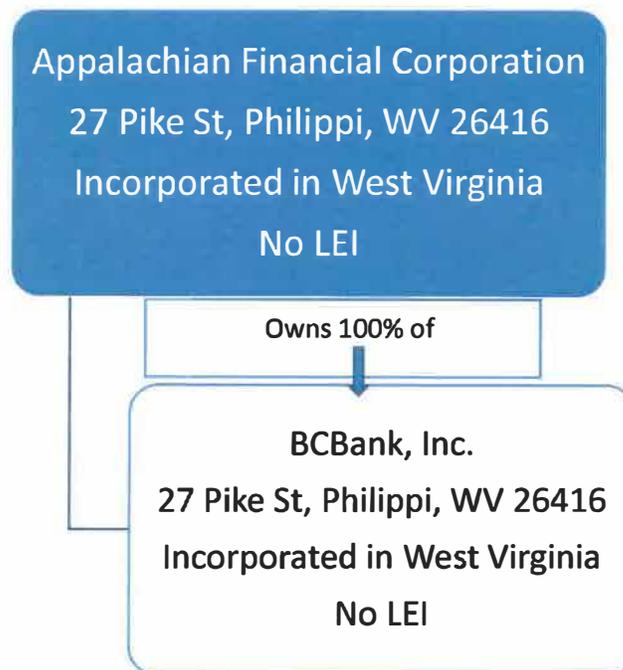
FRY-6

2018 Annual Report of Bank Holding Companies

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 the year ended December 31, 2018.

Report Item 2a: Organizational Chart



Report Item 2b: Domestic Branch Listing

BCBank, Inc.

Domestic Branch Listing

Branch	Date Opened	Address	Town, State, Zip	County	Country	Service
Philippi Office (Main Office)	June 27, 1970	27 Pike Street	Philippi, WV 26416	Barbour	USA	Full
Nutter Fort Office	September 8, 2003	1105 Buckhannon Pike	Nutter Fort, WV 26301	Harrison	USA	Full
Fairmont Office	August 6, 2007	936 East Park Ave 4 Northridge Dr. Suite	Fairmont, WV 26554 Buckhannon, WV	Marion	USA	Full
Buckhannon Office	February 12, 2018	106	26201	Upshur	USA	Full

See next page for Structure List from FRB website.

Results: A list of branches for your depository Institution: **BCBANK, INC. (ID_RSSD: 829032)**.
 This depository institution is held by **APPALACHIAN FINANCIAL CORPORATION (1141115)** of **PHILIPPI, WV**.
 The data are as of **12/31/2018**. Data reflects information that was received and processed through **01/06/2019**.

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)	829032	BCBANK, INC.	27 PIKE STREET	PHILIPPI	WV	26416	BARBOUR	UNITED STATES	Not Required	Not Required	BCBANK, INC.	829032	
OK		Full Service	3194320	NUTTER FORT BRANCH	1105 BUCKHANNON PIKE	CLARKSBURG	WV	26301	HARRISON	UNITED STATES	Not Required	Not Required	BCBANK, INC.	829032	
OK		Full Service	3624993	FAIRMONT BRANCH	936 EAST PARK AVENUE	FAIRMONT	WV	26554	MARION	UNITED STATES	Not Required	Not Required	BCBANK, INC.	829032	
ADD	2/12/2018	Full Service		Buckhannon Branch	4 Northridge Dr. Suite 106	Buckhannon	WV	26201	Upshur	UNITED STATES	Not Required	Not Required	BCBANK, INC.	829032	

Report Item #3.1: Securities Holders

**BCBank, Inc.
5% shareholders**

Name	City	State	Citizenship	Shares Owned	% Owned
David B. Wolfe	Philippi	WV	US Citizen	50,874 Shares	16.195% Common Stock
Craig G. Phillips	Belington	WV	US Citizen	33,077 Shares	10.509% Common Stock

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

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- 2.938%
- 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 – 0.067%
- 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. 230 Shares- 0.073%
- 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- 0.008%
- 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

Ryan P. Curry

Manington, 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. 4 shares – 0.001%
- 4b. N/A
- 4c. N/A

Craig G. Phillips

Belington, WV

2. Owner, C G Phillips Enterprises, LLC and CGP Development Co Inc.

3a. N/A

3b. N/A

3c. N/A

4a. 33,077 shares – 10.509%

4b. N/A

4c. N/A