

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.

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, **Martin Lowery**

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.

Signature of Holding Company Director and Official

03/27/2019

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.

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.

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

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

SVP 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

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.

NCB Financial Corp

Legal Title of Subsidiary Holding Company

2011 Crystal Drive Suite 800

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

Arlington

City

VA

State

22202

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

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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

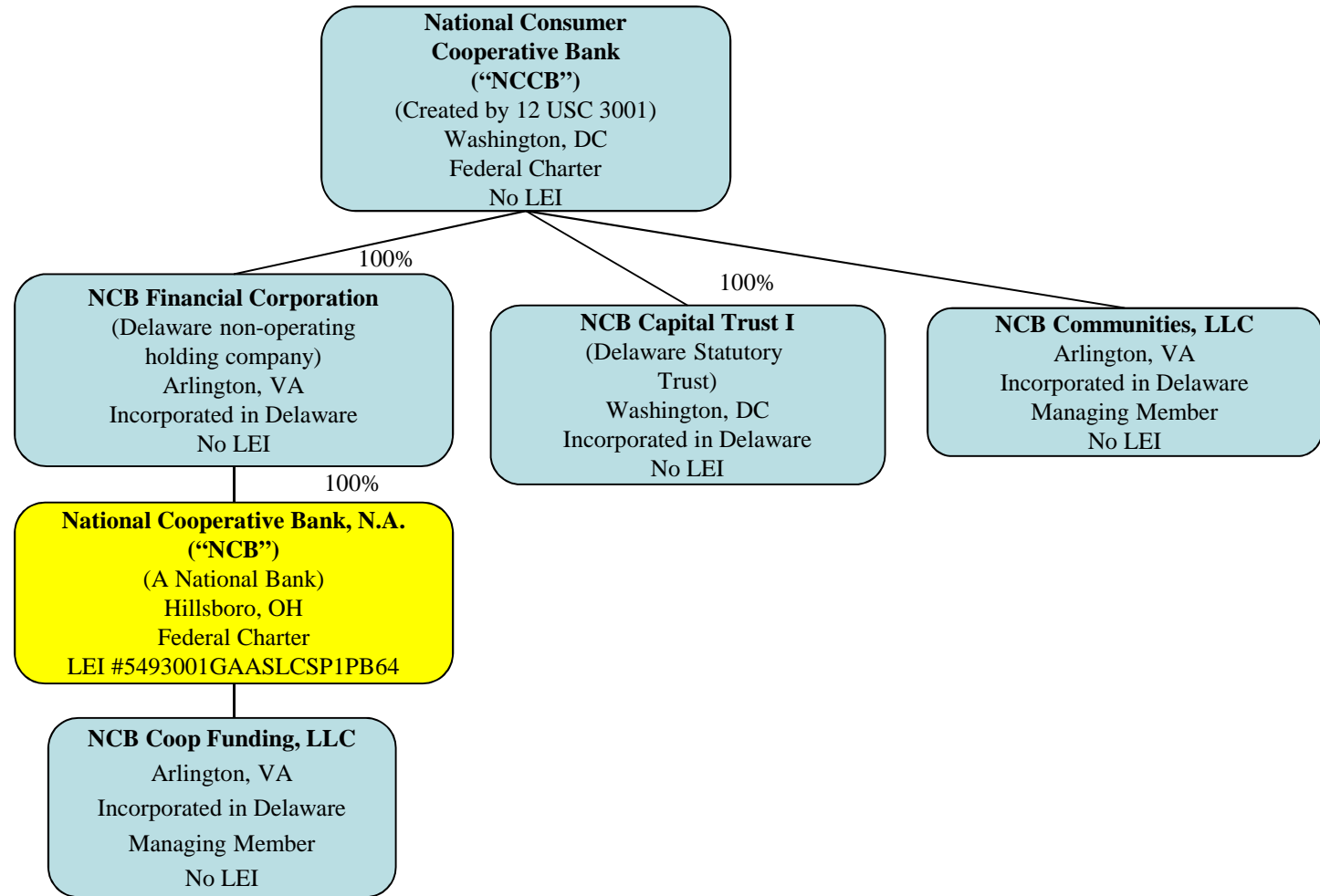
State

Zip Code

Physical Location (if different from mailing address)

NCCB Corporate Organization Chart as of December 31, 2018

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.

Report Item 2.b.

NATIONAL CONSUMER COOPERATIVE BANK (2398082) of WASHINGTON, DC.
Domestic Branch Listing
December 31, 2018

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	Not Required	Not Required	NATIONAL COOPERATIVE BANK, N.A.	99376	

Report Item 3.a
Securities Holders

National Consumer Cooperative Bank
Summary of Stockholders Over 5% Stock Ownership
12/31/18

<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	1.47%	\$2,961,414.05	29,614.1	11.51%
GREENBELT HOMES, INC.	Greenbelt	MD	USA	\$1,444,039.52	14,440.4	0.69%	\$2,951,797.43	29,518.0	11.48%
Group Health, Inc.	Minneapolis	MN	USA	\$1,422,719.67	14,227.2	0.68%	\$1,506,837.25	15,068.4	5.86%

Report Item 3.a.
Securities Holders

NCB Financial Corp
Summary of Stockholders Over 5% Stock Ownership
12/31/18

<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

National Consumer Cooperative Bank
Summary of Stockholders Not Listed in Item 3.a. with Over 5% Stock Ownership During the Year
12/31/18

[illegible]

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
12/31/18

<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					

Report Item 4: Insiders

As of December 31, 2018

(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)
Wilson Beebe Red Bank, NJ USA	Retired	Director	Director (National Cooperative Bank, N.A. (NCBNA))	None	None	None	N/A
Roger Collins Springdale, AR USA	Retired	Director & Vice Chairman	Director & Vice Chairman (NCB Financial Corporation); Director (NCBNA)	None	None	None	N/A
Paul Hazen Washington, DC USA	Association Executive	Director	Director (NCBNA)	Executive Director, U.S. Overseas Cooperative Development Council, Inc.	None	None	NA
Janis Herschkowitz Hummelstown, PA USA	Manufacturing Executive	Director	None	President & CEO, PRL, Inc. and Subsidiaries; President, Flomega, Industries, Inc.; General Partner, Witz Enterprises; Director, Mutual Benefit Group	None	None	PRL, Inc. and Subsidiaries (71.4%); Flomega Industries, Inc. (100%); Witz Enterprises (50%)

Report Item 4: Insiders

As of December 31, 2018

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Debra Huddleston New York, NY USA	Executive	Director	Director (NCBNA)	Senior Advisor, Kimberlite Group	None	None	N/A
Patrick Jury West Des Moines, IA USA	Consultant	Director	Director (NCBNA)	Owner, Patrick S. Jury Advisor, LLC; Director,	None	None	N/A
Peter Larkin Washington, DC USA	Association Executive	Director	Director (NCBNA)	President & CEO, National Grocer's Association	None	None	N/A
Andrea Levere Silver Spring, MD USA	Association Executive	Director	None	President, Prosperity Now; Chairperson, ROC USA	None	None	N/A
Martin Lowery Takoma Park, MD USA	Retired	Director & Chairman	Director & Chairman (NCB Financial Corporation); Director & Vice Chairman (NCBNA)	None	None	None	N/A

Report Item 4: Insiders

As of December 31, 2018

(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)
Christine Neal Long Beach, CA USA	Retired	Director	Director (NCBNA)	None	None	None	N/A
MaryAnn Rothman New York, NY USA	Cooperative Association	Director	Director (NCBNA)	Executive Director, Council of New York Cooperatives and Condominiums	None	None	N/A
Maurice Smith Cary, NC USA	Credit Union Banker	Director	Director (NCBNA)	President & CEO, Local Government Federal Credit Union	None	None	N/A
David Swanson Plymouth, MN USA	Attorney	Director	Director (NCBNA)	Partner, Dorsey & Whitney, L.P.	None	None	N/A
David Vliet Hayward, California USA	Health Care Administrator	Director	Director (NCBNA)	CEO, Tiburcio Vasquez Health Center, Inc.	None	None	N/A
Patrick Connealy Reston, VA USA	N/A	Executive Vice President	Executive Vice President (NCBNA)	N/A	None	None	N/A

Report Item 4: Insiders
As of December 31, 2018

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Casey Fannon Bethesda, MD USA	N/A	Executive Vice President & Chief Lending Officer	Executive Vice President & Chief Lending Officer (NCBNA)	Director, Capital Impact	None	None	N/A
Michelle Fantt-Harris Washington, DC USA	N/A	Executive Vice President, Human Resources Director	Executive Vice President & Human Resources Director (NCBNA)	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 (NCBNA)	N/A	None	None	N/A
James Glantz Silver Spring, MD USA	N/A	Chief Risk Officer & Assistant Corporate Secretary & Ethics Official	Chief Risk Officer & Assistant Corporate Secretary & Ethics Official (NCBNA)	N/A	None	None	N/A

Report Item 4: Insiders
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Shaun Kelley Lovettsville, VA USA	N/A	Executive Vice President & Chief Credit Officer	Executive Vice President & Chief Credit Officer (NCBNA)	Director & Chairman, Loudoun Sanitation Authority	None	None	N/A
Thomas Klump Manassas, VA USA	N/A	Executive Vice President	Executive Vice President & Chief Information Officer (NCBNA)	N/A	None	None	N/A
Kathleen Luzik Alexandria, VA USA	N/A	Executive Vice President	Executive Vice President & Chief Operating Officer (NCBNA)	N/A	None	None	N/A
Michael Novak Clifton, VA USA	N/A	Senior Vice President, Commercial Lending	Senior Vice President, Commercial Lending (NCBNA)	N/A	None	None	N/A
Heather O'Hara Burtonsville, MD USA	N/A	Senior Vice President & Treasurer	Treasurer (NCB Financial Corporation); Senior Vice President & Treasurer (NCBNA)	N/A	None	None	N/A

Report Item 4: Insiders

As of December 31, 2018

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James C. Oppenheimer Washington, DC USA	N/A	Executive Vice President, General Counsel & Corporate Secretary	Secretary (NCB Financial Corporation); Executive Vice President, General Counsel & Corporate Secretary (NCBNA)	N/A	None	None	N/A
Richard Reed Annapolis, MD USA	N/A	Executive Vice President & Chief Financial Officer	Chief Financial Officer (NCB Financial Corporation); Executive Vice President & Chief Financial Officer (NCBNA)	N/A	None	None	N/A
David Sanders Bethesda, MD USA	N/A	Senior Vice President & Controller	Senior Vice President & Controller (NCBNA)	Chief Financial Officer & Owner, Studio E2	None	None	Studio e2 (50%)

Report Item 4: Insiders

As of December 31, 2018

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Charles Snyder McLean, VA USA	N/A	President & CEO	President (NCB Financial Corporation); Chairman, Chief Executive Officer & President (NCBNA)	Director, Build a Better World; Director, Consumer Federation of America; Director, Cooperative Development Foundation	None	None	N/A
Jeffrey Whitlach Smyrna, GA USA	N/A	Executive Vice President, Default Management	Executive Vice President, Default Management (NCBNA)	N/A	None	None	N/A
Munevver Yolas Alexandria, VA USA	N/A	Senior Vice President, Capital Markets, Real Estate, and Deposit Production Office	Senior Vice President, Capital Markets, Real Estate, and Deposit Production Office (NCBNA)	N/A	None	None	N/A
The Co-operative Central Bank Boston, MA	N/A	N/A	N/A	N/A	B Stock - 1.47% C Stock - 11.51%	N/A	N/A

Form FR Y-6
Report Item 4: Insiders
As of December 31, 2018

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Greenbelt Homes, Inc. Greenbelt, MD	N/A	N/A	N/A	N/A	B Stock - 0.69% C Stock - 11.48%	N/A	N/A



Report Item 4: Insiders

As of December 31, 2018

NCB Financial Corporation

(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)

Roger Collins Springdale, AR USA	Retired	Director & Vice Chairman	Director (NCBNA)	None	None	None	N/A
Martin Lowery Takoma Park, MD USA	Retired	Director & Chairman	Director & Vice Chairman (NCBNA)	None	None	None	N/A
Heather O'Hara Burtonsville, MD USA	N/A	Treasurer	Senior Vice President & Treasurer (NCBNA)	N/A	None	None	N/A
James C. Oppenheimer Washington, DC USA	N/A	Secretary	Executive Vice President, General Counsel & Corporate Secretary (NCBNA)	N/A	None	None	N/A
Richard Reed Annapolis, MD USA	N/A	Chief Financial Officer	Executive Vice President & Chief Financial Officer (NCBNA)	N/A	None	None	N/A

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As of December 31, 2018

NCB Financial Corporation

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Charles Snyder McLean, VA USA	N/A	President	Chairman, Chief Executive Officer & President (NCBNA)	Director, Build a Better World; Director, Consumer Federation of America; Director, Cooperative Development Foundation	None	None	N/A
National Consumer Cooperative Bank	N/A	N/A	N/A	N/A	100%	N/A	N/A