

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK  
OF CLEVELAND

2014 MAR 27 1:52

STATISTICS & ANALYSIS  
DEPARTMENT

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, William G. Petroplus

Name of the Holding Company Director and Official

Interim President and CEO

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.

William G. Petroplus

Signature of Holding Company Director and Official

03/25/2014

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.

1070336

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

First West Virginia Bancorp, Inc.

Legal Title of Holding Company

1701 Warwood Ave.

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

Wheeling

City

WV

State

26003

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Francie P. Reppy

Name

EVP, CFO, CAO

Title

304-218-2420

Area Code / Phone Number / Extension

304-218-2458

Area Code / FAX Number

fpreppy@progbank.com

E-mail Address

www.progbank.com

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

**12/31/2013**

**FORM FR Y-6**

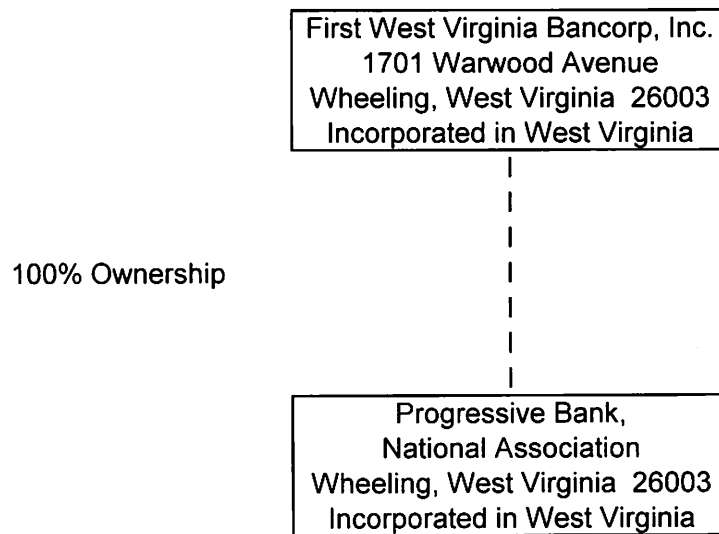
## REPORT ITEMS

<b>Report Item 4:</b>	<b>Insiders</b> List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation, as of the fiscal year end of the bank holding company.	See Exhibit III
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ANNUAL REPORT OF BANK HOLDING COMPANIES  
FORM FR Y-6  
REPORT ITEMS

Report Item 2a:

Organizational Chart





Report Item 2b

Exhibit IV

**Results:** A list of branches for your depository institution: **PROGRESSIVE BANK, NATIONAL ASSOCIATION (ID\_RSSD: 600129)**.  
This depository institution is held by **FIRST WEST VIRGINIA BANCORP, INC. (1070336) of WHEELING, WV**.  
The data are as of **12/31/2013**. Data reflects information that was received and processed through **01/07/2014**.

- 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)	600129	PROGRESSIVE BANK, NATIONAL ASSOCIATION	1701 WARWOOD AVE	WHEELING	WV	26003	OHIO	UNITED STATES	6392	0	PROGRESSIVE BANK, NATIONAL ASSOCIATION	600129	
OK		Full Service	239510	BELLAIRE OFFICE	426 34TH STREET	BELLAIRE	OH	43906	BELMONT	UNITED STATES	8671	6	PROGRESSIVE BANK, NATIONAL ASSOCIATION	600129	
OK		Full Service	3668362	BUCKHANNON OFFICE	WEST MAIN STREET & LOCUST STREET	BUCKHANNON	WV	26201	UPSHUR	UNITED STATES	35882	11	PROGRESSIVE BANK, NATIONAL ASSOCIATION	600129	
OK		Full Service	2999630	MOUNDSVILLE OFFICE	809 LAFAYETTE AVENUE	MOUNDSVILLE	WV	26041	MARSHALL	UNITED STATES	361332	7	PROGRESSIVE BANK, NATIONAL ASSOCIATION	600129	
OK		Full Service	3003543	NEW MARTINSVILLE OFFICE	425 THIRD STREET	NEW MARTINSVILLE	WV	26155	WETZEL	UNITED STATES	272654	8	PROGRESSIVE BANK, NATIONAL ASSOCIATION	600129	
OK		Full Service	598329	WELLSBURG OFFICE	744 CHARLES STREET	WELLSBURG	WV	26070	BROOKE	UNITED STATES	8226	3	PROGRESSIVE BANK, NATIONAL ASSOCIATION	600129	
OK		Full Service	2529840	WESTON OFFICE	100 MARKET PLACE MALL, SUITE 10	WESTON	WV	26452	LEWIS	UNITED STATES	260130	12	PROGRESSIVE BANK, NATIONAL ASSOCIATION	600129	
OK		Full Service	3127430	BETHLEHEM OFFICE	1090 EAST BETHLEHEM BOULEVARD	WHEELING	WV	26003	OHIO	UNITED STATES	364516	9	PROGRESSIVE BANK, NATIONAL ASSOCIATION	600129	
OK		Full Service	599924	WARWOOD OFFICE	1701 WARWOOD AVENUE	WHEELING	WV	26003	OHIO	UNITED STATES	221676	1	PROGRESSIVE BANK, NATIONAL ASSOCIATION	600129	
OK		Full Service	674625	WOODSDALE OFFICE	875 NATIONAL ROAD	WHEELING	WV	26003	OHIO	UNITED STATES	13451	2	PROGRESSIVE BANK, NATIONAL ASSOCIATION	600129	

**ANNUAL REPORT OF BANK HOLDING COMPANIES**  
**FORM FR Y-6**  
**REPORT ITEMS**

**Report Item 3:****Securities holders****Report Item 3 (1) :**

List each securities holder, of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the bank holding company as of the fiscal year end of the bank holding company.

(1)(a) <u>Name and Address</u>	(1)(b) <u>Country of Citizenship</u>	(1)(c) <u>No. of Shares</u>	(1)(c) <u>Percentage</u>
Rosalie Dlesk Wheeling, WV [REDACTED] (USA)	USA CITIZEN	200,229	11.65%
Laura G. Inman Wellsburg, WV [REDACTED] (USA)	USA CITIZEN	135,199 (1)	7.87% (1)
Cede & Co. New York, NY [REDACTED] (USA)	USA	1,197,471 (2)	69.67% (2)
Wellington Management Company, LLP Boston, MA 02109 (USA)	USA	170,173 (3)	9.90% (3)

**Notes:**

- (1) Includes 22,713 shares owned by James C. Inman, Jr., her husband.
- (2) Depository trust company that holds company shares in street name for brokerage firms and other financial institutions
- (3) Includes all shares held for clients in capacity as Investment Adviser

**Report Item 3 (2):**

List each securities holder not listed in 3(1)(a) through 3(1)(c) that owned or controlled 5% or more of any class of voting securities of the bank holding company during the fiscal year for which the report is being filed.

(2)(a) <u>Name and Address</u>	(2)(b) <u>Country of Citizenship</u>	(2)(c) <u>No. of Shares</u>	(2)(c) <u>Percentage</u>
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None

FIRST WEST VIRGINIA BANCORP, INC.

EXHIBIT III

ANNUAL REPORT OF BANK HOLDING COMPANIES  
FORM FR Y-6  
REPORT ITEMS

Report Item 4:

Insiders

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation, as of the fiscal year end of the bank holding company

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and 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 Bank 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)
Nada E. Beneke Wheeling WV [REDACTED] (USA)	Registered Sanitarian	Director and Assistant Secretary	Director & Assistant Secretary (Progressive Bank, N.A.)	N/A	2.21%	None	N/A
R. Clark Morton Wheeling, WV [REDACTED] (USA)	Retired Attorney at Law	Director Chairman of the Board	Chairman and Director (Progressive Bank, N.A.)	Retired Partner, Herndon Morton, Herndon and Yaeger	3.67%	None	N/A

FIRST WEST VIRGINIA BANCORP, INC.

EXHIBIT III  
(Continued)

ANNUAL REPORT OF BANK HOLDING COMPANIES  
FORM FR Y-6  
REPORT ITEMS

Report Item 4: Insiders (Continued)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and 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 Bank 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 securities held
William G. Petroplus Wheeling, WV [REDACTED] (USA)	Attorney at Law	Director Interim President & CEO	Director Interim President & CEO (Progressive Bank, N.A.)	Member/Partner, Petroplus & Gaudino, PLLC  Manager, GWP Realty, LLC	0.49%	None	Petroplus & Gaudino 100% interest  GWP Realty, Inc. 100% interest
Thomas L. Sable Bellaire, OH [REDACTED] (USA)	Clerk/Treasurer Village of Bellaire	Director	Director (Progressive Bank, N.A.)	Managing Partner, Summit Atlantic Group, LLC  Clerk/Treasurer Village of Bellaire	0.65%	None	Summit Atlantic Group, LLC 50% Interest 50% interest spouse -
Laura Inman Wellsburg, WV [REDACTED] (USA)	N/A	Director	Director (Progressive Bank, N.A.)	N/A	7.87%	None	N/A

FIRST WEST VIRGINIA BANCORP, INC.

EXHIBIT III  
(Continued)

ANNUAL REPORT OF BANK HOLDING COMPANIES  
FORM FR Y-6  
REPORT ITEMS

Report Item 4: Insiders (Continued)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and 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 Bank 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 securities held
Rosalie Dlesk Wheeling, WV [REDACTED] (USA)	N/A	Director	Director (Progressive Bank, N.A.)	N/A	11.65%	None	Dlesk, Inc. 100% interest  Ohio Valley Carpeting, Inc. 100% interest  Dlesk Realty & Investments Sole Proprietorship
Francie P. Reppy Weirton, WV [REDACTED] (USA)	N/A	Executive Vice President, Chief Administrative Officer, Chief Financial Officer, Treasurer and Director	Executive Vice President, Chief Administrative Officer, and Chief Financial Officer (Progressive Bank, N.A.)	N/A	0.05%	None	N/A



FIRST WEST VIRGINIA BANCORP, INC.

EXHIBIT III  
(Continued)

ANNUAL REPORT OF BANK HOLDING COMPANIES  
FORM FR Y-6  
REPORT ITEMS

Report Item 4: Insiders (Continued)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and 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 Bank 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 securities held
Brad D. Winwood Weirton, WV [REDACTED] (USA)	N/A	Vice President , Chief Operations Officer, Investment Officer and Director	Senior Vice President, Chief Operations Officer, and Investment Officer (Progressive Bank, N.A.)	N/A	0.01%	None	N/A

NOTE:

Gary W. Glessner, a director of First West Virginia Bancorp, Inc. (the "Company") and a director of the Company's wholly owned subsidiary, Progressive Bank, N.A. (the "Bank") resigned as a director of the Company and the Bank effective November 12, 2013. Mr. Glessner's resignation did not result from any disagreement with the Company or the Bank on any matter relating to the Company's or the Bank's operations, policies, or practices.

On December 21, 2013, the Board of Directors of the Company appointed Laura G. Inman and Rosalie J. Dlesk as directors of the Company effective December 21, 2013.