

Board of Governors of the Federal Reserve System



FEDERAL RESERVE BANK
OF CLEVELAND

Annual Report of Holding Companies—FR Y-6

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.

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

December 31, 2013

Month / Day / Year

I, **Stephen R. Sant**

Reporter's Name, Street, and Mailing Address

Tri-State 1st Banc. Inc

Name of the Holding Company Director and Official

President, CEO and Director

Legal Title of Holding Company

16924 St Clair Ave / P.O. Box 796

Title of the Holding Company Director and Official

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

East Liverpool

OH

43920

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.

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Stephen A Beadnell

CFO

Name

Title

330-382-7016

Area Code / Phone Number / Extension

330-386-7452

Area Code / FAX Number

s_beadnell@1stnbc.com

E-mail Address

N/A

Stephen R. Sant
Signature of Holding Company Director and Official

Address (URL) for the Holding Company's web page

03/26/2014

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

2421896

C.I.

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.

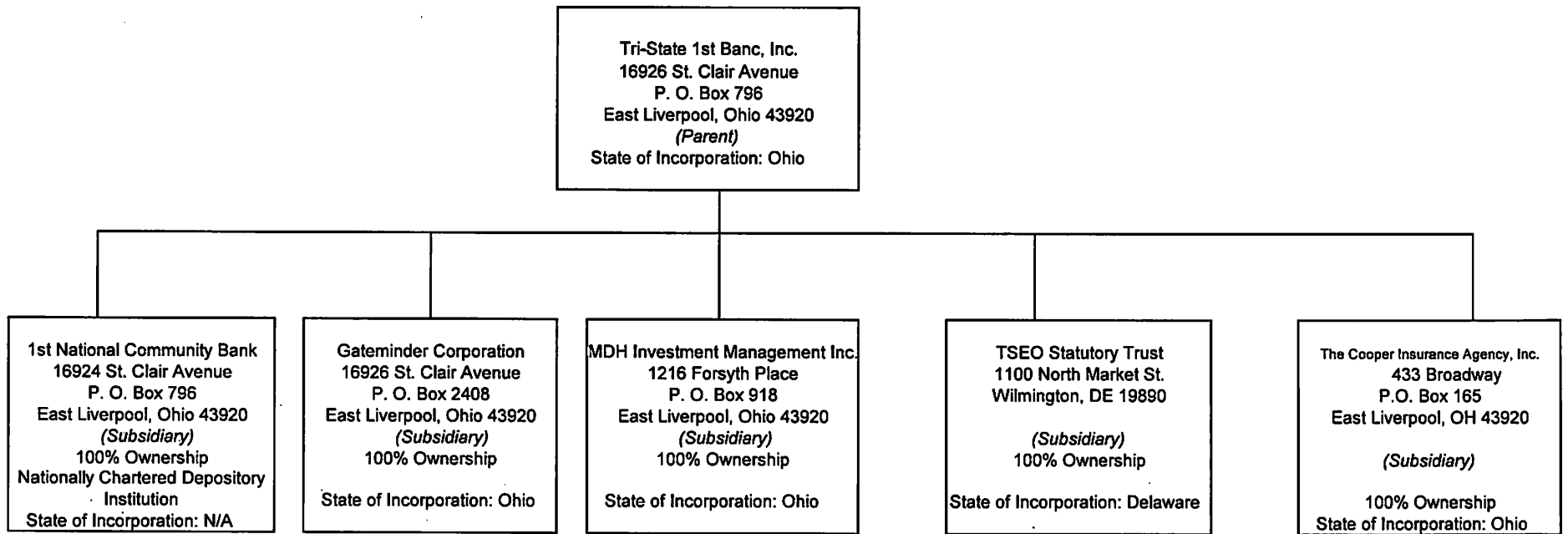
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

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Tri-State 1st Banc, Inc.
East Liverpool, Ohio
December 31, 2013

Report Item 2A: Organizational Chart



Results: A list of branches for your depository institution: 1ST NATIONAL COMMUNITY BANK (ID_RSSD: 1000511).
 This depository institution is held by TRI-STATE 1ST BANC, INC. (2421896) of EAST LIVERPOOL, OH.
 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
		Full Service (Head Office)	1000511	1ST NATIONAL COMMUNITY BANK	16924 ST. CLAIR AVE.	EAST LIVERPOOL	OH	43920	COLUMBIANA	UNITED STATES	36392	0	1ST NATIONAL COMMUNITY BANK	1000511	
		Full Service	1847118	CALCUTTA OFFICE	15703 STATE ROUTE 170	EAST LIVERPOOL	OH	43920	COLUMBIANA	UNITED STATES	260571	2	1ST NATIONAL COMMUNITY BANK	1000511	
		Full Service	3023550	EAST LIVERPOOL BRANCH	619 BRADSHAW AVENUE	EAST LIVERPOOL	OH	43920	COLUMBIANA	UNITED STATES	359692	7	1ST NATIONAL COMMUNITY BANK	1000511	
		Full Service	2140106	LISBON OFFICE	131 EAST LINCOLN WAY	LISBON	OH	44432	COLUMBIANA	UNITED STATES	260572	3	1ST NATIONAL COMMUNITY BANK	1000511	
		Full Service	2866769	MIDLAND OFFICE	629 MIDLAND AVENUE	MIDLAND	PA	15059	BEAVER	UNITED STATES	260574	6	1ST NATIONAL COMMUNITY BANK	1000511	
Close	12/13/2013	Full Service	597827	NEW CUMBERLAND BRANCH	1200 NORTH CHESTER STREET	NEW CUMBERLAND	WV	26047	HANCOCK	UNITED STATES	247776	4	1ST NATIONAL COMMUNITY BANK	1000511	

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Tri-State 1st Banc, Inc.
East Liverpool, Ohio
December 31, 2013

Report Item 3: Shareholders

3.1

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of year ended December 31, 2013

<u>Name and Address</u> (1.a.)	<u>Country of Citizenship</u> (1.b.)	<u>Number of Shares of Voting Stock Owned</u> (1.c.)	<u>Percent of Class Owned</u> (1.c.)
John P. Scotford Jr. Poland, OH	USA	98,162 (1)	9.86%
Charles B. Lang Chester, WV	USA	76,141 (2)	7.64%

(1) Includes 98,162 shares held in the John P. Scotford Jr. Family Trust

(2) Includes 1,937 shares owned solely by his spouse, 37,335 shares held by trusts

3.2 N/A

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Tri-State 1st Banc, Inc.
 East Liverpool, Ohio
 December 31, 2013

Report Item 4: Insiders

Name and Address (1.)	Principal Occupation If Other than with Bank Holding Company (2.)	Title and Position with Bank Holding Company (3.a.)	Title and Position with Subsidiaries (3.b.)	Title and Position with Other Businesses (3.c.)	Percentage of Voting Shares in Bank Holding Company (4.a.)	Percentage Of Voting Shares In Subsidiary 4.b.	List names of other companies if 25% or more of voting securities are held (4.c.)
Charles B. Lang Chester, WV	N/A	Director Chairman of the Board	Chairman of 1st National Community Bank; and Vice Pres. & Secretary of Gateminder Corporation; Vice President of MDH Investment Management Inc.	N/A	7.64%	N/A	N/A
J. Robert Berg Lisbon, OH	Monument Retailing	Director	Director of 1st National Community Bank; Director of Gateminder Corporation	Retired President of Richardson Monuments, Inc.	0.81%	N/A	N/A
William E. Blair, Jr. Fountain Hills, AZ	Oil and Gas Exploration	Director	Director of 1st National Community Bank; Director of Gateminder Corporation	Oil and Gas Consultant	3.28%	N/A	N/A
Stephen W. Cooper East Liverpool, OH	General Insurance	Director	Director of 1st National Community Bank and MDH Investment Management, Inc. Director of Cooper Insurance Agency, Inc	President of Cooper Insurance Agency, Inc.	0.43%	N/A	N/A
Timothy G. Dickey Lisbon, OH	Construction Material	Director	Director of 1st National Community Bank; Director of Gateminder Corporation	Chairman of D.W. Dickey & Son, Inc.	0.36%	N/A	D.W. Dickey & Son, Inc.
Michael S. DiLoreto East Liverpool, OH	Commercial & Residential Construction	N/A	Director of 1st National Community Bank	President of DiLoreto Construction	0.50%	N/A	DiLoreto Construction
Dr. Marc D. Hoffrichter East Liverpool, OH	Investment Manager	N/A	President of MDH Investment Management, Inc.	President of MDH Investment Management, Inc.	1.64%	N/A	N/A
Lance H. Lang East Liverpool, OH	ATM Seller/Service	N/A	President of Gateminder Corporation	President of Gateminder Corporation	1.01%	N/A	N/A
Stephen R. Sant Hermitage, PA	N/A	Director President & CEO	President & CEO of 1st National Community Bank; Director of 1st National Community Bank	N/A	1.44%	N/A	N/A

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Tri-State 1st Banc, Inc.
 East Liverpool, Ohio
 December 31, 2013

Report Item 4: Insiders

Name and Address (1.)	Principal Occupation If Other than with Bank Holding Company (2.)	Title and Position with Bank Holding Company (3.a.)	Title and Position with Subsidiaries (3.b.)	Title and Position with Other Businesses (3.c.)	Percentage of Voting Shares in Bank Holding Company (4.a.)	Percentage Of Voting Shares in Subsidiary 4.b.	List names of other companies if 25% or more of voting securities are held (4.c.)
John P. Scotford, Jr. Poland, OH	Real Estate Development	Director	Director of 1st National Community Bank	President of McBarscot Company	9.86%	N/A	McBarscot Company
David M. Stacey East Liverpool, OH	Certified Public Accountant	Director	Director of 1st National Community Bank Director of Cooper Insurance Agency, Inc	Partner of Miller, Stacey & Associates, Inc.	0.31%	N/A	Miller, Stacey & Associates, Inc.
John C. Thompson East Liverpool, OH	Pottery Manufacturing	Director	Director of 1st National Community Bank and MDH Investment Management, Inc.	Retired -Vice Chairman of The Hall China Company	2.61%	N/A	
Jean B. Edwards Wellsville, OH	N/A	N/A	Chief Financial Officer of 1st National Community Bank Director of 1st National Community Bank	N/A	0.18%	N/A	N/A
Stephen A. Beadnell East Liverpool, OH	N/A	Secretary CFO	Chief Financial Officer of Gateminder Corporation, MDH Investment Management, Inc., and Cooper Insurances Agency, Inc.	N/A	0.12%	N/A	N/A
Jeffrey W. Bail	N/A	N/A	Senior Trust Officer of 1st National Community Bank	N/A	0.14%	N/A	N/A
Robin W. Moadus East Liverpool, OH	N/A	N/A	Senior VP & Chief Operating Officer of 1st National Community Bank	N/A	0.08%	N/A	N/A
Steven A. Mabbott East Liverpool, OH	N/A	N/A	Senior VP & Chief Consumer Lending Officer of 1st National Community Bank	N/A	0.31%	N/A	N/A
Roger D. Sanford East Liverpool, OH	N/A	N/A	Senior VP & Business Development/ Trust Officer	N/A	0.39%	N/A	N/A
Jos B. Shemasek East Liverpool, OH	N/A	N/A	Senior VP & Chief Commercial Lending Officer of 1st National Community Bank	N/A	0.26%	N/A	N/A