

FEDERAL RESERVE SYSTEM  
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 FEDERAL RESERVE SYSTEM  
 DEPARTMENT

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)); 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, 2014

Month / Day / Year

549300GXXK2PE8KP7HN90

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

I, John Gandolfi

Name of the Holding Company Director and Official

Chairman

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.

Reporter's Name, Street, and Mailing Address

Community Bankers' Corporation

Legal Title of Holding Company

1271 Indian Springs Road, P.O. Box 130

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

Indiana

Pennsylvania

15701

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:

Trisha J. Brewer

Treasurer

Name

Title

724-464-2234

Area Code / Phone Number / Extension

724-349-1032

Area Code / FAX Number

tbrewer@marioncenterbank.com

E-mail Address

Signature of Holding Company Director and Official

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

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

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 Federal Reserve Bank Use Only

RSSD ID  
 C.I.

1138928

**Results:** A list of branches for your depository institution: MARION CENTER BANK (ID\_RSSD: 947525). This depository institution is held by COMMUNITY BANKERS' CORPORATION (1138928) of INDIANA, PA. The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**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)	947525	MARION CENTER BANK	1271 INDIAN SPRINGS ROAD	INDIANA	PA	15701	INDIANA	UNITED STATES	5068	0	MARION CENTER BANK	947525	
ok		Full Service	152422	BIG RUN BRANCH	326 EAST MAIN STREET	BIG RUN	PA	15715	JEFFERSON	UNITED STATES	216951	3	MARION CENTER BANK	947525	
ok		Full Service	22020	CLYMER BRANCH	750 FRANKLIN STREET	CLYMER	PA	15728	INDIANA	UNITED STATES	216949	1	MARION CENTER BANK	947525	
ok		Full Service	772727	DAYTON BRANCH	106 WEST MAIN STREET	DAYTON	PA	16222	ARMSTRONG	UNITED STATES	217572	4	MARION CENTER BANK	947525	
ok		Full Service	4458207	HASTINGS OFFICE	279 BEAVER STREET	HASTINGS	PA	16646	CAMBRIA	UNITED STATES	534368	8	MARION CENTER BANK	947525	
ok		Full Service	2441018	WILLOW SPRINGS OFFICE	162 ROUTE 119 HIGHWAY NORTH	INDIANA	PA	15701	INDIANA	UNITED STATES	216950	2	MARION CENTER BANK	947525	
ok		Full Service	4299790	MARION CENTER BRANCH	501 MAIN STREET	MARION CENTER	PA	15759	INDIANA	UNITED STATES	533848	7	MARION CENTER BANK	947525	
ok		Full Service	2906898	PUNXSUTAWNEY OFFICE BRANCH	514 WEST MAHONING STREET	PUNXSUTAWNEY	PA	15767	JEFFERSON	UNITED STATES	334463	5	MARION CENTER BANK	947525	

COMMUNITY BANKERS' CORPORATION  
1271 INDIAN SPRINGS ROAD  
P.O. BOX 130  
INDIANA, PENNSYLVANIA 15701

Form FRY-6

Fiscal Year Ending December 31, 2014

Report Item

1. a. The BHC is not required to prepare form 10K with the SEC.
1. b. The BHC does prepare an annual report for its shareholders. Three copies of the annual report will be mailed under separate cover.
2. Organization Chart Community Bankers' Corporation (Incorporated in Pennsylvania)

The Holding Company owns 100% of the outstanding common stock of its subsidiary, Marion Center Bank, Indiana, PA 15701. Community Bankers' Corporation has only one type of stock, common shares. (Incorporated in Pennsylvania)

The Holding Company owns 100% of Community Bankers Statutory Trust I, Indiana PA 15701. (Incorporated in Pennsylvania)

The Holding Company owns 100 % of Community Bankers Statutory Trust II, Indiana PA 15701. (Incorporated in Pennsylvania)

Supplement to Organization Chart:

- 2.a N/A (Not applicable)
- 2.b Submitted early via e-mail on 2/4/15.

Form FR Y-6  
December 31, 2014

Report Item 3: Shareholders  
(1)(a)(1)(b)(1)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-14		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
CEDE & Co. P.O. Box 222 Bowling Green Station New York, NY 10274	USA	347,614 – 16.60% Common Stock

2(a) Thru 2(c) N/A (Not applicable)

Report Item 4: Directors and Officers (Page 1 of 2)

(1)(2)(3)(a)(b)(c) and (4)(a)

(1) Names & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company- Community Bankers' Corporation	(3)(b) Title & Position with Subsidiary- Marion Center Bank	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company
Dennis E. Bence Marion Center, PA	Coal Operator	Director	Director	Partner of Twinbrook Coal Company & Proprietor Twinbrook Farms-Marion Center, PA	1.24%
Kerry Mears Marion Center, PA	Retired Coal Operator	Director	Director	Retired as VP of Business Development of Wilson Creek Energy, LLC Clymer, PA	.43%
Terry C. Buterbaugh Clymer, PA	Farmer	Director	Director	Proprietor of Cherry Hill Farms Clymer, PA	.56%
Robert Packer Clymer, PA	President & CEO	Director & Vice Chairman	Director & Vice Chairman	Retired President & CEO of The Home Nursing Agency - Altoona, PA	1.78%
Charles R. Glasser Marion Center, PA	Farm Agency Director	Director	Director	County Executive Director of U.S. Department of Agriculture - Indiana, PA	.38%
Michael J. Lawer Indiana, PA	Owner/Operator	Director	Director	Owner/Operator of Lawer Enterprises Indiana, PA	1.41%
John D. Gandolfi Home, PA	Certified Public Accountant	Director & Chairman	Director & Chairman	Owner of Gandolfi Tax Services, C.P.A. Marion Center, PA	1.98%
Timothy D. Burkett Punxsutawney, pA	Vice President & General Manager	Director	Director	Vice President & General Manager of R&S Machine Co. Inc. Punxsutawney, PA	.61%
Samuel H. Clark Indiana, PA	Attorney	Director	Director	Attorney of the Office of Chief Counsel for the Department of Environmental Protection Harrisburg, PA	.24%
CEDE & Co. New York, NY	N/A	N/A	N/A	N/A	16.60%
<b>ALL IN USA</b>					

(Continued)

Report Item 4: Directors and Officers (Page 2 of 2)

(1)(2)(3)(a)(b)(c) and (4)(a)

(1) Names & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company- Community Bankers' Corporation	(3)(b) Title & Position with Subsidiary- Marion Center Bank	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company
George P. Karlheim Northern Cambria, PA	N/A	President	President/Chief Executive Officer, Director	N/A	.60%
Trisha J. Brewer Kittanning PA	N/A	Treasurer	Senior Vice President/ Chief Financial Officer	N/A	.11%
Anna M. Mano Marion Center, PA	N/A	Secretary	Executive Secretary	N/A	.02%
<b>ALL IN USA</b>					

4b N/A (Not applicable)

4c N/A (Not applicable)