

**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.

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

**December 31, 2018**

Month / Day / Year

549300GXXK2PE8KP7HN90

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

Reporter's Name, Street, and Mailing Address

I, John D. Gandolfi

Name of the Holding Company Director and Official

Chairman

Title of the Holding Company Director and Official

Community Bankers' Corporation

Legal Title of Holding Company

1271 Indian Springs Road, PO Box 130

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

Indiana

Pennsylvania

15701

City

State

Zip Code

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.

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

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

02/12/2019

Date of Signature

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

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. \_\_\_\_\_

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."

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

Form FRY-6

Fiscal Year Ending December 31, 2018

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. The annual report will submitted via Reporting Central when available.
2. Organization Chart Community Bankers' Corporation (Incorporated in Pennsylvania)  
LEI No. 549300G XK2PE8KP7HN90

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) LEI No. N/A

The Holding Company owns 100 % of Community Bankers Statutory Trust II, Indiana PA 15701. (Incorporated in Pennsylvania) LEI No. N/A

Supplement to Organization Chart:

- 2.a N/A (Not applicable)
- 2.b Submitted early via email to the Federal Reserve on 1/31/19.

**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 **12/31/2018**. 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) | 947525          | MARION CENTER BANK         | 1271 INDIAN SPRINGS ROAD | INDIANA       | PA    | 15701    | INDIANA   | UNITED STATES | Not Required | Not Required   | MARION CENTER BANK | 947525               |          |
| OK          |                | Full Service               | 152422          | BIG RUN BRANCH             | 326 EAST MAIN STREET     | BIG RUN       | PA    | 15715    | JEFFERSON | UNITED STATES | Not Required | Not Required   | MARION CENTER BANK | 947525               |          |
| OK          |                | Full Service               | 22020           | CLYMER BRANCH              | 750 FRANKLIN STREET      | CLYMER        | PA    | 15728    | INDIANA   | UNITED STATES | Not Required | Not Required   | MARION CENTER BANK | 947525               |          |
| OK          |                | Full Service               | 772727          | DAYTON BRANCH              | 106 WEST MAIN STREET     | DAYTON        | PA    | 16222    | ARMSTRONG | UNITED STATES | Not Required | Not Required   | MARION CENTER BANK | 947525               |          |
| OK          |                | Full Service               | 4458207         | HASTINGS OFFICE            | 279 BEAVER STREET        | HASTINGS      | PA    | 16646    | CAMBRIA   | UNITED STATES | Not Required | Not Required   | MARION CENTER BANK | 947525               |          |
| OK          |                | Full Service               | 4299790         | MARION CENTER BRANCH       | 501 MAIN STREET          | MARION CENTER | PA    | 15759    | INDIANA   | UNITED STATES | Not Required | Not Required   | MARION CENTER BANK | 947525               |          |
| OK          |                | Full Service               | 2906898         | PUNXSUTAWNEY OFFICE BRANCH | 514 WEST MAHONING STREET | PUNXSUTAWNEY  | PA    | 15767    | JEFFERSON | UNITED STATES | Not Required | Not Required   | MARION CENTER BANK | 947525               |          |

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Report Item 3: Shareholders (Page 1 of 2)  
(1)(a)(1)(b)(1)(c)

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-18                              |   |   |
|---|---|---|
| (1)(a)<br>Name & Address<br>(City, State, Country)  | (1)(b)<br>Country of Citizenship or Incorporation | (1)(c)<br>Number and Percentage of Each Class of<br>Voting Securities |
| CEDE & Co.<br>New York, NY  | USA   | 430,342 – 19.07% Common Stock   |
| <u>Family Acting in Concert</u><br>Thelma V. Oberlin, Trustee or Successor<br>Trustee of the Thelma Oberlin Trust<br>Punxsutawney, PA | USA   | 91,795 – 4.07% Common Stock   |
| Diane L. Oberlin, Trustee or Successor<br>Trustee of the Diane Oberlin Trust<br>Punxsutawney, PA                                      | USA   | 14,450 – 0.64% Common Stock   |
| Diane L. Oberlin, Trustee or Successor<br>Trustee of the Diane Oberlin Trust or<br>Scott L. Vanderpool<br>Punxsutawney, PA            | USA   | 785 – 0.03% Common Stock  |

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Report Item 3: Shareholders (Page 2 of 2)

(1)(a)(1)(b)(1)(c)

| (1)(a)<br>Name & Address<br>(City, State, Country)   | (1)(b)<br>Country of Citizenship or Incorporation | (1)(c)<br>Number and Percentage of Each Class of<br>Voting Securities |
|--|---|---|
| Scott L. Vanderpool or Diane Oberlin<br>Trustee or Successor Trustee of the Diane<br>Oberlin Trust<br>Punxsutawney, PA | USA   | 8,355 – 0.37% Common Stock  |
| <b>Total</b>   |   | <b>115,385 – 5.11% Common Stock</b>                                   |

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

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Report Item 4: Directors and Officers (Page 1 of 2)  
(1)(2)(3)(a)(b)(c) and (4)(a)(b)

| (1)<br>Names & Address                  | (2)<br>Principal<br>Occupation if other<br>than with Bank<br>Holding Company | (3)(a)<br>Title & Position with<br>Bank Holding<br>Company-Community<br>Bankers' Corporation | (3)(b)<br>Title & Position with<br>Subsidiary- Marion<br>Center Bank | (3)(c) and (4)(c)<br>Title & Position with Other Businesses and<br>Ownership                       | (4)(a)<br>Percentage of<br>Voting Shares<br>in Bank<br>Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries |
|---|--|--|--|--|---|---|
| Dennis E. Bence<br>Marion Center, PA    | Coal Operator  | Director   | Director   | Partner of Twinbrook Coal Company – 50%<br>& Proprietor Twinbrook Farms – 100%                     | .88%  | 0%  |
| Kerry Mears<br>Marion Center, PA        | Retired Coal<br>Operator   | Director   | Director   | Retired as VP of Business Development of Wilson<br>Creek Energy, LLC – 0%                          | .45%  | 0%  |
| Robert Packer<br>Clymer, PA             | President & CEO  | Director & Vice<br>Chairman  | Director & Vice<br>Chairman  | Retired President & CEO of The Home Nursing<br>Agency – 0%   | 1.71%   | 0%  |
| Charles R. Glasser<br>Marion Center, PA | Farm Agency<br>Director  | Director   | Director   | County Executive Director of U.S. Department of<br>Agriculture – 0%                                | .37%  | 0%  |
| Michael J. Lawer<br>Indiana, PA         | Owner/Operator   | Director   | Director   | Owner/Operator of Lawer Enterprises – 100%   | 1.35%   | 0%  |
| John D. Gandolfi<br>Home, PA            | Certified Public<br>Accountant   | Director & Chairman  | Director & Chairman  | Owner of Gandolfi Tax Services, C.P.A. – 100%  | 2.61%   | 0%  |
| Timothy D. Burkett<br>Punxsutawney, PA  | Vice President &<br>General Manager  | Director   | Director   | Vice President & General Manager of R&S<br>Machine Co. Inc. – 100% & Redstar Energy, LLC –<br>100% | 1.06%   | 0%  |
| Samuel H. Clark<br>Indiana, PA          | Attorney   | Director   | Director   | Attorney for Holsinger, Clark & Armstrong – 0%   | .24%  | 0%  |
| CEDE & Co.<br>New York, NY              | N/A  | N/A  | N/A  | N/A  | 19.07%  | 0%  |
| <b>ALL IN USA</b>                       |  |  |  |  |   |   |

(Continued)

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Report Item 4: Directors and Officers (Page 2 of 2)  
(1)(2)(3)(a)(b)(c) and (4)(a)(b)

| (1)<br>Names & Address                     | (2)<br>Principal Occupation<br>if other than with<br>Bank Holding<br>Company | (3)(a)<br>Title & Position with Bank<br>Holding Company-<br>Community Bankers'<br>Corporation | (3)(b)<br>Title & Position with<br>Subsidiary-<br>Marion Center Bank | (3)(c)<br>Title & Position with Other<br>Businesses | (4)(a)<br>Percentage of<br>Voting Shares in<br>Bank Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares<br>in Subsidiaries |
|--|--|---|--|---|--|---|
| George P. Karlheim<br>Northern Cambria, PA | N/A  | President   | President/Chief Executive<br>Officer, Director                       | N/A   | .68%   | 0%  |
| Trisha J. Brewer<br>Kittanning PA          | N/A  | Treasurer   | Senior Vice President/<br>Chief Financial Officer                    | N/A   | .19%   | 0%  |
| Anna M. Mano<br>Marion Center, PA          | N/A  | Secretary   | Executive Secretary  | N/A   | .02%   | 0%  |
| <b>ALL IN USA</b>                          |  |   |  |   |  |   |