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.

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. Stephen R. Sant
Name of the Holding Company Director and Official
President, CEO and Director
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
03/26/2014

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 242189
C.I. 

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013
Month / Day / Year

Reporters' Name, Street, and Mailing Address
Tri-State 1st Banc. Inc
16924 St Clair Ave / P.O. Box 796
(Mailing Address of the Holding Company) Street / P.O. Box
East Liverpool OH 43920
City State Zip Code

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@1stncb.com
E-mail Address
N/A
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.26 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (1100-0297), Washington, DC 20503.
Report Item 2A: Organizational Chart

1st National Community Bank
16924 St. Clair Avenue
P. O. Box 796
East Liverpool, Ohio 43920
(Subsidiary)
100% Ownership
Nationally Chartered Depository Institution
State of Incorporation: N/A

GateMinder Corporation
16926 St. Clair Avenue
P. O. Box 2408
East Liverpool, Ohio 43920
(Subsidiary)
100% Ownership
State of Incorporation: Ohio

MDH Investment Management Inc.
1216 Forsyth Place
P. O. Box 918
East Liverpool, Ohio 43920
(Subsidiary)
100% Ownership
State of Incorporation: Ohio

TSEO Statutory Trust
1100 North Market St.
Wilmington, DE 19890
(Subsidiary)
100% Ownership
State of Incorporation: Delaware

The Cooper Insurance Agency, Inc.
433 Broadway
P.O. Box 165
East Liverpool, OH 43920
(Subsidiary)
100% Ownership
State of Incorporation: Ohio
Results: A list of branches for your depository institution: 1ST NATIONAL COMMUNITY BANK (90-9030): 10005611.

This depository institution is held by 1ST NATIONAL COMMUNITY BANK, 3535300000 of EAST LIVERPOOL, OH.
The data are as of 11/26/2014. Data reflects information that was received and processed through 02/03/2014.

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.

Action
- OUI: If the branch information is correct, enter 'OUI' 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 date of closure 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 FR contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FR contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the FR Y-9 report requirements, you must also submit FR Y-9 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
The FR Y-9 report may be submitted in a hardcopy format or via the FR Y-9 Online application - https://y9online.fedreserve.gov.

* FDIC INJURY, Office Number, and 90-9030 columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Date Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_9030</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC INJURY*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_9030*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Full Service</td>
<td>10005611</td>
<td>1ST NATIONAL COMMUNITY BANK</td>
<td>10005611</td>
<td>1ST NATIONAL COMMUNITY BANK</td>
<td>10005611</td>
<td>1ST NATIONAL COMMUNITY BANK</td>
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<td>1ST NATIONAL COMMUNITY BANK</td>
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<tr>
<td>Full Service</td>
<td>10005611</td>
<td>1ST NATIONAL COMMUNITY BANK</td>
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<tr>
<td>Full Service</td>
<td>10005611</td>
<td>1ST NATIONAL COMMUNITY BANK</td>
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<tr>
<td>Full Service</td>
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<td>1ST NATIONAL COMMUNITY BANK</td>
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</tr>
<tr>
<td>Close</td>
<td>12/17/2013</td>
<td>Full Service</td>
<td>10005611</td>
<td>1ST NATIONAL COMMUNITY BANK</td>
<td>10005611</td>
<td>1ST NATIONAL COMMUNITY BANK</td>
<td>10005611</td>
<td>1ST NATIONAL COMMUNITY BANK</td>
<td>10005611</td>
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</tr>
</tbody>
</table>
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

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

(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
### Report Item 4: Insiders

<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Principal Occupation if Other than with Bank Holding Company</th>
<th>Title and Position with Bank Holding Company (3.a.)</th>
<th>Title and Position with Subsidiaries (3.b.)</th>
<th>Title and Position with Other Businesses (3.c.)</th>
<th>Percentage of Voting Shares in Bank Holding Company (4.a.)</th>
<th>Percentage Of Voting Shares in Subsidiary 4.b.</th>
<th>List names of other companies if 25% or more of voting securities are held 4.c.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Charles B. Lang</td>
<td>N/A</td>
<td>Director</td>
<td>Chairman of 1st National Community Bank; Vice Pres. &amp; Secretary of Gateunder Corporation; Vice President of MDH Investment Management Inc.</td>
<td>N/A</td>
<td>7.64%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Chester, WV</td>
<td></td>
<td>Chairman of the Board</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>J. Robert Berg</td>
<td>Monument Retailing</td>
<td>Director</td>
<td>Director of 1st National Community Bank; Director of Gateunder Corporation</td>
<td>Retired President of Richardson Monuments, Inc.</td>
<td>0.81%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Lisbon, OH</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>William E. Blair, Jr.</td>
<td>Oil and Gas Exploration</td>
<td>Director</td>
<td>Director of 1st National Community Bank; Director of Gateunder Corporation</td>
<td>Oil and Gas Consultant</td>
<td>3.28%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Fountain Hills, AZ</td>
<td></td>
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</tr>
<tr>
<td>Stephen W. Cooper</td>
<td>General Insurance</td>
<td>Director</td>
<td>Director of 1st National Community Bank and MDH Investment Management, Inc. Director of Cooper Insurance Agency, Inc</td>
<td>President of Cooper Insurance Agency, Inc.</td>
<td>0.43%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>East Liverpool, OH</td>
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<td></td>
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<td></td>
</tr>
<tr>
<td>Timothy G. Dickey</td>
<td>Construction Material</td>
<td>Director</td>
<td>Director of 1st National Community Bank; Director of Gateunder Corporation</td>
<td>Chairman of D.W. Dickey &amp; Son, Inc.</td>
<td>0.36%</td>
<td>N/A</td>
<td>D.W. Dickey &amp; Son, Inc.</td>
</tr>
<tr>
<td>Lisbon, OH</td>
<td></td>
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</tr>
<tr>
<td>Michael S. DiLoreto</td>
<td>Commercial &amp; Residential Construction</td>
<td>N/A</td>
<td>Director of 1st National Community Bank</td>
<td>President of DiLoreto Construction</td>
<td>0.50%</td>
<td>N/A</td>
<td>DiLoreto Construction</td>
</tr>
<tr>
<td>East Liverpool, OH</td>
<td></td>
<td></td>
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<td></td>
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</tr>
<tr>
<td>Dr. Marc D. Hoffrichter</td>
<td>Investment Manager</td>
<td>N/A</td>
<td>President of MDH Investment Management, Inc.</td>
<td>President of MDH Investment Management, Inc.</td>
<td>1.64%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>East Liverpool, OH</td>
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</tr>
<tr>
<td>Lance H. Lang</td>
<td>ATM Sales/Servicer</td>
<td>N/A</td>
<td>President of Gateunder Corporation</td>
<td>President of Gateunder Corporation</td>
<td>1.01%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>East Liverpool, OH</td>
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</tr>
<tr>
<td>Stephen R. Sant</td>
<td>N/A</td>
<td>Director</td>
<td>President &amp; CEO of 1st National Community Bank</td>
<td>N/A</td>
<td>1.44%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Hermitage, PA</td>
<td></td>
<td>President &amp; CEO</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name and Address (1.)</td>
<td>Principal Occupation If Other than with Bank Holding Company (2.)</td>
<td>Title and Position with Bank Holding Company (3.a.)</td>
<td>Title and Position with Subsidiaries (3.b.)</td>
<td>Title and Position with Other Businesses (3.c.)</td>
<td>Percentage of Voting Shares in Bank Holding Company (4.a.)</td>
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</tr>
<tr>
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</tr>
<tr>
<td>John P. Scotford, Jr.</td>
<td>Real Estate Development</td>
<td>Director</td>
<td>Director of 1st National Community Bank</td>
<td>President of McBarscot Company</td>
<td>9.66%</td>
<td>N/A</td>
<td>McBarscot Company</td>
</tr>
<tr>
<td>David M. Stacey</td>
<td>Certified Public Accountant</td>
<td>Director</td>
<td>Director of 1st National Community Bank</td>
<td>Partner of Miller, Stacey &amp; Associates, Inc.</td>
<td>0.31%</td>
<td>N/A</td>
<td>Miller, Stacey &amp; Associates, Inc.</td>
</tr>
<tr>
<td>John C. Thompson</td>
<td>Pottery Manufacturing</td>
<td>Director</td>
<td>Director of 1st National Community Bank and MDH Investment Management, Inc.</td>
<td>Retired - Vice Chairman of The Hall China Company</td>
<td>2.61%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Jean B. Edwards</td>
<td>N/A</td>
<td>N/A</td>
<td>Chief Financial Officer of 1st National Community Bank</td>
<td>N/A</td>
<td>0.18%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Stephen A. Beadnell</td>
<td>N/A</td>
<td>Secretary CFO</td>
<td>Chief Financial Officer of Gateminder Corporation, MDH Investment Management, Inc., and Cooper Insurances Agency, Inc.</td>
<td>N/A</td>
<td>0.12%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Jeffrey W. Ball</td>
<td>N/A</td>
<td>N/A</td>
<td>Senior Trust Officer of 1st National Community Bank</td>
<td>N/A</td>
<td>0.14%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Robin W. Moadus</td>
<td>N/A</td>
<td>N/A</td>
<td>Senior VP &amp; Chief Operating Officer of 1st National Community Bank</td>
<td>N/A</td>
<td>0.08%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Steven A. Mabbott</td>
<td>N/A</td>
<td>N/A</td>
<td>Senior VP &amp; Chief Consumer Lending Officer of 1st National Community Bank</td>
<td>N/A</td>
<td>0.31%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Roger D. Sanford</td>
<td>N/A</td>
<td>N/A</td>
<td>Senior VP &amp; Business Development/Trust Officer</td>
<td>N/A</td>
<td>0.39%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Jos B. Shemasek</td>
<td>N/A</td>
<td>N/A</td>
<td>Senior VP &amp; Chief Commercial Lending Officer of 1st National Community Bank</td>
<td>N/A</td>
<td>0.26%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>