

COPY

RECEIVED

Board of Governors of the Federal Reserve System



MAR 31 2014

Annual Report of Holding Companies—FR Y-6
FRB RICHMOND

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, Charles Hageboeck

Name of the Holding Company Director and Official

President, CEO & 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.

Reporter's Name, Street, and Mailing Address

City Holding Company

Legal Title of Holding Company

P.O. Box 7520

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

Charleston WV 25356-0520

City State Zip Code

25 Gatewater Road, Cross Lanes, WV 25313

Physical location (if different from mailing 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.

Person to whom questions about this report should be directed:

David Bumgarner CFO

Name Title

304-769-1169

Area Code / Phone Number / Extension

304-769-1111

Area Code / FAX Number

david.bumgarner@bankatcity.com

E-mail Address

www.bankatcity.com

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

Charles R. Hageboeck
Signature of Holding Company Director and Official

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. _____

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

Form FR Y-6

City Holding Company
Charleston, West Virginia
Fiscal Year Ending December 31, 2013

Report Items

1a: Form 10-K filed with the Securities and Exchange Commission

Please find as Exhibit 1, City Holding Company's Form 10-K Annual Report, dated December 31, 2013, and filed March 7, 2014 with the Securities and Exchange Commission.

1b: Annual Report to Shareholders

City Holding Company is registered with the Securities and Exchange Commission, therefore not required to submit a copy of the annual report distributed to shareholders. Please see Exhibit 1.

2a: Organization Chart and Supplements to the Organization Chart

Please find as Exhibit 2a, City Holding Company's organization chart.

2b: Domestic Branch Listing

Submitted via email on March 18, 2014.

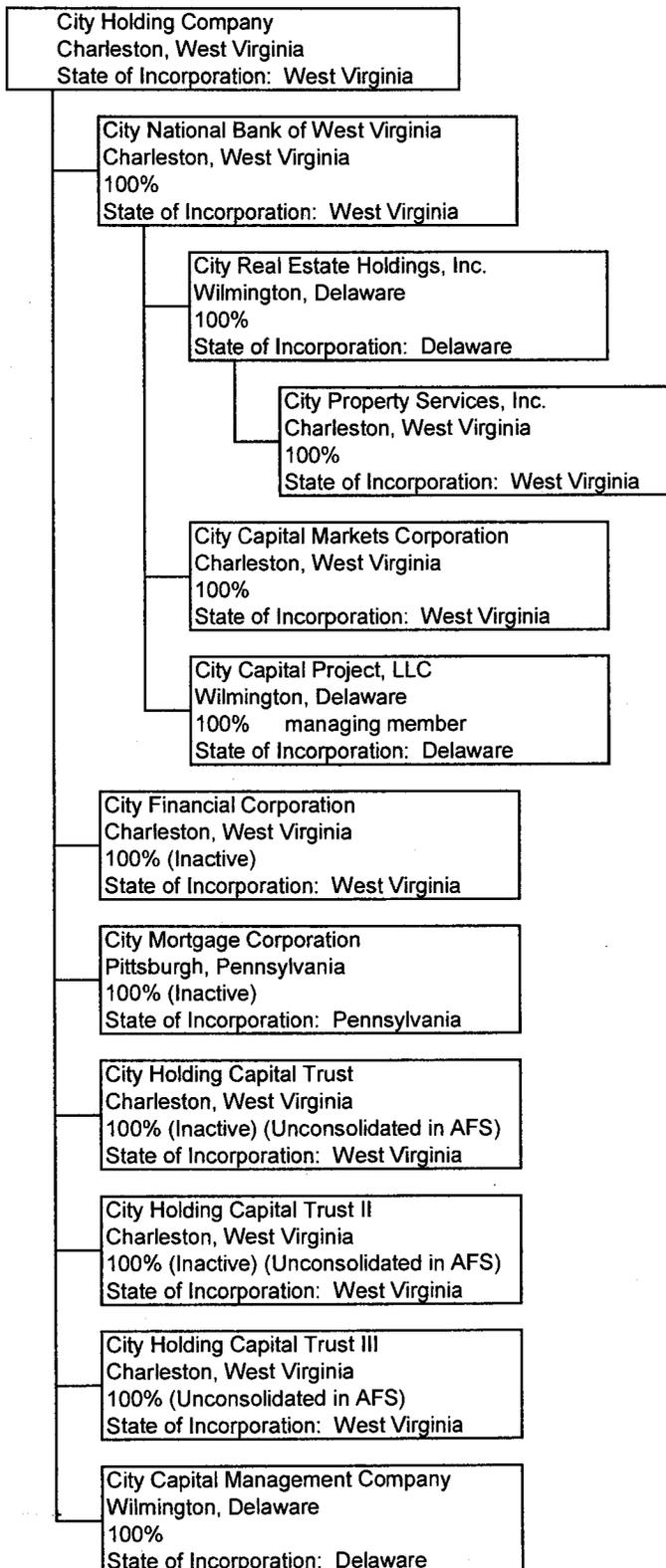
3: Shareholders

To the best of management's knowledge, Exhibit 3 are the only shareholders of record directly or indirectly that owns, controls, or holds with power to vote five percent (5%) or more of any class of voting securities in City Holding Company

4: Director and Officers

Please find as Exhibit 4, a list of directors and executive officers of City Holding Company. City Holding Company is not aware of any *principal shareholders*, as defined in the instructions for Report Item 4.

City Holding Company
Cross Lanes, West Virginia
For the Year Ending December 31, 2013
Exhibit 2a



Results: A list of branches for your depository institution: CITY NATIONAL BANK OF WEST VIRGINIA (ID_RSSD: 1011526).
 This depository institution is held by CITY HOLDING COMPANY (1076262) of CHARLESTON, 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)	1011526	CITY NATIONAL BANK OF WEST VIRGINIA	3601 MACCORKLE AVE, SE	CHARLESTON	WV	25304	KANAWHA	UNITED STATES	11692		0	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	3387449	ASHLAND WAL-MART BRANCH	451 RIVER HILL ROAD	ASHLAND	KY	41101	BOYD	UNITED STATES	444598		96	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	3069464	CEDAR KNOLL BRANCH	10700 US ROUTE 60	ASHLAND	KY	41102	BOYD	UNITED STATES	277573		85	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	3579	DOWNTOWN ASHLAND BRANCH	344 17TH STREET	ASHLAND	KY	41101	BOYD	UNITED STATES	42718		84	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	1438712	GRAYSON BRANCH	575 NORTH CAROL MALONE BLVD.	GRAYSON	KY	41143	CARTER	UNITED STATES	45767		87	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	3356342	GREENUP BRANCH	1414 ASHLAND ROAD	GREENUP	KY	41144	GREENUP	UNITED STATES	365254		92	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	3366556	PAINTSVILLE MAYO PLAZA BRANCH	440 N MAYO TRAIL	PAINTSVILLE	KY	41240	JOHNSON	UNITED STATES	361549		91	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	497516	PAINTSVILLE SUBURBAN BRANCH	603 SOUTH MAYO TRAIL	PAINTSVILLE	KY	41240	JOHNSON	UNITED STATES	193957		89	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	3069473	RUSSELL BRANCH	1500 DIEDERICH BOULEVARD	RUSSELL	KY	41169	GREENUP	UNITED STATES	277574		86	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	2912545	CHESAPEAKE OFFICE	1012 ROCKWOOD AVE	CHESAPEAKE	OH	45619	LAWRENCE	UNITED STATES	242641		75	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	422273	IRONTON BRANCH	506 PARK AVENUE	IRONTON	OH	45638	LAWRENCE	UNITED STATES	42302		93	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	3356360	PROCTORVILLE BRANCH	201 STATE STREET	PROCTORVILLE	OH	45669	LAWRENCE	UNITED STATES	275128		94	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	4154639	BUENA VISTA BRANCH	128 WEST 21ST STREET	BUENA VISTA	VA	24416	BUENA VISTA CITY	UNITED STATES	Not Required	Not Required			CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK		Full Service	540672	FRONT ROYAL BRANCH	600 COMMERCE AVENUE	FRONT ROYAL	VA	22630	WARREN	UNITED STATES	44873		105	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
Close	12/31/2013	Full Service	4154518	HARRISONBURG BRANCH	463 HIDDEN CREEK LANE	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	Not Required	Not Required			CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK		Full Service	4154554	LEXINGTON BRANCH	102 WALKER STREET	LEXINGTON	VA	24450	LEXINGTON CITY	UNITED STATES	Not Required	Not Required			CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK		Full Service	4154527	RAPHINE BRANCH	2134 RAPHAINE ROAD	RAPHINE	VA	24472	ROCKBRIDGE	UNITED STATES	Not Required	Not Required			CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK		Full Service	274678	DOWNTOWN BRANCH	38 NORTH CENTRAL AVENUE	STAUNTON	VA	24401	STAUNTON CITY	UNITED STATES	Not Required	Not Required			CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK		Full Service	4154536	RICHMOND ROAD BRANCH	101 COMMUNITY WAY	STAUNTON	VA	24401	STAUNTON CITY	UNITED STATES	Not Required	Not Required			CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK		Full Service	4156857	STEPHENS CITY BRANCH	100 ELIZABETH DRIVE	STEPHENS CITY	VA	22655	FREDERICK	UNITED STATES	495831		109	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	4156848	STRASBURG BRANCH	33230 OLD VALLEY PIKE	STRASBURG	VA	22657	SHENANDOAH	UNITED STATES	334325		108	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	4154572	STUARTS DRAFT BRANCH	2658 STUARTS DRAFT HIGHWAY	STUARTS DRAFT	VA	24477	AUGUSTA	UNITED STATES	Not Required	Not Required			CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK		Full Service	4154590	VERNONA BRANCH	21 DICK HUFF LANE	VERONA	VA	24482	AUGUSTA	UNITED STATES	Not Required	Not Required			CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK		Full Service	4154545	HILL TOP BRANCH	621 NEVAN ROAD	VIRGINIA BEACH	VA	23451	VIRGINIA BEACH CITY	UNITED STATES	Not Required	Not Required			CITY NATIONAL BANK OF WEST VIRGINIA	1011526
Close	12/31/2013	Full Service	4154563	LAKE JAMES BRANCH	1201 LAKE JAMES DRIVE	VIRGINIA BEACH	VA	23464	VIRGINIA BEACH CITY	UNITED STATES	Not Required	Not Required			CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK		Full Service	4154611	WAYNESBORO BRANCH	2934 WEST MAIN STREET	WAYNESBORO	VA	22980	WAYNESBORO CITY	UNITED STATES	Not Required	Not Required			CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK		Full Service	4156839	JUBAL EARLY BRANCH	1830 VALLEY AVENUE	WINCHESTER	VA	22601	WINCHESTER CITY	UNITED STATES	286514		106	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	4156820	WOODSTOCK BRANCH	1001 SOUTH MAIN STREET	WOODSTOCK	VA	22664	SHENANDOAH	UNITED STATES	286515		107	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	756222	ALDERSON BRANCH	601 ALTA DR (ROUTE 12)	ALDERSON	WV	24910	GREENBRIER	UNITED STATES	527		54	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	2647726	BEAVER BRANCH	212 AIRPORT RD	BEAVER	WV	25813	RALEIGH	UNITED STATES	252391		43	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	2647735	EISENHOWER BRANCH	902 NORTH EISENHOWER DRIVE	BECKLEY	WV	25801	RALEIGH	UNITED STATES	252392		44	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	2619536	HARPER ROAD BRANCH	1723 HARPER ROAD	BECKLEY	WV	25801	RALEIGH	UNITED STATES	278690		73	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	757827	MAIN-KANAWHA FACILITY	101 SOUTH KANAWHA STREET	BECKLEY	WV	25801	RALEIGH	UNITED STATES	192656		67	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	805625	PARK AVENUE BRANCH	1 PARK AVENUE	BECKLEY	WV	25801	RALEIGH	UNITED STATES	1597		66	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	3354049	SOPHIA WAL-MART BRANCH	1881 ROBERT C BYRD DRIVE	BECKLEY	WV	25801	RALEIGH	UNITED STATES	441092		83	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	2112167	BERKELEY SPRINGS BRANCH	149 NORTH WASHINGTON STREET	BERKELEY SPRINGS	WV	25412	MORGAN	UNITED STATES	285555		24	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	947226	CROSS ROADS BRANCH	ROUTE 19, CROSS ROADS MALL	BRADLEY	WV	25818	RALEIGH	UNITED STATES	16426		68	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	2529831	BRIDGEPORT BRANCH	1216 JOHNSON AVE	BRIDGEPORT	WV	26330	HARRISON	UNITED STATES	186118		34	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	2112176	CHARLES TOWN BRANCH	1034 SOUTH GEORGE STREET	CHARLES TOWN	WV	25414	JEFFERSON	UNITED STATES	285558		25	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	770321	CROSS LANES BRANCH	308 GOFF MOUNTAIN ROAD	CHARLESTON	WV	25313	KANAWHA	UNITED STATES	14324		5	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	3679742	DOWNTOWN CHARLESTON BRANCH	10 HALE STREET, SUITE 100	CHARLESTON	WV	25301	KANAWHA	UNITED STATES	453751		98	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	
OK		Full Service	2456786	MARMET BRANCH	9005 MACCORKLE AVENUE, S.E.	CHARLESTON	WV	25315	KANAWHA	UNITED STATES	242634		9	CITY NATIONAL BANK OF WEST VIRGINIA	1011526	

OK	Full Service	4191625	SOUTH CHARLESTON BRANCH	4110 MACCORCKLE AVENUE, SW	CHARLESTON	WV	25309	KANAWHA	UNITED STATES	513392	104	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	2024756	SOUTH HILLS BRANCH	1004 BRIDGE ROAD	CHARLESTON	WV	25314	KANAWHA	UNITED STATES	242632	3	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	3298844	SOUTHRIDGE WALMART CENTER BRANCH	2700 MOUNTAINEER BLVD	CHARLESTON	WV	25309	KANAWHA	UNITED STATES	432898	82	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	2615613	VIRGINIA STREET BRANCH	817 VIRGINIA STREET EAST	CHARLESTON	WV	25301	KANAWHA	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	1973941	WESTSIDE BRANCH	120 KANAWHA BOULEVARD WEST	CHARLESTON	WV	25302	KANAWHA	UNITED STATES	242631	2	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	2519449	CLARKSBURG BRANCH	115 WEST MAIN STREET	CLARKSBURG	WV	26301	HARRISON	UNITED STATES	510943	103	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	2615604	DUNBAR OFFICE	304 10TH ST	DUNBAR	WV	25064	KANAWHA	UNITED STATES	242636	15	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	2331119	ELEANOR BRANCH	946 ROOSEVELT BLVD	ELEANOR	WV	25070	PUTNAM	UNITED STATES	186117	7	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	1163667	GASSAWAY BRANCH	324 ELK ST	GASSAWAY	WV	26624	BRAXTON	UNITED STATES	212209	27	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	493929	GAULEY BRIDGE BRANCH	1 MAIN STREET	GAULEY BRIDGE	WV	25085	FAYETTE	UNITED STATES	4579	20	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	772334	GLASGOW BRANCH	102 MELROSE DRIVE	GLASGOW	WV	25086	KANAWHA	UNITED STATES	212173	19	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	2428617	HAMLIN BRANCH	8028 LYNN AVENUE	HAMLIN	WV	25523	LINCOLN	UNITED STATES	233608	65	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	382322	HINTON BRANCH	515 STOKES DRIVE	HINTON	WV	25951	SUMMERS	UNITED STATES	212138	59	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	232623	FIFTH AVENUE BRANCH	1751 FIFTH AVENUE	HUNTINGTON	WV	25703	CABELL	UNITED STATES	233606	61	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	2448606	PEA RIDGE BRANCH	5263 US ROUTE 60 EAST	HUNTINGTON	WV	25705	CABELL	UNITED STATES	233607	64	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	233125	THIRD AVENUE BRANCH	1900 THIRD AVENUE	HUNTINGTON	WV	25703	CABELL	UNITED STATES	9623	60	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	3830879	HURRICANE BRANCH	39 RAYMOND PEAK WAY	HURRICANE	WV	25526	PUTNAM	UNITED STATES	494362	102	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	3085932	INWOOD BRANCH	142 SADER DRIVE	INWOOD	WV	25428	BERKELEY	UNITED STATES	242638	48	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	565228	LEWISBURG BRANCH	109 SOUTH JEFFERSON STREET	LEWISBURG	WV	24901	GREENBRIER	UNITED STATES	4528	52	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	2568036	NORTH LEWISBURG BRANCH	130 PIERCY DRIVE	LEWISBURG	WV	24901	GREENBRIER	UNITED STATES	212090	57	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	762139	MARLINTON BRANCH	300 EIGHTH STREET	MARLINTON	WV	24954	POCAHONTAS	UNITED STATES	4551	51	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	2448624	EDWIN MILLER BLVD BRANCH	255 ADMINISTRATIVE DRIVE	MARTINSBURG	WV	25404	BERKELEY	UNITED STATES	289827	22	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	3615094	KING STREET BRANCH	1700 WEST KING STREET	MARTINSBURG	WV	25401	BERKELEY	UNITED STATES	467795	100	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	1982363	RALEIGH STREET BRANCH	420 SOUTH RALEIGH STREET	MARTINSBURG	WV	25401	BERKELEY	UNITED STATES	47705	21	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	898832	MASON BRANCH	1711 SECOND STREET	MASON	WV	25260	MASON	UNITED STATES	228743	47	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	889139	MILTON BRANCH	1041 CHURCH ST	MILTON	WV	25541	CABELL	UNITED STATES	8090	62	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	892531	MONTGOMERY BRANCH	FOURTH AVENUE & WASHINGTON	MONTGOMERY	WV	25136	FAYETTE	UNITED STATES	4555	17	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	959434	NEW HAVEN BRANCH	413 FIFTH STREET	NEW HAVEN	WV	25265	MASON	UNITED STATES	8223	46	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	3680270	PRINCETON BRANCH	191 GREASY RIDGE ROAD	OAKVALE	WV	24739	MERCER	UNITED STATES	470142	101	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	1016138	POINT PLEASANT BRANCH	2212 JACKSON AVENUE	POINT PLEASANT	WV	25550	MASON	UNITED STATES	13276	45	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	967532	RAINELLE BRANCH	1218 MAIN STREET	RAINELLE	WV	25962	GREENBRIER	UNITED STATES	14638	38	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	3443587	POTOMAC MARKET PLACE BRANCH	75 WEST VIRGINIA WAY	RANSON	WV	25438	JEFFERSON	UNITED STATES	451401	97	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	907435	NORTH CHURCH STREET BR	108 NORTH CHURCH STREET	RIPLEY	WV	25271	JACKSON	UNITED STATES	4162	36	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	3591947	RIPLEY WAL-MART BRANCH	200 ACADEMY DRIVE	RIPLEY	WV	25271	JACKSON	UNITED STATES	465863	99	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Limited Service	1494923	SOUTH CHURCH STREET BRANCH	110 SOUTH CHURCH STREET	RIPLEY	WV	25271	JACKSON	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	1878765	FAIRLEA-KROGER BRANCH	10 RED OAKS SHOPPING CENTER	RONCEVERTE	WV	24970	GREENBRIER	UNITED STATES	212116	56	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	942520	RUPERT BRANCH	709 NICHOLAS ST (US ROUTE 60)	RUPERT	WV	25984	GREENBRIER	UNITED STATES	212089	53	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	2069757	ST ALBANS BRANCH	560 4TH STREET	SAINT ALBANS	WV	25177	KANAWHA	UNITED STATES	242633	4	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	2468930	TEAYS VALLEY BRANCH	100 POPLAR FORK ROAD	SCOTT DEPOT	WV	25560	PUTNAM	UNITED STATES	242635	10	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	2600888	FLATWOODS BRANCH	1995 SUTTON LANE	SUTTON	WV	26601	BRAXTON	UNITED STATES	212210	28	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	15134	SUTTON BRANCH	101 SECOND STREET	SUTTON	WV	26601	BRAXTON	UNITED STATES	4573	26	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	2371683	WAYNE BRANCH	206 CENTRAL AVENUE	WAYNE	WV	25570	WAYNE	UNITED STATES	256543	30	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	792734	WEST HAMLIN BRANCH	6888 MCCLELLAN ST	WEST HAMLIN	WV	25571	LINCOLN	UNITED STATES	242644	78	CITY NATIONAL BANK OF WEST VIRGINIA	1011526
OK	Full Service	735236	WINFIELD BRANCH	1 WALL STREET	WINFIELD	WV	25213	PUTNAM	UNITED STATES	15833	6	CITY NATIONAL BANK OF WEST VIRGINIA	1011526

City Holding Company
Cross Lanes, West Virginia
As of Fiscal Year Ending December 31, 2013
Exhibit 3.1
Shareholders

(1) (a)

(1) (b)

(1) (c)

Name and Address	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
Royce & Associates, LLC 745 Fifth Avenue New York, NY 10151	USA	1,061,027 - 6.75% common stock
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	USA	1,450,737 - 9.20% common stock
The Vanguard Group, Inc. 100 Vanguard Boulevard Malvern, PA 19355	USA	960,160 - 6.10% common stock

City Holding Company
Cross Lanes, West Virginia
During Fiscal Year Ending December 31, 2013
Exhibit 3.2
Shareholders

(1) (a)

(1) (b)

(1) (c)

(1) (a)	(1) (b)	(1) (c)
Name and Address	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities

** No shareholder held greater than 5% during the year, but at year-end less than 5%

City Holding Company
Charleston, West Virginia
Fiscal Year Ending December 31, 2013
Exhibit 4
Directors and Executive Officers

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name and Address	Principal Occupation, if other than with City Holding Company	Title or Position with City Holding Company	Title or Position with Subsidiaries of City Holding Company	Title or Position with Other Companies	Percentage of Voting Shares in City Holding Company	Percentage of Voting Shares in Subsidiaries	List of Other Companies if 25% or More Voting Securities Held
Charles W. Fairchilds Stuarts Draft, Virginia	Retired	Director	Director - City National Bank	N/A	0.04%	None	N/A
J. Thomas Jones Morgantown, West Virginia	Executive Consultant to CEO, WV United Health System	Director	Director - City National Bank	Director, Arch Coal	0.01%	None	N/A
John R. Elliot Charleston, West Virginia	Owner and President - AMFM, Inc	Director	Director - City National Bank	Owner and President - Integrated Commercial Enterprises, Inc. Owner and President - Commercial Holdings Inc. Owner and President - Summers Nursing & Rehabilitation, Inc. Owner and President - Fayette Nursing & Rehabilitation, Inc. Owner and President - E.A. Hawse Nursing & Rehabilitation, Inc. Owner and President - Webster Nursing & Rehabilitation, Inc. Owner and President - Wayne Nursing & Rehabilitation, Inc. Owner and President - McDowell Nursing & Rehabilitation, Inc. Owner and President - Lincoln Nursing & Rehabilitation, Inc. Owner and President - Wyoming Nursing & Rehabilitation, Inc. Owner and President - Clarksburg Nursing & Rehabilitation, Inc. Owner and President - Cameron Nursing & Rehabilitation, Inc. Owner and President - Mercer Nursing & Rehabilitation, Inc. Owner and President - Empress, LP Owner and President - Lifetree, LLC Owner and President - Pepperidge, LLC Owner and President - Shaddock Holdings, LLC Owner and President - Franklin Fir Holdings, LLC Owner and President - Hemlock Holdings, LLC Owner and President - White Cedar Holdings, LLC Owner and President - Watercrest Holdings, LLC Owner and President - Manzanita Holdings, LLC Owner and President - Leatherwood Holdings, LLC Owner and President - Winterberry Holdings, LLC Owner and President - Cashaw Holdings, LLC Owner and President - Mimosa Holdings, LLC Owner and President - Blue Beech, LLC Owner and President - Management Holdings, Inc. Owner and President - Shaddock Management, Inc. Owner and President - Franklin Fir Management, Inc. Owner and President - Hemlock Management, Inc. Owner and President - White Cedar Management, Inc. Owner and President - Watercrest Management, Inc. Owner and President - Manzanita Management, Inc. Owner and President - Leatherwood Management, Inc. Owner and President - Winterberry Management, Inc. Owner and President - Cashaw Management, Inc. Owner and President - Mimosa Management, Inc. Owner and President - Boxwood, LLC Owner and President - KML, Inc. Owner and President - Wisteria, LLC Owner and President - Kanawha Management, LLC Owner and President - Allegheny Commercial Enterprises, LLC Owner and President - Tamarillo, LP Owner and President - Leasing Management, Inc. Owner and President - Leasing & Commercial Enterprises, LLC Owner and President - Continental Health Care, Inc. Owner and President - Capitol Conference Center, LLC Owner and President - John Elliot Associates Owner and President - Hale Street Holdings, LLC Owner and President - Shaddock, LLC Owner and President - Fayette Investment Company Owner and President - Raleigh Services, Inc. Owner and President - Kanawha Commercial Enterprises, LLC Owner and President - Franklin Fir, LLC Owner and President - Hemlock, LLC Owner and President - White Cedar, LLC Owner and President - Watercrest, LLC Owner and President - Manzanita, LLC Owner and President - Leatherwood, LLC Owner and President - Winterberry, LLC Owner and President - Cashaw, LLC Owner and President - Mimosa, LLC	1.03%	None	AMFM, Inc. - 100% Integrated Commercial Enterprises, Inc. - 100% Commercial Holdings Inc. - 100% Summers Nursing & Rehabilitation, Inc. - 100% Fayette Nursing & Rehabilitation, Inc. - 100% E.A. Hawse Nursing & Rehabilitation, Inc. - 100% Webster Nursing & Rehabilitation, Inc. - 100% Wayne Nursing & Rehabilitation, Inc. - 100% McDowell Nursing & Rehabilitation, Inc. - 100% Lincoln Nursing & Rehabilitation, Inc. - 100% Wyoming Nursing & Rehabilitation, Inc. - 100% Clarksburg Nursing & Rehabilitation, Inc. - 100% Cameron Nursing & Rehabilitation, Inc. - 100% Mercer Nursing & Rehabilitation, Inc. - 100% Empress, LP - 100% Lifetree, LLC - 100% Pepperidge, LLC - 100% Shaddock Holdings, LLC - 100% Franklin Fir Holdings, LLC - 100% Hemlock Holdings, LLC - 100% White Cedar Holdings, LLC - 100% Watercrest Holdings, LLC - 100% Manzanita Holdings, LLC - 100% Leatherwood Holdings, LLC - 100% Winterberry Holdings, LLC - 100% Cashaw Holdings, LLC - 100% Mimosa Holdings, LLC - 100% Blue Beech, LLC - 100% Management Holdings, Inc. - 100% Shaddock Management, Inc. - 100% Franklin Fir Management, Inc. - 100% Hemlock Management, Inc. - 100% White Cedar Management, Inc. - 100% Watercrest Management, Inc. - 100% Manzanita Management, Inc. - 100% Leatherwood Management, Inc. - 100% Winterberry Management, Inc. - 100% Cashaw Management, Inc. - 100% Mimosa Management, Inc. - 100% Boxwood, LLC - 100% KML, Inc. - 100% Wisteria, LLC - 100% Kanawha Management, LLC - 100% Allegheny Commercial Enterprises, LLC - 100% Tamarillo, LP - 100% Leasing Management, Inc. - 100% Leasing & Commercial Enterprises, LLC - 100% Continental Health Care, Inc. - 100% Capitol Conference Center, LLC - 100% John Elliot Associates - 100% Hale Street Holdings, LLC - 100% Shaddock, LLC - 100% Fayette Investment Company - 100% Raleigh Services, Inc. - 100% Kanawha Commercial Enterprises, LLC - 100% Franklin Fir, LLC - 100% Hemlock, LLC - 100% White Cedar, LLC - 100% Watercrest, LLC - 100% Manzanita, LLC - 100% Leatherwood, LLC - 100% Winterberry, LLC - 100% Cashaw, LLC - 100%

Name and Address	Principal Occupation, if other than with City Holding Company	Title or Position with City Holding Company	Title or Position with Subsidiaries of City Holding Company	Title or Position with Other Companies	Percentage of Voting Shares in City Holding Company	Percentage of Voting Shares in Subsidiaries	List of Other Companies if 25% or More Voting Securities Held
							Mimosa, LLC - 100%
William H. File, III Beckley, West Virginia	Partner - File, Payne, Scherer & File, PLLC	Director	Director - City National Bank	City Solicitor - Beckley, WV	0.14%	None	File, Payne, Scherer & File, PLLC - 40%
Robert D. Fisher Ripley, West Virginia	Managing Member - Adams, Fisher & Chappell, PLLC	Director	Director - City National Bank	N/A	0.13%	None	N/A
Jay C. Goldman Charleston, West Virginia	President - Goldman Associates Inc.	Director	Director - City National Bank	Owner - Curry - Goldman PC Owner - Jay Goldman Rentals President - Goldman Associates	0.13%	None	Goldman Associates Inc. - 100% Curry - Goldman PC - 50% Jay Goldman Rentals - 100% Goldman Associates - 100%
Charles R. Hageboeck Charleston, West Virginia	N/A	President and Chief Executive Officer	President and Chief Executive Officer City National Bank	N/A	0.41%	None	N/A
David W. Hambrick Alderson, West Virginia	Attorney, Self-employed	Director	Director - City National Bank	N/A	0.28%	None	N/A
Tracy W. Hylton, II Beckley, West Virginia	President - Eller, Inc.	Director	Director - City National Bank	Member - Harper Hotel, LLC Member - HMTWH, LLC President - Lightning Inc Vice President - Neil Jean Enterprises, Inc. President - New Land Leasing Co., Inc. President - Patience, Inc. Member - T & M, LLC Member - M & T, LLC Member - Southern WV Industrial Park, LLC Member - South Slope Estates, LLC Member - Tyler Morgan, LLC Member - Almost Heaven Plantation, LLC Vice President - Hometown Automotive Director - Beckley Buick GMC	0.23%	None	Eller, Inc. - 100% Harper Hotel, LLC - 42.5% HMTWH, LLC - 50% Lightning Inc - 100% Neil Jean Enterprises, Inc. - 33.33% New Land Leasing Co., Inc. - 100% Patience, Inc. - 100% T & M, LLC - 33.33% M & T, LLC - 100% Southern WV Industrial Park, LLC - 100% South Slope Estates, LLC - 100% Tyler Morgan, LLC - 50% Almost Heaven Plantation, LLC - 100% Hometown Automotive - 50% Beckley Buick GMC - 50%
C. Dallas Kayser Pt. Pleasant, West Virginia	Senior Partner - Kayser, Lane & Clark, PLLC	Director	Director - City National Bank	Member - C. Dallas Kayser, LLC President - Twin Rivers Realty Treasurer - Deerfield Development Company Treasurer - United Methodist Foundation of WV	0.13%	None	Kayser, Lane & Clark, PLLC - 33.33% C. Dallas Kayser, LLC - 100% Twin Rivers Realty - 100%
Phillip L. McLaughlin Lewisburg, West Virginia	Retired	Chairman	Chairman - City National Bank	N/A	0.26%	None	N/A
James L. Rossi Pt. Pleasant, West Virginia	Former Chief Financial Officer - Valtronics, Inc	Director	Director - City National Bank	Member - Mason Development Group LLC Member - Flesher LLC	0.09%	None	Mason Development Group LLC - 50% Flesher LLC - 100%
Sharon H. Rowe Lewisburg, West Virginia	President, SHR Consulting, LLC	Director	Director - City National Bank	N/A	0.08%	None	N/A
David L. Burgamer Scott Depot, West Virginia	N/A	Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer City National Bank	N/A	0.08%	None	N/A
John A. Dento Charleston, West Virginia	N/A	Executive Vice President of Commercial Banking	Executive Vice President of Commercial Banking of City National Bank	N/A	0.12%	None	N/A
Craig G. Stilwell Charleston, West Virginia	N/A	Executive Vice President of Retail Banking	Executive Vice President of Retail Banking City National Bank	N/A	0.21%	None	N/A
Jeffrey D. Legge Huntington, West Virginia	N/A	Chief Administration Officer & Chief Information Officer	Senior Vice President of City National Bank	N/A	0.07%	None	N/A