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Board of Governors of the Federal Reserve System

JAN 31 2014



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.

I, Clay Davis

Name of the Holding Company Director and Official
President, CFO

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

Date of Signature

11/24/14

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 4488857
C.I.

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Select Bank Financial Corporation

Legal Title of Holding Company

211 Gristmill Drive

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

Forest	VA	24551
City	State	Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Sherri Sackett VP

Name Title

434-455-1704

Area Code / Phone Number / Extension

434-455-1717

Area Code / FAX Number

sherri@myselectbank.com

E-mail Address

NA

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

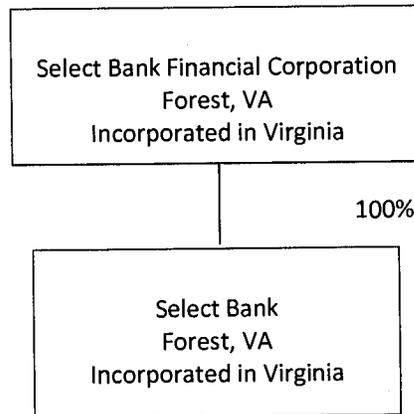
Form FR Y-6

Select Bank Financial Corporation
Forest, Virginia
Fiscal Year Ending December 31, 2013

Report Item

1: The bank holding company prepares an annual report for its securities holders, which will be forwarded once it is completed in second quarter.

2a: Organizational Chart



Results: A list of branches for your depository institution: SELECT BANK (ID_RSSD: 3567269).
 This depository institution is held by SELECT BANK FINANCIAL CORPORATION (4488857) of FOREST, VA.
 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)	3567269	SELECT BANK	211 GRISTMILL DRIVE	FOREST	VA	24551	BEDFORD	UNITED STATES	456799	0	SELECT BANK	3567269	
Ok		Full Service	3680195	TIMBERLAKE ROAD BRANCH	7113 TIMBERLAKE ROAD	LYNCHBURG	VA	24502	LYNCHBURG CITY	UNITED STATES	492925	1	SELECT BANK	3567269	

Form FR Y-6

**Select Bank Financial Corporation
Forest, Virginia
Fiscal Year Ending December 31, 2013**

Report Item

3: Securities Holders

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-13

Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/13

(1)(a) Name, City, State, country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of each Class of Voting Securities
J. Michael Thomas Goode, VA	USA	57,199-3.81% common stock 33,000-2.19% options on common stock	N/A		
Gloria N. Thomas Lynchburg, VA	USA	1,500-.09% common stock			
Herman L. Thomas & Susie F. Thomas Appomattox, VA	USA	2,100-.14% common stock			
Robert Lee Thomas Lynchburg, VA	USA	5,250-.35% common stock			
Robert M. Thomas Lynchburg, VA	USA	27-.017% common stock			
David M. White & Jean T. White Greensboro, NC	USA	1,575-.10% common stock			
Daniel P. Thornton* Lynchburg, VA	USA	55,283-3.68% common stock 33,000-2.19% options on common stock			
Barbara Lee Allen Madison Heights, VA	USA	1,050 -.07% common stock			
Thomas D. Thornton II Forest, VA	USA	52,500-.3.50% common stock			

* includes 54,233 shares of common stock for Daniel P. Thornton held jointly with spouse, Melissa Thornton

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Select Bank Financial Corporation
Forest, Virginia
Fiscal Year Ending December 31, 2013

Report Item

4: Insiders

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with holding co	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other Businesses	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries of	(4)(c) List names of other companies (includes partnerships) If 25% or more of voting securities are held (list names of companies and percentages of voting securities held)
Wayne L. Carpenter Pulaski, VA USA	Retired CEO Select Bank	Director & Vice Chairman	Director & Vice Chairman (Select Bank)	Treasurer/Secretary Pulaski Baseball Inc & NRV Sports Marketing, Inc.	1.75%	None	Pulaski Baseball, Inc. 33% NRV Sports Marketing, Inc. 33%
T. Clay Davis Goode, VA USA	N/A	Director & President	Director & President (Select Bank)	N/A	4.59%	None	MMC, LLC 25% DFT, LLC 33%
F.F. Falls Martinsville, VA USA	N/A	Executive Officer, SVP	Executive Officer, SVP (Select Bank)	N/A	0.87%	None	N/A
Dr. T. Scott Garrett Lynchburg, VA USA	Retired Surgeon VA Delegate	Director	Director (Select Bank)	N/A	2.75%	None	N/A
Herschel V. Keller Lynchburg, VA USA	Attorney Petty Livingston Dawson & Richards	Director	Director (Select Bank)	N/A	1.17%	None	N/A
Jennifer B. Lucado Lynchburg, VA USA	President Brownstone Properties	Director	Director (Select Bank)	N/A	1.46%	None	Brownstone Properties 100% Accession Properties LLC 50% Maple Tree Partners LLC 25%
C. Letcher Newcomb II Lynchburg, VA USA	President Newcomb Investment Properties	Director	Director (Select Bank)	President Mountain Capital, LLC	1.92%	None	Annlet LLC 25% Barton Investments 32% Rivermont Properties 33% Radford Associates 50% Mountain Capital LLC 100%

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Select Bank Financial Corporation
Forest, Virginia
Fiscal Year Ending December 31, 2013

Report Item

4: Insiders

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with holding co	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other Businesses	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries of	(4)(c) List names of other companies (includes partnerships) If 25% or more of voting securities are held (list names of companies and percentages of voting securities held)
Robert K. Pearson, Jr. Lynchburg, VA USA	Co-owner Charley's Restaurant	Director	Director (Select Bank)	N/A	1.35%	None	Pearson Restaurant Co 50% Pearson Real Estate, LLC 50%
Alan W. Pettigrew Lynchburg, VA USA	Vice President StampTech Inc.	Director	Director (Select Bank)	Principal MMC, LLC	2.99%	None	MMC, LLC 25% Hanson Investments LLC 25% ADKT, LLC 25% WNP Manufacturing 50%
Larry H. Redmond Lynchburg, VA USA	Radiologist	Director	Director (Select Bank)	N/A	2.75%	None	Elred, LLC 50%
J. Michael Thomas Goode, VA USA	N/A	Director & CEO	Director & CEO (Select Bank)	N/A	6.01%	None	Maple Tree Partners 25% DFT LLC 33% MMC, LLC 25%
Daniel P. Thornton Lynchburg, VA USA	National Acct Exec Progress Printing	Director & Chairman	Director & Chairman (Select Bank)	Director Cornerstone Bank	5.88%	None	PPT LLC 100%
M. Ralph Wilkes Forest, VA USA	Wilkes & Co Accountants President	Director	Director (Select Bank)		2.75%	None	N/A