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25 2014

Board of Governors of the Federal Reserve System

FRB RICHMOND



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, 2013

Month / Day / Year

I, Frank W. Wilkinson

Reporter's Name, Street, and Mailing Address

First Century Bankshares, Inc.

Name of the Holding Company Director and Official

President and Chief Executive Officer

Legal Title of Holding Company

P.O. Box 1559, 500 Federal Street

Title of the Holding Company Director and Official

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

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.

Bluefield	WV	24701
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:

J. Ronald Hypes Treasurer

Name Title

304-324-3215

Area Code / Phone Number / Extension

304-325-9735

Area Code / FAX Number

rhypes@firstcentury.com

E-mail Address

www.firstcentury.com

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

*Frank W. Wilkinson*

Signature of Holding Company Director and Official

03/24/2014

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.

1096365

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 being submitted separately labeled "Confidential."

No

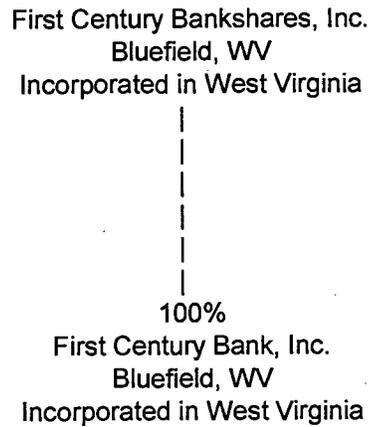
Form FRY-6

First Century Bankshares, Inc.  
Bluefield, West Virginia  
Fiscal Year Ending December 31, 2013

Report Item:

1: The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the Federal Reserve Bank of Richmond, 3 copies are enclosed.

2a: Organizational Chart



2b: Domestic Branch Listing was submitted via e-mail on March 20, 2014.

Results: A list of branches for your depository institution: FIRST CENTURY BANK, INC. (ID\_RSSD: 569422).  
 This depository institution is held by FIRST CENTURY BANKSHARES, INC. (1076365) of BLUEFIELD, 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)	569422	FIRST CENTURY BANK, INC.	500 FEDERAL STREET	BLUEFIELD	WV	24701	MERCER	UNITED STATES	4530	0	FIRST CENTURY BANK, INC.	569422	
OK		Full Service	2663977	VIRGINIA AVENUE BRANCH	108 SPRUCE ST	BLUEFIELD	VA	24605	TAZEWELL	UNITED STATES	263661	7	FIRST CENTURY BANK, INC.	569422	
OK		Full Service	2092942	FORT CHISWELL BRANCH	148 IVANHOE ROAD	MAX MEADOWS	VA	24360	WYTHE	UNITED STATES	212907	10	FIRST CENTURY BANK, INC.	569422	
OK		Full Service	1863565	WYTHEVILLE BRANCH	200 PEPPERS FERRY ROAD	WYTHEVILLE	VA	24382	WYTHE	UNITED STATES	47074	9	FIRST CENTURY BANK, INC.	569422	
OK		Full Service	3415472	HARPER ROAD BRANCH	1826 HARPER ROAD	BECKLEY	WV	25801	RALEIGH	UNITED STATES	448008	13	FIRST CENTURY BANK, INC.	569422	
OK		Limited Service	2568027	CENTURY SQUARE DRIVE-THRU BRANCH	525 FEDERAL STREET	BLUEFIELD	WV	24701	MERCER	UNITED STATES	212094	6	FIRST CENTURY BANK, INC.	569422	
OK		Full Service	631329	COLLEGE AVENUE BRANCH	2020 COLLEGE AVENUE	BLUEFIELD	WV	24701	MERCER	UNITED STATES	212092	2	FIRST CENTURY BANK, INC.	569422	
OK		Full Service	2941956	HINTON BRANCH	321 TEMPLE STREET	HINTON	WV	25951	SUMMERS	UNITED STATES	4544	11	FIRST CENTURY BANK, INC.	569422	
OK		Full Service	713832	OCEANA OFFICE	1049 COOK PARKWAY	OCEANA	WV	24870	WYOMING	UNITED STATES	14374	4	FIRST CENTURY BANK, INC.	569422	
OK		Full Service	712237	PINEVILLE OFFICE	515 APPALACHIAN HWY	PINEVILLE	WV	24874	WYOMING	UNITED STATES	251714	5	FIRST CENTURY BANK, INC.	569422	
OK		Full Service	3045347	NEW HOPE ROAD BRANCH	145 SPRINGHAVEN DRIVE	PRINCETON	WV	24740	MERCER	UNITED STATES	364760	12	FIRST CENTURY BANK, INC.	569422	
OK		Full Service	885029	PRINCETON BRANCH	1223 STAFFORD DRIVE	PRINCETON	WV	24740	MERCER	UNITED STATES	212093	3	FIRST CENTURY BANK, INC.	569422	

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 First Century Bankshares, Inc.  
 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 12-31-2013			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 December 31, 2013		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
R.W. Wilkinson Bluefield, WV	USA	183,000 9.62%	None		
The Ethel N. Bowen Foundation Bluefield, WV	USA	130,000 (1) 6.83%			
Michael R. Shott Mooreville, NC	USA	112,650 5.92%			

(1) - These shares are held by First Century Bank, Inc. as a safekeeping custodian for The Ethel N. Bowen Foundation. The Ethel N. Bowen Foundation is a private charitable foundation, the affairs of which are governed by a board of directors composed of four persons. Two of these persons are also directors of First Century Bankshares, Inc. and First Century Bank, Inc. and include F.W. Wilkinson and R.W. Wilkinson. The other directors are Henry C. Bowen and B.K. Satterfield.

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 First Century Bankshares, Inc.  
 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 Company	(3)(a) Title & Position With Holding Company	(3)(b) Title and 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	(4)(c) List other companies if 25% or more of voting securities are held
William E. Albert Bluefield, WV	N/A	Secretary	Senior VP and Cashier First Century Bank, Inc.	N/A	0.14%	None	N/A
D. Richard Browning Beckley, WV	Consultant	Director	Director First Century Bank, Inc.	President; Clear Fork Consulting, Inc.	0.06%	None	Clear Fork Consulting, Inc., 100%
J. Richard Chambers Atlanta, GA	Consultant	Director	N/A	Managing Member; JR Chambers and Assoc. Director; VTM, LLC	4.69%	None	JR Chambers and Assoc LLC, 100%
Paul Cole, Jr. Bluefield, WV	Automobile Dealer	Director	Director First Century Bank, Inc.	President; Chevrolet-Cadillac Treasurer; Cole Auto Outlet, Inc. Secretary; Bluefield Cycles, Inc. Treasurer; JELEC Financial, LLC Secretary; Cole Truck Parts, Inc.	1.13%	None	Cole Auto Outlet, Inc., 40% Cole Chevrolet-Cadillac, 36% Bluefield Cycles, Inc., 25% JELEC Financial, LLC, 25%
J. Ronald Hypes Bluefield, WV	N/A	Treasurer	Senior VP and Chief Financial Officer First Century Bank, Inc.	N/A	0.58%	None	N/A
Robert M. Jones, Jr. Princeton, WV	Physician and Surgeon	Vice Chairman and Director	Director First Century Bank, Inc.	President; Smith & Jones, MD, PC Secretary; Princeton Audiology	4.33%	None	Smith & Jones, MD PC, 50% Princeton Audiology, 50%
Samuel V. Jones Wytheville, VA	Certified Public Accountant	Director	Director First Century Bank, Inc.	Vice President; Hodges, Jones & Mabry, PC Vice President; Tamco of Mt. Airy, Inc. Member; Tam Top, LLC Member; Jones & Hodges, LLC Member; HML, LLC Member; MHJ, LLC Member; T & S, LLC Member; HJM Wealth Advisors, LLC Member; HJM Insurance Services, LLC	0.20%	None	HML, LLC, 100% Tamco of Mt. Airy, NC, 50% Tam Top, LLC 50% Jones & Hodges, LLC, 50% T & S, LLC, 50% Hodges, Jones & Mabry PC, 38% MJH, LLC, 38% HJM Wealth Advisors, LLC, 20%
John H. Shott Bluefield, WV	Attorney	Director	Director First Century Bank, Inc.	Sole Proprietor; John H. Shott, Attorney at Law	0.43%	None	John H. Shott, Attorney at Law, 100%
Michael R. Shott Mooreville, NC	Involved with Real Estate & Residential Land	Director and Chairman	Director and Chairman of the Board First Century Bank, Inc.	President; North Point Capital Corporation President; Zip Properties, Inc. Managing Member; Diamondback Development, LLC	5.92%	None	Diamondback Development, LLC, 100% Zip Properties, Inc. 100% North Point Capital Corporation, 33%
Walter L. Sowers Bluefield, VA	Electrical Component Manufacturer	Director	Director First Century Bank, Inc.	Chairman & CEO, Pemco Corporation	1.69%	None	Pemco Corporation, 27.1%
Wm. Chandler Swope Bluefield, VA	General Contractor	Director	Director First Century Bank, Inc.	Partner, BCV Partnership	0.22%	None	BCV Parnership, 33%
Frank W. Wilkinson Bluefield, VA	N/A	President and CEO and Director	Director, President and Chief Executive Officer, First Century Bank, Inc.	N/A	1.62%	None	N/A
R. W. Wilkinson Bluefield, VA	N/A	Director	Director First Century Bank, Inc.	N/A	9.62%	None	N/A