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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

Board of Governors of the Federal Reserve System



FILE ROOM
Annual Report of Holding Companies—FR Y-6
SUPERVISION, REGULATION
& CREDIT DEPARTMENT

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.

I, John E. Stringer

Name of the Holding Company Director and Official
President/CEO

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.

John E. Stringer, Pres/CEO
Signature of Holding Company Director and Official

Date of Signature
3/24/14

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 1132391
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

Southwest Virginia Bankshares, Inc.

Legal Title of Holding Company

102 West Main St/ P O Box 1067

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

Marion, VA 24354

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Chris Snodgrass

VP/CFO

Name

Title

276-783-3116

Area Code / Phone Number / Extension

276-782-9136

Area Code / FAX Number

chriss@bomva.com

E-mail Address

www.bankofmarionva.com

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

DECEMBER 31, 2013

SOUTHWEST VIRGINIA BANKSHARES INC.
MARION, VA
INCORPORATED IN VIRGINIA
ORGANIZATION CHART Y-6

SOUTHWEST VIRGINIA BANKSHARES, INC.
MARION, VA
INCORPORATED IN VIRGINIA

(100% Ownership)

THE BANK OF MARION
MARION, VA
INCORPORATED IN VIRGINIA

Branch Service Type	Branch ID	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIMPL*	Office Number*	Head Office	Head Office ID	Comments
OK	1837	Full Service (Head Office)	102 WEST MAIN STREET	MARION	VA	24201	WASHINGTON	UNITED STATES	6107	0	BANK OF MARION, THE	855528	
OK	337	Full Service	2807 BUSINESS CREEK ROAD	JOHNSON CITY	TN	37615	WASHINGTON	UNITED STATES	45397	13	BANK OF MARION, THE	855528	
OK	3819877	Full Service	801 VALLEY STREET NE	ABINGDON	VA	24210	WASHINGTON	UNITED STATES	Not Required	Not Required	BANK OF MARION, THE	855528	
OK	3819043	Full Service	2928 LEE HIGHWAY (HWY 11)	BRISTOL	VA	24202	WASHINGTON	UNITED STATES	Not Required	Not Required	BANK OF MARION, THE	855528	
OK	3384639	Full Service	7155 EAST LEE HIGHWAY	CHILHOWIE	VA	24319	WASHINGTON	UNITED STATES	220291	3	BANK OF MARION, THE	855528	
OK	3280079	Full Service	7421 NORTH BEAVER DAM AVENUE	DAMASCUS	VA	24236	WASHINGTON	UNITED STATES	430176	12	BANK OF MARION, THE	855528	
OK	862227	Full Service	181 EAST JACKSON ST	GATE CITY	VA	24251	SCOTT	UNITED STATES	246253	9	BANK OF MARION, THE	855528	
OK	1848198	Full Service	658 SOUTH MONTE VISTA DRIVE	GLADE SPRING	VA	24340	WASHINGTON	UNITED STATES	220292	4	BANK OF MARION, THE	855528	
OK	843429	Full Service	1820 MAIN STREET	HONAKER	VA	24260	RUSSELL	UNITED STATES	220296	7	BANK OF MARION, THE	855528	
OK	766223	Full Service	1026 SOUTH MAIN STREET	MARION	VA	24354	SMYTH	UNITED STATES	220290	21	BANK OF MARION, THE	855528	
OK	2354487	Full Service	787 FORT CHISWELL ROAD, SUITE 7	MAX MEADOWS	VA	24360	WYTHE	UNITED STATES	362143	10	BANK OF MARION, THE	855528	
OK	2373221	Full Service	5121 NORTH MAIN STREET	RURAL RETREAT	VA	24369	WYTHE	UNITED STATES	220293	5	BANK OF MARION, THE	855528	
OK	2760974	Full Service	101 BANK ST	SALVILLE	VA	24370	SMYTH	UNITED STATES	220294	6	BANK OF MARION, THE	855528	
OK	8039824	Full Service	2783 US HWY 23N	WEBER CITY	VA	24290	SCOTT	UNITED STATES	13469	8	BANK OF MARION, THE	855528	

Shareholders of record as of December 31, 2013 and DURING the year that directly or indirectly own, control or hold with power to vote five percent or more of any class of voting securities of Southwest Virginia Bankshares, Inc.

SHAREHOLDER	ADDRESS	# OF SHARES OWNED	PERCENTAGE
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NONE			
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Southwest Virginia Bankshares, Inc.									
Directors and Officers									
December 31, 2013									
FR Y 6									
Report Item # 4									
(3)c									
Title & Position									
with Other									
(4)(b)									
Percentage of									
Voting Shares in									
Bank Holding									
Company									
Notes									
(4)(c)									
List names of									
(includes									
partnerships)									
if 25% or more of									
voting securities are									
held (List names									
of companies and									
percentage of									
voting securities									
held)									
Shares									
(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)				
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Co.	Title & Position with Subsidiaries (include names of subsidiaries)	Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company			Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	held (List names of companies and percentage of voting securities held)
John E. Stringer Marion, VA USA	N/A	Director & President/CEO	Director & President/CEO The Bank of Marion	N/A	0.4608 0.1038	*Owned jointly with Cynthia H. Stringer (wife) *Primevest Financial Services FBO John E. Stringer	N/A	N/A	4625 1042
Chris B. Snodgrass Chilhowie, VA USA	N/A	Secretary	Vice President & CFO	N/A	0.0014			N/A	15
Estelle C Johnson Bluefield VA USA E C Johnson Revocable Declaration of Trust	Retired	Director	Director The Bank of Marion	N/A	0.0199 0.3112		NA	NA	200 3124
Don Taylor Marion, VA USA	Retired	Director	Director The Bank of Marion	Board of Director - H.S. Williams Co., Inc Partner - Cregger & Taylor	0.0249 0.5031	*Owned by Don and Barbara Taylor	N/A	H.S. Williams Co., Inc. - 33.33% Cregger & Taylor - 50%	250 5050
Everette Umbarger Marion, VA USA	Dairy Farmer	Director	Director The Bank of Marion	President - Laurel Spring Dairy Inc. Vice-president - Laurel Springs Cattle Co., Inc.	0.1665		N/A	Laurel Springs Dairy - 50%	1692
Thomas E. Copenhaver Marion, VA USA	Radio Broadcasting Tower Ownership Mail Order	Director	Director The Bank of Marion	President - Laura Copenhaver Industries Owner - TECO Broadcasting Owner - TEC Structures Owner - TEC2 Broadcasting	0.3617		N/A	Laura Copenhaver Industries - 100% T.E.C.O. Broadcasting - 100% TEC Structures - 100% T.E.C.2 Broadcasting - 100%	3630
Cameron L. Wolfe, Jr. Marion, VA USA	Architect	Director	Director The Bank of Marion	Owner- Cameron L Wolfe Jr Architect	0.821 1.4378 0.1655 0.0635	*Cameron L. Wolfe & Nancy D. Wolfe *Owned by Cameron L. Wolfe, Jr. or Caitlin Taylor Wolfe (grandchild) or Cameron Tyler Wolfe *Cameron L. Wolfe & Cameron Jay Wolfe (son)	N/A	None	824 14430 1661 638
Perry D. Mowbray, Jr. Marion, VA USA	Orthodontist	Director	Director The Bank of Marion	P D Mowbray Jr DDS LTD-President	0.1539 3.3312	*Owned by Perry D. Mowbray, Jr. DDS, LTD Employees Profit Sharing Plan	N/A	P D Mowbray Jr DDS LTD - 100.00 Littrell & Mowbray - 50%	1545 33432
Charles C. Clark, Jr. Saltville, VA USA	Farmer	Director	Director The Bank of Marion	Owner - C.C. Clark, Jr. Farms	0.8513 0.0788	*Owned by Charles Champ Clark III (son) & Jane P Clark (wife) Custodian	N/A	C.C. Clark, Jr. Farms - 100%	8544 791
David F. Bear, Jr. Rural Retreat, VA USA	Retired	Director	Director The Bank of Marion	Retired	0.2506		N/A	None	2515
Bob Shults Marion, VA USA	C.P.A.	Director	Director The Bank of Marion	President - Shults, Kiser & Associates, P.C. President - Katherine Burke Corporation	0.0846		N/A	Shults, Kiser & Associates, P.C. - 60%	850
Joseph S Tate		Director	Director Bank of Marion		0.1108 0.0259	Joseph S Tate/Jerilyn B Tate Cetera Inv Services FBO Joseph S Tate IRA	NA		1112 260