

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies **HARRISON BANKSHARES, INC.**

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, Virgil L. McNemar

Reporter's Name, Street, and Mailing Address

Harrison Bankshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President & CEO

P.O. Box 98

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.

Lost Creek WV 26385

City State Zip Code

Main Street

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:

Tasha R. Hartley CPA

Name Title

304-624-5564

Area Code / Phone Number / Extension

304-624-5582

Area Code / FAX Number

thartley@tetrickbartlett.com

E-mail Address

www.hcbwv.com

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

Signature of Holding Company Director and Official

FEB 24 2014

Date of Signature

For holding companies not registered with the SEC- Indicate status of Annual Report to Shareholders: [X] 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 1249178 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." [X] No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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 (7100-0297), Washington, DC 20503.

**FORM FR Y-6**

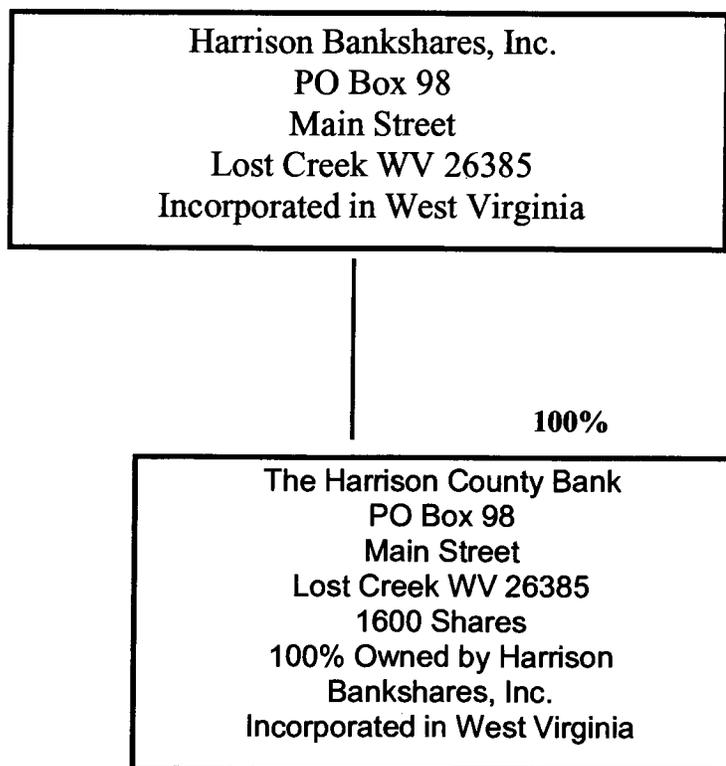
**Harrison Bankshares, Inc.  
P.O. Box 98  
Lost Creek, WV 26385  
Fiscal year ending December 31, 2013**

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 appropriate Reserve Bank, two copies are enclosed.

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank via email on 1/28/2014.

**Results:** A list of branches for your depository institution: HARRISON COUNTY BANK, THE (ID\_RSSD: 104234).  
 This depository institution is held by HARRISON BANKSHARES, INC. (1249178) of LOST CREEK, 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)	104234	HARRISON COUNTY BANK, THE	MAIN STREET	LOST CREEK	WV	26385	HARRISON	UNITED STATES	5771	0	HARRISON COUNTY BANK, THE	104234	
OK		Full Service	2529934	BRIDGEPORT BRANCH	1215 JOHNSON AVENUE	BRIDGEPORT	WV	26330	HARRISON	UNITED STATES	219318	2	HARRISON COUNTY BANK, THE	104234	
OK		Full Service	3677382	CLARKSBURG BRANCH	3 ARMORY RD	CLARKSBURG	WV	26301	HARRISON	UNITED STATES	464971	4	HARRISON COUNTY BANK, THE	104234	
OK		Full Service	3293429	NUTTER FORT BRANCH	1506 BUCKHANNON PIKE	CLARKSBURG	WV	26301	HARRISON	UNITED STATES	429548	3	HARRISON COUNTY BANK, THE	104234	
OK		Full Service	2448615	WEST MILFORD BRANCH	MAIN AND VISTA STREETS	WEST MILFORD	WV	26451	HARRISON	UNITED STATES	219317	1	HARRISON COUNTY BANK, THE	104234	

**FORM FR Y-6**

**Harrison Bankshares, Inc.  
December 31, 2013**

**Report Item #3: Shareholders**

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2013			Shareholders 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 12-31-2013		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and percentage of Each Class of Voting Securities
Mary Thrash Clarksburg, WV	USA	340 - 5.82% Common Stock	None		
Walter E. Buck & David H. Nutter Foundation, Inc. Lost Creek, WV	USA	650 - 11.13% Common Stock			

**FORM FR Y-6**

**Harrison Bankshares, Inc.**

**December 31, 2013**

**Report Item 4: Insiders**

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

(1) Names & Address (City, State, County)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Shares in Subsidiaries	(4)(c) Names of other companies if 25% or more of voting securities are held
Isaac H. Maxwell III Lost Creek, WV	Retired Farmer	Director/Chairman	Director (The Harrison County Bank)	Retired	4.81%	None	N/A
James H. Atkinson Bridgeport, WV	Retired	Director	Director (The Harrison County Bank)	Retired	1.71%	None	N/A
Randy Williams Flemington, WV	Pharmacist Village Pharmacy	Director	Director (The Harrison County Bank)	Pharmacist	3.29%	None	Village Pharmacy (25%)
John F. McCuskey Charleston, WV	Attorney	Director	Director (The Harrison County Bank)	Attorney	4.52%	None	N/A
David J. Griffith Clarksburg, WV	Retired	Director	Director (The Harrison County Bank)	Retired	1.46%	None	N/A
Kermit P. Stutler Lost Creek, WV	Salesman	Director	Director (The Harrison County Bank)	VP/ Secretary Bykota, Inc.	0.34%	None	N/A
Michael T. Marsh Mt. Claire, WV	Insurance claim specialist Farmers Mechanics	Director	Director (The Harrison County Bank)	Insurance claim specialist	0.39%	None	N/A
Virgil McNemar Lost Creek, WV	N/A	Director/CEO	President & CEO (The Harrison County Bank)	N/A	0.10%	None	N/A
Monte E. Small Mount Clare, WV	N/A	N/A	Senior VP & Cashier (The Harrison County Bank)	N/A	0.02%	None	N/A
Russell Straface Bridgeport, WV	N/A	N/A	Branch Manager & Vice President (The Harrison County Bank)	N/A	0.00%	None	N/A