

MAR 21 2014



Annual Report of Holding Companies—FR ~~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, T. RICHARD HARVEY  
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.

T. Richard Harvey  
Signature of Holding Company Director and Official  
3/18/2014  
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 1404641  
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  
MOUNTAIN-VALLEY BANCSHARES, INC.  
Legal Title of Holding Company  
P. O. BOX 1969  
(Mailing Address of the Holding Company) Street / P.O. Box  
ELKINS WV 26241  
City State Zip Code  
317 DAVIS AVENUE  
Physical location (if different from mailing address)

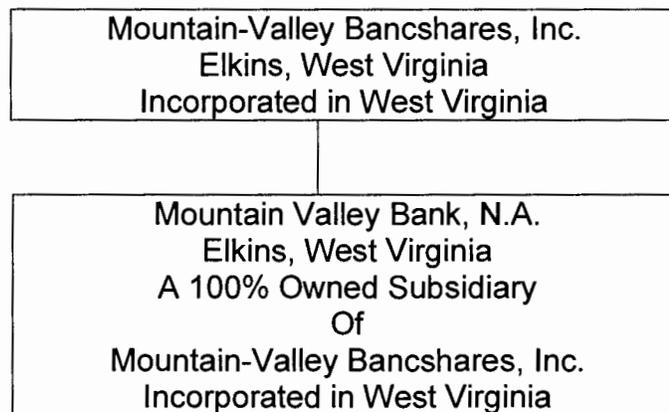
Person to whom questions about this report should be directed:  
ROGER R. STEVENS TREASURER  
Name Title  
304-637-2265  
Area Code / Phone Number / Extension  
304-637-2270  
Area Code / FAX Number  
RRSTEVENS@MOUNTAINVALLEYBANK.COM  
E-mail Address  
WWW.MOUNTAINVALLEYBANK.COM  
Address (URL) for the 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

**Form FR Y-6**  
**Mountain-Valley Bancshares, Inc.**  
**Elkins, West Virginia**  
**Year Ending December 31, 2013**

Report Item

1. a. Mountain-Valley Bancshares, Inc. is not required to file form 10K with the Securities and Exchange Commission.  
  
b. Mountain-Valley Bancshares, Inc. does prepare an annual report for its shareholders. Enclosed are two copies of the 2013 annual report.
  
2. a. Organizational Chart



2. b. Submitted via e-mail on 2/25/2014

Results: A list of branches for your depository institution: MOUNTAIN VALLEY BANK, N.A. (ID\_RSSD: 1011432).  
 This depository institution is held by MOUNTAIN-VALLEY BANCSHARES, INC. (1404641) of ELKINS, 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)	1011432	MOUNTAIN VALLEY BANK, N.A.	317 DAVIS AVENUE	ELKINS	WV	26241	RANDOLPH	UNITED STATES	4560	0	MOUNTAIN VALLEY BANK, N.A.	1011432	
OK		Full Service	2260974	CHENOWETH CREEK OFFICE	US ROUTE 219 & CHENOWETH CREEK ROAD	ELKINS	WV	26241	RANDOLPH	UNITED STATES	231596	3	MOUNTAIN VALLEY BANK, N.A.	1011432	
OK		Full Service	886530	MILL CREEK BRANCH	MAIN STREET	MILL CREEK	WV	26280	RANDOLPH	UNITED STATES	231595	2	MOUNTAIN VALLEY BANK, N.A.	1011432	
OK		Full Service	1993211	PARSONS BRANCH	401 FIRST STREET	PARSONS	WV	26287	TUCKER	UNITED STATES	212190	4	MOUNTAIN VALLEY BANK, N.A.	1011432	

**FORM FR Y-6**  
**MOUNTAIN-VALLEY BANCSHARES, INC.**  
**DECEMBER 31, 2013**

**Report Item 3: Shareholders**  
**(1)a (1)b (1)c (2)a (2)b (2)c**

**Report Item 3(1): Shareholders**

**Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13.**

3(1)a Name & Address (City, State, Country)	3(1)b Country of Citizenship Or Incorporation	3(1)c Number of Each Class of Voting Securities	Percentage
Shriners Hospitals for Crippled Children Tampa, Florida USA	USA	33,300 Common Stock	7.96%
James E. Wallace, Deceased Mill Creek, WV USA	USA	26,623 Common Stock	6.37 %

**Report Item 3(2): Shareholders**

**Shareholders not listed in 3(1) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-13**

3(2)a Name & Address (City, State, Country)	3(2)b Country of Citizenship Or Incorporation	3(2)c Number of Each Class of Voting Securities	Percentage
NONE	NONE	NONE	NONE

Form FR Y-6  
 Mountain-Valley Bancshares, Inc.  
 December 31, 2013

Report Item 4: Directors and Officers  
 (1) (2) (3)a,b,c, and (4)a,b,c

(1) Name & Address (City, State, Country)	(2) Principal Occupation If Other Than With Bank Holding Company	(3)a Title & Position With Bank Holding Company	(3)b Title & Position With Subsidiaries (Name of Subsidiary)	(3)c Title & Position With Other Businesses (Name of other Business)	(4)a Percentage of Voting Shares In Bank Holding Company	(4)b Percentage of Voting Shares In Subsidiaries (Name of Subsidiary)	(4)c Names of Other Companies With A 25% or Greater Voting Interest
Russell T. Linger, Jr. Huttonsville, WV USA	Dairy Farmer	Director	Director Mountain Valley Bank N A	President Linger Farms, Inc.	2.02%	N/A	Linger Farms Inc. 52% interest
Donald J. Judy Beverly, WV USA	Retired	Chairman of the Board	Vice Chairman of the Board Mountain Valley Bank N A	Retired	3.83%	N/A	N/A
Pat A. Nichols Davis, WV USA	Attorney at Law	Director	Director Mountain Valley Bank N A	Owner Nichols and Nichols	0.57%	N/A	Nichols and Nichols 100% Owner
George A. Smith Parsons, WV USA	Retired	Director	Director Mountain Valley Bank N A	Retired	0.38%	N/A	N/A

(1) Name & Address (City, State, Country)	(2) Principal Occupation If Other Than With Bank Holding Company	(3)a Title & Position With Bank Holding Company	(3)b Title & Position With Subsidiaries (Name of Subsidiary)	(3)c Title & Position With Other Businesses (Name of other Business)	(4)a Percentage of Voting Shares In Bank Holding Company	(4)b Percentage of Voting Shares In Subsidiaries (Name of Subsidiary)	(4)c Names of Other Companies With A 25% or Greater Voting Interest
James F. Wilson Elkins, WV USA	-Dir., Pres. & General Man. of Frank E. Wilson Lumber Company -Partner of James F. Wilson Agency -Owner of James F. Wilson Wood Waste -Ruthbell Lumber Co. -Frank E. Wilson Residuary Trustee -Esther B. Wilson Trust	Director		-Dir., Pres. & General Man. of Frank E. Wilson Lumber Company -Partner of James F. Wilson Agency -Owner of James F. Wilson Wood Waste -President of Ruthbell Lumber Co-Trustee Co-Trustee	1.39%	N/A	-Frank E. Wilson Lumber Co., 84% interest  James F. Wilson Agency 66.67% interest James F. Wilson Wood Was 100% interest
T. Richard Harvey Elkins, WV USA	Chairman of the Board, President & CEO of Mountain Valley Bank N A	President & CEO	Chairman of the Board, President and Chief Executive Officer of Mountain Valley Bank N A	None	0.68%	N/A	N/A
David J. Orr Parsons, WV USA	Pres.-Orr-Wilson Insurance Orr Enterprises LLC	Executive Vice President		VP-Orr-Wilson Insurance Consultant	3.22%	N/A	Orr-Wilson Ins. Ag. 50% Owner Orr Enterprises LLC 100% Owner