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Board of Governors of the Federal Reserve System

APR 10 2014



Annual Report of Holding Companies ~~FRB RIGHTS~~ ~~FRB ND~~

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, Linda K. Ashley

Reporter's Name, Street, and Mailing Address

The Poca Valley Bankshares, Inc.

Name of the Holding Company Director and Official

CEO

Legal Title of Holding Company

P.O. Box 56

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.

Walton WV 25286
City State Zip Code

7033 Charleston Road

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:

Robert N. Rowsey

SVP/CFO Poca Valley Bank

Name

Title

304-577-9418

Area Code / Phone Number / Extension

304-577-6507

Area Code / FAX Number

browsey@pocavalleybank.com

E-mail Address

pvb@pocavalleybank.com

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

Signature of Holding Company Director and Official

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 2155734
C.I.

Does the reporter request confidential treatment for any portion of this submission?

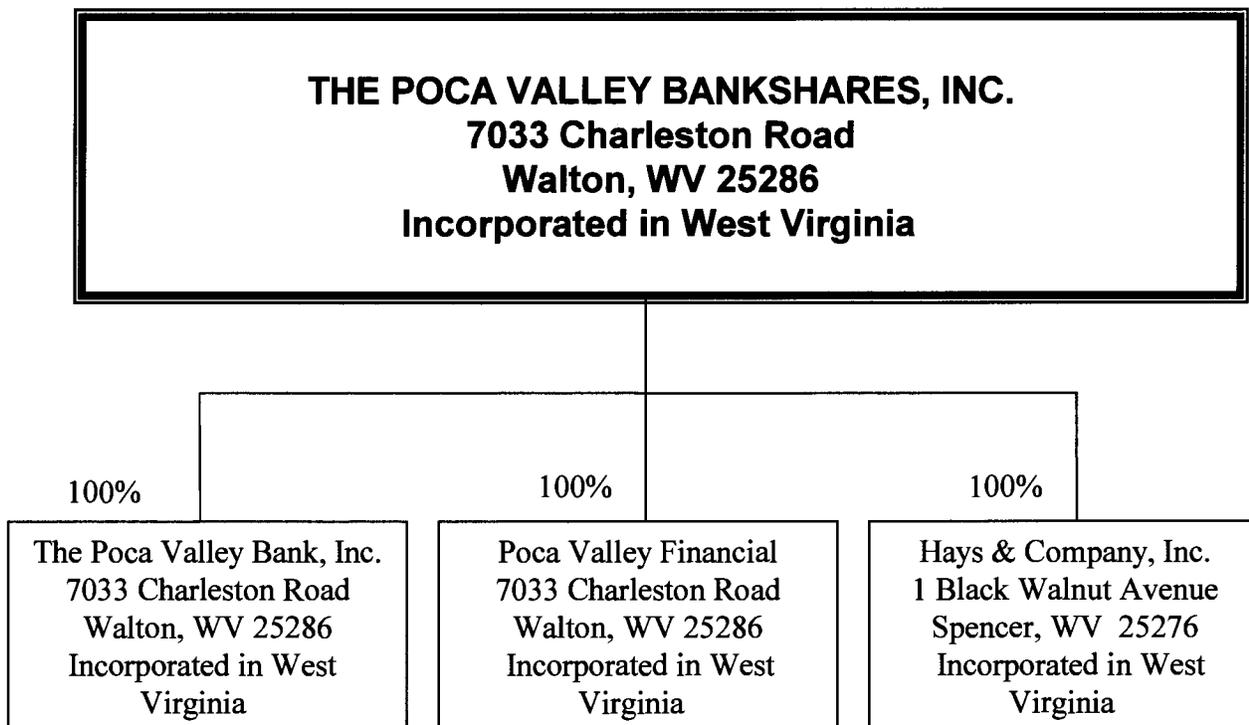
Yes Please identify the report items to which this request applies:

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."

No

2a. **Organizational Chart, Branch List and supplemental information:**



- 2a(1). No Top-Tier bank holding companies.
- 2a(2). No Foreign banking organizations as defined by Reg. K.
- 2a(3). No bank holding companies, U.S. banks or foreign banking organization controlled.
- 2a(4). No nonbanking companies controlled.
- 2a(5). No large banking and insurance company investments.
- 2a(6). No entity required to file regulatory reports to the Federal Reserve System.
- 2a(7). No other company which is both a subsidiary of the Reporter and parent of a reportable company.

2b. See the Branch Report attached.

Form FR Y-6
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 12-31-13

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 12-31-13

(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
Adelee Conley Walton, WV	USA	33,925 / 15.5913% common stock	None		
John J. Kemmner Spencer, WV	USA	25,750 / 11.8324% common stock			
Anna Marlene Jones Walton, WV	USA	17,580 / 8.0794% common stock			

Form FR Y-6
December 31, 2013

Report Item 4: Principal Shareholders, 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 (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of Other Businesses)	(4)(a) Percentage of Voting Shares in Bank Holding company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
Adelee Conley Walton, WV	Retired	None	None	None	15.5913%	None	None
John J. Kemmner Spencer, WV	Retired	None	None	None	11.8342%	None	None
Philip B. Robertson Clendenin, WV	Retired	None	Director (The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays & Com- pany, Inc.)	None	1.4778%	None	None
Mitchell Smith Elkview, WV	Insurance	Director & Secretary	Director (The Poca Valley Bank, Inc.; Hays & Company, Inc.) Director & Registered Representative (Poca Valley Financial, Inc.)	Owner/President (Smith Insurance Agency, L.L.C.)	0.3161%	None	Smith Insurance Agency, L.L.C. 90%

Cont.

Linda K. Ashley Walton, WV	N/A	CEO, Director & Financial Expert	Manager (Hays & Company, Inc.) Director (The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays & Company, Inc.)	None	0.0297%	None	None
Tracy Weekley Charleston, WV	Oil & Gas Investments	Director	Director (The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays & Company, Inc.)	President Weekley Energy Consulting Weekly Energy Investments	0.4346%	None	Weekley Energy Consul 100% Weekley Energy Invest 100%
Terrence Rusin Charleston, WV	Correctional Sys. Medical Services	Director	Director (The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays & Company, Inc.)	President/CEO (PSIMED, Inc.; PSIMED Cor-) rections, LLC; Oasis, LLC; RE Enterprises; Rusin Insurance Agency	0.8373%	None	PSIMED, Inc. 100% PSIMED Correct, LLC 100% Oasis, LLC 100% RE Enterprises 100% Rusin Insurance Agen 100%
James Shafer Clendenin, WV	Heavy Equip., Auto Sales	Director	Director (The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays & Company, Inc.)	President/Owner Shafer Equipment Shafer Pre-Owned Vehicles Pro Tech	0.2366%	None	Shafer Equipment 100% Shafer Pre-Owned Veh 100% Pro Tech 25%
L.D. Epling, II Spencer, WV	Trucking Hardware/Feed Store Asphalt	Director	Director (The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays & Company, Inc.)	President Epling Trucking Farmers Friend	0.5928%	None	Epling Trucking 100% Farmers Friend 100% A&E Asphalt 100%

Results: A list of branches for your depository institution: POCA VALLEY BANK, INC., THE (ID_RSSD: 851239). This depository institution is held by POCA VALLEY BANKSHARES, INC., THE (2152734) of WALTON, WV. The data are as of 12/31/2013. Data reflects information that was received and processed through 02/04/2014.

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)	851239	POCA VALLEY BANK, INC., THE	7033 CHARLESTON ROAD	WALTON	WV	25286	ROANE	UNITED STATE	7628	0	POCA VALLEY BANK, INC., THE	851239	
Change	12/31/2013	Full Service	1192461	CLENDENIN BRANCH	545 SPENCER ROAD	CLENDENIN	WV	25045	KANAWHA	UNITED STATE	226010	1	POCA VALLEY BANK, INC., THE	851239	
OK		Full Service	2448754	EKVIEW BRANCH	5087 ELK RIVER ROAD NORTH	ELKVIEW	WV	25071	KANAWHA	UNITED STATE	226011	2	POCA VALLEY BANK, INC., THE	851239	
OK		Full Service	3296411	POCA BRANCH	142 MAIN ST	POCA	WV	25159	PUTNAM	UNITED STATE	358766	4	POCA VALLEY BANK, INC., THE	851239	
OK		Full Service	2643371	SISSONVILLE BRANCH	6420 SISSONVILLE DR	SISSONVILLE	WV	25320	KANAWHA	UNITED STATE	226012	3	POCA VALLEY BANK, INC., THE	851239	
OK		Full Service	3676835	SPENCER BRANCH	1 BLACK WALNUT AVENUE	SPENCER	WV	25276	ROANE	UNITED STATE	441697	6	POCA VALLEY BANK, INC., THE	851239	
OK		Full Service	3296420	WINFIELD BRANCH	3500 WINFIELD RD	WINFIELD	WV	25213	PUTNAM	UNITED STATE	362115	5	POCA VALLEY BANK, INC., THE	851239	