

COPY

Board of Governors of the Federal Reserve System

MAR 31 2014



Annual Report of Holding Companies—FR Y-6
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, Robert F. Baronner, Jr.

Name of the Holding Company Director and Official
CEO, President & Director

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.

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 2234920
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

Potomac Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 906

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

Charles Town WV 25414

City State Zip Code

111 E. Washington Street, Charles Town, WV 25414

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Dean J. Cognetti SVP & CFO

Name Title

304-728-2434

Area Code / Phone Number / Extension

304-725-1592

Area Code / FAX Number

dcognetti@mybct.com

E-mail Address

www.mybct.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.

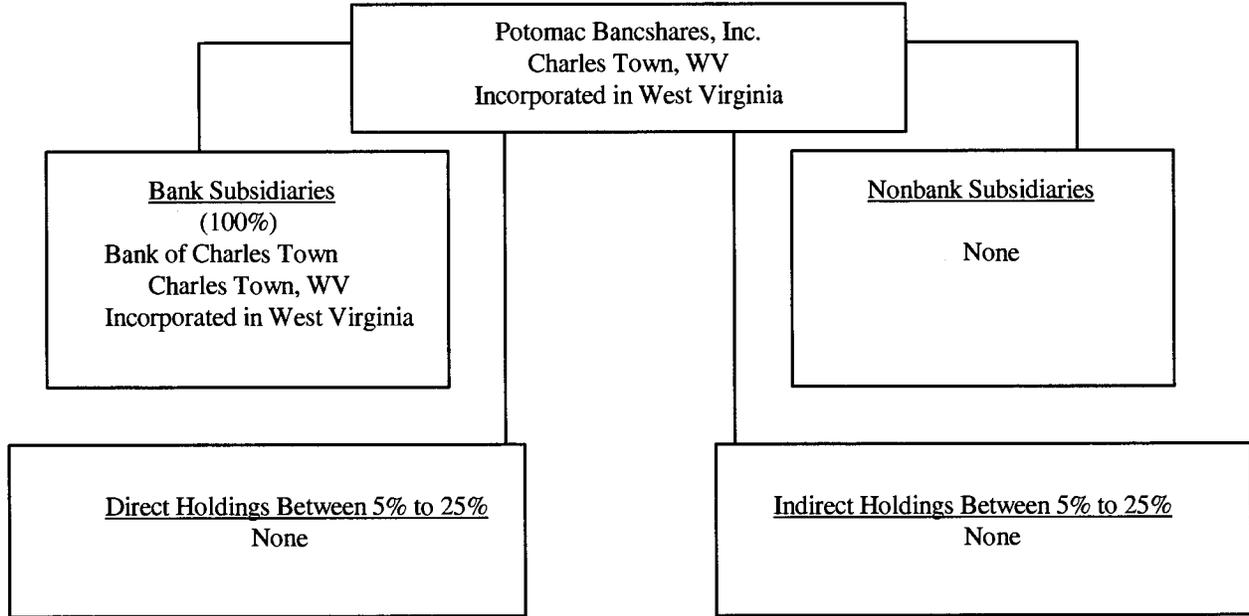
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

POTOMAC BANCSHARES, INC.
Charles Town, West Virginia

Fiscal Year Ending December 31, 2013

Report Item 2a: ORGANIZATION CHART



Results: A list of branches for your holding company: POTOMAC BANCSHARES, INC. (2234920) of CHARLES TOWN, 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)	1014125	BANK OF CHARLES TOWN	111 E WASHINGTON STREET	CHARLES TOWN	WV	25414	JEFFERSON	UNITED STATES	5764	0	BANK OF CHARLES TOWN	1014125	
OK		Full Service	381820	HARPERS FERRY BRANCH	1366 WEST WASHINGTON STREET	HARPERS FERRY	WV	25425	JEFFERSON	UNITED STATES	15320	1	BANK OF CHARLES TOWN	1014125	
OK		Full Service	3284799	HEDGESVILLE BRANCH	119 COWARDLY LION DRIVE	HEDGESVILLE	WV	25427	BERKELEY	UNITED STATES	419323	4	BANK OF CHARLES TOWN	1014125	
OK		Full Service	827029	KEARNEYSVILLE BRANCH	5480 CHARLES TOWN ROAD	KEARNEYSVILLE	WV	25430	JEFFERSON	UNITED STATES	219307	2	BANK OF CHARLES TOWN	1014125	
OK		Full Service	3146897	MARTINSBURG WESTSIDE BRANCH	9738 TUSCARORA PIKE	MARTINSBURG	WV	25403	BERKELEY	UNITED STATES	363626	3	BANK OF CHARLES TOWN	1014125	

POTOMAC BANCSHARES, INC.
Charles Town, West Virginia

Fiscal Year Ending December 31, 2013
(Number of Shares Owned and Percent of Class Owned as of January 2014)

Report Item 3: SECURITIES HOLDERS

- (1) Securities holders, of record, that directly or indirectly own, control, or hold with power to vote 5% or more of any class of voting securities of the bank holding company.

None at this time.

There are no securities holders that hold options, warrants or other securities or rights that can be converted into or exercised for voting securities which would equal or exceed 5% of any such class of voting securities.

- (2) There are no securities holders not listed in (1) above that owned or controlled 5% or more of any class of voting securities in the bank holding company during the year 2013.

There are no securities holders that hold options, warrants or other securities or rights that can be converted into or exercised for voting securities which would equal or exceed 5% of any such class of voting securities during the year 2013.

POTOMAC BANCSHARES, INC.

Charles Town, West Virginia

Fiscal Year Ending December 31, 2013

(Percentage of Voting Shares in Bank Holding Company as of January 2014)

Report Item 4: INSIDERS

(1)	(2)	(3)(a)	(3)(b)	3)(c)	(4)(a)	4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
Robert F. Baronner, Jr. Martinsburg, WV	N/A	Director, President & CEO	Director, President and CEO Bank of Charles Town	WVU Hospital - East Board of Directors	1.0848%	N/A	N/A
Dr. Keith B. Berkeley Ranson, WV	President Valley Equine Associates, PLLC	Director	Director Bank of Charles Town	N/A	.2828%	N/A	Valley Equine Assoc PLLC 100%
J. Scott Boyd Gerrardstown, WV	Owner Jefferson Pharmacy, Inc. South Berkeley Pharmacy	Director	Director Bank of Charles Town	President JSB Enterprises, Inc DBA South Berkeley Pharmacy	.1527%	N/A	South Berkeley Pharmacy 100%
				President Jefferson Pharmacy Inc.			Jefferson Pharmacy Inc. 100%
				President Mountain Springs Properties, LLC			Mountain Springs Prop. 50%
John P. Burns, Jr. Charles Town, WV	Owner/Operator Beef & grain farm	Director	Director Bank of Charles Town	N/A	1.2930%	N/A	Beef & grain farm 50%
Norman M. Casagrande Martinsburg, WV	Managing Member Code Plus Components LLC	Director	Director Bank of Charles Town	Vice President Code Plus Components LLC	.0326%	N/A	N/A
Guy Gareth Chicchirichi Charles Town, WV	Executive Manager Guy's Buick-GMC Truck, Inc.	Director	Director Bank of Charles Town	Owner Guy's Buick-GMC Truck, Inc.	1.0081%	N/A	Guy's Buick-GMC Truck Truck, Inc. 100%
Dean Cognetti Martinsburg, WV	N/A	Senior Vice President, Chief Financial Officer	Senior Vice President Chief Financial Officer Bank of Charles Town	N/A	.0327%	N/A	N/A
Margaret Cogswell Martinsburg, WV	Chief Executive Officer Hospice of the Panhandle	Director	Director Bank of Charles Town	N/A	.0651%	N/A	N/A

POTOMAC BANCSHARES, INC.
Charles Town, West Virginia

Fiscal Year Ending December 31, 2013
(Percentage of Voting Shares in Bank Holding Company as of January 2014)

Report Item 4: INSIDERS (Cont'd)

(1)	(2)	(3)(a)	(3)(b)	3)(c)	(4)(a)	4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
Mary Clare Eros Shepherdstown, WV	Retired and of counsel Jackson Kelly PLLC	Director	Director Bank of Charles Town	N/A	.0060%	N/A	N/A
Stanley L. Merson Laurel, MD	Vice President RLO Contractors, Inc.	Director	Director Bank of Charles Town	N/A	.0295%	N/A	N/A
Arch Moore, III Harpers Ferry, WV	N/A	Exec. Vice President Chief Lending Officer	Exec. Vice President Chief Lending Officer Bank of Charles Town	N/A	.1622%	N/A	N/A
Barbara H. Pichot Martinsburg, WV	Retired	Director	Director Bank of Charles Town	N/A	.1179%	N/A	N/A
Barbara L. Scott Middleburg, VA	President Summit Point Raceway Associates Inc. BSR, Inc.	Director	Director Bank of Charles Town	President Summit Point Raceway Associates Inc. BSR, Inc.	.1845%	N/A	N/A
John C. Skinner, Jr. Charles Town, WV	Attorney Skinner Law Firm	Chairman of the Board Director	Chairman of the Board, Director Bank of Charles Town	N/A	1.3214%	N/A	N/A
C. Larry Togans Charles Town, WV	Retired	Director	Director Bank of Charles Town	N/A	.0119%	N/A	N/A