

COPY

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies — FR Y-6

FEDERAL RESERVE BANK OF 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.

Date of Report (top-tier holding company's fiscal year-end):

12/31/13
Month / Day / Year

1. IBW Financial Corporation

Reporter's Name, Street, and Mailing Address

IBW Financial Corporation

Legal Title of Holding Company

4812 Georgia Ave N.W.

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

Washington D.C. 20011

City State Zip Code

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President and 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.

Person to whom questions about this report should be directed:

Thomas A. Wilson Jr CEO/SVP

Name Title

202-722-2000 EXT 3018

Area Code / Phone Number / Extension

202-722-1121

Area Code / FAX Number

TWilson@Industrial-bank.com

E-mail Address

Industrial-bank.com

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

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.

B. Doyle Hurd
Signature of Holding Company Director and Official

3/26/14
Date of Signature

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

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 2326179

C.I. _____

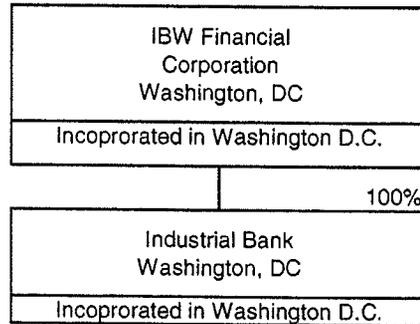
Form FR Y-6

IBW Financial Corporation
Washington, District of Columbia
Fiscal Year Ending December 31, 2013

Report Item

1: The bank holding company prepares an annual report for its securities holders.
Two copies are enclosed.

2: Organizational Chart



Results: A list of branches for your depository institution: INDUSTRIAL BANK (ID_RSSD: 536527).
 This depository institution is held by IBW FINANCIAL CORPORATION (2326179) of WASHINGTON, DC
 The data are as of 03/31/2014. Data reflects information that was received and processed through 04/07/2014.

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
OK		Full Service (Head Office)	536527	INDUSTRIAL BANK	4812 GEORGIA AVENUE, NW	WASHINGTON	DC	20011
OK		Full Service	4114923	ANACOSTIA GATEWAY BRANCH	1800 MARTIN LUTHER KING JR AVENUE, SE	WASHINGTON	DC	20020
OK		Full Service	1878792	F STREET BRANCH	1317 F STREET, NW	WASHINGTON	DC	20004
OK		Full Service	566720	JESSE H MITCHELL BRANCH	125 45TH STREET NORTHEAST	WASHINGTON	DC	20019
OK		Full Service	1158645	REEVES MUNICIPAL CENTER BRANCH	2000 14TH STREET, NW	WASHINGTON	DC	20009
OK		Full Service	536125	U STREET BRANCH	2000 11TH STREET, NW	WASHINGTON	DC	20001
OK		Full Service	2214584	FORESTVILLE BRANCH	7610 PENNSYLVANIA AVENUE	DISTRICT HEIGHTS	MD	20747
OK		Full Service	2500308	OXON HILL BRANCH	1900 JOHN HANSON LANE	OXON HILL	MD	20745

3.1

Form FR Y-6
IBW Financial Corporation
Fiscal Year Ending December 31, 2013

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year 12/31/2013

(1) (a) Name /Address	(1)(b) Country of Citizenship, or Incorporation	(1) (c) Number and Percentage of Each Class of Voting Securities
D. Doyle Mitchell, Jr. Glenn Dale, MD 20769	USA	71,954 – 11.9% Common Stock
Estate of Cynthia T. Mitchell Washington, DC 20012	USA	96,768– 16% Common Stock
Patricia A. Mitchell Washington, DC 20012	USA	78,126 – 12.9% Common Stock
National Community Investment Fund. Chicago, IL 60616	USA	31,200 – 5% Common Stock

3.2 None.

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 IBW Financial Corporation
 Fiscal Year Ending December 31, 2013

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

(1) Names & 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 if 25% or more of securities are held (List names of companies and percentage of voting securities held)
B. Doyle Mitchell Washington, DC	N/A	Director & President	Director & President (Industrial Bank)	N/A	11.8%	N/A	N/A
Patricia Mitchell Washington, DC	N/A	Director	Director & EVP (Industrial Bank)	N/A	12.9%	N/A	N/A
Clinton Chapman Washington, DC	Attorney	Director & Chairman	Director & Chairman (Industrial Bank)	Sr. Partner (Chapman & Chapman)	1.80%	N/A	N/A
Massie Fleming Washington, DC	N/A	Director	Director (Industrial Bank)	N/A	Less Than 1%	N/A	N/A
Pamela King Washington, DC	CPA, Consultant	Director	Director (Industrial Bank)	N/A	Less Than 1%	N/A	King, King and Associates 33 1/3%
Robert Hagans, Jr. Washington, DC	CFO, AARP	Director	Director (Industrial Bank)	CFO (AARP)	Less Than 1%	N/A	N/A
Rev. Jonathan Weaver Washington, DC	Pastor	Director	Director (Industrial Bank)	Pastor (Greater Mt. Nebo African Methodist Episcopal Church)	Less Than 1%	N/A	Cold Stone Creamery, 50% Local Franchise Waldorf Market Place Shopping Center
S. Kathryn Allen Washington D.C.	Attorney Business Owner	Director	Director	CO- President	0%	N/A	Answer Title & Escrow LLC. 45% Answer Abstracts 40% Answer Title, Va. 50% Metro Strategies 50%
Alphonso Maldon, Jr. Fairfax Station, Va.	Business Owner	Director	Director	President	0%	N/A	Partnership Strategies, LLC
Estate of Cynthia T. Mitchell Washington DC.					16.00%		Principal Shareholder