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Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System

FEB 4 2014



FRB RICHMOND Annual Report of Holding Companies—FR Y-6

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, **F Michael Nelson**

Reporter's Name, Street, and Mailing Address

Pleasants County Bankshares Inc

Name of the Holding Company Director and Official

President/CEO

Legal Title of Holding Company

P O Box 240

Title of the Holding Company Director and Official

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

St Marys WV 26170

City State Zip Code

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.

323 Second Street, St Marys WV 26170

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:

F Michael Nelson President

Name Title

304-684-2227

Area Code / Phone Number / Extension

304-684-9376

Area Code / FAX Number

fmmnelson@pcbsm.com

E-mail Address

pcbsm.com

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

F Michael Nelson President/CEO
Signature of Holding Company Director and Official

1/29/14
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 **2728447**
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

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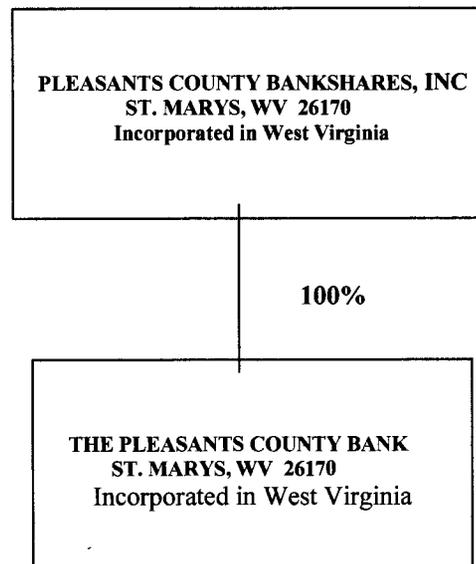
PLEASANTS COUNTY BANKSHARES
P. O. BOX 240
ST. MARYS, WV 26170

Fiscal Year Ending December 31, 2013

Report Item

1: The Bank Holding Company does prepare an annual report for its shareholders.
Enclosed are two copies of the annual report.

2a: Organizational Chart



Results: A list of branches for your depository institution: PLEASANTS COUNTY BANK, THE (ID_RSSD: 8631). This depository institution is held by PLEASANTS COUNTY BANKSHARES, INC. (2728447) of SAINT MARYS, 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)	8631	PLEASANTS COUNTY BANK, THE	323 SECOND ST	SAINT MARYS	WV	26170	PLEASANTS	UNITED STATES	533		0	PLEASANTS COUNTY BANK, THE	8631
OK		Full Service	3403282	BELMONT BRANCH	519 RIVERVIEW DRIVE	BELMONT	WV	26134	PLEASANTS	UNITED STATES	467305		2	PLEASANTS COUNTY BANK, THE	8631
OK		Full Service	3035900	WASHINGTON STREET BRANCH	213 WASHINGTON ST	SAINT MARYS	WV	26170	PLEASANTS	UNITED STATES	467304		1	PLEASANTS COUNTY BANK, THE	8631

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Pleasants County Bankshares
Fiscal Year Ending December 31, 2013

Report Item 2b: Domestic Branch Listing **See Attachment**

Report Item 3: Shareholders

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

**Current Shareholders with ownership, control of 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 (City, State, Country)	(1) (b) Country of Citizenship or Incorporation	(1) (c) Number and Percentage of Each Class of Voting Securities	(2) (a) Name (City, State, Country)	(2) (b) Country of Citizenship or Incorporation	(2) (c) Number and Percentage of Each Class of Voting Securities
Helen Brooks Washington, PA	USA	1,934--5.53% Common Stock	NONE		
Charles R. Coen Estate Washington, PA	USA	2,774 – 7.93% Common Stock			
Earl L. Coen Massillon , OH	USA	2,436 – 6.97% Common Stock			
Leo A. Tullius Newport, OH	USA	1,800 – 5.14% Common Stock			

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Fiscal Year Ending December 31, 2013

REPORT ITEM 4: Insiders--Directors and Officers

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

(1) Names (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 partnership) if 25% or more of voting securities are held(List names of companies and percentage of voting securities held)
Earl L. Coen Canton, OH United States of America	Retired	Director/ Chairman	Director/Chairman The Pleasants County Bank	V. P. Coen Land Company	6.96%	-0-	None
Danny Chandler St. Marys, WV United States of America	Dentist	Director	Director The Pleasants County Bank	None	1.43%	-0-	None
Leo E. Flower St. Marys, WV United States of America	Insurance Agent	Director	Director The Pleasants County Bank	None	3.36%	-0-	None
Larry G. Gainer St. Marys, WV United States of America	Retired	Director	Director The Pleasants County Bank	None	1.14%	-0-	None
Billy D. Hanlin St. Marys, WV United States of America	Retired	Director	Director The Pleasants County Bank	None	1.64%	-0-	None

R. Darlene Morgan Friendly, WV United States of America	Vice President Sistersville Tank Works Inc.	Director	Director The Pleasants County Bank	None	.57%	-0-	None
F. Michael Nelson St. Marys, WV United States of America	Banker	Director/President	Director President/CEO The Pleasants County Bank	None	1.05%	-0-	None
Leo A. Tullius Newport, OH United States of America	Retired	Director/Secretary	Director The Pleasants County Bank	None	5.14%	-0-	None