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

MAR 31 2014



Annual Report of Holding Companies **FR Y-6** **ERR 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):

December 31, 2013

Month / Day / Year

I, Joel R. Shepherd
Name of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

MainStreet BankShares, Inc.

Legal Title of Holding Company

1075 Spruce Street

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

Martinsville VA 24112

City

State

Zip Code

Chairman
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.

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:

Lisa J. Correll Sr. VP/CFO

Name

Title

276-638-0484

Area Code / Phone Number / Extension

276-632-8043

Area Code / FAX Number

lcorrell@msbsinc.com

E-mail Address

www.msbsinc.com

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

[Signature] Chairman
Signature of Holding Company Director and Official

3/26/14
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 2856676
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."

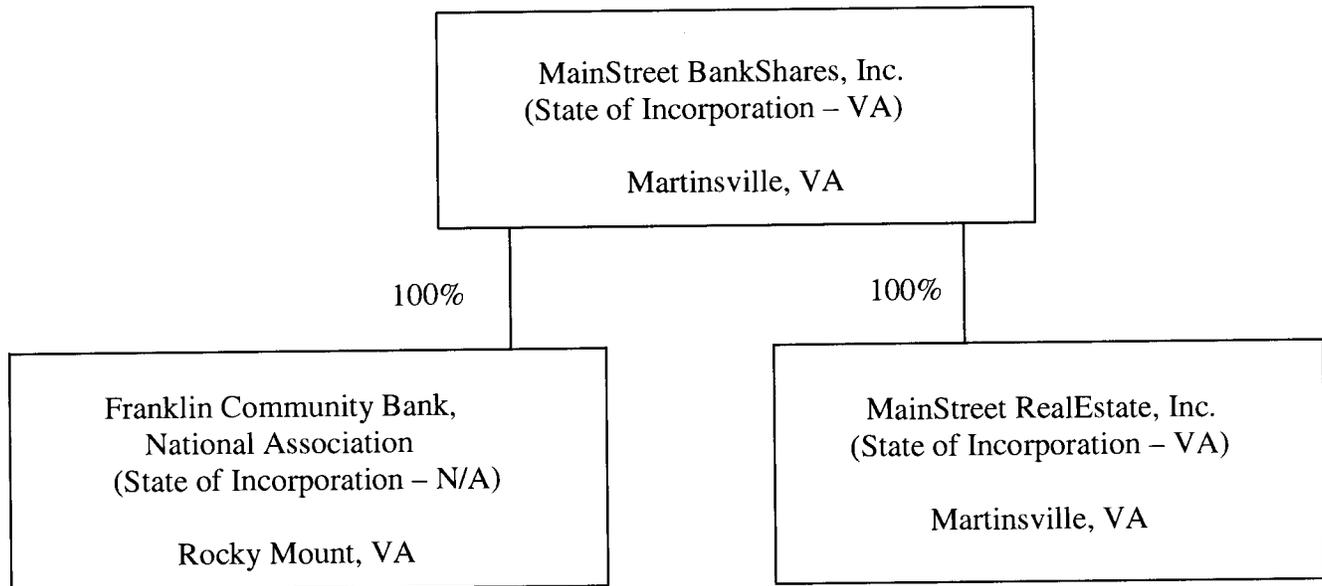
No

Form FR Y-6

**MainStreet BankShares, Inc.
Martinsville, Virginia
Fiscal Year Ending December 31, 2013**

Report Item

- 1: a. The BHC is registered with the Securities and Exchange Commission (“Commission”). The BHC filed its annual Form 10-K with the Commission on March 25, 2014.
- 1: b. Enclosed is a copy of the BHC’s Annual Report.
- 2: a. Organizational Chart



- 2: b. Domestic Branch Listing

Submitted via email on March 27, 2014.

Results: A list of branches for your depository institution: FRANKLIN COMMUNITY BANK, NATIONAL ASSOCIATION (ID_RSSD: 3125137).
 This depository institution is held by MAINSTREET BANKSHARES, INC. (2856676) of MARTINSVILLE, VA.
 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)	3125137	FRANKLIN COMMUNITY BANK, NATIONAL ASSOCIATION	400 OLD FRANKLIN TURNPIKE, SUITE 100	ROCKY MOUNT	VA	24151	FRANKLIN	UNITED STATES	360268	0	FRANKLIN COMMUNITY BANK, NATIONAL ASSOCIATION	3125137	
Ok		Full Service	3304530	WESTLAKE TOWNE CENTER BRANCH	12930 BOOKER T WASHINGTON HIGHWAY	HARDY	VA	24101	FRANKLIN	UNITED STATES	430019	1	FRANKLIN COMMUNITY BANK, NATIONAL ASSOCIATION	3125137	
Ok		Full Service	3629804	SOUTHLAKE BRANCH	25 SOUTHLAKE DRIVE	UNION HALL	VA	24176	FRANKLIN	UNITED STATES	468030	3	FRANKLIN COMMUNITY BANK, NATIONAL ASSOCIATION	3125137	

Form FR Y-6

**MainStreet BankShares, Inc.
Martinsville, Virginia
Fiscal Year Ending December 31, 2013**

Report Item 3: Securities Holders

(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.

<u>(1)(a) Name & Address (City, State, Country)</u>	<u>(1)(b) Country of Citizenship or Incorporation</u>	<u>(1)(c) Number and Percentage of Each Class of Voting Securities</u>
TCF Financial Corporation, Inc. Wayzata, Minnesota USA	USA	149,539 – 8.4% Common Stock
Joel R. Shepherd Roanoke, Virginia USA	USA	130,988 – 7.4% Common Stock

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 12-31-2013.

None

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MainStreet BankShares, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(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 (List names of companies and percentage of voting securities held)
Charles Laine Dalton Stuart, VA USA	Insurance Agent	Director	N/A	Vice President, General Manager & Partial Owner of Dalton Insurance Agency, Inc. Stuart Laurel Court, LLC - Member/Partial Owner	0.4	N/A	Dalton Insurance Agency - 25% Stuart Laurel Court, LLC - 50%
John Mac Deekens Stuart, VA USA	Retired	Director	N/A	N/A	0.3	N/A	N/A
Danny M. Perdue Rocky Mount, VA USA	Convenience Store Owner	Director	Director Franklin Community Bank, N.A.	Partial Owner/President of Redwood Minute Markets, Inc. Vice President - Perdue Properties, Inc. Owner - Franklin Shopping Ctr. Owner of Redwood Petroleum Products, Ferrum Petroleum Products, Franklin Petroleum Products, 604 Petroleum Products, and Penhook Petroleum Products Partial Owner of FCFMM LLC Partial Owner of FFH Operations, Inc. Partial Owner of FFH Investors, LLC	3.0	N/A	Redwood Minute Markets, Inc. - 60% Franklin Shopping Center - 100% Redwood Petroleum Products - 100% Ferrum Petroleum Products - 100% Franklin Petroleum Products - 100% 604 Petroleum Products - 100% Penhook Petroleum Products - 100% FCFMM LLC - 50%
Joel R. Shepherd Roanoke, VA USA	Furniture Wholesale Dealer	Director & Chairman	Director Franklin Community Bank, N.A.	Owner & President of 220 Self Storage, Inc. President and Partial Owner of Virginia Home Furnishings, Inc. Owner & Manager of Shepherd Properties LLC Owner & Manager of Wirtz Properties LLC Partial Owner & Manager of Wirtz Services LLC Owner & Manager of Wirtz Lot 2 LLC Partial Owner of Kyle Avenue, LLC Secretary, Treasurer & Partial Owner of FFH Operations, Inc. Member & Partial Owner of FFH Investors LLC Owner & Manager of The Franklin LLC Member and Partial Owner of King Street Properties-Roanoke LLC Owner & Manager of Shepherd Properties Roanoke LLC Partial Owner & Manager of Shepherd Properties Bedford LLC	7.4	N/A	Virginia Home Furnishings, Inc. - 80% 220 Self Storage, Inc. - 100% Shepherd Properties LLC - 100% Wirtz Properties LLC - 100% Kyle Avenue, LLC - 25% FFH Investors LLC - 25% The Franklin LLC - 100% Wirtz Services LLC - 75% Wirtz Lot 2 LLC - 100% King Street Properties-Roanoke LLC - 50% Shepherd Properties Roanoke LLC - 100% Shepherd Properties Bedford LLC - 85%
Brenda H. Smith Martinsville, VA USA	N/A	President/CEO Corporate Secretary	President/CEO Director Franklin Community Bank, N.A. President & Treasurer Secretary, and Director MainStreet RealEstate, Inc.	N/A	2.7	N/A	N/A
Michael A. Turner Penhook, VA USA	Real Estate Investment	Director	Director Franklin Community Bank, N.A.	Partial Owner & CEO of Turner's Building, Inc. Partner in T & J Property Associates, LC Partner in Pigg Riverville LLC	2.6	N/A	Turner's Building, Inc. - 75% T & J Property Associates - 50% Pigg Riverville LLC - 50%
William L. Cooper, III Rocky Mount, VA USA	Wood Products	Director	Director Franklin Community Bank, N.A.	CWP, Inc. - CEO/Partial Owner Cooper Classics - President/Partial Owner Grassy Hill Investment - Managing Partner Grassy Hill Properties - Managing Partner	0.1	N/A	CWP, Inc. - 60% Cooper Classics - 60% Grassy Hill Investment - 60% Grassy Hill Properties - 60%
Lisa J. Correll Bassett, VA USA	N/A	Senior Vice President Chief Financial Officer	N/A	N/A	0.1	N/A	N/A