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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System



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.

I, Michael R. Price

Name of the Holding Company Director and Official

President/CEO/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.

Michael R. Price, President/CEO
3/20/14

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 _____
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

Davis Trust Financial Corporation

Legal Title of Holding Company

227 Davis Avenue/P.O. Box 1546

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

Elkins WV 26241
City State Zip Code

Same

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Hugh G. Hitchcock Vice President/Secretary

Name Title

304-636-0991 290

Area Code / Phone Number / Extension

304-636-5528

Area Code / FAX Number

hhitchcock@davistrust.com

E-mail Address

www.davistrust.com (sub-Davis Trust Company)

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."

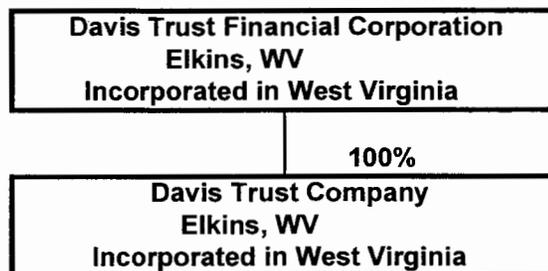
No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Form FR Y-6
Davis Trust Financial Corporation
Elkins, West Virginia
Fiscal Year Ending December 31, 2013

Report Item

- 1: The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the appropriate Reserve Bank, two copies are enclosed.
- 2a: Organizational Chart



- 2b: Item 2b, Domestic Branch Listing, completed and submitted via e-mail as per instructions to the Federal Reserve Bank of Richmond on March 19, 2013.

Results: A list of branches for your holding company: DAVIS TRUST FINANCIAL CORPORATION (2878294) of ELKINS, 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)	357526	DAVIS TRUST COMPANY	DAVIS AVE AND THIRD STREET	ELKINS	WV	26241	RANDOLPH	UNITED STATES	1608	0	DAVIS TRUST COMPANY	357526	
OK		Full Service	3926343	BEVERLY PIKE BRANCH	950 BEVERLY PIKE	ELKINS	WV	26241	RANDOLPH	UNITED STATES	486578	1	DAVIS TRUST COMPANY	357526	

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 Davis Trust Financial Corporation
 Elkins, West 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 securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			Securities holders 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		
(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
June B. Myles Redding, CT, USA	USA	4,150 - 6.52% Common Stock	None		
Christopher J. Polino Elkins, WV, USA	USA	10,351 - 16.27% Common Stock			
William T. Jordan - Trustee for Grace L. Jordan Living Trust Topeka, KS, USA - Note 1	USA	2,880 - 4.52% Common Stock			
William T. Jordan - Trustee for William T. Jordan Living Trust Topeka, KS, USA - Note 1	USA	2,944 - 4.63% Common Stock			

Note 1 - William T. Jordan, in his capacity as trustee of both the William T. Jordan and Grace L. Jordan Living Trusts, has voting rights to 5,824 shares (9.15%) of Davis Trust Financial Corporation (DTFC) Common Stock.

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 Davis Trust Financial Corporation
 Elkins, WV
 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 Holding Company	(3)(a) Title & Position with 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 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)
Michael R. Price Elkins, WV, USA	N/A	Director & President/CEO	Director & President/CEO (Davis Trust Co.)	N/A	Note 1	Note 2	N/A
Hugh G. Hitchcock Elkins, WV, USA	N/A	Vice President & Secretary	Director, Executive VP & Secretary (Davis Trust Co.)	N/A	Note 1	Note 2	N/A
Lois M. Pritt Elkins, WV, USA	N/A	Asst. Secretary	Chief Operating Officer & Asst. Secretary (Davis Trust Co.)	N/A	Note 1	Note 2	N/A
Rachel H. Gannon Elkins, WV, USA	N/A	Treasurer	Chief Finance Officer (Davis Trust Co.)		Note 1	Note 2	N/A
June B. Myles Redding, CT, USA	Timber Company Owner	Director	Director (Davis Trust Co.)	President - Myles Lumber Company Elkins, WV	6.52%	Note 2	Myles Lumber Company 100%
Christopher J. Polino Elkins, WV, USA	General Contractor	Director & Principal Shareholder	Director (Davis Trust Co.)	President - Polino Contracting, Inc.	16.27%	Note 2	Polino Contracting Company 100%
Patrick A. Carr Elkins, WV, USA	Retired Businessman	Director	Director (Davis Trust Co.)	District Manager WV Paving Company	Note 1	Note 2	N/A
James A. Davis Elkins, WV, USA	Electrical Contractor	Director	Director (Davis Trust Co.)	President - Davis Electrical Service	1.18%	Note 2	Davis Electrical Service 100%
William G. Hartman Elkins, WV, USA	Retired Businessman	Director	Director (Davis Trust Co.)	N/A	Note 1	Note 2	N/A

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 Elkins, WV
 Fiscal Year Ending December 31, 2013

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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)
James L. Schoonover Elkins, WV, USA	Retired Davis Trust Executive	Director	Director (Davis Trust Co.)	N/A	0.94%	Note 2	N/A
Stephen E. Shepler Elkins, WV, USA	Retired Businessman	Director	Director (Davis Trust Co.)	NA	1.20%	Note 2	NA
Darroll L. Talbott, Jr. Elkins, WV, USA	Branch Manager Regional Petroleum Distributor	Director	Director (Davis Trust Co.)	Branch Manager - Guttman Oil Company	Note1	Note 2	NA
John T. Wilson Elkins, WV, USA	Lumber Company Owner	Director	Director (Davis Trust Co.)	Owner - Wilson Quality Millwork	0.60%	Note 2	Wilson Quality Millwork 100%

Note 1 - Individual's percentage of voting shares is < 1/2 of 1%

Note 2 - Davis Trust Financial Corporation is the sole shareholder of the single bank subsidiary, Davis Trust Company.