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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



Annual Report of Holding Companies ~~FBI REPORT~~ ~~FRY-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):

12/31/2013

Month / Day / Year

I, Ben M. Susman

Reporter's Name, Street, and Mailing Address

Mount Hope Bankshares, Inc.

Legal Title of Holding Company

602 Main Street/P.O. Box 751

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

Mount Hope WV 25880

City

State

Zip Code

Name of the Holding Company Director and Official

President and 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.

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:

Ben M. Susman

Name

Title

304-877-5551

Area Code / Phone Number / Extension

304-877-3851

Area Code / FAX Number

bsusman@mt hopebank.com

E-mail Address

Signature of Holding Company Director and Official

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

Date of Signature

3/4/14

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. _____

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

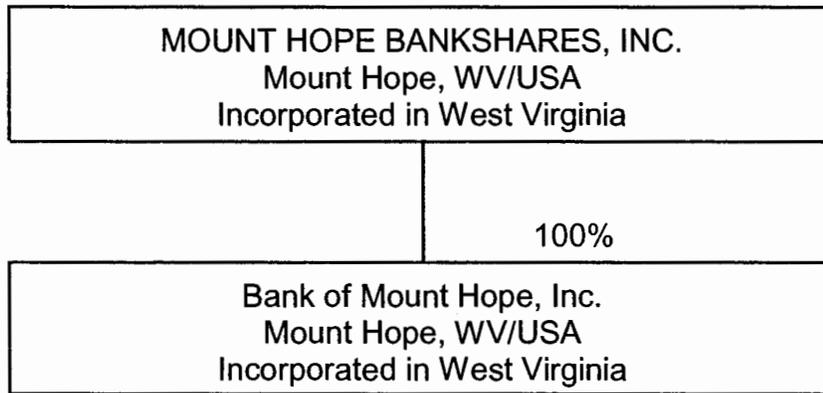
Mount Hope Bankshares, Inc.

Mount Hope, West Virginia/USA

Fiscal Year Ending December 31, 2013

Report Item 1: Annual Report to Shareholders

2: Organizational Chart



2.b. Domestic branch listing provided to the Federal Reserve Bank.

Results: A list of branches for your holding company: MOUNT HOPE BANKSHARES, INC. (3186428) of MOUNT HOPE, 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	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	352820	BANK OF MOUNT HOPE, INC.	602 MAIN STREET	MOUNT HOPE	WV	25880	FAYETTE	UNITED STATES	8224	0	BANK OF MOUNT HOPE, INC.	352820	
OK		Full Service	354927	BECKLEY BRANCH	204 PINEWOOD DRIVE	BECKLEY	WV	25801	RALEIGH	UNITED STATES	228745	3	BANK OF MOUNT HOPE, INC.	352820	
OK		Full Service	3285349	OAK HILL BRANCH	835 EAST MAIN STREET	OAK HILL	WV	25901	FAYETTE	UNITED STATES	228746	4	BANK OF MOUNT HOPE, INC.	352820	

3.1: Securities Holders

Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of December 31, 2013			
(1)(a) Name & Address (City, State/USA)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of each class of Voting Securities	
		#	%
Phyllis Bonifacio or Lloyd D. Bonifacio or Floyd D. Bonifacio JTWROS Mount Hope, WV	USA	19,452	5.18%
Bank of Mount Hope, Inc. E.S.O.P. Mount Hope, WV/USA E.E. Bibb, III, Trustee Beckley, WV	USA	35,833	9.53%
Ronald E. Clay Pineville, WV	USA	5,747	1.53%
Retirement Accounts		7,245	1.93%
Trustee, Susman Wartella Trust		5,732	1.53%
ESOP Account (2012)		9,078	2.42%
Total Ronald E. Clay Votes		27,802	7.40%
Ben M. Susman Beckley, WV	USA	50,031	13.31%
Dixie Susman or Ben Susman JT Ten WROS		2,000	0.53%
Retirement Accounts		6,634	1.77%
E.S.O.P. Account (2012)		8,805	2.34%
Total Ben M. Susman Votes		67,470	17.95%
Sally M. Susman Beckley, WV	USA	99,477	26.47%
Alisa Wartella Trust, Sally Susman Trustee		4,175	1.11%
Irrevocable Unified Credit Trust Sally Susman Trustee		18,143	4.83%
Retirement Accounts		4,000	1.06%
Total Sally Susman Votes		125,795	33.47%

3.2: Securities Holders

A list of Shareholders not listed in section 3(1) with ownership, control, or holdings of 5% or more with power to vote during the year.

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

NONE

4: Insiders

(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 (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Ronald E. Clay Pineville WV/USA	President Bank of Mount Hope	Director & Chairman	Director & President Bank of Mount Hope	None	7.40%	None	None
F. T. Graff, Jr. Charleston WV/USA	Attorney, Bowles Rice McDavid Graff & Love	Director	Director, Bank of Mount Hope	Please see attached	2.39%	None	Graff-Lane Properties, LLC, 50%; HFS, LLC 75%, TOF, LLC 40%, WTF Oil & Gas, LLC 50%, Two Hands Ventures, LLC 50%
Samuel M Jasper Fayetteville WV/USA	Owner/CEO Sanshell Products, Inc. JPJ Inc Remet Products Inc	Director	Director, Bank of Mount Hope	President, Sanshell Products Inc; President, JPJ, Inc.; President, Remet Products Inc; Owner, Jasper Leasing; President, SamLin Farm LLC	1.73%	None	Sanshell Products, 100% JPJ Inc., 100% Remet Products, 72% Jasper Leasing, 100% SamLin Farms LLC, 100%

(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 (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Michael Lively Oak Hill WV/USA	Jim Lively Insurance	Director	Director Bank of Mount Hope	President, Premier Financial Corp., Member, Whistle Stop Ice Cream Shop, LLC, Vice President, Jim Lively Insurance Inc. Member, Mason Property, LLC Member, ChillBilly, LLC	.48%	None	Premier Financial Corporation, 33.3%; Whistle Stop Ice Cream Shop, LLC, 50%; Mason Property, LLC, 33.3%
John Shonk IV Powhatan VA/USA	Owner, RMI Equipment Brokers	Director	Director Bank of Mount Hope	Director, Shonk-DEL LLC; Director, Shonk Land Company; Director, GASCO Limited Partnership; Director, REALCO LLC; Director, GASCO, Inc.; Director, Laurel Fork, LLC; Director, WV Mineral Properties, LLC	.88%	None	RMI Equipment Brokers, 100%
Ben M. Susman Beckley WV/USA	Executive Vice President, Bank of Mount Hope	President/Director	Executive Vice President & Director, Bank of Mount Hope	None	17.95%	None	None

(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 (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Sally M. Susman Beckley WV/USA		Director	Director, Bank of Mount Hope	None	33.47%	None	None
Bradley Wartella Beckley WV/USA	Sr Vice President, Bank of Mount Hope	Director/Vice President	Director & Senior Vice President, Bank of Mount Hope	None	2.26%	None	None

ATTACHMENT

F. T. Graff, Jr.
Charleston, WV/USA

(3)(c) Title & Position with Other Businesses (include names of other businesses)

Partner, Bowles Rice McDavid Graff & Love
Director/Executive Committee United Bankshares, Inc.
Chairman of the Board/President, Chemical Alliance Zone (non-profit)
Member Emeritus, West Virginia Roundtable (non-profit)
Trustee, Wehrle Foundation (non-profit)
Trustee, Mason Family Irrevocable Trust
Secretary, West Virginia Media Holdings, LLC
Secretary, West Virginia Media Partners GP, LLC
Secretary, West Virginia Media Management, LLC
Secretary, The State Journal, LLC
Secretary, WBOY-TV, LLC
Secretary, TWRF-TV, LLC
Secretary, WOWK-TV, LLC
Secretary, WVNS-TV, LLC
President, Graff-Lane Properties, LLC
Director, Fahlgren, Inc
Director, WV Chamber of Commerce
Trustee, Mason Family Irrevocable Trust
Trustee, Anne Patricia Bright Trusts
Trustee, Elizabeth Morrison Bright Trusts
Trustee, Sarah Townsend Bright Trusts
Manager and Owner, HFS, LLC
Manager and Owner, TOF, LLC
Manager and Owner, WTF Oil and Gas, LLC
Manager and Owner, Two Hands Ventures, LLC