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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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APR 28 2015

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 O. Walker

Name of the Holding Company Director and Official
President/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.

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.

Signature of Holding Company Director and Official
3/26/15

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 1141441
C.I. _____

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

December 31, 2014

Month / Day / Year

None

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
Benchmark Bankshares, Inc.

Legal Title of Holding Company

100 South Broad Street/PO Box 569

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

Kenbridge VA 23944
City State Zip Code

same as mailing address

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

E. Neil Burke Treasurer

Name Title

434-676-9054 1111

Area Code / Phone Number / Extension

434-676-2703

Area Code / FAX Number

neil.burke@bcbonline.com

E-mail Address

not applicable

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

March 23, 2015

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FRB RICHMOND

Research Department, Statistics Division
Federal Reserve Bank of Richmond
P. O. Box 27622
Richmond, Virginia 23261

Re: Submission of Annual Report of Bank Holding Companies – FR Y-6

Herein is a listing of exhibits in response to each report item. Report items that are not applicable to our bank holding company, Benchmark Bankshares, Inc., are so noted:

<u>Report Item 1:</u>	Enclosed with this mailing (Exhibit 1)
<u>Report Item 2a:</u>	Enclosed with this mailing (Exhibit 2a)
<u>Report Item 2b:</u>	Enclosed with this mailing (Exhibit 2b)
<u>Report Item 3.1:</u>	CEDE AND COMPANY New York, N.Y. 10274 USA 2,844,714 shares 55.14% Common Stock
<u>Report Item 3.2:</u>	N/A
<u>Report Item 4:</u>	Enclosed with this mailing (Exhibit 3)

Should you require additional information, please contact our staff at (434) 676- 9054.

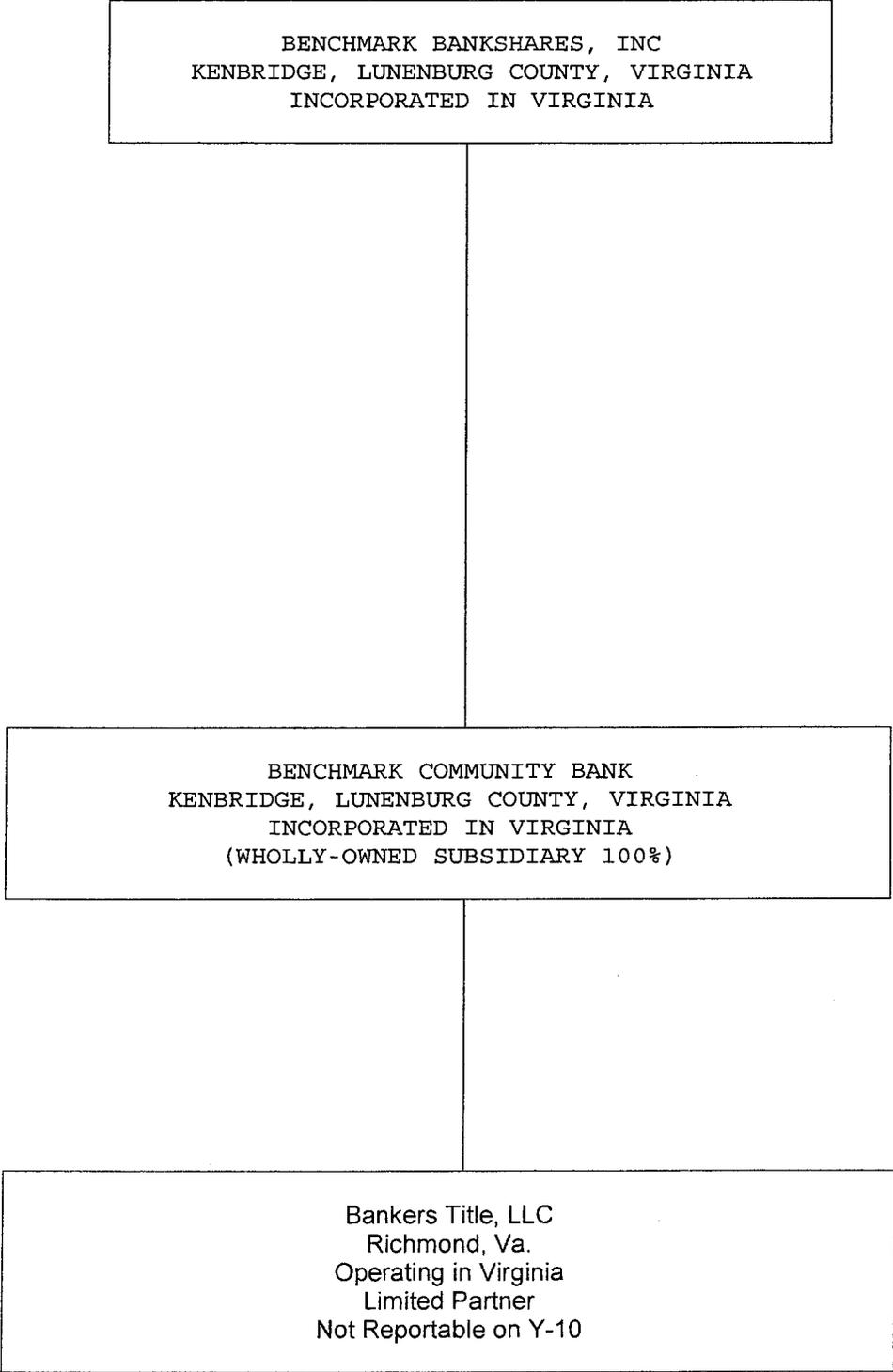
Sincerely,

BENCHMARK BANKSHARES INC.



E. Neil Burke
Treasurer

ORGANIZATIONAL CHART - DECEMBER 2014



Results: A list of branches for your holding company: BENCHMARK BANKSHARES, INC. (1141441) of KENBRIDGE, VA. The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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	Comments
OK		Full Service (Head Office)	94522	BENCHMARK COMMUNITY BANK	100 S BROAD STREET	KENBRIDGE	VA	23944	LUNENBURG	UNITED STATES	14128	0	BENCHMARK COMMUNITY BANK	94522	
OK		Full Service	4763107	WAKE FOREST BRANCH	12335 WAKE UNION CHURCH ROAD, SUITE 206	WAKE FOREST	NC	27587	WAKE	UNITED STATES	Not Required	Not Required	BENCHMARK COMMUNITY BANK	94522	
OK		Full Service	3177891	BLACKSTONE BRANCH	400 CHURCH ST	BLACKSTONE	VA	23824	NOTTOWAY	UNITED STATES	418440	10	BENCHMARK COMMUNITY BANK	94522	
OK		Full Service	2882013	CHASE CITY BRANCH	845 EAST SECOND ST	CHASE CITY	VA	23924	MECKLENBURG	UNITED STATES	357077	9	BENCHMARK COMMUNITY BANK	94522	
OK		Full Service	2841579	CLARKSVILLE BRANCH	133 COLLEGE ST	CLARKSVILLE	VA	23927	MECKLENBURG	UNITED STATES	357076	8	BENCHMARK COMMUNITY BANK	94522	
OK		Full Service	2468202	CREWE BRANCH	1500 W VIRGINIA AVE	CREWE	VA	23930	NOTTOWAY	UNITED STATES	251133	6	BENCHMARK COMMUNITY BANK	94522	
OK		Full Service	1400193	FARMVILLE DOWNTOWN BRANCH	203 E THIRD STREET	FARMVILLE	VA	23901	PRINCE EDWARD	UNITED STATES	251131	4	BENCHMARK COMMUNITY BANK	94522	
OK		Full Service	2029742	FARMVILLE MAIN STREET BRANCH	1577 S MAIN STREET	FARMVILLE	VA	23901	PRINCE EDWARD	UNITED STATES	251132	5	BENCHMARK COMMUNITY BANK	94522	
OK		Full Service	3921209	HALIFAX BRANCH	290 SOUTH MAIN STREET	HALIFAX	VA	24558	HALIFAX	UNITED STATES	492994	12	BENCHMARK COMMUNITY BANK	94522	
OK		Full Service	2841588	LAWRENCEVILLE BRANCH	220 W FIFTH AVE	LAWRENCEVILLE	VA	23868	BRUNSWICK	UNITED STATES	357074	7	BENCHMARK COMMUNITY BANK	94522	
OK		Full Service	3494646	SOUTH BOSTON BRANCH	1135 HUELL MATTHEWS HIGHWAY	SOUTH BOSTON	VA	24592	HALIFAX	UNITED STATES	466901	11	BENCHMARK COMMUNITY BANK	94522	
OK		Full Service	1401248	SOUTH HILL BRANCH	905 NORTH MECKLENBURG AVENUE	SOUTH HILL	VA	23970	MECKLENBURG	UNITED STATES	251130	3	BENCHMARK COMMUNITY BANK	94522	
OK		Full Service	169523	VICTORIA BRANCH	1910 MAIN STREET	VICTORIA	VA	23974	LUNENBURG	UNITED STATES	251128	1	BENCHMARK COMMUNITY BANK	94522	

Benchmark Bankshares Inc.
Fiscal Year Ending December 31, 2014

(1)	(2)	(3a)	(3b)	(3c)	(4a)	(4b)	(4c)
<u>NAME, CITY, STATE, COUNTRY</u>	<u>PRINCIPAL OCCUPATION IF OTHER THAN WITH HOLDING CO.</u>	<u>TITLE & POSITION WITH HOLDING COMPANY</u>	<u>TITLE & POSITION WITH SUBSIDIARY</u>	<u>TITLE & POSITION WITH OTHER BUSINESSES</u>	<u>BHC % SHARES</u>	<u>% OF VOTING SHARES</u>	<u>OTHER BUSINESSES AND % OF OWNERSHIP</u>
David K. Biggs Littleton, NC 27850 USA	Construction	Director	None	Owner Biggs Construction Kenbridge, VA	0.54%	NONE	Biggs Construction Co., Inc. 100% North Hill Properties, LLC 25% Weaver's Lowground, LLC 25% North Hill Properties II, LLC 25% Mid Atlantic Land Investments 33%
Ernest R. Lail Kenbridge, VA 23944 USA	Retired Businessman	Director/Chairman	None	N/A	0.17%	NONE	NONE
Earl H. Carter, Jr. Farmville, VA 23901 USA	Heavy Equipment Dealer	Director	None	President/General Manager Taylor-Forbes Equipment Co Farmville, VA	0.58%	NONE	Taylor-Forbes Equipment Co Inc 82% 1102 East Third Street LLC 100%
Mary Jane Elkins South Hill, VA 23970 USA	College Administrator	Director/Vice Chairman	None	Dir. Of Institutional Advancement Southside VA Community College Alberta, VA	0.27%	NONE	NONE
Mark F. Bragg South Hill, VA 23970 USA	Medical Supplies	Director/Secretary	None	Owner Atlantic Medical, Inc. South Hill, VA	0.56%	NONE	Crestview Farms 50% Chase Hill Inc 100% Atlantic Medical Inc. 100% Professional Wear Inc 100%
Charles F. Simmons Clarksville, VA 23927 USA	Realty	Director	None	Owner Simmons and Associates Realty Clarksville, VA	0.09%	NONE	Simmons and Associates Realty 100% Simmons Construction Co 100% Charles F. Simmons Rentals 100%
Elizabeth M. Winn Blackstone, VA 23824 USA	Furniture Dealer	Director	None	Owner Winn Blackstone Properties LLC Blackstone, VA	0.09%	NONE	Winn Blackstone Properties LLC 50%
Calvin S. Spencer Kenbridge, VA 23844 USA	Attorney	Director	None	Attorney Harris, Matthews & Crowder, P.C. Kenbridge, VA	0.08%	NONE	NONE

Exhibit 3

(1)	(2)	(3a)	(3b)	(3c)	(4a)	(4b)	(4c)
<u>NAME, CITY, STATE, COUNTRY</u>	<u>PRINCIPAL OCCUPATION IF OTHER THAN WITH HOLDING CO.</u>	<u>TITLE & POSITION WITH HOLDING COMPANY</u>	<u>TITLE & POSITION WITH SUBSIDIARY</u>	<u>TITLE & POSITION WITH OTHER BUSINESSES</u>	<u>BHC % SHARES</u>	<u>% OF VOTING SHARES</u>	<u>OTHER BUSINESSES AND % OF OWNERSHIP</u>
Mark D. Southall Farmville, VA 23901 USA	Electrician	Director	None	Owner Creative Electrical Contractors Inc Farmville, VA	0.08%	NONE	Creative Electrical Contractors Inc 100%
Al Roberts Alberta, VA 23821 USA	College Administrator	Director	None	President Southside Virginia Community College Alberta, VA	0.06%	NONE	NONE
Michael O. Walker Victoria, VA 23974 USA	Banker	Director/President	CEO/President	N/A	1.82%	NONE	NONE
Jay A. Stafford Lunenburg, VA 23952 USA	Banker	Asst. Secretary	SVP/Branch Administrator	N/A	0.45%	NONE	NONE
E. Neil Burke South Hill, VA 23970 USA	Banker	Treasurer	SVP/CFO	N/A	0.15%	NONE	NONE

*No principal shareholder