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. § 3100(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 246(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.

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.

T. Richard Harvey
Name of the Holding Company Director and Officer
President & CEO
Title of the Holding Company Director and Officer

I, T. Richard Harvey
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 all information required in this report.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014

Date of Signature
03/13/2015

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: 444641
C.I.

NOTE: The Federal Reserve may assume, in the absence of a request for confidentiality 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:
Roger R Stevens
Treasurer
Name
Title
304-837-2265
Area Code / Phone Number / Extension
304-837-2270
Area Code / FAX Number
rsstevens@mountainvalleybank.com
E-mail Address
www.mountainvalleybank.com
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:
☒ No

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.

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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Form FR Y-6
Mountain-Valley Bancshares, Inc.
Elkins, West Virginia
Year Ending December 31, 2014

Report Item

1. a. Mountain-Valley Bancshares, Inc. is not required to file form 10K with the Securities and Exchange Commission.

   b. Mountain-Valley Bancshares, Inc. does prepare an annual report for its shareholders. Enclosed are two copies of the 2014 annual report.

2. a. Organizational Chart

   Mountain-Valley Bancshares, Inc.
   Elkins, West Virginia
   Incorporated in West Virginia

   Mountain Valley Bank, N.A.
   Elkins, West Virginia
   A 100% Owned Subsidiary
   Of
   Mountain-Valley Bancshares, Inc.
   Incorporated in West Virginia

2. b. Submitted via e-mail on 2/06/2015
Results: A list of branches for your depository institution: MOUNTAIN VALLEY BANK, N.A. (FDIC ID: 1011432).

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.
   1. 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 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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>MOUNTAIN VALLEY BANK, N.A.</td>
<td>1011432</td>
<td>MOUNTAIN VALLEY BANK</td>
<td>317 DAVES AVENUE</td>
<td>ELKINS</td>
<td>WV</td>
<td>26241</td>
<td>RANDOLPH</td>
<td>UNITED STATES</td>
<td>4560</td>
<td>0</td>
<td>MOUNTAIN VALLEY BANK, N.A.</td>
<td>1011432</td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>CHENOWETH CREEK OFFICE</td>
<td>2260974</td>
<td>MOUNTAIN VALLEY BANK</td>
<td>1200 ROUTE 259 &amp; CHENOWETH CREEK ROAD</td>
<td>ELKINS</td>
<td>WV</td>
<td>26241</td>
<td>RANDOLPH</td>
<td>UNITED STATES</td>
<td>231596</td>
<td>3</td>
<td>MOUNTAIN VALLEY BANK, N.A.</td>
<td>1011432</td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>MILL CREEK BRANCH</td>
<td>08653009</td>
<td>MOUNTAIN VALLEY BANK</td>
<td>MAIN STREET</td>
<td>MILL CREEK</td>
<td>WV</td>
<td>26280</td>
<td>RANDOLPH</td>
<td>UNITED STATES</td>
<td>205595</td>
<td>2</td>
<td>MOUNTAIN VALLEY BANK, N.A.</td>
<td>1011432</td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>PARSONS BRANCH</td>
<td>10993211</td>
<td>MOUNTAIN VALLEY BANK</td>
<td>401 FIRST STREET</td>
<td>PARSONS</td>
<td>WV</td>
<td>26287</td>
<td>TUCKER</td>
<td>UNITED STATES</td>
<td>211204</td>
<td>4</td>
<td>MOUNTAIN VALLEY BANK, N.A.</td>
<td>1011432</td>
</tr>
</tbody>
</table>
### Report Item 3(1): Shareholders

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-14.

<table>
<thead>
<tr>
<th>3(1)a</th>
<th>3(1)b</th>
<th>3(1)c</th>
<th>3(1)d</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address</td>
<td>Country of Citizenship</td>
<td>Number of Each Class</td>
<td>Percentage</td>
</tr>
<tr>
<td>(City, State, Country)</td>
<td>Or Incorporation</td>
<td>of Voting Securities</td>
<td></td>
</tr>
</tbody>
</table>

| Shriners Hospitals for Crippled Children | USA | 33,300 | 7.96% |
| Tampa, Florida USA | Common Stock |

| James E. Wallace, Deceased | USA | 23,980 | 5.73% |
| Mill Creek, WV USA | Common Stock |

### Report Item 3(2): Shareholders

Shareholders not listed in 3(1) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-14.

<table>
<thead>
<tr>
<th>3(2)a</th>
<th>3(2)b</th>
<th>3(2)c</th>
<th>3(2)d</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address</td>
<td>Country of Citizenship</td>
<td>Number of Each Class</td>
<td>Percentage</td>
</tr>
<tr>
<td>(City, State, Country)</td>
<td>Or Incorporation</td>
<td>of Voting Securities</td>
<td></td>
</tr>
</tbody>
</table>

| NONE | NONE | NONE | NONE |
# Directors and Officers

<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>Principal Occupation If Other Than With Bank Holding Company</th>
<th>Title &amp; Position With Bank Holding Company</th>
<th>Title &amp; Position With Subsidiaries (Name of Subsidiary)</th>
<th>Title &amp; Position With Other Businesses (Name of Other Business)</th>
<th>Percentage of Voting Shares In Bank Holding Company</th>
<th>Percentage of Voting Shares In Subsidiaries (Name of Subsidiary)</th>
<th>Names of Other Companies With A 25% or Greater Voting Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Russell T. Linger, Jr. Huttonsville, WV USA</td>
<td>Dairy Farmer</td>
<td>Director</td>
<td>Director Mountain Valley Bank N A</td>
<td>President Linger Farms, Inc.</td>
<td>2.07%</td>
<td>N/A</td>
<td>Linger Farms Inc. 50% Interest</td>
</tr>
<tr>
<td>Donald J. Judy Beverly, WV USA</td>
<td>Retired</td>
<td>Chairman of the Board</td>
<td>Vice Chairman of the Board Mountain Valley Bank N A</td>
<td>Retired</td>
<td>3.83%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Pat A. Nichols Davis, WV USA</td>
<td>Attorney at Law</td>
<td>Director</td>
<td>Director Mountain Valley Bank N A</td>
<td>Owner Nichols and Nichols</td>
<td>0.57%</td>
<td>N/A</td>
<td>Nichols and Nichols 100% Owner</td>
</tr>
<tr>
<td>George A. Smith Parsons, WV USA</td>
<td>Retired</td>
<td>Director</td>
<td>Director Mountain Valley Bank N A</td>
<td>Retired</td>
<td>0.38%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Name &amp; Address (City, State, Country)</td>
<td>Principal Occupation if Other Than With Bank Holding Company</td>
<td>Title &amp; Position With Bank Holding Company</td>
<td>Title &amp; Position With Subsidiaries (Name of Subsidiary)</td>
<td>Percentage of Voting Shares In Bank Holding Company</td>
<td>Percentage of Voting Shares in Subsidiaries (Name of other Business)</td>
<td>Names of Other Companies With A 25% or Greater Voting Interest</td>
<td></td>
</tr>
<tr>
<td>--------------------------------------</td>
<td>-------------------------------------------------------------</td>
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<td>--------------------------------------------------------</td>
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<td>-------------------------------------------------------------</td>
<td>-------------------------------------------------------------</td>
<td></td>
</tr>
<tr>
<td>James F. Wilson Elkins, WV USA</td>
<td>Dir., Pres. &amp; General Man. of Frank E. Wilson Lumber Company</td>
<td>Director</td>
<td>N/A</td>
<td>1.43%</td>
<td>N/A</td>
<td>-Frank E. Wilson Lumber Co., 84% interest</td>
<td></td>
</tr>
<tr>
<td></td>
<td>-Partner of James F. Wilson Agency</td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
<td>James F. Wilson Agency 66.67% interest</td>
<td></td>
</tr>
<tr>
<td></td>
<td>-Owner of James F. Wilson Wood Waste</td>
<td></td>
<td></td>
<td></td>
<td>James F. Wilson Wood Waste 100% interest</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>-Ruthbell Lumber Co.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>-Frank E. Wilson Residuary Truste</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>-Esther B. Wilson Trust</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>T. Richard Harvey</td>
<td>Chairman of the Board, President &amp; CEO of Mountain Valley Bank N A</td>
<td>President &amp; CEO</td>
<td>Chairman of the Board, President and Chief Executive Officer of Mountain Valley Bank N A</td>
<td>0.70%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Elkins, WV USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>David J. Orr</td>
<td>Pres.-Orr-Wilson Insurance</td>
<td>Executive Vice President</td>
<td>Director</td>
<td>3.24%</td>
<td>N/A</td>
<td>Orr-Wilson Ins. Ag. 50% Owner</td>
<td></td>
</tr>
<tr>
<td>Parsons, WV USA</td>
<td></td>
<td></td>
<td>Mountain Valley Bank N A</td>
<td></td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>