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FR Y-6  
OMB Number 7100-0297  
Approval expires September 30, 2018  
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Board of Governors of the Federal Reserve System

FRB RICHMOND

COPY



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, John E Stringer, President/CEO

Name of the Holding Company Director and Official

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.

*John E Stringer Pres/CEO*  
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 1132391  
C.I. \_\_\_\_\_

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

December 31, 2015

Month / Day / Year

n/a

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

Reporter's Name, Street, and Mailing Address

Southwest Virginia Bankshares, Inc.

Legal Title of Holding Company

102 West Main St/P O Box 1067

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

Marion VA 24354  
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Chris Snodgrass VP/CFO

Name Title

276-783-3116

Area Code / Phone Number / Extension

276-782-9136

Area Code / FAX Number

chriss@bomva.com

E-mail Address

www.bankofmarionva.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:  
 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

DECEMBER 31, 2015

SOUTHWEST VIRGINIA BANKSHARES INC.  
MARION, VA  
INCORPORATED IN VIRGINIA  
ORGANIZATION CHART Y-6

SOUTHWEST VIRGINIA BANKSHARES, INC  
NO LEI  
MARION, VA  
INCORPORATED IN VIRGINIA

(100% Ownership)

THE BANK OF MARION  
NO LEI  
MARION, VA  
INCORPORATED IN VIRGINIA

**Results:** A list of branches for your depository institution: BANK OF MARION, THE (ID\_RSSD: 858528). This depository institution is held by SOUTHWEST VIRGINIA BANKSHARES, INC. (1132391) of MARION, VA. The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

**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.

Branch ID	Branch Name	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)	858528	BANK OF MARION, THE	102 WEST MAIN STREET	MARION	VA	24354	SMYTH	UNITED STATES	6107	0	BANK OF MARION, THE	858528	
OK		Full Service	3373200	TRI-CITY COMMUNITY BANK-BRANCH OF THE BANK OF MARION	2867 BOONES CREEK ROAD	JOHNSON CITY	TN	37615	WASHINGTON	UNITED STATES	453297	13	BANK OF MARION, THE	858528	
OK		Full Service	3818877	BANK OF ABINGDON, THE-BRANCH OF THE BANK OF MARION	201 VALLEY STREET NE	ABINGDON	VA	24210	WASHINGTON	UNITED STATES	493354	14	BANK OF MARION, THE	858528	
OK		Full Service	3819043	BRISTOL BRANCH	2975 LEE HIGHWAY (HWY 11)	BRISTOL	VA	24202	BRISTOL CITY	UNITED STATES	493355	15	BANK OF MARION, THE	858528	
OK		Full Service	1364839	BANK OF CHILHOWIE, THE-BRANCH OF THE BANK OF MARION	1155 EAST LEE HIGHWAY	CHILHOWIE	VA	24319	SMYTH	UNITED STATES	220291	3	BANK OF MARION, THE	858528	
OK		Full Service	3260579	BANK OF DAMASCUS, THE-BRANCH OF THE BANK OF MARION	744 NORTH BEAVER DAM AVENUE SUITE A	DAMASCUS	VA	24236	WASHINGTON	UNITED STATES	430178	12	BANK OF MARION, THE	858528	
OK		Full Service	982227	SCOTT COUNTY GATE CITY, THE-BRANCH OF THE BANK OF MARION	181 EAST JACKSON ST	GATE CITY	VA	24251	SCOTT	UNITED STATES	249253	9	BANK OF MARION, THE	858528	
OK		Full Service	1848188	BANK OF GLADE SPRING, THE-BRANCH OF THE BANK OF MARION	656 SOUTH MONTE VISTA DRIVE	GLADE SPRING	VA	24340	WASHINGTON	UNITED STATES	220292	4	BANK OF MARION, THE	858528	
OK		Full Service	605722	BANK OF HONAKER, THE-BRANCH OF THE BANK OF MARION	36 LIBRARY DRIVE	HONAKER	VA	24260	RUSSELL	UNITED STATES	225096	7	BANK OF MARION, THE	858528	
OK		Full Service	884929	ROYAL OAK BRANCH-BRANCH OF THE BANK OF MARION	1600 N. MAIN STREET	MARION	VA	24354	SMYTH	UNITED STATES	220289	1	BANK OF MARION, THE	858528	
OK		Full Service	759223	WASHINGTON AVENUE BRANCH-BRANCH OF THE BANK OF MARION	1026 SOUTH MAIN STREET	MARION	VA	24354	SMYTH	UNITED STATES	220290	2	BANK OF MARION, THE	858528	
OK		Full Service	2935487	FORT CHISWELL BRANCH-BRANCH OF THE BANK OF MARION	787 FORT CHISWELL ROAD, SUITE 7	MAX MEADOWS	VA	24360	WYTHE	UNITED STATES	362143	10	BANK OF MARION, THE	858528	
OK		Full Service	2373221	BANK OF RURAL RETREAT, THE-BRANCH OF THE BANK OF MARION	512 NORTH MAIN STREET	RURAL RETREAT	VA	24368	WYTHE	UNITED STATES	220293	5	BANK OF MARION, THE	858528	
OK		Full Service	2760474	BANK OF SALTVILLE, THE-BRANCH OF THE BANK OF MARION	101 BANK ST	SALTVILLE	VA	24370	SMYTH	UNITED STATES	220294	6	BANK OF MARION, THE	858528	
OK		Full Service	603924	BANK OF SCOTT COUNTY, THE - WEBER CITY-BRANCH OF THE BANK OF MARION	2768 US HIGHWAY 23 NORTH	WEBER CITY	VA	24290	SCOTT	UNITED STATES	13493	8	BANK OF MARION, THE	858528	

Shareholders of record as of December 31, 2015 and DURING the year that directly or indirectly own, control or hold with power to vote five percent or more of any class of voting securities of Southwest Virginia Bankshares, Inc

SHAREHILDER	ADDRESS	#OF SHARES OWNED	PERCENTAGE
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NONE

Southwest Virginia Bankshares, Inc.							(4)c		
Directors and Officers							(4)c		
December 31, 2015							List names of		
FR Y 6									
Report Item # 4							(includes		
							partnerships)		
							if 25% or more of		
							voting securities are		
							held (List names		
(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)		
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Co.	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	Percentage of Voting Securities held	Shares	
John E. Stringer Marion, VA USA	N/A	Director & President/CEO	Director & President/CEO The Bank of Marion	N/A	0.535 0.1082	*Owned jointly with Cynthia H. Stringer (wife) *Primevest Financial Services FBO John E. Stringer	N/A N/A	5,160 1,042	
Estelle C Johnson Bluefield VA USA E C Johnson Revocable Declaration of Trust	Retired Educator	Director	Director The Bank of Marion	N/A	0.0207 0.3244		NA NA	200 3,124	
Don Taylor Marion, VA USA	Retired Businessman	Director	Director The Bank of Marion	Board of Director - H.S. Williams Co., Inc Partner - Cregger & Taylor	0.0259 0.5607	*Owned by Don and Barbara Taylor	N/A H.S. Williams Co., Inc. - 33.33% Cregger & Taylor - 50%	250 5,400	
Everette Umbarger Marion, VA USA	Dairy Farmer	Director	Director The Bank of Marion	President - Laurel Spring Dairy Inc. Vice-president/Sec- Laurel Springs Cattle Co., Inc.	0.1757		N/A Laurel Springs Dairy - 47%	1,692	
Thomas E. Copenhaver Marion, VA USA	Radio Broadcasting Tower Ownership	Secretary	Director The Bank of Marion	President - Laura Copenhaver Industries Owner - TECO Broadcasting Owner - TEC2 Broadcasting	0.3769		N/A Laura Copenhaver Industries - 100% T.E.C.O. Broadcasting - 100% T.E.C.2 Broadcasting - 100%	3,630	
Cameron L. Wolfe, Jr. Marion, VA USA	Architect	Director	Director The Bank of Marion	Owner- Cameron L Wolfe Jr Architect	0.0855 1.5224 0.1828 0.662	*Cameron L. Wolfe & Nancy D. Wolfe *Owned by Cameron L. Wolfe, Jr. or Caitlin Taylor Wolfe (grandchild) or Cameron Tyler Wolfe *Cameron L. Wolfe & Cameron Jay Wolfe (son)	N/A None	824 14,660 1,761 638	
Perry D. Mowbray, Jr. Marion, VA USA	Retired Orthodontist	Director	Director The Bank of Marion	P D Mowbray Jr DDS LTD-President Littrell Mowbray Bldg	0.1604 3.3264	*Owned by Perry D. Mowbray, Jr. DDS, LTD Employees Profit Sharing Plan	N/A P D Mowbray Jr DDS LTD - 100.00 Littrell & Mowbray - 50%	1,545 32,032	
Charles C. Clark, Jr. Saltville, VA USA	Farmer	Director	Director The Bank of Marion	Owner - C.C. Clark, Jr. Farms	0.8872 0.0802	*Owned by Charles Champ Clark III (son) & Jane P Clark (wife) Custodian	N/A C.C. Clark, Jr. Farms - 100%	8,544 791	
David F. Bear, Jr. Rural Retreat, VA USA	Retired Businessman	Director	Director The Bank of Marion	Retired	0.2611		N/A None	2,515	
Bob Shults Marion, VA USA	C.P.A.	Director	Director The Bank of Marion	President - Shults, Kiser & Associates, P.C.	0.1609		N/A Shults, Kiser & Associates, P.C. - 70%	1,550	
Joseph S Tate Marion VA USA	Retired Judge	Director	Director The Bank of Marion	Retired	0.1258 0.0269	Joseph S Tate/Jerilyn B Tate Cetera Inv Services FBO	NA N/A	1,212 260	
Kyra Bishop Chilhowie VA USA	C.P.A.	Director	Director The Bank of Marion	Bishop Rentals, LLC Berry Enterprises Inc Oakstone Properties Inc	0.0124		NA NA NA	Bishops Rentals LLC -50% Berry Enterprises Inc-99% Oakstone Properties-28%	120