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.

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 officer of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior officer and is also a director, the chairman of the board must sign the report.

I, Linda K. Ashley
Name of the Holding Company Director and Official

CEC and President of the Board of Directors
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 any information that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
Month / Day / Year

N/A
Reportor's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reportor's Name, Street, and Mailing Address
The Poca Valley Bankshares, Inc.

P.O. Box 56
(Mailing Address of the Holding Company) Street / P.O. Box
Walton WV 25286
City State Zip Code

7033 Charleston Road
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Robert N. Rowsey
Name SVP/CFO

E-mail Address
browsey@pocavalleybank.com

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

Date of Signature
03/31/2016

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

RSSID ID 2152734
C.I.

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 (1110-0997), Washington, DC 20503.
2a. Organizational Chart, Branch List and supplemental information:

THE POCA VALLEY BANKSHARES, INC. No LEI
7033 Charleston Road
Walton, WV 25286
Incorporated in West Virginia

100% 100% 100%

The Poca Valley Bank, Inc. Poca Valley Financial Hays & Company, Inc.
No LEI No LEI No LEI
7033 Charleston Road 7033 Charleston Road 1 Black Walnut Avenue
Walton, WV 25286 Walton, WV 25286 Spencer, WV 25276
Incorporated in WV Incorporated in WV Incorporated in WV

2a(1). No Top-Tier bank holding companies.
2a(2). No Foreign banking organizations as defined by Reg. K.
2a(3). No bank holding companies, U.S. banks or foreign banking organization controlled.
2a(4). No nonbanking companies controlled.
2a(5). No large banking and insurance company investments.
2a(6). No entity required to file regulatory reports to the Federal Reserve System.
2a(7). No other company which is both a subsidiary of the Reporter and parent of a reportable company.

2b. See the Branch Report attached.
Results: A list of branches for your depository institution: POCA VALLEY BANK, INC., THE (ID_RSSD: 851239).
The depository institution is held by POCA VALLEY BANKSHARES, INC., THE (2152734) of WALTON, WV.
The date are as of 12/31/2015. Data reflects information that was received and processed through 03/xx/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.

<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>FIDC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
</table>
| OK          | Full Service   | 851239              | POCA VALLEY BANK, INC., THE | 7033 CHARLESTON ROAD | WALTON | IW | 25206 | ROANOKE | UNITED STATE | 76010 | POCA VALLEY BANK, INC., THE | 651239
| OK          | Full Service   | 115286               | 115286          | CLEVELAND BRANCH | 845 SPENCER ROAD | CLEVELAND | NW | 254045 | KANAWHA | UNITED STATE | 226070 | POCA VALLEY BANK, INC., THE | 651239
| OK          | Full Service   | 244875               | EKVIEW BRANCH | 847 ELK RIVER ROAD NORTH | ELKVIEW | NW | 252071 | KANAWHA | UNITED STATE | 226011 | POCA VALLEY BANK, INC., THE | 651239
| OK          | Full Service   | 264677               | 264677         | POCA BRANCH | 147 MAIN ST | POCA | WW | 261081 | PUTNAM | UNITED STATE | 561799 | POCA VALLEY BANK, INC., THE | 651239
| OK          | Full Service   | 264337               | ESSEX COUNTY BRANCH | 847 ESSONVILLE DR | ESSONVILLE | NW | 25309 | KANAWHA | UNITED STATE | 226070 | POCA VALLEY BANK, INC., THE | 651239
| OK          | Full Service   | 267872               | SPENCER BRANCH | 1 BLACK HUSKY AVENUE | SPENCER | NW | 25375 | ROAD | UNITED STATE | 441697 | POCA VALLEY BANK, INC., THE | 651239
| OK          | Full Service   | 369640               | WINFIELD BRANCH | 3000 WINFIELD RD | WINFIELD | WW | 26215 | PUTNAM | UNITED STATE | 361115 | POCA VALLEY BANK, INC., THE | 851239

*FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Report Item 3: Shareholders

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
<td>Name &amp; Address</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>Adelee Conley Walton, WV</td>
<td>USA</td>
<td>33,925 / 15.3055% common</td>
<td>None</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Anna Marlene Jones Walton, WV</td>
<td>USA</td>
<td>20,139 / 9.0857% common</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John Joseph Kemmner Family Trust Lost Creek, WV</td>
<td>USA</td>
<td>12,875 / 5.8086% common</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Poca Valley Bank KSOP Walton, WV</td>
<td>USA</td>
<td>12,743 / 5.7491% common</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Form FR Y-6
December 31, 2015

Report Item 4: Principal Shareholders, Directors and Officers

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(b) Title &amp; Position with Other Businesses (include names of Other Businesses)</th>
<th>(3)(c) None</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adelee Conley</td>
<td>Retired</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>15.3055%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Walton, WV</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Harry D. Kemmner</td>
<td>CFO</td>
<td>Director, Chair Audit Committee</td>
<td>Director (The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays &amp; Company, Inc., Chair Audit Comm.)</td>
<td>None</td>
<td>6.8092%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Lost Creek, WV</td>
<td>Mountain State Medical Specialties</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phillip B. Robertson</td>
<td>Retired</td>
<td>Director</td>
<td>Director (The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays &amp; Company, Inc.)</td>
<td>None</td>
<td>1.0276%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Clendenin, WV</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mitchell Smith</td>
<td>Insurance</td>
<td>Director &amp; Secretary</td>
<td>Director (The Poca Valley Bank, Inc.; Hays &amp; Company, Inc.)</td>
<td>Owner/President</td>
<td>0.3103%</td>
<td>None</td>
<td>Smith Insurance Agency, L.L.C. 90%</td>
</tr>
<tr>
<td>Elkview, WV</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Cont.
<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Company</th>
<th>% Ownership</th>
<th>Company</th>
<th>% Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Linda K. Ashley Walton</td>
<td>CEO, Director, Pres Board,</td>
<td>N/A</td>
<td>0.2920%</td>
<td>None</td>
<td>16.67%</td>
</tr>
<tr>
<td></td>
<td>Expert</td>
<td>(Hays &amp; Company, Inc.)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Manager</td>
<td>(The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays &amp; Company, Inc.)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Terrence Rusin</td>
<td>Director</td>
<td>Correctional Sys. Medical Services</td>
<td>0.9808%</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Charleston, WV</td>
<td></td>
<td>(The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays &amp; Company, Inc.)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>James Shafer</td>
<td>Director</td>
<td>Heavy Equip., Auto Sales</td>
<td>0.2561%</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Clendenin, WV</td>
<td></td>
<td>(The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays &amp; Company, Inc.)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>L.D. Epling, II</td>
<td>Director</td>
<td>Trucking Hardware/Feed Store Asphalt</td>
<td>1.1558%</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Spencer, WV</td>
<td></td>
<td>(The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays &amp; Company, Inc.)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Lighthouse Ministries**

VP 16.67%
<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Role</th>
<th>Company</th>
<th>Ownership</th>
<th>Position</th>
</tr>
</thead>
<tbody>
<tr>
<td>William C. Howard</td>
<td>Health/Dental/Vision</td>
<td>Director</td>
<td>(The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays &amp; Company, Inc.)</td>
<td>0.2255%</td>
<td>None</td>
</tr>
<tr>
<td>John Jarrett</td>
<td>Commercial Construction</td>
<td>Director</td>
<td>(The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays &amp; Company, Inc.)</td>
<td>0.1710%</td>
<td>None</td>
</tr>
<tr>
<td>J.E. White, Jr.</td>
<td>Attorney</td>
<td>Director</td>
<td>(The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hays &amp; Company, Inc.)</td>
<td>0.2277%</td>
<td>None</td>
</tr>
</tbody>
</table>

Benefit Assistance Corp. 50%
Jarrett Cons Ser Inc Pres 100%
JP Develop LLC Mem 50%
CCJ Prop LLC Mem 100%

Salaried