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FR Y-6  
OMB Number 7100-0297  
Approval expires September 30, 2018  
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MAR 30 2017

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

December 31, 2016

Month / Day / Year

n/a

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

Reporter's Name, Street, and Mailing Address

John E Stringer, President/CEO

Name of the Holding Company Director and Official

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

Title of the Holding Company Director and Official

I 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)

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

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

3/22/17

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.

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report
2. a letter justifying this request has been provided separately

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

DECEMBER 31, 2016

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

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

SHAREHOLDER	ADDRESS	#OF SHARES OWNED	PERCENTAGE
NONE			

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 12/31/2016. 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.

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 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	7 CLEAR CREEK RD	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	2372221	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	

Southwest Virginia Bankshares, Inc.									
Directors and Officers									
December 31, 2016									
FR Y 6									
Report Item # 4									
(3)c									
(4)(b)									
(3)(b)									
(4)(a)									
(1)	(2)	(3)(a)	(3)(b)	(3)(b)	(4)(a)	(4)(b)	(4)(b)	(4)(b)	(4)(b)
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)	Businesses (Include names of other businesses)	Percentage of Voting Shares In Bank Holding Company	Notes	Percentage of Voting Shares In Subsidiaries (include names of subsidiaries)	held (List names of companies and percentage of voting securities held)	Shares
John E. Stringer Marion, VA USA	N/A	Director & President/CEO	Director & President/CEO	N/A	0.5623 0.1106	*Owned jointly with Cynthia H. Stringer (wife) *Primevest Financial Services FBO John E. Stringer	N/A	N/A	5,296 1,042
Estelle C Johnson Bluefield VA USA	Retired Educator	Director	Director	N/A	0.0212		NA	NA	200
E C Johnson Revocable Declaration of Trust					0.3316				3,124
Don Taylor Marion, VA USA	Retired Businessman	Director	Director	Board of Director - H.S. Williams Co., Inc The Bank of Marion Partner - Cregger & Taylor	0.0285 0.5892	*Owned by Don and Barbara Taylor	N/A	H.S. Williams Co., Inc. - 50% Cregger & Taylor - 50%	250 5,550
Everette Umbarger Marion, VA USA	Dairy Farmer	Director	Director		0.1849		N/A		1,742
Thomas E. Copenhaver Marion, VA USA	Radio Broadcasting Tower Ownership	Secretary	Director	President - Laura Copenhaver Industries The Bank of Marion Owner - TECO Structures	0.3854		N/A	Laura Copenhaver Industries - 100% T.E.C.O. Broadcasting - 100%	3,630
Cameron L. Wolfe, Jr. Marion, VA USA	Architect	Director	Director	Owner- Cameron L Wolfe Jr Architect The Bank of Marion	0.0874 1.5565 0.1975		N/A	None	824 14,660 1,861
Perry D. Mowbray, Jr. Marion, VA USA	Retired Orthodontist	Director	Director	P D Mowbray Jr DDS LTD-President The Bank of Marion Littrell Mowbray Bldg	0.164 3323	*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%	154 30,732
Charles C. Clark, Jr. Saltville, VA USA	Farmer	Director	Director	Owner - C.C. Clark, Jr. Farms The Bank of Marion	0.939 0.0946		N/A	C.C. Clark, Jr. Farms - 100%	8,844 891
Bob Shults Marion, VA USA	C.P.A.	Director	Director	President - Shults, Kiser & Associates, P.C. The Bank of Marion	0.2123		N/A	Shults, Kiser & Associates, P.C. + 60%	2,000
Joseph S Tate Marion VA USA	Retired Judge	Director	Director	Retired The Bank of Marion	0.1286 0.0268	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	Bishop Rentals, LLC The Bank of Marion Berry Enterprises Inc Oakstone Properties Inc	0.0127		NA NA NA	Bishops Rentals LLC -50% Berry Enterprises Inc--99% Oakstone Properties--28%	120