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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2016

Month / Day / Year
N/A

Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters Name, Street, and Mailing Address

The Poca Valley Bankshares, Inc.

Legal Title of Holding Company

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 SVP/CFO

Name Title

304-577-9418 (direct)

Area Code / Phone Number / Extension

304-577-6324

Area Code / FAX Number

browsey@pocavalleybank.com

E-mail Address

pbv@pocavalleybank.com

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

Is confidential treatment requested for any portion of this report submission? □=No □=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."
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>N/A</th>
<th>N/A</th>
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<tbody>
<tr>
<td>Legal Title of Subsidiary Holding Company</td>
<td>Legal Title of Subsidiary Holding Company</td>
</tr>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City</td>
<td>State</td>
</tr>
<tr>
<td></td>
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<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
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</tr>
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</tr>
</tbody>
</table>
2a. Organizational Chart, Branch List and supplemental information:

THE POCA VALLEY BANKSHARES, INC. RSSD 2152734
7033 Charleston Road
Walton, WV 25286
Incorporated in West Virginia

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.
2b.

Results: A list of branches for your depository institution: POCA VALLEY BANK, INC., THE (ID_RSSD: 651235).
This depository institution is held by POCA VALLEY BANKSHARES, INC., THE (ID-RSSD: 851239).

The data are as of 12/31/2015. Data reflects information that was received and processed through 02/26/2017.

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 data 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, review the data, enter 'Change' in the Data Action column and the data 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.

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 UNINC, 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</th>
<th>State</th>
<th>City</th>
<th>Zip Code</th>
<th>State Code</th>
<th>County Code</th>
<th>FDIC UNINC</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
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<tbody>
<tr>
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<td></td>
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<td>851238</td>
<td>WV</td>
<td>WALTON</td>
<td>25630</td>
<td>272285</td>
<td>3838</td>
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<td>851239</td>
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<td></td>
<td>Full Service</td>
<td>367883</td>
<td>WV</td>
<td>SPENCER</td>
<td>25355</td>
<td>272285</td>
<td>3838</td>
<td>851239</td>
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<td></td>
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<td>SPENCER</td>
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<td>3838</td>
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FDIC UNINC, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.
Reporting items 3 & 4 (Excel file)
Form FR Y-6  
December 31, 2016

**Report Item 3: Shareholders**

<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address (City, State, Country)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name &amp; Address (City, State, Country)</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adelee Conley Walton, WV</td>
<td>USA</td>
<td>33,925 / 15.2809% common</td>
<td>John Joseph Kemmner Family Trust Lost Creek, WV</td>
<td>USA</td>
<td>12,875 / 5.8086% common</td>
</tr>
<tr>
<td>Anna Marlene Jones Walton, WV</td>
<td>USA</td>
<td>17,580 / 7.9185% common</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Poca Valley Bank KSOP Walton, WV</td>
<td>USA</td>
<td>14,705 / 6.6236% common</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Darlene Jo Kemmner Smith Charleston, WV</td>
<td>USA</td>
<td>12,945 / 5.8308% common</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Form FR Y-6
December 31, 2016

**Report Item 4: Principal Shareholders, Directors and Officers**

<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>(1)</th>
<th>(2)</th>
<th>(3)(a)</th>
<th>(3)(b)</th>
<th>(3)(c)</th>
<th>(4)(a)</th>
<th>(4)(b)</th>
<th>(4)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Name &amp; Address (City, State, Country)</td>
<td>Principal Occupation if other than with Bank Holding Company</td>
<td>Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>Title &amp; Position with Other Businesses (include names of Other Businesses)</td>
<td>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</td>
<td>Percentage of Voting Shares in Bank Holding company</td>
<td>List names of other companies (includes partnerships) if 25% or more of voting securities are held</td>
<td></td>
</tr>
<tr>
<td>Adelee Conley</td>
<td>Walton, WV</td>
<td>Retired</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>15.2809%</td>
<td>None</td>
</tr>
<tr>
<td>Harry D. Kemmner</td>
<td>Lost Creek, WV</td>
<td>CFO</td>
<td>Mountain State Medical Specialties</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>1.4950%</td>
<td>None</td>
</tr>
<tr>
<td>Phillip B. Robertson</td>
<td>Clendenin, WV</td>
<td>Retired</td>
<td>Director</td>
<td>Director (The Poca Valley Bank, Inc.; Poca Valley Financial, Inc.; Hay &amp; Company, Inc.)</td>
<td>None</td>
<td>1.0261%</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Mitchell Smith</td>
<td>Elkview, WV</td>
<td>Insurance</td>
<td>Director &amp; Secretary</td>
<td>Director (The Poca Valley Bank, Inc.; Hays &amp; Company, Inc.)</td>
<td>Owner/President (Smith Insurance Agency, L.L.C.)</td>
<td>0.3099%</td>
<td>None</td>
<td>Smith Insurance Agency, L.L.C. 100%</td>
</tr>
</tbody>
</table>

(Continued...)
Linda K. Ashley  
Walton, WV  
N/A  
CEO, Director,  
Pres Board, Financial  
Expert  
Manager  
(Hays & Company, Inc.)  
Director  
(The Poca Valley Bank, Inc.; Poca  
Valley Financial, Inc.; Hays & Com-  
pany, Inc.)  
None  
0.0292%  
None  
None  

Terrence Rusin  
Charleston, WV  
Correctional Sys.  
Medical Services  
Insurance  
Real Estate  
Director  
(The Poca Valley Bank, Inc.; Poca  
Valley Financial, Inc.; Hays & Com-  
pany, Inc.)  
President/CEO  
PSIMED, Inc.; PSIMED Cor-  
rections, LLC; Oasis, LLC;  
RE Enterprises; Rusin Insur-  
ance Agency; Links LLC;  
Comprehensive MH Care  
LLC; Custom Bus Sys LLC;  
Oakland Properties  
0.9792%  
None  
PSIMED 100%  
PSIMED Corrections 100%  
Oasis 100%  
RE Enterprises 100%  
Insurance Agency 100%  
Links, LLC 100%  
Comprehensive 100%  
Custom 100%  
Oakland 33%  

James Shafer  
Clendenin, WV  
Heavy Equip.; Auto  
Trailer, RV Sales;  
Oil/Gas Line Inspect  
Director  
(The Poca Valley Bank, Inc.; Poca  
Valley Financial, Inc.; Hays & Com-  
pany, Inc.)  
President/Owner  
Shafer Equipment  
Shafer Pre-Owned Vehicles  
PRO Tech  
0.2558%  
None  
Shafer Equipment 100%  
Shafer Pre-Own Veh 100%  
Pro Tech 33%  

L.D. Epling, II  
Spencer, WV  
Trucking  
Hardware/Feed Store  
Asphalt  
Director  
(The Poca Valley Bank, Inc.; Poca  
Valley Financial, Inc.; Hays & Com-  
pany, Inc.)  
President  
Epling Trucking  
Farmers Friend  
1.5243%  
None  
Epling Trucking 100%  
Farmers Friend 100%  
A&E Asphalt 50%  

(Continued...)
<table>
<thead>
<tr>
<th>Name</th>
<th>Industry/Role</th>
<th>Position</th>
<th>Owner/President</th>
<th>% of Ownership</th>
<th>Role</th>
</tr>
</thead>
<tbody>
<tr>
<td>William C. Howard</td>
<td>Health/Dental/Visor Benefits Director</td>
<td></td>
<td>Owner/President</td>
<td>0.2252%</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Benefit Assistance Corp.</td>
<td></td>
<td>Benefit Assistance Corp. 50%</td>
</tr>
<tr>
<td>John Jarrett</td>
<td>Comm. Constr.; Real Est. Director</td>
<td></td>
<td>Owner/President</td>
<td>0.0171%</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>John Jarrett Construction</td>
<td></td>
<td>Jarrett Constr Inc Pres 100%</td>
</tr>
<tr>
<td>J.E. White, Jr.</td>
<td>Attorney Director</td>
<td></td>
<td>Partner</td>
<td>0.2275%</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Anspach Meeks Ellenberger Salaried</td>
<td></td>
<td>CCJ Prop LLC Mem 100%</td>
</tr>
</tbody>
</table>