

Board of Governors of the Federal Reserve System

APR 12 2018



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK OF RICHMOND

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, 2018

Month / Day / Year

None.

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

Reporter's Name, Street, and Mailing Address

The Poca Valley Bankshares, Inc.

I, Linda K. Ashley

Name of the Holding Company Director and Official

President & CEO

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.

Legal Title of Holding Company

P.O. Box 56

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

Walton WV 25071
City State Zip Code

7033 Charleston Road, Walton, WV 25286

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Michelle Shamblin VP/CFO
Name Title

304-577-9405

Area Code / Phone Number / Extension

304-577-6324

Area Code / FAX Number

mshamblin@pocavalleybank.com

E-mail Address

www.pocavalleybank.com

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

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 252734
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."

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.

Not applicable.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Not applicable.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Not applicable.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Not applicable.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Not applicable.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Not applicable.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Not applicable.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Not applicable.

Legal Title of Subsidiary Holding Company

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

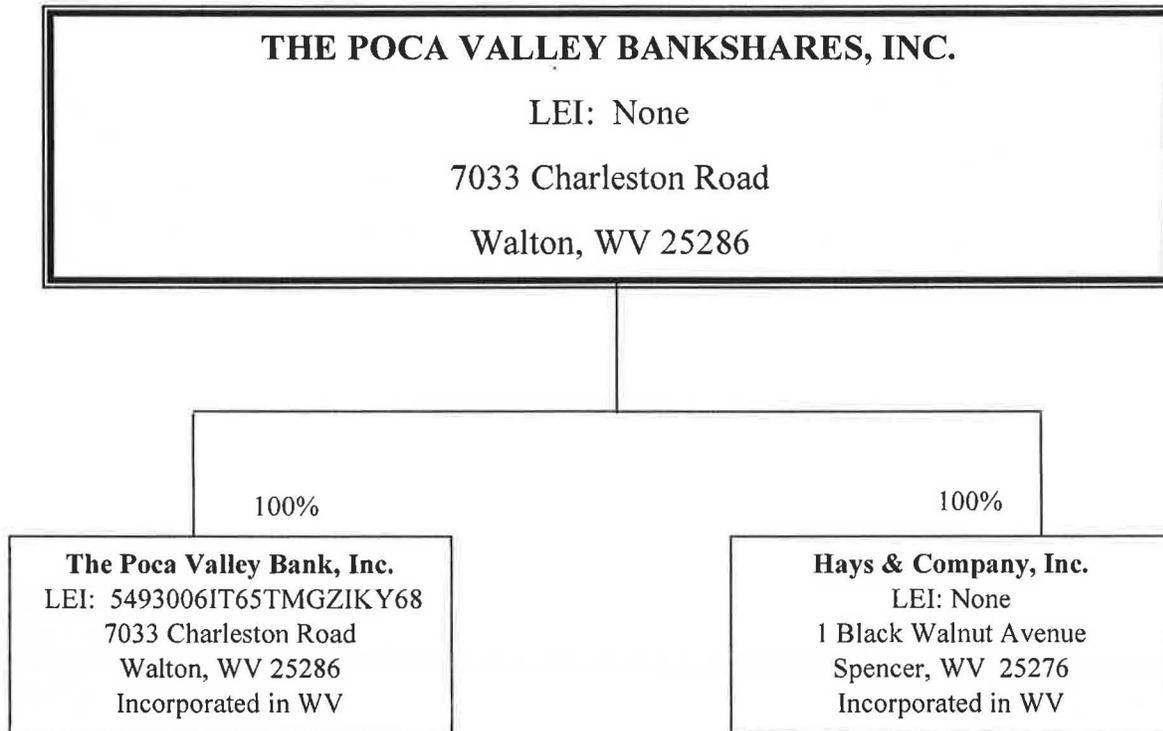
City State Zip Code

Physical Location (if different from mailing address)

Report Item 1. – Annual Report

The Poca Valley Bankshares, Inc. prepares an annual report for its shareholders and is not registered with the SEC. As specified by the appropriate Reserve Bank, a copy of the annual report is enclosed.

Report Item 2a. – Organizational Chart



- 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.

Report Item 2b. – Domestic Branch Listing

See attached.

Report Item 2b. -- Domestic Branch Listing

Results: A list of branches for your depository institution: POCA VALLEY BANK, INC., THE (ID_RSSD: 851239). This depository institution is held by POCA VALLEY BANKSHARES, INC., THE (2152734) of WALTON, WV. The data are as of 12/31/2018. Data reflects information that was received and processed through 03/31/2019.

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)	851239	POCA VALLEY BANK, INC., THE	7033 CHARLESTON ROAD	WALTON	WV	25286	ROANE	UNITED STATES	7628	0	POCA VALLEY BANK, INC., THE	851239	
OK		Full Service	1192461	CLENDENIN BRANCH	545 SPENCER ROAD	CLENDENIN	WV	25045	KANAWHA	STATES	226010	1	POCA VALLEY BANK, INC., THE	851239	
OK		Full Service	2448754	EKVIEW BRANCH	5087 ELK RIVER ROAD NORTH	ELKVIEW	WV	25071	KANAWHA	UNITED STATES	226011	2	POCA VALLEY BANK, INC., THE	851239	
OK		Full Service	3296411	POCA BRANCH	142 MAIN ST	POCA	WV	25159	PUTNAM	UNITED STATES	358766	4	POCA VALLEY BANK, INC., THE	851239	
OK		Full Service	2643371	SISSONVILLE BRANCH	6420 SISSONVILLE DR	SISSONVILLE	WV	25320	KANAWHA	UNITED STATES	226012	3	POCA VALLEY BANK, INC., THE	851239	
OK		Full Service	3676835	SPENCER BRANCH	1 BLACK WALNUT AVENUE	SPENCER	WV	25276	ROANE	UNITED STATES	441697	6	POCA VALLEY BANK, INC., THE	851239	
OK		Full Service	3296420	WINFIELD BRANCH	3500 WINFIELD RD	WINFIELD	WV	25213	PUTNAM	UNITED STATES	362115	5	POCA VALLEY BANK, INC., THE	851239	

Report Item 3. – Securities Holders

See attached.

Form FR Y-6
The Poca Valley Banksares, Inc.
Fiscal Year Ending December 31, 2018

Report Item 3: Shareholders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2018.			Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-18.		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Adelee Conley Walton, WV	USA	33,925 / 15% Common Stock	None.		
Anna Marlene Jones Walton, WV	USA	20,139 / 9% Common Stock			
Poca Valley Bank KSOP Walton, WV	USA	17,275 / 8% Common Stock			
Darlene Jo Kemmner Smith Charleston, WV	USA	12,945 / 6% Common Stock			
Harry D. Kemmner Lost Creek, WV	USA	13,483 / 6% Common Stock			

Report Item 4. – Insiders

See attached.

Report Item 4. – Insiders

See attached.

Form FR Y-6
The Poca Valley Banksares, Inc.
Fiscal Year Ending December 31, 2018

Report Item 4: Insiders

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of Other Businesses)	(4)(a) Percentage of Voting Shares in Bank Holding company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
Adelee Conley Walton, WV, USA	Retired	None	None	None	15% **	None	None
Harry D. Kemmer Lost Creek, WV, USA	CPA	Director	Director (The Poca Valley Bank, Inc. and Hays & Company, Inc.)	CFO Mountain State Medical Specialties	6%	None	None
Phillip B. Robertson Clendenin, WV, USA	Retired	Director	Director (The Poca Valley Bank, Inc. and Hays & Company, Inc.)	None	1%	None	None
Mitchell Smith Elkview, WV, USA	Insurance	Director	Director (The Poca Valley Bank, Inc. and Hays & Company, Inc.) Registered Representative (The Poca Valley Bank, Inc.)	Owner/President Smith Insurance Agency LLC	0%	None	Smith Insurance Agency LLC (100%)
Linda K. Ashley Walton, WV, USA	Not applicable	Director President & CEO	Director (The Poca Valley Bank, Inc. and Hays & Company, Inc.)	None	0%	None	None
Terrence Rusin Charleston, WV, USA	Correctional Systems Medical Services Insurance Real Estate	Director	Director (The Poca Valley Bank, Inc. and Hays & Company, Inc.)	President/CEO PSIMED, Inc.; PSIMED Corrections, LLC; Oasis, LLC; RE Enterprises, LLC; Terrance E. Russin Ins Agency Links, LLC; Comprehensive MH Care; Custom Business Systems LLC; Oakland Properties, LLC	1%	None	PSIMED, Inc. (100%) PSIMED Corrections, LLC (100%) Oasis, LLC (100%) RE Enterprises, LLC (100%) Terrance E. Russin Ins Agency (100%) Links, LLC (100%) Comprehensive MH Care (100%) Custom Business Systems LLC (100%) Oakland Properties, LLC (33%)

Form FR Y-6
The Poca Valley Banksares, Inc.
Fiscal Year Ending December 31, 2018

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of Other Businesses)	(4)(a) Percentage of Voting Shares in Bank Holding company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
James Shafer Clendenin, WV, USA	Heavy Equip Sales; Auto, Trailer, RV Sales; Pipeline Construction	Director	Director (The Poca Valley Bank, Inc. and Hays & Company, Inc.)	President/Owner Shafer Equipment Shafer Pre-Owned Vehicles Protech	0%	None	Shafer Equipment (100%) Shafer Pre-Ovni Vehicles (100%) Protech (33%)
L.D. Epling, II Spencer, WV, USA	Trucking Hardware/Feed Store Asphalt	Director	Director (The Poca Valley Bank, Inc. and Hays & Company, Inc.)	President Epling Trucking Farmers Friend Inc. A&E Asphalt Tiger Time LLC	2%	None	Epling Trucking (100%) Farmers Friend (100%) A&E Asphalt (50%) Tiger Time LLC (50%)
William C. Howard Scott Depot, WV, USA	Insurance	Director	Director (The Poca Valley Bank, Inc. and Hays & Company, Inc.)	Owner/President Benefit Assistance Corp.	0%	None	Benefit Assistance Corp. (50%)
John Jarrett Poca, WV, USA	Commercial Construction; Real Estate	Director	Director (The Poca Valley Bank, Inc. and Hays & Company, Inc.)	Owner/President Jarrett Construction Services JP Development LLC CCJ Properties LLC	0%	None	Jarrett Constructions Services (100%) JP Development LLC (50%) CCJ Properties LLC (100%)
J.E. White, Jr. Clendenin, WV, USA	Attorney	Director	Director (The Poca Valley Bank, Inc. and Hays & Company, Inc.)	Member Jackson Kelly	0%	None	None

** Note: Although not a Director or Officer, this person is considered a "principal securities holder", as defined in the FR Y-6 instructions, of the Holding Company.