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OMB Number 7100-0297
Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System

FEB 24 2014



Annual Report of Holding Companies ~~FR Y-6~~
FRB 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)); 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.

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

December 31, 2013

Month / Day / Year

I, **Eric P. Graap**

Reporter's Name, Street, and Mailing Address

Fauquier Bankshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Executive Vice President & CFO

10 Courthouse Sq/P.O. Box 561

Title of the Holding Company Director and Official

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

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.

Warrenton

VA

20186

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Jami Ladenburger

Assistant Controller

Name

Title

5403476719

Area Code / Phone Number / Extension

5403410440

Area Code / FAX Number

jami.ladenburger@fauquierbank.com

E-mail Address

www.fauquierbank.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
C.I.

1076600

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

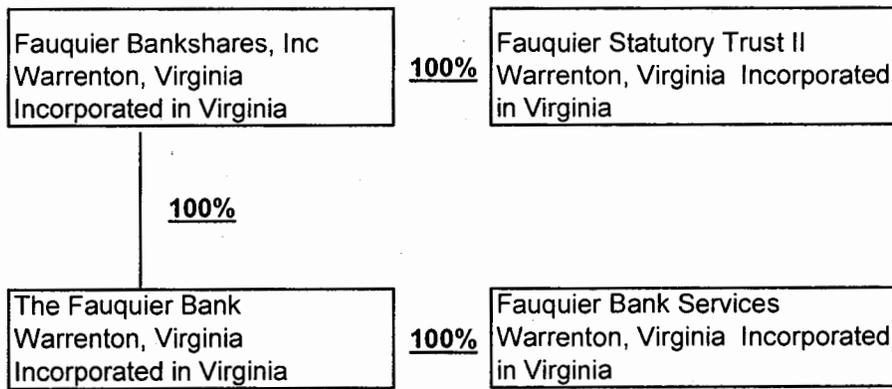
FORM FR Y - 6

Fauquier Bankshares, Inc.
Warrenton, Virginia
Fiscal Year Ending 12/31/13

Report Item

- 1.a. The BHC is registered with the SEC and prepares a 10K. (The report is included.)
- 1.b. The BHC prepares an annual report for its shareholders.

2.a. Organizational Chart



2.b. Domestic Branch Listing (Sent via email 2/10/2014)

- 3. Shareholders: Currently the shareholder with ownership, control, or holdings of 5% or more power to vote as of 12/31/13 is Royce & Associates, LLC. (Included in attachments)
- 4. Insiders (Included in attachments)

FORM FR Y-6
Fauquier Bankshares, Inc.
December 31, 2013

Report Item 4: Directors and Officers

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

(1) Names & 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 held (List names of companies and percentage of voting securities held)
John B. Adams, Jr. The Plains, VA	Businessman	Chairman of the Board	Chairman of the Board (The Fauquier Bank)	President, CEO, & Director- Bowman Companies	0.58%	None	33% Interest in N F Adams & Sons, LLC
Edna T. Brannan Manassas, VA	N/A	Senior Vice President & Corporate Secretary	Senior Vice President (The Fauquier Bank)	N/A	0.31%	None	N/A
Randy K. Ferrell Warrenton, VA	N/A	President & CEO	President & CEO (The Fauquier Bank)	N/A	1.65%	None	N/A
Randolph Frostick Warrenton, VA	Attorney	Director	Director (The Fauquier Bank)	Vice President /Shareholder Vanderpool, Frostick & Nishanian, PC	0.13%	None	Vanderpool, Frostick & Nishanian, PC 33% Class A Stock 25% Class B Stock
Eric P. Graap Warrenton, VA	N/A	Executive Vice President & CFO & Director	Exec. Vice President & CFO & Director (The Fauquier Bank)	N/A	0.68%	None	N/A
Jay B Keyser Warrenton, VA	Businessman	Director	Director (The Fauquier Bank)	CEO, W.A. Hazel Co	0.15%	None	Moonshot, LLC 50% Beatty Properties 33.3%
Douglas C. Larson Warrenton, VA	Professional Administrator	Director	Director (The Fauquier Bank)	Vice President - Piedmont Environmental Council	0.56%	None	N/A
Randolph T. Minter Warrenton, VA	Mortician	Director	Director (The Fauquier Bank)	President (Moser Funeral Home)	0.96%	None	Moser Funeral Home 100%

Results: A list of branches for your depository institution: FAUQUIER BANK, THE (ID_RSSD: 976226).
 This depository institution is held by FAUQUIER BANKSHARES, INC. (1076600) of WARRENTON, VA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	976226	FAUQUIER BANK, THE	10 COURT HOUSE SQUARE	WARRENTON	VA	20186	FAUQUIER	UNITED STATES	4652	0	FAUQUIER BANK, THE	976226	
OK		Full Service	3268502	BEALETON BRANCH	6207 STATION DRIVE	BEALETON	VA	22712	FAUQUIER	UNITED STATES	430098	7	FAUQUIER BANK, THE	976226	
OK		Full Service	3957187	BRISTOW BRANCH	10260 BRISTOW CENTER DRIVE	BRISTOW	VA	20136	PRINCE WILLIAM	UNITED STATES	510586	9	FAUQUIER BANK, THE	976226	
OK		Full Service	977821	CATLETT BRANCH	3543 CATLETT ROAD	CATLETT	VA	20119	FAUQUIER	UNITED STATES	212996	3	FAUQUIER BANK, THE	976226	
OK		Full Service	4030845	HAYMARKET BRANCH	15240 WASHINGTON STREET	HAYMARKET	VA	20169	PRINCE WILLIAM	UNITED STATES	510585	8	FAUQUIER BANK, THE	976226	
OK		Full Service	3046474	OLD TOWN MANASSAS BRANCH	9071 CENTER ST	MANASSAS	VA	20110	MANASSAS CITY	UNITED STATES	365318	6	FAUQUIER BANK, THE	976226	
OK		Full Service	2838887	SUDLEY BRANCH	8091 SUDLEY ROAD	MANASSAS	VA	20109	PRINCE WILLIAM	UNITED STATES	212998	5	FAUQUIER BANK, THE	976226	
OK		Full Service	549022	PLAINS BRANCH	6464 MAIN STREET	THE PLAINS	VA	20198	FAUQUIER	UNITED STATES	212994	1	FAUQUIER BANK, THE	976226	
OK		Full Service	925822	NEW BALTIMORE BRANCH	5119 LEE HIGHWAY	WARRENTON	VA	20187	FAUQUIER	UNITED STATES	212997	4	FAUQUIER BANK, THE	976226	
OK		Full Service	975724	VIEW TREE BRANCH	87 WEST LEE HIGHWAY	WARRENTON	VA	20186	FAUQUIER	UNITED STATES	212995	2	FAUQUIER BANK, THE	976226	