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FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2015  
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Board of Governors of the Federal Reserve System



Annual Report of Holding Companies Form 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)); 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, John G. Van Meter

Name of the Holding Company Director and Official

Chairman of the Board, 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.

Reporter's Name, Street, and Mailing Address

Highlands Bankshares, Inc.

Legal Title of Holding Company

3 North main Street/P.O. Box 929

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

Petersburg

WV

26847

City

State

Zip Code

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:

Tammy L. Kesner

Accounting Manager

Name

Title

304-257-4111

Area Code / Phone Number / Extension

304-257-4386

Area Code / FAX Number

tkesner@grantcountybank.com

E-mail Address

N/A

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

John G. Van Meter

Signature of Holding Company Director and Official

2/21/14

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

1131750

C.I.

Does the reporter request confidential treatment for any portion of this submission?

[ ] Yes Please identify the report items to which this request applies:

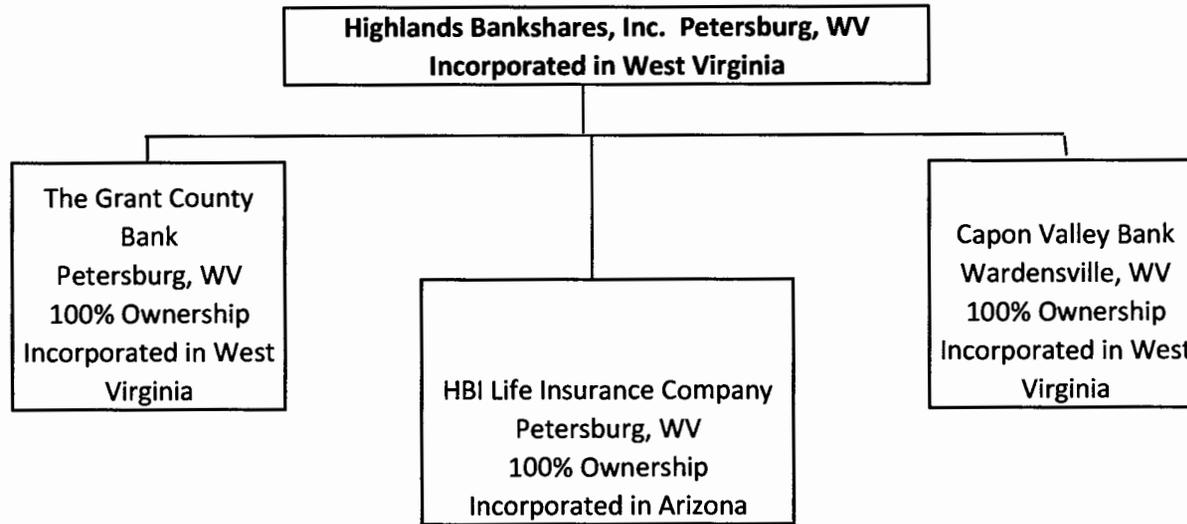
[ ] In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

[ ] The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

[x] No

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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Item 2a



Results: A list of branches for your holding company: HIGHLANDS BANKSHARES, INC. (1131750) of PETERSBURG, WV. 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)	18836	CAPON VALLEY BANK	2 W MAIN ST	WARDENSVILLE	WV	26851	HARDY	UNITED STATES	6391	0	CAPON VALLEY BANK	18836	
OK		Full Service	3036318	WESTERN FREDERICK BRANCH	6701 NORTHWESTERN PIKE	GORE	VA	22637	FREDERICK	UNITED STATES	360589	3	CAPON VALLEY BANK	18836	
OK		Full Service	4211617	STEPHENS CITY BRANCH	5511 SOUTH MAIN STREET	STEPHENS CITY	VA	22655	FREDERICK	UNITED STATES	521947	4	CAPON VALLEY BANK	18836	
OK		Full Service	2579621	BAKER BRANCH	17558 SR 55	BAKER	WV	26801	HARDY	UNITED STATES	221675	2	CAPON VALLEY BANK	18836	
OK		Full Service	791139	MOOREFIELD BRANCH	717 NORTH MAIN STREET	MOOREFIELD	WV	26836	HARDY	UNITED STATES	221674	1	CAPON VALLEY BANK	18836	
OK		Full Service (Head Office)	718538	GRANT COUNTY BANK, THE	3 N MAIN STREET BOX 929	PETERSBURG	WV	26847	GRANT	UNITED STATES	7629	0	GRANT COUNTY BANK, THE	718538	
OK		Full Service	476128	CANAAN VALLEY BRANCH	5502 APPALACHIAN HIGHWAY	DAVIS	WV	26260	TUCKER	UNITED STATES	212125	6	GRANT COUNTY BANK, THE	718538	
OK		Full Service	353322	DAVIS BRANCH	901 WILLIAM AVENUE	DAVIS	WV	26260	TUCKER	UNITED STATES	4538	5	GRANT COUNTY BANK, THE	718538	
OK		Full Service	499127	MAIN STREET HARMAN BRANCH	MAIN STREET	HARMAN	WV	26270	RANDOLPH	UNITED STATES	5766	4	GRANT COUNTY BANK, THE	718538	
Change	2/18/2014	Full Service	2529970	KEYSER BRANCH	1336 NEW CREEK HIGHWAY ROUTE 220 & JOEIE DRIVE	KEYSER	WV	26726	MINERAL	UNITED STATES	226014	2	GRANT COUNTY BANK, THE	718538	
OK		Full Service	2930464	MOOREFIELD BRANCH	500 SOUTH MAIN ST	MOOREFIELD	WV	26836	HARDY	UNITED STATES	226015	3	GRANT COUNTY BANK, THE	718538	
OK		Full Service	2448709	RIVERTON BRANCH	16198 MOUNTAINEER DRIVE	RIVERTON	WV	26814	PENDLETON	UNITED STATES	226013	1	GRANT COUNTY BANK, THE	718538	

**Form FR Y-6**  
**Highlands Bankshares, Inc.**  
**Fiscal Year Ending December 31, 2013**

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

**Item 3:1**

**Current Secutiries holders with ownership, control or holdings of 5% or more  
with power to vote as of fiscal year ending 12-31-2013**

**None**

**Item 3:2**

**Secutiries holders with ownership, control or holdings of 5% or more  
during 2013.**

**None**

**Form FR Y-6**  
**Highlands Bankshares, Inc.**  
**Fiscal Year Ending December 31, 2013**

Report Item 4: Insiders

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include Names of Subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Leslie A. Barr Wardensville, WV	Retired	Director	Director - Capon Valley Bank and HBI Life	N/A	0.51%	N/A	N/A
Morris M. Homan, Jr. Moorefield, WV	Veterinarian	Director	Director - Capon Valley Bank, Grant County Bank, and HBI Life	Owner, Mountaineer Veterinarians, Heritage View Farms	0.14%	N/A	Mountaineer Vet - 100%, Heritage View Farms - 100%
Gerald W. Smith Baker, WV	Self-employed	Director	Director - Capon Valley Bank and HBI Life	Owner, Broadway Electric, Envirco, Special Security Services, Borderline LLC.	0.25%	N/A	Broadway 46%, Envirco 100%, Special Security Serices 100%, Borderline 70%
John G. Van Meter Petersburg, WV	Attorney	Chairman of the Board	Director - Capon Valley Bank, Grant County Bank, and HBI Life	Owner Partner, Van Meter & Van Meter Atty at Law	4.04%	N/A	100%
Jack H. Walters Moorefield, WV	Attorney	Vice Chairman of the Board	Director - Capon Valley Bank and HBI Life	Senior Partner, Walters & Krauskopf Atty at Law	0.79%	N/A	60%
Kathy G. Kimble Petersburg, WV	Retired	Director	Director - Grant County Bank and HBI Life	N/A	0.34%	N/A	N/A
Alan L. Brill Wardensville, WV	N/A	Director; Treasurer	Director; HBI Life and President & Chief Executive Officer Capon Valley Bank	N/A	0.31%	N/A	N/A
George L. Ford Petersburg, WV	N/A	Director; Secretary	Director; HBI Life and President & Chief Executive Officer Grant County Bank	N/A	0.14%	N/A	N/A
Donald J. Baker, Jr. Moorefield, WV	N/A	Director	Director - Grant County Bank and HBI Life	Owner, Baker Insurance Services	0.16%	N/A	100%
Jack C. Barr Keyser, WV	N/A	Director	Director - Grant County Bank and HBI Life	Owner, Jack C. Barr Attorney at Law	0.10%	N/A	100%