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)); Section 9(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.

Date of Report (top-tier holding company’s fiscal year-end): December 31, 2014

FR 6-9

OMB Number 7100-0297

Approval expires December 31, 2015

Page 1 of 2

Name of the Holding Company Director and Official

Eric P. Graap
Executive Vice President & CFO

Name Title

FR Y-6

RICHMOND

Board of Governors of the Federal Reserve System

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Executive Vice President & CFO
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

```
Fauquier Bankshares, Inc  
Warrenton, Virginia  
Incorporated in Virginia

100%  

Fauquier Statutory Trust II  
Warrenton, Virginia  
Incorporated in Virginia

100%  

The Fauquier Bank  
Warrenton, Virginia  
Incorporated in Virginia

100%  

Fauquier Bank Services  
Warrenton, Virginia  
Incorporated in Virginia
```

2.b. Domestic Branch Listing (Sent via email 1/23/2015)

3. Shareholders: Currently the shareholder with ownership, control, or holdings of 5% or more power to vote as of 12/31/14 is Royce & Associates, LLC. (Included in attachments)

4. Insiders (Included in attachments)
### Reconciliation and Verification Steps

1. In the **Date Action** column of each branch row, enter one or more of the actions specified below.

   - **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 effective 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.

2. If required, enter the date in the **Effective Date** column.

### Submission Procedure

When you are finished, send a saved copy to your FRB contact.

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](https://y10online.federalreserve.gov)

* FDIC UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

---

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<th>City</th>
<th>State</th>
<th>Zip Code</th>
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Report Item 3: Shareholders (1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2014</th>
<th>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 12-31-2014</th>
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<tr>
<td>(1)(a) Name &amp; Address (City, State, Country)</td>
<td>(1)(b) Country of Citizenship or Incorporation</td>
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<tr>
<td>Royce &amp; Associates, LLC New York, NY</td>
<td>USA</td>
</tr>
<tr>
<td>(1) Names &amp; Address (City, State, Country)</td>
<td>(2) Principal Occupation if other than with Bank Holding Company</td>
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<tr>
<td>------------------------------------------</td>
<td>-------------------------------------------------</td>
</tr>
<tr>
<td>John B. Adams, Jr. The Plains, VA</td>
<td>Businessman</td>
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<tr>
<td>Edna T. Brannan Manassas, VA</td>
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<td>Randy K. Ferrell Warrenton, VA</td>
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<tr>
<td>Randolph Frostick Warrenton, VA</td>
<td>Attorney</td>
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<tr>
<td>Eric P. Graap Warrenton, VA</td>
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<td>Jay B Keyser Warrenton, VA</td>
<td>Businessman</td>
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<tr>
<td>Randolph T. Minter Warrenton, VA</td>
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<td>Brian S. Montgomery Warrenton, VA</td>
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<tr>
<td>(1) Names &amp; Address (City, State, Country)</td>
<td>(2) Principal Occupation if other than with Bank Holding Company</td>
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<tr>
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<tr>
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