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.

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.

I, William F. Goettel
Name of the Holding Company Director and Official
President
test 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.

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 information, that an individual consented to public release of all details in the report concerning that individual.

I, Jennifer Davis Secretary/Treasurer
Name
Heritage Bancshares, Inc.
Legal Title of Holding Company
11 West Main Street/PO Box 388
(Mailing Address of the Holding Company) Street / P.O. Box
Mannington WV 26582
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Jennifer Davis Secretary/Treasurer
Name Title
304-986-1700
Area Code / Phone Number / Extension
304-986-1711
Area Code / FAX Number
jenniferp@firstexchangebank.com
E-mail Address
n/a
Address (URL) for the Holding Company's web page

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."
REPORT ITEM 1 ANNUAL REPORT TO SHAREHOLDERS

The BHC is not required to prepare or file form 10K with the SEC.
The BHC does prepare an annual report for its shareholders. Three copies of the annual report will be mailed when they become available.

REPORT ITEM 2a ORGANIZATION CHART

REPORT ITEM 2 LEGAL NAME AND ADDRESS

HERITAGE BANCSHARES STATUTORY TRUST 1
11 WEST MAIN STREET
MANNINGTON, WV 26582

FIRST EXCHANGE BANK
11 WEST MAIN STREET
MANNINGTON, WV 26582

REPORT ITEM 2

A. Companies reportable on the FR Y-10, and thus reportable on the FR Y-6: All companies reported on the FR Y 10 and FR Y 6.

B. Additional companies reportable on the FR Y-6: All companies reported on the FR Y 6.

C. Companies not reportable on the FR Y-6 Organizational Chart: All companies reported on the FR Y 6 Organizational Chart.
### Data Input Instructions

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, specify in the Data Action column.
- **CMI'IIJ,<!**: If the branch information is incorrect or incomplete, specify the data, enter 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.
- **Add**: If an eligible 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.

**Note:**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions for more information.

For your FRB contact, please provide your institution name, city and state in the subject line of the email.

In order 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 hanging, closing, or adding.

You may submit the FR Y-10 report in any of the following formats:

- Hard copy
- FR Y-10 Online application: https://ylOonline.federalreserve.gov

The FR Y-10 report may be submitted either by web or on disk. For more information, please visit: https://www.federalreserve.gov. For more information, please visit: https://www.federalreserve.gov.

**Note:**

The FDIC UNINUM, Office Number, and IDRange columns are for reference only. The values of these columns are not required, but the values are to be submitted on the FR Y-10 report.

### Table of Branch Data

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<thead>
<tr>
<th>State</th>
<th>Data Action</th>
<th>Office Number</th>
<th>UNINUM</th>
<th>Office Name</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>FDIC</th>
<th>IDRange</th>
</tr>
</thead>
<tbody>
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<td>Close</td>
<td>110593</td>
<td>113959</td>
<td>WEST MAIN STREET BANK</td>
<td>BECKLEY</td>
<td>WV</td>
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<td>BECKLEY</td>
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<td>BECKLEY</td>
<td>WV</td>
<td>25801</td>
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</table>
REPORT ITEM 3 (1) SECURITIES HOLDERS

FOLLOWING IS A LIST OF SHAREHOLDERS WHO DIRECTLY OR INDIRECTLY OWN 5% OF THE COMMON STOCK OF THE COMPANY AS OF: 12/31/2014

<table>
<thead>
<tr>
<th>NAME</th>
<th># OWNED</th>
<th>% OWNED</th>
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<td>BOYERS, JAMES</td>
<td>132,680</td>
<td>12.52%</td>
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<tr>
<td>FAIRMONT, WV</td>
<td>US CITIZEN</td>
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</tr>
<tr>
<td>KENT, JEAN</td>
<td>62,750</td>
<td>5.92%</td>
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<tr>
<td>C/O R WILLIAM KENT</td>
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</tr>
<tr>
<td>GREAT FALLS, VA</td>
<td>US CITIZEN</td>
<td></td>
</tr>
<tr>
<td>PITROLO, JOSEPHINE</td>
<td>120,750</td>
<td>11.39%</td>
</tr>
<tr>
<td>FAIRMONT, WV</td>
<td>US CITIZEN</td>
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</tr>
<tr>
<td>FIRST EXCHANGE BANK</td>
<td>98,664</td>
<td>9.31%</td>
</tr>
<tr>
<td>EMPLOYEES 401(K) PLAN</td>
<td>U.S. ENTITY</td>
<td></td>
</tr>
</tbody>
</table>

*THE COMPANY HAS ONE CLASS OF VOTING SECURITIES AND THE COMPANY HAS NOT ISSUED ANY OPTIONS, WARRANTS OR OTHER SECURITIES OR RIGHTS THAT HAVE VOTING PRIVILEGES.*

REPORT ITEM 3 (2) SECURITIES HOLDERS

NO SHAREHOLDERS TO REPORT AS REQUIRED BY THIS ITEM.
REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS
   DR. F. DAVID BONASSO
   FAIRMONT, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
   Dentist

3. TITLE OR POSITION WITH:
   A. The Bank Holding Company
      Director
   B. All direct & indirect subsidiaries of the bank holding company:
      Director - First Exchange Bank
   C. Any other business company in which the person is a director, trustee, partner, or executive officer:
      Greenbrier Plaza, LLC, Partner
      BGP, LLC, Partner
      Youth Academy, LLC, Partner
      F. David Bonasso, DDS, Owner

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:
   A. The Bank Holding Company:
      0.75%
   B. Direct & indirect subsidiaries of the bank holding company:
      N/A
   C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ( )):
      Greenbrier Plaza, LLC, Partner (50%)
      BGP, LLC, Partner (100%)
      Youth Academy, LLC, Partner (50%)
      F. David Bonasso, DDS, Owner (100%)
REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

JAMES A. BOYERS
FAIRMONT, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Businessman

3. TITLE OR POSITION WITH:

A. The Bank Holding Company
   Director

B. All direct & indirect subsidiaries of the bank holding company:
   Director - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:
   Boyers Equipment (dba Middletown Tractor), President,
   Paradise Valley Farm, LLC-Owner
   BP Investments, Partner
   Boyers Enterprises, LLC, Partner
   Inn Group of Fairmont, LLC
   Endeavors Unlimited, LLC

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:
   12.52%

B. Direct & indirect subsidiaries of the bank holding company:
   N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ( )):
   Boyers Equipment (dba Middletown Tractor), President, (55%)
   Paradise Valley Farm, Owner, (100%)
   BP Investments, Partner, (50%)
   Boyers Enterprises, LLC, Partner (51%)
   Endeavors Unlimited, LLC (60%)
REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

WILLIAM F. GOETTEL
FAIRMONT, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Chief Executive Officer, President - First Exchange Bank

3. TITLE OR POSITION WITH:

A. The Bank Holding Company
   President / Director

B. All direct & indirect subsidiaries of the bank holding company:
   President & Chief Executive Officer - First Exchange Bank
   Director – First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:
   None

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:
   4.15%

B. Direct & indirect subsidiaries of the bank holding company:
   N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ( )):
   None
REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

R. WILLIAM KENT
GREAT FALLS, VA

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Businessman

3. TITLE OR POSITION WITH:

A. The Bank Holding Company
   Director

B. All direct & indirect subsidiaries of the bank holding company:
   Director - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:
   None

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:
   5.92%

B. Direct & indirect subsidiaries of the bank holding company:
   N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ( )):
   None
REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

DAVID W. MYERS
FAIRMONT, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Businessman

3. TITLE OR POSITION WITH:

A. The Bank Holding Company
   Director
B. All direct & indirect subsidiaries of the bank holding company:
   Director - First Exchange Bank
C. Any other business company in which the person is a director, trustee, partner, or executive officer:
   Myers Complex, LLC, Member

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:
   1.17%
B. Direct & indirect subsidiaries of the bank holding company:
   N/A
C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ( )):

   Myers Complex, LLC, Member (100%)
REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

DR. ADOLPH A. NEIDERMeyer
MORGANTOWN, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Professor of Accounting

3. TITLE OR POSITION WITH:

A. The Bank Holding Company
   Director

B. All direct & indirect subsidiaries of the bank holding company:
   Director - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:
   None

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:
   0.58%

B. Direct & indirect subsidiaries of the bank holding company:
   N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ( )):
   None
REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

JAMES L PITROLO, JR.
CHARLESTON, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Chairman, West Virginia Health Care Authority

3. TITLE OR POSITION WITH:

A. The Bank Holding Company
   Director

B. All direct & indirect subsidiaries of the bank holding company:
   Director - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:
   N/A

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:
   4.27%

B. Direct & indirect subsidiaries of the bank holding company:
   N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ( )):
   N/A
REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

   JENNIFER PRICE
   MORGANTOWN, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
   Vice President & Chief Financial Officer - First Exchange Bank

3. TITLE OR POSITION WITH:
   A. The Bank Holding Company
      Secretary/Treasurer
   B. All direct & indirect subsidiaries of the bank holding company:
      Vice President & Chief Financial Officer - First Exchange Bank
   C. Any other business company in which the person is a director, trustee, partner, or executive officer:
      None

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:
   A. The Bank Holding Company:
      0.25%
   B. Direct & indirect subsidiaries of the bank holding company:
      N/A
   C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ( )):
REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

WILLIAM J. YOHO
MANNINGTON, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Realtor/ Real Estate Appraiser

3. TITLE OR POSITION WITH:

A. The Bank Holding Company
   Director

B. All direct & indirect subsidiaries of the bank holding company:
   Director - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:
   Springston & Company, Inc. - President and Real Estate Broker
   William J. Yoho, GRI Appraiser - WV Certified General Real Estate Appraiser (Sole Proprietor)
   Bucman, LLC - Partner

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:
   2.90%

B. Direct & indirect subsidiaries of the bank holding company:
   N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ()):

   Springston & Company, Inc. (100%)
   Bucman, LLC (50%)
   William J. Yoho, GRI Appraiser (100%)
REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

   KAREN YOKUM
   FAIRMONT, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

   Attorney

3. TITLE OR POSITION WITH:

   A. The Bank Holding Company
      Director

   B. All direct & indirect subsidiaries of the bank holding company:
      Director - First Exchange Bank

   C. Any other business company in which the person is a director, trustee, partner, or executive officer:
      Tharp, Loitta & Yokum (Partner)

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

   A. The Bank Holding Company:
      0.23%

   B. Direct & indirect subsidiaries of the bank holding company:
      N/A

   D. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ( )):
      None
REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

KEVIN D. WILFONG
FAIRMONT, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

   Businessman

3. TITLE OR POSITION WITH:

   A. The Bank Holding Company
      Director
   B. All direct & indirect subsidiaries of the bank holding company:
      Director - First Exchange Bank
   C. Any other business company in which the person is a director, trustee, partner, or executive officer:
      Middletown Homes - President
      Middletown Properties - President

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

   A. The Bank Holding Company:
      0.19%
   B. Direct & indirect subsidiaries of the bank holding company:
      N/A
   C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ( )):
      Middletown Home (75%)
      Middletown Properties (75%)
REPORT ITEM 4: PRINCIPAL SECURITIES HOLDER

1. NAME AND ADDRESS

JOSEPHINE J PITROLO
FAIRMONT, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Retired

3. TITLE OR POSITION WITH:

A. The Bank Holding Company
   N/A

B. All direct & indirect subsidiaries of the bank holding company:
   N/A

C. Any other business company in which the person is a director, trustee, partner, or executive officer:
   Bond Finance Company – Vice President

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:
   11.39%

B. Direct & indirect subsidiaries of the bank holding company:
   N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ( )):
   Bond Finance Company (100%)