Report at the close of business as of the end of fiscal year

This Report is required by law: Sections 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, Joel R. Shepherd
Name of the Holding Company Director and Official
Chairman
Title of the Holding Company Director and Official

I 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.

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.

Signature of Holding Company Director and Official

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

Person to whom questions about this report should be directed:
Lisa J. Correll
SVP/CFO
276-638-0484
276-632-8043
correll@amnb.com
www.msbsinc.com (prior to January 1, 2015)

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."

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

10/2014
Report Item

1: a. The BHC was registered with the Securities and Exchange Commission ("Commission"). The BHC was acquired by American National Bankshares effective January 1, 2015. No annual report was required to be filed.

1: b. No BHC Annual Report was required to be filed due to the acquisition of the BHC by American National Bankshares effective January 1, 2015.

2: a. Organizational Chart

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100%  100%
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MainStreet BankShares, Inc.  
(State of Incorporation – VA)  
Martinsville, VA

Franklin Community Bank,  
National Association  
(State of Incorporation – N/A)  
Rocky Mount, VA

MainStreet RealEstate, Inc.  
(State of Incorporation – VA)  
Martinsville, VA

2: b. Domestic Branch Listing

Submitted via email on February 25, 2015.
### Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address</td>
<td>Country of Citizenship</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>Spence Limited, L. P. Blakely, Georgia USA</td>
<td>USA</td>
<td>149,682 – 8.4% Common Stock</td>
</tr>
<tr>
<td>Joel R. Shepherd Roanoke, Virginia USA</td>
<td>USA</td>
<td>130,988 – 7.4% Common Stock</td>
</tr>
</tbody>
</table>

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.

None
### Report Item 4: Insiders

<table>
<thead>
<tr>
<th>(1)</th>
<th>(2)</th>
<th>(3)(a)</th>
<th>(3)(b)</th>
<th>(3)(c)</th>
<th>(4)(a)</th>
<th>(4)(b)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address</td>
<td>Principal Occupation</td>
<td>Title &amp; Position with Bank Holding Company</td>
<td>Title &amp; Position with Subsidiaries (include names of other businesses)</td>
<td>Title &amp; Position with Other Businesses (include names of subsidiaries)</td>
<td>Percentage of Voting Shares in Bank Holding Company</td>
<td>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</td>
</tr>
<tr>
<td>Charles Laine Dalton</td>
<td>Stuart, VA USA</td>
<td>Insurance Agent</td>
<td>Director</td>
<td>N/A</td>
<td>Vice President, General Manager &amp; Partial Owner of Dalton Insurance Agency Inc.</td>
<td>0.4</td>
</tr>
<tr>
<td>John Mac Deekens</td>
<td>Stuart, VA USA</td>
<td>Retired</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Danny M. Perdue</td>
<td>Rocky Mount, VA USA</td>
<td>Convenience Store Owner &amp; Chairman</td>
<td>Franklin Community Bank, N.A.</td>
<td>Owner &amp; President/President of Redwood Minute Market, Inc, Partial Owner/Partial Owner of Franklin Shopping Center, Franklin Petroleum Products, Franklin Petroleum Products, 604 Petroleum Products, Partial Owner of FCMM LLC, Partial Owner of FFH Operations, Inc.</td>
<td>3.0</td>
<td>N/A</td>
</tr>
<tr>
<td>Joel R. Shepherd</td>
<td>Roanoke, VA USA</td>
<td>Furniture Wholesale Dealer</td>
<td>Franklin Community Bank, N.A.</td>
<td>Owner &amp; President of 220 Self Storage, Inc.</td>
<td>7.4</td>
<td>N/A</td>
</tr>
<tr>
<td>Brenda H. Smith</td>
<td>Martinsville, VA USA</td>
<td>N/A</td>
<td>Corporate Secretary</td>
<td>President/CEO Franklin Community Bank, N.A.</td>
<td>2.7</td>
<td>N/A</td>
</tr>
<tr>
<td>Michael A. Turner</td>
<td>Penhook, VA USA</td>
<td>Real Estate Investment</td>
<td>Director</td>
<td>Franklin Community Bank, N.A.</td>
<td>Partial Owner &amp; CEO of Turner’s Building, Inc.</td>
<td>2.6</td>
</tr>
<tr>
<td>Lisa J. Corell Bassett</td>
<td>Martinsville, VA USA</td>
<td>Senior Vice President</td>
<td>Chief Financial Officer</td>
<td>Partial Owner &amp; CEO of Turner’s Building, Inc.</td>
<td>0.1</td>
<td>N/A</td>
</tr>
<tr>
<td>Sonya S. Smith Ridgeway</td>
<td>Martinsville, VA USA</td>
<td>Senior Vice President Operations/Compliance Officer</td>
<td>BFSA/OFAC/AML Officer</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>
Results: A list of branches for your depository institution: FRANKLIN COMMUNITY BANK, NATIONAL ASSOCIATION (IO_RSSD: 3125137).
The data are as of 12/31/2011. Data reflects information that was received and processed through 01/07/2015.

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 you split or join a branch, 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 a branch listed is new, enter "Change" in the Data Action column and the date when this information first became valid in the Effective Date column.
Delete: If a branch listed is incorrect or incomplete, revise the data, enter "Delete" in the Data Action column and the opening or acquisition date in the Effective Date 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 FRS contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRS 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, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application: https://yl0online.federalreserve.gov.
* FDIC UNINUM, Office Number, and IO_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch IO_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office IO_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3125137</td>
<td>FRANKLIN COMMUNITY BANK, NATIONAL ASSOCIATION</td>
<td>4900 LOY FRANKLIN PKWY, SUITE 100</td>
<td>ROCKY MOUNT</td>
<td>VA</td>
<td>25155</td>
<td>FRANKLIN</td>
<td>3602680</td>
<td>3125137</td>
<td>FRA</td>
<td>3225137</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3304530</td>
<td>FRANKLIN COMMUNITY BANK, NATIONAL ASSOCIATION</td>
<td>12930 BOOKER T WASHINGTON HIGHWAY</td>
<td>SOUTHAMPTON</td>
<td>VA</td>
<td>24176</td>
<td>FRANKLIN</td>
<td>3629804</td>
<td>3125137</td>
<td>FRA</td>
<td>3225137</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3602680</td>
<td>FRANKLIN COMMUNITY BANK, NATIONAL ASSOCIATION</td>
<td>25 SOUTH LAKE DRIVE</td>
<td>UNION HALL</td>
<td>VA</td>
<td>24176</td>
<td>FRANKLIN</td>
<td>4663357</td>
<td>3125137</td>
<td>FRA</td>
<td>3225137</td>
<td></td>
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</tbody>
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