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FR Y-6  
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Approval expires December 31, 2015  
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APR 21 2015

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 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.

I, JoAnn A. Bryson  
Name of the Holding Company Director and Official  
President and Director  
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.

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.

JoAnn A. Bryson  
Signature of Holding Company Director and Official  
04/16/2015  
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 3614668  
C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):  
December 31, 2014  
Month / Day / Year  
N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)  
Reporter's Name, Street, and Mailing Address  
Blue Ridge Financial Corporation  
Legal Title of Holding Company  
PO Box 889  
(Mailing Address of the Holding Company) Street / P.O. Box  
Walhalla SC 29691  
City State Zip Code  
100 E. Main St., Walhalla, SC 29691  
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:  
Danielle R. Leeper AVP & Comptroller  
Name Title  
864-888-2298  
Area Code / Phone Number / Extension  
864-888-2417  
Area Code / FAX Number  
d.leeper@brbwal.com  
E-mail Address  
www.brbwal.com (Bank)  
Address (URL) for the Holding Company's web page

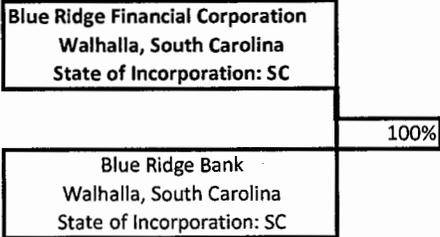
Does the reporter request confidential treatment for any portion of this submission?  
 Yes Please identify the report items to which this request applies:  
\_\_\_\_\_  
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."  
 No

Form FR Y-6  
Blue Ridge Financial Corporation  
Walhalla, South Carolina  
Fiscal Year Ending December 31, 2014

Report Item

- 1. The bank holding company prepares an annual report for its securities holders for their viewing upon request.  
Two copies are enclosed.  
The subsidiary bank (the HC's only subsidiary) prepares a statement of condition that is distributed to the stockholders.  
Two copies are enclosed.

2. Organizational Chart



Results: A list of branches for your depository institution: BLUE RIDGE BANK (ID\_RSSD: 174321).  
 This depository institution is held by BLUE RIDGE FINANCIAL CORPORATION (3614668) of WALHALLA, SC.  
 The data are as of 12/31/2014. 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 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)	174321	BLUE RIDGE BANK	100 EAST MAIN STREET	WALHALLA	SC	29691	OCONEE	UNITED STATES	11727	0	BLUE RIDGE BANK	174321	
ok		Full Service	4039549	BOUNTYLAND BRANCH	118 BOUNTYLAND ROAD	SENECA	SC	29672	OCONEE	UNITED STATES	494900	2	BLUE RIDGE BANK	174321	
ok		Full Service	173829	WALHALLA BRANCH	100 NORTH JOHN ST	WALHALLA	SC	29691	OCONEE	UNITED STATES	242741	1	BLUE RIDGE BANK	174321	

**Form FR Y-6**  
**Blue Ridge Financial Corporation**  
**Fiscal Year Ending December 31, 2014**

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/12			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 12/31/2012		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and pPercentage of Each Class of Voting Securities
CEDE & Co. New York, NY	USA	32,080 - 7.8320% Common Stock	N/A	N/A	N/A
James M. Mays Family Trust Paula J. Grafe, Co-Trustee Middleton, WI	USA	21,664 - 5.2890% Common Stock			

**Form FR Y-6**  
**Blue Ridge Financial Corporation**  
**Fiscal Year Ending December 31, 2014**

Report Item 4: Insiders  
(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/Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Business (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Co.	(4)(b) Percentages 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 are held
Jo Ann A. Bryson West Union, SC, USA	N/A	Director	President Blue Ridge Bank	N/A	1.0498	N/A	Albertson Rentals, LLC 33.3%
Glenn D. Buddin, Jr. Seneca, SC, USA	N/A	Director	CEO/CFO Blue Ridge Bank	N/A	0.0488	N/A	N/A
Jesse C. Neville Walhalla, SC, USA	Merchant	Director Chairman of the Board	N/A	Partner Neville Hardware	1.4003	N/A	Neville Properties LLC 50% Neville Hardware, LLC 50% Neville St Properties LLC 33%
James D. Edwards Walhalla, SC, USA	Car Dealer	Director	N/A	VP Edwards Auto Sales	2.0996	N/A	Edwards Auto Sales Co. 25% JH Edwards Rentals 100% Blue Ridge Automotive 33.3%
Wayne A. Smalley Walhalla, SC, USA	Retail Sales	Director	N/A	Sales Specialist Lowes	1.6137	N/A	N/A
Thomas V. Moxley Mountain Rest, SC, USA	Owner	Director	N/A	Owner TVM Excavating INC.	0.0986	N/A	Moxson Holdings LLC 50% Tall Pines Pet Services LLC 50% Mountain Rest Lake Corp 34% TVM Excavating INC 100%
Thomas C. Alexander SC, USA	Walhalla, Business Owner Senator	Director	N/A	Owner Alexander's Office Supply & SC State Senator	0.2968	N/A	Alexander's Office Supply 100% Oconee Office Supply, Inc. 100% Cleveland Gospel Supply 100%
Samuel W. Dickson III Westminster, SC, USA	Manager	Director	N/A	Manager of Community & Governmental Relations for Blue Ridge Electric Coop	0.1220	N/A	N/A