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, Glenn D. Buddin Jr.
Name of the Holding Company Director and Official
President, CEO & 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.

Signature of Holding Company Director and Official
02/17/2016
Date of Signature

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
Month / Day / Year

N/A
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters' Name, Street, and Mailing Address
Blue Ridge Financial Corporation
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
Name VP & CFO
Title

864-888-2298
Area Code / Phone Number / Extension
864-888-2417
Area Code / FAX Number
d.leeer@brbwal.com
E-mail Address
www.blueridge.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:
☐ No

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."

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.
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

<table>
<thead>
<tr>
<th>Blue Ridge Financial Corporation</th>
<th>Walhalla, South Carolina</th>
<th>State of Incorporation: SC</th>
<th>No LEI</th>
</tr>
</thead>
<tbody>
<tr>
<td>Blue Ridge Bank</td>
<td>Walhalla, South Carolina</td>
<td>State of Incorporation: SC</td>
<td>No LEI</td>
</tr>
</tbody>
</table>
Results: A list of branches for your holding company: BLUE RIDGE FINANCIAL CORPORATION (3614668) of WALHALLA, SC.
The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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.
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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>ok</td>
<td></td>
<td>Full Service</td>
<td>174321</td>
<td>BLUE RIDGE BANK</td>
<td>100 EAST MAIN STREET</td>
<td>WALHALLA</td>
<td>SC</td>
<td>29691</td>
<td>OCONEE</td>
<td>UNITED STATES</td>
<td>11727</td>
<td>0</td>
<td>BLUE RIDGE BANK</td>
<td>174321</td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td></td>
<td>Full Service</td>
<td>4039549</td>
<td>BOUNTYLAND BRANCH</td>
<td>118 BOUNTYLAND ROAD</td>
<td>SENECA</td>
<td>SC</td>
<td>29672</td>
<td>OCONEE</td>
<td>UNITED STATES</td>
<td>494009</td>
<td>0</td>
<td>BLUE RIDGE BANK</td>
<td>174321</td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td></td>
<td>Full Service</td>
<td>1738219</td>
<td>WALHALLA BRANCH</td>
<td>100 NORTH JOHN ST</td>
<td>WALHALLA</td>
<td>SC</td>
<td>29691</td>
<td>OCONEE</td>
<td>UNITED STATES</td>
<td>242741</td>
<td>0</td>
<td>BLUE RIDGE BANK</td>
<td>174321</td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3: Securities holders
(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 12/31/15</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 12/31/2015</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>(1)(a)</strong></td>
<td><strong>(2)(a)</strong></td>
</tr>
<tr>
<td>Name &amp; Address (City, State, Country)</td>
<td>Name &amp; Address (City, State, Country)</td>
</tr>
<tr>
<td>CEDE &amp; Co. New York, NY</td>
<td>N/A</td>
</tr>
<tr>
<td>James M. Mays Family Trust Paula J. Grafe, Co-Trustee Middleton, WI</td>
<td>N/A</td>
</tr>
<tr>
<td><strong>(1)(b)</strong></td>
<td><strong>(2)(b)</strong></td>
</tr>
<tr>
<td>Country of Citizenship or Incorporation</td>
<td>Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>USA</td>
<td>N/A</td>
</tr>
<tr>
<td>USA</td>
<td>N/A</td>
</tr>
<tr>
<td><strong>(1)(c)</strong></td>
<td><strong>(2)(c)</strong></td>
</tr>
<tr>
<td>Number and Percentage of Each Class of Voting Securities</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>32,080 - 7.8320% Common Stock</td>
<td>N/A</td>
</tr>
<tr>
<td>21,664 - 5.2890% Common Stock</td>
<td>N/A</td>
</tr>
<tr>
<td>(1)</td>
<td>Names &amp; Address (City, State, Country)</td>
</tr>
<tr>
<td>------</td>
<td>--------------------------------------</td>
</tr>
<tr>
<td>Jo Ann A. Bryson</td>
<td>West Union, SC, USA</td>
</tr>
<tr>
<td>Glenn D. Buddin, Jr.</td>
<td>Seneca, SC, USA</td>
</tr>
<tr>
<td>Jesse C. Neville</td>
<td>Walhalla, SC, USA</td>
</tr>
<tr>
<td>James D. Edwards</td>
<td>Walhalla, SC, USA</td>
</tr>
<tr>
<td>Wayne A. Smalley</td>
<td>Walhalla, SC, USA</td>
</tr>
<tr>
<td>Thomas V. Moxley</td>
<td>Mountain Rest, SC, USA</td>
</tr>
<tr>
<td>Thomas C. Alexander</td>
<td>Walhalla, SC, USA</td>
</tr>
<tr>
<td>Sammy W. Dickson III</td>
<td>Westminster, SC, USA</td>
</tr>
</tbody>
</table>
BLUE RIDGE FINANCIAL CORPORATION
BALANCE SHEET as of December 31, 2015

ASSETS

Cash
  Blue Ridge Bank (Acct. #4023578) $21,053.65
Other Assets
  Bank Subsidiary (Blue Ridge Bank) $11,054,544.73
OREO
  Hwy. 123 Property $360,000.00

TOTAL ASSETS $11,435,598.38

LIABILITIES

Due To Banks $21,053.65

CAPITAL

Capital
  10,000,000 common stock shares authorized, 409,598 issued $2,321,580.00
  10,000,000 preferred stock shares authorized, none outstanding
Surplus $7,514,319.85
Undivided Profits $1,353,616.89
Comprehensive Income (Loss) $225,027.99

TOTAL LIABILITIES AND CAPITAL $11,435,598.38

BLUE RIDGE FINANCIAL CORPORATION
INCOME STATEMENT

INCOME

DIVIDEND INCOME $0.00
OTHER INCOME $0.00

TOTAL INCOME $0.00

EXPENSES

LEGAL EXPENSE $0.00
OTHER EXPENSES $0.00
DIVIDEND EXPENSE $0.00

TOTAL EXPENSES $0.00

NET INCOME $0.00

BLUE RIDGE FINANCIAL CORPORATION
BOOK VALUE

$27.32