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. § 3108(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 229.5(b) of Regulation Y (12 C.F.R. § 229.5(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, Eric P. Graap
Name of the Holding Company Director and Official
Executive Vice President & CFO & 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 281, 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
02/03/2016

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: 1074600
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015

Month / Day / Year
549300.HIFSXWFIxB60
Reporters’ Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters’ Name, Street, and Mailing Address
Fauquier Bankshares, Inc
10 Courthouse Square/P.O. Box 561
Warrenton VA 20186

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Jami Ladenburger Assistant Controller
Name Title
5403476719
Area Code / Phone Number / Extension
5403419440
Area Code / FAX Number
jami.ladenburger@fauquierbank.com

E-mail Address
fbf 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 (7100-0097), Washington, DC 20503.
FORM FR Y - 6

Fauquier Bankshares, Inc.
Warrenton, Virginia
Fiscal Year Ending 12/31/15

Report Item

1.a. The BHC is registered with the SEC and prepares a 10K.

1.b. The BHC prepares an annual report for its shareholders.

2.a. Organizational Chart

```
Fauquier Bankshares, Inc
Warrenton, Virginia Incorporated
LEI 549300JHIFSXWWF1XB60

100%

The Fauquier Bank
Warrenton, Virginia Incorporated
LEI 5493001VT8SWBIRDE889

100%

Fauquier Statutory Trust II
Warrenton, Virginia Incorporated
(No LEI)

Fauquier Bank Services
Warrenton, Virginia Incorporated
(No LEI)
```

2.b. Domestic Branch Listing (Sent via email 1/11/2016)

3. Shareholders: Currently the shareholder with ownership, control, or holdings of 5% or more power to vote as of 12/31/15 is Royce & Associates, LLC & Banc Funds Co LLC. (Included in attachments)

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

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below. 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 enter the date when information first became valid in the **Effective Date** column.
- **Delete**: If a branch listed was sold or closed, enter "Delete" in the **Data Action** column.
- **Add**: If a reportable branch is missing, insert a new 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 processing 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 Quarterly Branch Schedule for each branch with a data action of Change, Clos, Delete, or Add. The FR Y-10 report may be submitted in a hardcopy format via the FR Y-10 Online application - http://frs1.epic.federalreserve.gov.

* FDIC UNUM, Office Number, and the 3ID, RSSD columns are for reference only. Verification of these values is not required.

#### Data Action

- **OK**
- **Full Service**
- **Partial Service**

#### Office Number

- **Head Office**
- **Branch Office**

#### Branch Service Type

- **Full Service**
- **Partial Service**

#### Popular Name

- **Altar Bank, The**
- **Altar Bank**

#### Street Address

- **900 COURT HOUSE SQUARE**
- **5361 CATHEDRAL ROAD**

#### City State Zip Code

- **WARRENTON VA 20186**
- **FAUQUIER UNITED STATES 20186**

#### County Country FDIC UNUM Office Number Head office Head office ID RSSD Comments

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<table>
<thead>
<tr>
<th>Branch Service Type</th>
<th>Branch Office ID RSSD</th>
<th>Popular Name</th>
<th>Office Number</th>
<th>Head office</th>
<th>Head office ID RSSD</th>
<th>Comments</th>
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## FORM FR Y-6
Fauquier Bankshares, Inc.
December 31, 2015

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

<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address (City, State, Country)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</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>Royce &amp; Associates, LLC New York, NY</td>
<td>USA</td>
<td>301,000 - 8.04%</td>
<td>None</td>
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<tr>
<td>Bank Funds Co LLC Chicago, Illinois</td>
<td>USA</td>
<td>194,963 - 5.21%</td>
<td>None</td>
</tr>
</tbody>
</table>

W:\Accounting\Y's & FDIC\Yb-2015\2015 FR Y-6 item 4.xlsx Page 1
<table>
<thead>
<tr>
<th>(1) Names &amp; Address (City, State, Country)</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities held (List names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>John B. Adams, Jr.</td>
<td>Businessman</td>
<td>Chairman of the Board</td>
<td>Chairman of the Board (The Fauquier Bank)</td>
<td>President, CEO, &amp; Director-Bowman Companies</td>
<td>0.61%</td>
<td>None</td>
<td>33% Interest in N F Adams &amp; Sons, LLC; 100% JBA White Hall, LLC</td>
</tr>
<tr>
<td>Edna T. Brannan</td>
<td>N/A</td>
<td>Senior Vice President &amp; Corporate Secretary</td>
<td>Senior Vice President (The Fauquier Bank)</td>
<td>N/A</td>
<td>0.37%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Randy K. Ferrell</td>
<td>N/A</td>
<td>President &amp; CEO</td>
<td>President &amp; CEO (The Fauquier Bank)</td>
<td>N/A</td>
<td>1.32%</td>
<td>None</td>
<td>N/A</td>
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<tr>
<td>Donna Flory</td>
<td>Businesswoman</td>
<td>Director</td>
<td>Director (The Fauquier Bank)</td>
<td>Vice President, Flory Small Business Center, Inc</td>
<td>0.01%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Randolph Frostick</td>
<td>Attorney</td>
<td>Director</td>
<td>Director (The Fauquier Bank)</td>
<td>Vice President/Shareholder Vanderpool, Frostick &amp; Nishanian, PC</td>
<td>0.16%</td>
<td>None</td>
<td>Vanderpool, Frostick &amp; Nishanian, PC 33% Class A Stock 16.66% Class B Stock</td>
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<tr>
<td>Eric P. Graap</td>
<td>N/A</td>
<td>Executive Vice President &amp; CFO &amp; Director</td>
<td>Exec. Vice President &amp; CFO &amp; Director (The Fauquier Bank)</td>
<td>N/A</td>
<td>0.76%</td>
<td>None</td>
<td>N/A</td>
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<tr>
<td>Jay B Keyser</td>
<td>Businessman</td>
<td>Director</td>
<td>Director (The Fauquier Bank)</td>
<td>Chief Executive of William A. Hazel Family Office</td>
<td>0.17%</td>
<td>None</td>
<td>Moonshot, LLC 50% Beatty Properties 33.3%</td>
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<tr>
<td>Name</td>
<td>Occupation</td>
<td>Title &amp; Position with Subsidiaries</td>
<td>Percentage of Voting Shares in Subsidiaries</td>
<td>List names of other companies (includes partnerships) if 25% or more of voting securities held (List names of companies and percentage of voting securities held)</td>
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<tr>
<td>Randolph T. Minter</td>
<td>Mortician</td>
<td>Director (The Fauquier Bank)</td>
<td>0.99%</td>
<td>None Moser Funeral Home, Inc 100%; Bright View Cemetery, Inc 100%</td>
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<tr>
<td>Brian S. Montgomery</td>
<td>Auto Service</td>
<td>Director (The Fauquier Bank)</td>
<td>1.02%</td>
<td>None Warrenton Foreign Car, Inc 100%; Across The Draw, Inc 100%</td>
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</tr>
<tr>
<td>P. Kurt Rodgers</td>
<td>Businessman</td>
<td>Director (The Fauquier Bank)</td>
<td>0.24%</td>
<td>None N/A</td>
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<tr>
<td>Sterling T. Strange, III</td>
<td>Businessman</td>
<td>Director (The Fauquier Bank)</td>
<td>0.15%</td>
<td>None The Solution Design Group, Inc 30%</td>
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