

MAY - 9 2016

Board of Governors of the Federal Reserve System



FRB RICHMOND
Annual Report of Holding Companies—FR Y-6

COPY

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.

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

December 31, 2015

Month / Day / Year

NA

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

I, G. William Beale

Name of the Holding Company Director and Official

Chief Executive Officer

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.

Reporter's Name, Street, and Mailing Address

Union Bankshares Corporation

Legal Title of Holding Company

1051 East Cary Street, Suite 1200

(Mailing Address of the Holding Company) Street / P.O. Box

Richmond

VA

23219

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Diane M. Hanzlik

Senior Accountant

Name

Title

804-632-1868

Area Code / Phone Number / Extension

804-273-1810

Area Code / FAX Number

diane.hanzlik@bankatunion.com

E-mail Address

http://www.bankatunion.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

5-5-16

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

1971693

C.I.

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

UNION BANKSHARES CORPORATION
Annual Report of Bank Holding Companies – FR Y-6
December 31, 2015

The following summarizes or references, by report item number, the information required in the Annual Report of Holding Companies – FR Y-6 for the year ended December 31, 2015.

Report Item 1: Annual Report to Shareholders

Not Applicable – The Company is registered with the Securities and Exchange Commission and files Form 10-K which incorporates the Company's Annual Report to Shareholders by reference.

Report Item 2: Organization Chart

The following outlines the Company, its subsidiaries and subsidiaries thereof as of December 31, 2015. The percentage of ownership by the respective parent company is 100% unless otherwise noted. Locations are also shown.

Report Item 3: Shareholders

There are three shareholders of record, who directly or indirectly own, control or holds with power to vote, five percent or more of the Common Shares of the Company as of December 31, 2015. Blackrock, Inc. (55 E. 52nd St, New York, N.Y, 10055, United States) owns 2,486,859 shares or 5.50% of the stock. Dimensional Fund Advisors LP (6300 Bee Cave Road, Building One, Austin, TX 78746, United States) owns 2,888,256 shares or 6.43% of the stock. Vaughan Nelson Investment Management LP (600 Travis Street, Suite 6300, Houston, TX 77002, United States) owns 2,809,985 shares or 6.30% of the stock.

There were no other shareholders of record, who directly or indirectly owned, or controlled five percent or more of the common shares of the Company during 2015.

Report Item 4: Directors and Officers

The following are names, addresses and titles of the directors and executive officers of the Company. Unless noted otherwise, the title or position is with Union BankShares Corporation ("UBSH"). The other information required by this item is incorporated by reference to the Company's Proxy Statement for its 2016 Annual Meeting which is attached.

UNION BANKSHARES CORPORATION
Corporate Organization

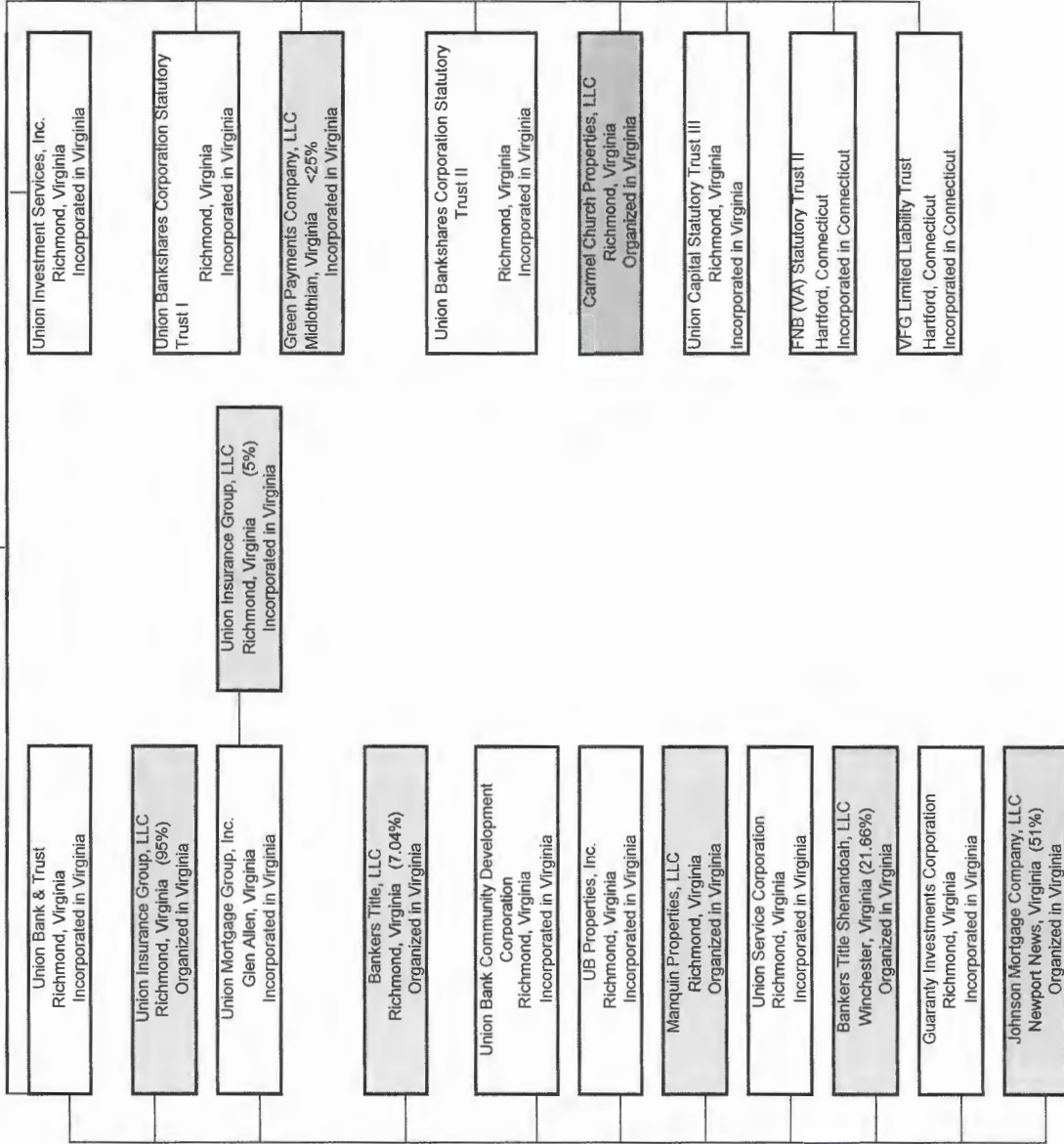
Report Item 2a
Organization Chart

Ownership is 100% unless
otherwise noted

Union Bankshares Corporation
1051 East Cary Street, Suite 1200
Richmond, Virginia 23219
Incorporated in Virginia

No LEI for any entity

Report Item 2b
Submitted early via
e-mail on 2-19-16



Managing Member
Non Managing Member

Results: A list of branches for your holding company: UNION BANKSHARES CORPORATION (1971693) of RICHMOND, VA. 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 date of closure 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 Procedures
 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.

Notes:
 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://f10online.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 ID_RSSD*	Branch Name	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		693224	UNION BANK & TRUST		1051 EAST GARY STREET, SUITE 1200	RICHMOND	VA	23219	RICHMOND CITY	UNITED STATES	0		UNION BANK & TRUST		693224
OK		994220	ASHLAND BRANCH		302 ASHCAKE ROAD	ASHLAND	VA	23005	HANOVER	UNITED STATES	225073		UNION BANK & TRUST		693224
OK		3541540	ASHLAND MARTIN'S BRANCH		253 N. WASHINGTON HIGHWAY	ASHLAND	VA	23005	HANOVER	UNITED STATES	290713		UNION BANK & TRUST		693224
OK		1400214	ATLEE BRANCH		9665 SLIDING HILL RD	ASHLAND	VA	23005	HANOVER	UNITED STATES	225060		UNION BANK & TRUST		693224
OK		449878	BEDFORD BRANCH		1715 WEST MAIN STREET	BEDFORD	VA	24523	BEDFORD CITY	UNITED STATES	42384		UNION BANK & TRUST		693224
OK		709723	BLACKSBURG OFFICE		604 NORTH MAIN STREET	BLACKSBURG	VA	24060	MONTGOMERY	UNITED STATES	212302		UNION BANK & TRUST		693224
OK		2621173	BOWLING GREEN BRANCH		211 NORTH MAIN STREET	BOWLING GREEN	VA	22427	CAROLINE	UNITED STATES	7398		UNION BANK & TRUST		693224
OK		608321	BUENA VISTA OFFICE		2101 FOREST AVENUE	BUENA VISTA	VA	24416	BUENA VISTA CITY	UNITED STATES	249925		UNION BANK & TRUST		693224
OK		405726	BURGESS BRANCH		15043 NORTHLAND HWY	BURGESS	VA	22432	NORTHLAND	UNITED STATES	225136		UNION BANK & TRUST		693224
OK		2588061	BARRACKS ROAD BRANCH		400 EAST MAIN ST	CHARLOTTEVILLE	VA	22903	CHARLOTTEVILLE CITY	UNITED STATES	286703		UNION BANK & TRUST		693224
OK		2985683	FOREST LAKES BRANCH		1330 FARHAM CIRCLE	CHARLOTTEVILLE	VA	22902	ALBEMARLE	UNITED STATES	360967		UNION BANK & TRUST		693224
OK		3179026	NORTHOWN CENTER BRANCH		2021 SEMINOLE TRAIL	CHARLOTTEVILLE	VA	22901	ALBEMARLE	UNITED STATES	453595		UNION BANK & TRUST		693224
OK		544876	PANTOPS BRANCH		1658 STATE FARM BLVD	CHARLOTTEVILLE	VA	22911	ALBEMARLE	UNITED STATES	44907		UNION BANK & TRUST		693224
OK		3541568	CHESTERFIELD MEADOWS BRANCH		12601 JEFF DAVIS HIGHWAY	CHESTER	VA	23831	CHESTERFIELD	UNITED STATES	290707		UNION BANK & TRUST		693224
OK		3542761	BETHLEHEM SQUARE BRANCH		6401 CENTRALIA ROAD	CHESTERFIELD	VA	23832	CHESTERFIELD	UNITED STATES	462078		UNION BANK & TRUST		693224
OK		100920	ARBOR DRIVE BRANCH		105 ARBOR DRIVE	CHRISTIANSBURG	VA	24073	MONTGOMERY	UNITED STATES	4594		UNION BANK & TRUST		693224
OK		2542269	CHRISTIANSBURG OFFICE		50 NORTH FRANKLIN STREET	CHRISTIANSBURG	VA	24073	MONTGOMERY	UNITED STATES	212309		UNION BANK & TRUST		693224
OK		4053385	ROANOKE STREET BRANCH		1675 ROANOKE STREET	CHRISTIANSBURG	VA	24073	MONTGOMERY	UNITED STATES	212301		UNION BANK & TRUST		693224
OK		890920	COLONIAL BEACH BRANCH		840 MCKINNEY BLVD	COLONIAL BEACH	VA	22443	WESTMORELAND	UNITED STATES	218506		UNION BANK & TRUST		693224
OK		3541595	COLONIAL HEIGHTS BRANCH		3107 BOULEVARD, SUITE 15	COLONIAL HEIGHTS	VA	23854	COLONIAL HEIGHTS CITY	UNITED STATES	462235		UNION BANK & TRUST		693224
OK		777928	COVINGTON BRANCH		102 WEST MAIN STREET	COVINGTON	VA	24436	COVINGTON CITY	UNITED STATES	431499		UNION BANK & TRUST		693224
OK		3646922	CULPEPER MAIN BRANCH		450 WEST MAIN STREET	CULPEPER	VA	22701	CULPEPER	UNITED STATES	468961		UNION BANK & TRUST		693224
OK		780227	CULPEPER NORTH BRANCH		717 JAMES MADISON HWY	CULPEPER	VA	22701	CULPEPER	UNITED STATES	212314		UNION BANK & TRUST		693224
OK		226523	CULPEPER SOUTH BRANCH		231 SOUTHGATE SHOPPING CENTER	CULPEPER	VA	22701	CULPEPER	UNITED STATES	212315		UNION BANK & TRUST		693224
OK		2522047	DUBLIN OFFICE		2 TOWN CENTER DRIVE	DUBLIN	VA	24084	PULASKI	UNITED STATES	212308		UNION BANK & TRUST		693224
OK		3790731	FLOYD BRANCH		680 EAST MAIN STREET	FLOYD	VA	24091	FLOYD	UNITED STATES	479105		UNION BANK & TRUST		693224
OK		3301832	FOREST BRANCH		14915 FOREST RD	FOREST	VA	24551	BEDFORD	UNITED STATES	275461		UNION BANK & TRUST		693224
OK		4258153	BEREA MARKET PLACE BRANCH		1044 WARRENTON ROAD	FREDERICKSBURG	VA	22406	STAFFORD	UNITED STATES	518475		UNION BANK & TRUST		693224
OK		3628269	COSNER'S CORNER BRANCH		10131 JEFFERSON DAVIS HIGHWAY	FREDERICKSBURG	VA	22407	SPOTSYLVANIA	UNITED STATES	493831		UNION BANK & TRUST		693224
OK		7708300	FALL HILL BRANCH		2811 FALL HILL AVE	FREDERICKSBURG	VA	22401	FREDERICKSBURG CITY	UNITED STATES	225065		UNION BANK & TRUST		693224
OK		2434784	FALLOUT BRANCH		622 CAMBRIDGE STREET	FREDERICKSBURG	VA	22405	STAFFORD	UNITED STATES	225063		UNION BANK & TRUST		693224
OK		3680186	HARRISON CROSSING BRANCH		5831 PLANK ROAD	FREDERICKSBURG	VA	22401	FREDERICKSBURG CITY	UNITED STATES	478950		UNION BANK & TRUST		693224
OK		1439036	KENMORE AVENUE BRANCH		725 KENMORE AVENUE	FREDERICKSBURG	VA	22401	FREDERICKSBURG CITY	UNITED STATES	495741		UNION BANK & TRUST		693224
OK		831727	LASSEN LANE BRANCH		4805 LASSEN LANE	FREDERICKSBURG	VA	22408	SPOTSYLVANIA	UNITED STATES	39425		UNION BANK & TRUST		693224
OK		3847868	PLANK ROAD BRANCH		4109 PLANK ROAD	FREDERICKSBURG	VA	22407	SPOTSYLVANIA	UNITED STATES	493345		UNION BANK & TRUST		693224
OK		3642483	FRONT ROYAL BRANCH		473 SOUTHGATE SHOPPING CENTER	FRONT ROYAL	VA	22630	WARREN	UNITED STATES	465911		UNION BANK & TRUST		693224
OK		3542716	CROSSRIDGE BRANCH		10250 STAPLES MILL ROAD	GLEN ALLEN	VA	23060	HENRICO	UNITED STATES	462074		UNION BANK & TRUST		693224
OK		3546489	TWIN HICKORY BRANCH		11163 NUCOLS ROAD	GLEN ALLEN	VA	23059	HENRICO	UNITED STATES	457800		UNION BANK & TRUST		693224
OK		3541885	VIRGINIA CENTER BRANCH		11500 BROOK ROAD	GLEN ALLEN	VA	23059	HENRICO	UNITED STATES	361284		UNION BANK & TRUST		693224
OK		1644450	WEST BROAD VILLAGE BRANCH		11263 WEST BROAD STREET	GLEN ALLEN	VA	23060	HENRICO	UNITED STATES	495745		UNION BANK & TRUST		693224
OK		3541670	WESTPARK BRANCH		9645 WEST BROAD STREET	GLEN ALLEN	VA	23060	HENRICO	UNITED STATES	290719		UNION BANK & TRUST		693224
OK		2194855	GROTTOS BRANCH		108 SOUTH STREET	GROTTOS	VA	24441	ROCKINGHAM	UNITED STATES	212389		UNION BANK & TRUST		693224
OK		2947778	NEWBRIDGE BRANCH		440 SOUTH MAIN STREET	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	265409		UNION BANK & TRUST		693224
OK		2643410	UNIVERSITY BRANCH		390 UNIVERSITY BLVD	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	225119		UNION BANK & TRUST		693224
OK		1211166	KILMARNOCK BRANCH		284 NORTH MAIN STREET	KILMARNOCK	VA	22482	LANCASTER	UNITED STATES	223179		UNION BANK & TRUST		693224
OK		89228	KING GEORGE BRANCH		10045 KINGS HIGHWAY	KING GEORGE	VA	22485	KING GEORGE	UNITED STATES	14970		UNION BANK & TRUST		693224
OK		927939	MANQUIN BRANCH		3708 RICHMOND TAPHANNOCK HIGHWAY	KING WILLIAM	VA	23086	KING WILLIAM	UNITED STATES	249504		UNION BANK & TRUST		693224

OK	Full Service	2854953	LEXINGTON BRANCH	1197 NORTH LEE HWY	LEXINGTON	VA	24450	ROCKBRIDGE	UNITED STATES	251690	135	UNION BANK & TRUST	693224
OK	Full Service	2380656	LOCUST GROVE BRANCH	3698L GOODWIN DRIVE	LOCUST GROVE	VA	22508	ORANGE	UNITED STATES	212317	77	UNION BANK & TRUST	693224
OK	Full Service	3222233	LOVINGSTON BRANCH	124 MAIN STREET	LOVINGSTON	VA	22949-234	NELSON	UNITED STATES	419409	173	UNION BANK & TRUST	693224
OK	Full Service	3467533	LANGHORNE ROAD BRANCH	2102 LANGHORNE ROAD	LYNCHBURG	VA	24501	LYNCHBURG CITY	UNITED STATES	467635	141	UNION BANK & TRUST	693224
OK	Full Service	646828	MADISON BRANCH	1174 NORTH MAIN STREET	MADISON	VA	22777	HANOVER	UNITED STATES	212316	116	UNION BANK & TRUST	693224
OK	Full Service	2333971	HANOVER COMMONS BRANCH	9534 CHAMBERLAIN ROAD	MECHANICSVILLE	VA	23116	HANOVER	UNITED STATES	225067	58	UNION BANK & TRUST	693224
OK	Full Service	3288939	MECHANICSVILLE MARTIN'S BRANCH	6479 MECHANICSVILLE TURNPIKE	MECHANICSVILLE	VA	23116	HANOVER	UNITED STATES	290714	61	UNION BANK & TRUST	693224
OK	Full Service	3541504	MECHANICSVILLE MARTIN'S BRANCH	7024 BELL CREEK ROAD	MECHANICSVILLE	VA	23116	HANOVER	UNITED STATES	422510	9	UNION BANK & TRUST	693224
OK	Full Service	3312816	POLE GREEN BRANCH	8300 BELL CREEK ROAD	MECHANICSVILLE	VA	20117	HANOVER	UNITED STATES	469173	74	UNION BANK & TRUST	693224
OK	Full Service	3642438	MIDDLEBURG BRANCH	101 WEST WASHINGTON STREET	MIDDLEBURG	VA	20117	CHESTERFIELD	UNITED STATES	462236	93	UNION BANK & TRUST	693224
OK	Full Service	3542468	BRANDERMILL BRANCH	6030 HARBOR PARK DRIVE	MIDDLEBURG	VA	23112	CHESTERFIELD	UNITED STATES	290715	30	UNION BANK & TRUST	693224
OK	Full Service	3281178	GENITO BRANCH	200 CHARTER COLONY PARKWAY	MIDDLEBURG	VA	23114	CHESTERFIELD	UNITED STATES	431411	10	UNION BANK & TRUST	693224
OK	Full Service	3541563	HARBOR POINT MARTIN'S BRANCH	11101 HULL STREET RD	MIDDLEBURG	VA	23112	CHESTERFIELD	UNITED STATES	290708	66	UNION BANK & TRUST	693224
OK	Full Service	3357272	SYCAMORE BRANCH	13700 MIDDLETHAN TURNPIKE	MIDDLEBURG	VA	23113	CHESTERFIELD	UNITED STATES	442511	3	UNION BANK & TRUST	693224
OK	Full Service	3301669	MONETA BRANCH	14739 MONETA ROAD	MONETA	VA	24121	BEDFORD	UNITED STATES	274542	161	UNION BANK & TRUST	693224
OK	Full Service	1413399	MONTCROSS BRANCH	17191 MONTCROSS HIGHWAY	MONTCROSS	VA	24200	WESTMORELAND	UNITED STATES	212667	96	UNION BANK & TRUST	693224
OK	Full Service	2736442	NEWPORT NEWS BRANCH	603 PILOT HOUSE DRIVE	NEWPORT NEWS	VA	22960	NEWPORT NEWS CITY	UNITED STATES	62052	83	UNION BANK & TRUST	693224
OK	Full Service	2823986	ORANGE COUNTY BRANCH	134 WEST MAIN ST	ORANGE	VA	22960	ORANGE	UNITED STATES	212320	119	UNION BANK & TRUST	693224
OK	Full Service	2747827	LAKE MONTECELLO BRANCH	5980 THOMAS JEFFERSON PARKWAY	PALMYRA	VA	22963	FLUVANNA	UNITED STATES	286707	71	UNION BANK & TRUST	693224
OK	Full Service	7186223	PEARSBURG OFFICE	605 WENOMAN AVENUE	PEARSBURG	VA	24134	GILES	UNITED STATES	212896	150	UNION BANK & TRUST	693224
OK	Full Service	1220153	RADFORD BRANCH	50 WEST MAIN STREET	RADFORD	VA	24141	RADFORD CITY	UNITED STATES	212303	145	UNION BANK & TRUST	693224
OK	Full Service	3541261	IRON AIR BRANCH	9027 FOREST HILL AVENUE	RICHMOND	VA	23235	CHESTERFIELD	UNITED STATES	290720	15	UNION BANK & TRUST	693224
OK	Full Service	3541287	BROOK RUN BRANCH	5700 BROOK ROAD	RICHMOND	VA	23227	RICHMOND CITY	UNITED STATES	290716	11	UNION BANK & TRUST	693224
OK	Full Service	3541876	CARYTOWN BRANCH	3556 WEST CARY STREET	RICHMOND	VA	23235	RICHMOND CITY	UNITED STATES	361286	24	UNION BANK & TRUST	693224
OK	Full Service	3541454	CHESTERFIELD CROSSING BRANCH	11361 MIDDLETHAN TURNPIKE	RICHMOND	VA	23235	CHESTERFIELD	UNITED STATES	290711	6	UNION BANK & TRUST	693224
OK	Full Service	3541447	CHESTERFIELD CROSSING BRANCH	5201 CHIPPENHAM CROSSING CENTER	RICHMOND	VA	23238	CHESTERFIELD	UNITED STATES	290718	13	UNION BANK & TRUST	693224
OK	Full Service	4500795	GAYTON CROSSING BRANCH	9605 GAYTON ROAD	RICHMOND	VA	23231	HENRICO	UNITED STATES	541144	167	UNION BANK & TRUST	693224
OK	Full Service	3542274	JOHN ROLFE BRANCH	2350 JOHN ROLFE PARKWAY	RICHMOND	VA	23231	HENRICO	UNITED STATES	290722	37	UNION BANK & TRUST	693224
OK	Full Service	3542789	MIDDLETHAN TURNPIKE BRANCH	4390 SOUTH LABURNUM AVENUE	RICHMOND	VA	23231	HENRICO	UNITED STATES	462244	17	UNION BANK & TRUST	693224
OK	Full Service	3271155	PARIHAM ROAD BRANCH	11101 MIDDLETHAN TURNPIKE	RICHMOND	VA	23229	HENRICO	UNITED STATES	462237	31	UNION BANK & TRUST	693224
OK	Full Service	3541492	SHORT PUMP BRANCH	3460 PUMP ROAD	RICHMOND	VA	23233	HENRICO	UNITED STATES	290726	1	UNION BANK & TRUST	693224
OK	Full Service	3917920	STAPLES MILL SQUARE BRANCH	8883 STAPLES MILL ROAD	RICHMOND	VA	23228	HENRICO	UNITED STATES	483360	87	UNION BANK & TRUST	693224
OK	Full Service	3542752	STRATFORD HILLS BRANCH	7045 FOREST HILL AVENUE	RICHMOND	VA	23225	RICHMOND CITY	UNITED STATES	462238	32	UNION BANK & TRUST	693224
OK	Full Service	3541399	VILLAGE BRANCH, THE	7035 THREE CHOPT ROAD	RICHMOND	VA	23226	RICHMOND CITY	UNITED STATES	290709	44	UNION BANK & TRUST	693224
OK	Full Service	4062145	WHITE OAK VILLAGE BRANCH	4591 SOUTH LABURNUM AVENUE	RICHMOND	VA	23231	HENRICO	UNITED STATES	290721	16	UNION BANK & TRUST	693224
OK	Full Service	4062092	WILLOW LAWN BRANCH	1501 WILLOW LAWN DRIVE	RICHMOND	VA	23229	HENRICO	UNITED STATES	462237	31	UNION BANK & TRUST	693224
OK	Full Service	331377	RINER OFFICE	4055 RINER ROAD	RINER	VA	24149	MONTGOMERY	UNITED STATES	212300	142	UNION BANK & TRUST	693224
OK	Full Service	2999539	BRANDONHILLS BRANCH	3904 BRANDON AVENUE SW	ROANOKE	VA	24018	ROANOKE CITY	UNITED STATES	492550	39	UNION BANK & TRUST	693224
OK	Full Service	613770	HOLLINS PLAZA BRANCH	3605 ELECTRIC ROAD	ROANOKE	VA	24018	ROANOKE CITY	UNITED STATES	358652	155	UNION BANK & TRUST	693224
OK	Full Service	2064024	FRANKLIN PLAZA BRANCH	7317 WILLIAMSON ROAD SE	ROANOKE	VA	24011	ROANOKE CITY	UNITED STATES	40632	137	UNION BANK & TRUST	693224
OK	Full Service	187895	OAK GROVE BRANCH	2101 ELECTRIC ROAD	ROANOKE	VA	24018	ROANOKE CITY	UNITED STATES	255104	154	UNION BANK & TRUST	693224
OK	Full Service	674278	ROCKY MOUNT BRANCH	369 FRANKLIN STREET	ROCKY MOUNT	VA	24151-137	FRANKLIN	UNITED STATES	255103	153	UNION BANK & TRUST	693224
OK	Full Service	993728	LADYSMITH BRANCH	7349 LADYSMITH ROAD	RUTHER GLEN	VA	22546	CAROLINE	UNITED STATES	431501	138	UNION BANK & TRUST	693224
OK	Full Service	680739	WEST SALEM BRANCH	1251 WEST MAIN ST	SALEM	VA	24153	SALEM CITY	UNITED STATES	255102	49	UNION BANK & TRUST	693224
OK	Full Service	119276	LEAVELLS BRANCH	10415 COLTSHOUSE ROAD	SPOTSVANNA	VA	22553	SPOTSVANNA	UNITED STATES	225059	152	UNION BANK & TRUST	693224
OK	Full Service	3144925	THORNHURST BRANCH	5833 ROLLING ROAD	SPRINGFIELD	VA	22152	FAREAST	UNITED STATES	419639	64	UNION BANK & TRUST	693224
OK	Full Service	688259	WEST SPRINGFIELD BRANCH	115 EE JACKSON HIGHWAY	SPRINGFIELD	VA	24401	AUGUSTA	UNITED STATES	361556	78	UNION BANK & TRUST	693224
OK	Full Service	1419833	GREENVILLE AVENUE BRANCH	24 SOUTH AUGUSTA STREET	STAUNTON	VA	24401	STAUNTON CITY	UNITED STATES	251687	132	UNION BANK & TRUST	693224
OK	Full Service	985020	SOUTH AUGUSTA BRANCH	2307 WEST BEVERLY STREET	STAUNTON	VA	24401	STAUNTON CITY	UNITED STATES	208806	129	UNION BANK & TRUST	693224
OK	Full Service	4294311	FREDRICKTOWNE CROSSING BRANCH	740 ELIZABETH DRIVE	STEPHERS CITY	VA	22655	FREDRICK	UNITED STATES	522010	130	UNION BANK & TRUST	693224
OK	Full Service	684624	STUARTS DRAFT BRANCH	2600 STUARTS DRAFT HIGHWAY	STUARTS DRAFT	VA	24477	ESSEX	UNITED STATES	251686	130	UNION BANK & TRUST	693224
OK	Full Service	552424	TAPPANNOCK OFFICE	1569 TAPPANNOCK BOULEVARD	TAPPANNOCK	VA	22560	ESSEX	UNITED STATES	283862	97	UNION BANK & TRUST	693224
OK	Full Service	2511199	TAPPANNOCK WAL-MART BRANCH	374 LEE HWY	TAPPANNOCK	VA	22560	ESSEX	UNITED STATES	221668	98	UNION BANK & TRUST	693224
OK	Full Service	984025	VERONA BRANCH	1006 HARDY ROAD	VERONA	VA	24482	ROANOKE	UNITED STATES	15090	131	UNION BANK & TRUST	693224
OK	Full Service	311279	VINTON BRANCH	4505 COLUMBUS STREET, SUITE 100	VIRGINIA BEACH	VA	23462	ROANOKE	UNITED STATES	263472	158	UNION BANK & TRUST	693224
OK	Full Service	4436018	COLUMBUS STREET BRANCH	216 BROADVIEW AVENUE	WARRENTON	VA	20186	FALQUER	UNITED STATES	541115	168	UNION BANK & TRUST	693224
OK	Full Service	362465	BROADVIEW BRANCH	37 EAST MAIN STREET	WARRENTON	VA	20186	FALQUER	UNITED STATES	469125	94	UNION BANK & TRUST	693224
OK	Full Service	3624010	WARRENTON BRANCH	4756 RICHMOND ROAD	WARSAW	VA	22572	RICHMOND	UNITED STATES	469171	91	UNION BANK & TRUST	693224
OK	Full Service	4011324	TIME SQUARE BRANCH	4539 RICHMOND ROAD	WARSAW	VA	22577	RICHMOND	UNITED STATES	469171	91	UNION BANK & TRUST	693224
OK	Full Service	53037	WARSAW BRANCH	718ANK ROAD	WASHINGTON	VA	22747	RICHMOND	UNITED STATES	6585	95	UNION BANK & TRUST	693224
OK	Full Service	97823	TAPPANNOCK BRANCH	718ANK ROAD	WASHINGTON	VA	22747	RICHMOND	UNITED STATES	469171	95	UNION BANK & TRUST	693224
OK	Full Service	18233	POPULAR AVE BRANCH	251 NORTH POPULAR AVENUE	WAYNESBORO	VA	22980	WAYNESBORO CITY	UNITED STATES	251688	128	UNION BANK & TRUST	693224
OK	Full Service	784183	ROSSER AVE BRANCH	100 LUTY LANE	WAYNESBORO	VA	22980	WAYNESBORO CITY	UNITED STATES	251688	134	UNION BANK & TRUST	693224
OK	Full Service	466293	WHITE STONE BRANCH	485 CHESTERFARE DR	WHITE STONE	VA	22578	LANCASTER	UNITED STATES	225337	101	UNION BANK & TRUST	693224
OK	Full Service	4062060	WILLIAMSBURG WINDSOR MEADE BRANCH	4860 MONTECELLO AVENUE	WILLIAMSBURG	VA	23188	JAMES CITY	UNITED STATES	489779	47	UNION BANK & TRUST	693224
OK	Full Service	3642429	MILLWOOD PIKE BRANCH	1095 MILLWOOD PIKE	WINCHESTER	VA	22602	FREDRICK	UNITED STATES	489172	87	UNION BANK & TRUST	693224
OK	Full Service	4394272	STONEMALL PLAZA BRANCH	200 RIVANDELL COURT	WINCHESTER	VA	22603	FREDRICK	UNITED STATES	521613	106	UNION BANK & TRUST	693224
OK	Full Service	4394363	WINCHESTER GATEWAY BRANCH	400 RIVANDELL DRIVE	WINCHESTER	VA	22603	FREDRICK	UNITED STATES	521613	107	UNION BANK & TRUST	693224
OK	Full Service	2971186	MYTHTVILLE NORTH BRANCH	500 NORTH FOURTH STREET	MYTHTVILLE	VA	24382	WYTHE	UNITED STATES	369889	149	UNION BANK & TRUST	693224
OK	Full Service	3444418	GRAFTON BRANCH	HIGHWAY	YOKECTOWN	VA	23692	YORK	UNITED STATES	453341	86	UNION BANK & TRUST	693224

Report Item 4: Insiders

1 Name and Address (Alpha) (all=USA)	2 Occupation	3 (a) and (b) Title or Position with the Company or its Subsidiaries	3 (c) * See 4 (c) *
L Bradford Armstrong Richmond, VA	Proxy	Director - Union Bankshares Corporation Director - Union Bank & Trust	
G. William Beale Bowling Green, VA	Officer Proxy	Chief Executive Officer - Union Bankshares Corporation Chief Executive Officer - Union Bank & Trust Director - Union Bankshares Corporation	
Elizabeth M. Bentley Montpelier, VA	Officer	Executive Vice President and Chief Retail Officer Director - Union Investment Services Incorporated	
David Bitko Keswick, VA	Officer	Executive Vice President, Chief Risk Officer	
M. Dean Brown Leesburg, VA	Officer	Executive Vice President and Chief Information Officer	
Glen C. Combs Roanoke, VA	Proxy	Director - Union Bankshares Corporation Director - Union Bank & Trust	
Beverley E. Dalton Altavista, VA	Proxy	Director - Union Bankshares Corporation Director - Union Bank & Trust	
Jeffrey Farrar Keswick, VA	Officer	Executive Vice President, Director of Mortgage and Wealth Management Director - Union Mortgage Group, Inc. Chairman- Union Investment Services Incorporated	
Gregory L. Fisher Madison, VA	Proxy	Director - Union Bankshares Corporation Director - Union Bank & Trust	
Robert M. Gorman Henrico, VA	Officer	Executive Vice President, Chief Financial Officer	
Daniel I. Hansen Fredericksburg, VA	Proxy	Director - Union Bankshares Corporation Director - Union Mortgage Group, Inc. Director - Union Bank & Trust	
Jan S. Hoover Fishersville, VA	Proxy	Director - Union Bankshares Corporation Director - Union Bank & Trust	
Patrick J. McCarrn Charlottesville, VA	Proxy	Director - Union Bankshares Corporation Director - Union Bank & Trust	
W. Tayloe Murphy, Jr. Warsaw, VA	Proxy	Director - Union Bankshares Corporation Director - Union Bank & Trust	
Alan W. Myers Culpeper, VA	Proxy	Director - Union Bankshares Corporation Director - Union Mortgage Group, Inc. Director - Union Bank & Trust	
John C. Neal Fredericksburg, VA	Officer	Executive Vice President-Union Bankshares Corporation President - Union Bank & Trust Director - Union Bank & Trust Chairman of the Board - Union Mortgage Group, Inc. Director - Union Investment Services Incorporated	
D. Anthony Peay Hanover, VA	Officer	Executive Vice President, Chief Banking Officer Director - Union Bank & Trust Director - Union Investment Services Incorporated	
Thomas P. Rohman Midlothian, VA	Proxy	Director - Union Bankshares Corporation Director - Union Bank & Trust	
Linda V. Schreiner Richmond, VA	Proxy	Director - Union Bankshares Corporation Director - Union Bank & Trust	
Raymond L. Slaughter Bowling Green, VA	Proxy	Director - Union Bankshares Corporation Director - Union Mortgage Group, Inc. Director - Union Bank & Trust	
Raymond D. Smoot Blacksburg, VA	Proxy	Chairman of the Board - Union Bankshares Corporation Chairman of the Board - Union Bank & Trust	
Charles W. Steger Blacksburg, VA	Proxy	Director - Union Bankshares Corporation Director - Union Bank & Trust	
Ronald L. Tillet Richmond, VA	Proxy	Vice Chairman of the Board - Union Bankshares Corporation Vice Chairman of the Board - Union Bank & Trust	
Keith L. Wampler Fredericksburg, VA	Proxy	Director - Union Bankshares Corporation Director - Union Bank & Trust	

* Title or position can be found in Proxy

Name and Address (Alpha) (all=USA)	4 (a)	4 (b)	4 (c) *	%
L Bradford Armstrong Richmond, VA	Proxy	n/a	None	
G. William Beale Bowling Green, VA	Proxy	n/a	Atholwood, LLC	100.00
Elizabeth M. Bentley Montpelier, VA	Proxy	n/a	None	
David Bilko Keswick, VA	0.04%	n/a	None	
M. Dean Brown Leesburg, VA	Proxy	n/a	None	
Glen C. Combs Roanoke, VA	Proxy	n/a	None	
Beverley E. Dalton Altavista, VA	Proxy	n/a	W.C English, Inc.	100.00
Jeffrey Farrar Keswick, VA	0.07%	n/a	None	
Gregory L. Fisher Madison, VA	Proxy	n/a	Eddins Ford, Inc. Ken-Walt Farm Land Trust Arnudale, LLC	79.00 25.00 100.00
Robert M. Gorman Richmond, VA	Proxy	n/a	None	
Daniel I. Hansen Fredericksburg, VA	Proxy	n/a	Day & Hansen, Inc DeJarnette & Beale, Inc Profit Sharing Plan	50.00 50.00
Jan S. Hoover Fishersville, VA	Proxy	n/a	Arehart Associates, Ltd.	50.00
Patrick J. McCann Charlottesville, VA	Proxy	n/a	None	
W. Tayloe Murphy, Jr. Warsaw, VA	Proxy	n/a	W. Tayloe Murphy, Jr., A Professional Corporation	100.00
Alan W. Myers Culpeper, VA	Proxy	n/a	None	
John C. Neal Fredericksburg, VA	Proxy	n/a	None	
D. Anthony Peay Hanover, VA	Proxy	n/a	None	
Thomas P. Rohman Richmond, VA	Proxy	n/a	None	
Linda V. Schreiner Richmond, VA	Proxy	n/a	None	
Raymond L. Slaughter Bowling Green, VA	Proxy	n/a	Raymond L. Slaughter, Esq.	100.00
Raymond D. Smoot Blacksburg, VA	Proxy	n/a	None	
Charles W. Steger Blacksburg, VA	Proxy	n/a	None	
Ronald L. Tillett Richmond, VA	Proxy	n/a	Tillett Consulting	100.00
Keith L. Wampler Fredericksburg, VA	Proxy	n/a	Lemon Tree, LLC Hedgewood Associates Dunlin, LLC	25.00 25.00 25.00

* Title or position can be found in Proxy

ELECTION OF FIVE CLASS II DIRECTORS — PROPOSAL 1

The Company's Board of Directors is divided into three classes (I, II and III).

The terms of office for five Class II directors of the Company will expire at the Annual Meeting. All such directors have been nominated for election to continue serving as directors in Class II. If elected, the nominees will serve until the 2019 annual meeting of shareholders or his or her mandatory retirement date as established by the Company's Bylaws, whichever date is earlier.

The Company's Bylaws provide that the Board of Directors may determine certain directors to be exempt from the mandatory retirement date provision in the Company's Bylaws. Tayloe Murphy, a Class II nominee for director, is the only director exempt from such provision. If elected, Mr. Murphy will serve until the 2019 annual meeting of shareholders.

On January 28, 2016, the Board amended the Company's Bylaws to change the mandatory retirement age for directors from 70 to 72. As a result of the amendment, no director may serve on the Board of Directors after the annual meeting following his or her 72nd birthday, other than those directors the Board has determined to be exempt from the mandatory retirement provision. The Board believes the increase of the mandatory retirement age from 70 to 72 will prevent the unnecessarily early retirement of valuable, experienced directors with deep knowledge of the operations of the Company and a thorough understanding of the Company's history, policies and objectives, thereby allowing the Company to be more competitive.

The persons named in the accompanying proxy will vote for the election of all of the nominees for Class II director named below unless authority for a nominee is withheld. If for any reason any person named as a nominee below should become unavailable to serve, an event which management does not anticipate, proxies will be voted for such other person(s) as the Board of Directors may designate.

The nominees for Class II directors receiving the greatest number of affirmative votes cast, in person or by proxy, at the Annual Meeting, will be elected.

Members of the Company's Board of Directors are expected to have the appropriate skills and characteristics necessary to function in the Company's current operating environment and contribute to its future direction and strategies. These include legal, financial, management and other relevant skills, as well as varying experience, age, perspective, residence, and background.

The Board of Directors believes that each nominee's qualifications, credentials and business experience, set forth below, provide the reasons why he or she should continue to serve as a director of the Company.

Class II Nominees for Directors (Nominated to serve until the 2019 annual meeting of shareholders or the director's mandatory retirement date as established by the Company's Bylaws, whichever date is earlier):

L. Bradford Armstrong, 68, Richmond, Virginia; President of Armstrong Partners; Adjunct Faculty at VCU Brandcenter; former Partner and Group Account Director of The Martin Agency, an international advertising agency and marketing services company, from 2007 to 2015 and from 1994 to 2001; President and Chief Executive Officer of Virginia Performing Arts Foundation, from 2001 to 2006; extensive experience in sales and marketing for more than 35 years; received his B.S. degree in engineering from the University of Virginia and his M.B.A. from its Darden Graduate School of Business. Mr. Armstrong joined the Company's Board of Directors in 2010.

Glen C. Combs, 69, Roanoke, Virginia; retired; former Vice President of Acosta, Inc., a sales, marketing, and service company for grocery retailers; former President of M&M Brokerage, a food brokerage company that was acquired by Acosta Sales; serves on the boards of several non-profit organizations in the Roanoke, Virginia region; Chairman of the Compensation Committee of Friendship Manor, the largest nursing home in Virginia; serves on the Corporate Governance and Nominating Committee for Petroleum Marketers, a large distributor of petroleum products in Virginia; former member of the Board of Directors of StellarOne Bank; received his degree in business administration from Virginia Polytechnic Institute and State University ("Virginia Tech"). Mr. Combs joined the Company's Board of Directors in January 2014.

Daniel I. Hansen, 59, Fredericksburg, Virginia; Corporate Vice President and Corporate Secretary of DeJarnette & Beale, Inc., Bowling Green, Virginia, an independent insurance agency, for 37 years, until the sale of the business in November 2015; Chairman of the Board of Directors of Union Bank and Trust Company from 2003 to 2007; first elected to the Board of Directors of Union Bank and Trust Company in 1987; also serves as a member of the Board of Directors of the Company's affiliate, Union Mortgage Group, Inc.; received his B.S. degree from Virginia Tech. Mr. Hansen joined the Company's Board of Directors in 2007.

Jan S. Hoover, 59, Fishersville, Virginia; President of Arehart Associates, Ltd., an accounting services and financial consulting company; more than 30 years of experience providing auditing, accounting, income taxation, and consulting services; qualifies as an audit committee financial expert under SEC regulations; former member of the Board of Directors of StellarOne Bank; received her B.S. degree from the University of Virginia. Ms. Hoover joined the Company's Board of Directors in January 2014.

W. Tayloe Murphy, Jr., 83, Warsaw, Virginia; Attorney; Secretary of Natural Resources of the Commonwealth of Virginia from 2002 to 2006; Delegate of the Virginia General Assembly from 1982 to 2000; first elected to the Board of Directors of Northern Neck State Bank in 1966; serves on the Board of Trustees of The Menokin Foundation (Immediate Past President) and the Virginia Commonwealth University ("VCU") Rice Rivers Center; Honorary Director of the Board of the Alliance for The Chesapeake Bay; former trustee of the Chesapeake Bay Foundation; received his B.A. degree from Hampden-Sydney College and his law degree from the University of Virginia. Mr. Murphy joined the Company's Board of Directors at its inception in 1993.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE
ELECTIONS OF THE NOMINEES SET FORTH ABOVE.**

ELECTION OF ONE CLASS I DIRECTOR — PROPOSAL 2

The term of office for one Class I director of the Company, Raymond L. Slaughter, will expire at the Annual Meeting. At the annual meeting of the Company's shareholders held on April 21, 2015, Mr. Slaughter was elected to a one-year term in accordance with the Company's Bylaws as in effect at that time. Mr. Slaughter has been nominated for election to continue serving as a director in Class I in connection with the change of the mandatory retirement age of directors from 70 to 72. If elected, Mr. Slaughter will serve until the 2018 annual meeting of shareholders or his mandatory retirement date as established by the Company's Bylaws, whichever date is earlier. His term of office will be commensurate with the terms of all Class I directors. No other Class I director's term expires at the Annual Meeting.

The Board of Directors believes that Mr. Slaughter's qualifications, credentials and business experience, set forth below, provide the reasons why he should continue to serve as a director of the Company.

The persons named in the accompanying proxy will vote for the election of Mr. Slaughter unless authority for the nominee is withheld. If for any reason Mr. Slaughter should become unavailable to serve, an event which management does not anticipate, proxies will be voted for such other person(s) as the Board of Directors may designate.

The nominee for Class I director receiving the greatest number of affirmative votes cast, in person or by proxy, at the Annual Meeting, will be elected.

Class I Nominee for Director (Nominated to serve until the 2018 annual meeting of shareholders or the director's mandatory retirement date as established by the Company's Bylaws, whichever date is earlier):

Raymond L. Slaughter, 70, Woodford, Virginia; Associate Professor of Accounting at the University of Richmond since 1977; attorney and certified public accountant; Chairman of the Board of Directors of Employment Resources, Inc.; member of the Board of Trustees for Mary Washington Healthcare from 2005 to 2014; member of the Board of Directors of Union Bank & Trust, formerly known as Union First Market Bank ("Union Bank & Trust" or the "Bank"), the Company's wholly owned bank subsidiary, from 2004 to 2012; member of the Virginia Board of Accountancy from 1983 to 1988; qualifies as an audit committee financial expert under SEC regulations; also serves as a member of the Board of Directors of the Company's affiliate,

company; member of the Executive Committee and Chairman of the Finance Committee of Carilion Clinic, a comprehensive health care organization in western Virginia; member of the Investment Advisory Committee of Harbert Venture Partners; director of the Virginia Tech Corporate Research Center; former Chairman of the Board of Directors of StellarOne Corporation and StellarOne Bank; former Chairman of the Board of Directors of a legacy StellarOne bank; received his B.A. and M.S. degrees from Virginia Tech and a Ph.D. from The Ohio State University. Dr. Smoot joined the Company's Board of Directors in January 2014.

Class I Directors (Elected to serve until the 2018 annual meeting of shareholders or the director's mandatory retirement date as established by the Company's Bylaws, whichever date is earlier):

Beverley E. Dalton, 67, Altavista, Virginia; Owner of W.C. English, Inc., a diversified heavy construction services provider in the Mid-Atlantic region; currently serving a third term on the Town Council of Altavista, Virginia; member of the Board of Trustees of Lynchburg College; member of the Board of the Virginia Baptist Foundation; member of the Board of Visitors of Virginia Tech from 2004 to 2012; former member of the Board of Directors of StellarOne Bank; received her B.A. degree in education from the University of Richmond. Ms. Dalton joined the Company's Board of Directors in January 2014.

Thomas P. Rohman, 61, Midlothian, Virginia; Partner at McGuireWoods, LLP, a global law firm with more than 900 lawyers and 19 offices worldwide; serves on its Board of Partners; Adjunct Professor at the T. C. Williams School of Law at the University of Richmond; former Chairman of the Board of Directors of Feed More, Inc. (Central Virginia Food Bank, Meals on Wheels, and the Community Kitchen); received his undergraduate degree from the University of Notre Dame, his law degree from Michigan State University College of Law, and his LL.M. (Taxation) from the New York University School of Law. Mr. Rohman joined the Company's Board of Directors in 2013.

Charles W. Steger, 68, Blacksburg, Virginia; president emeritus of Virginia Tech; President of Virginia Tech from 2000 to 2014; member of the Board of Directors of the National Institute of Building Sciences and Chairman of its foundation; Chairman of the Virginia Tech MARG-Swarnabhoomi, India Trust in Chennai, India; member of the Board of Trustees of Randolph-Macon College; member of the Board of Directors of the Virginia Business Higher Education Council; member of the Virginia Western Community College Educational Foundation, Inc.; former member of the Board of Directors of StellarOne Bank; Dr. Steger joined the Company's Board of Directors in January 2014.

Ronald L. Tillet, 60, Midlothian, Virginia; Managing Director and Head, Mid-Atlantic Public Finance at Raymond James & Associates, Inc. since 2001; State Treasurer of the Commonwealth of Virginia from 1991 to 1996; Secretary of Finance of the Commonwealth of Virginia from 1996 to 2001; Member of the Board of Visitors, Christopher Newport University since 2012; member of the Board of Directors of Bon Secours Richmond Health System since 2008; Chairman of Investment Advisory Committee, Virginia College Savings Plans, since 2008; Member of the Commonwealth Debt Capacity Advisory Committee since 2010; holds Series 7, 53, 63, 53, 50, 79 securities licenses; received his B.S. degree from VCU. Mr. Tillet joined the Company's Board of Directors in 2003.

Keith L. Wampler, 58, Fredericksburg, Virginia; Partner at PBMares, LLP, a regional certified public accounting firm with nine offices in Virginia and Maryland; Chairman of the firm's Board of Directors and Service Line Leader for the firm's consulting practices; founding member of the Community Foundation of the Rappahannock River Region; former member of the Board of Directors of StellarOne Bank; received his B.S. degree from Bridgewater College. Mr. Wampler joined the Company's Board of Directors in January 2014.

Retired Director

Ronald L. Hicks retired from the Company's Board of Directors effective June 30, 2015 after serving as a director since 1993. For additional details regarding his retirement, please see the Company's Current Report on Form 8-K filed with the SEC on April 22, 2015.