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FR Y-6
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Approval expires September 30, 2018
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Board of Governors of the Federal Reserve System

APR - 8 2016



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

549300ZS0XKMQCIH6I27

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

I, Timothy K. Schools

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.

Reporter's Name, Street, and Mailing Address

Highlands Bankshares, Inc.

Legal Title of Holding Company

340 West Main Street

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

Abingdon

VA

24212-1128

City

State

Zip Code

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Robert M. Little, Jr.

CRO

Name

Title

276-628-9181 81515

Area Code / Phone Number / Extension

276-619-2106

Area Code / FAX Number

rlittle@hubank.com

E-mail Address

www.hubank.com

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

Signature of Holding Company Director and Official

March 6, 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 2391270
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."

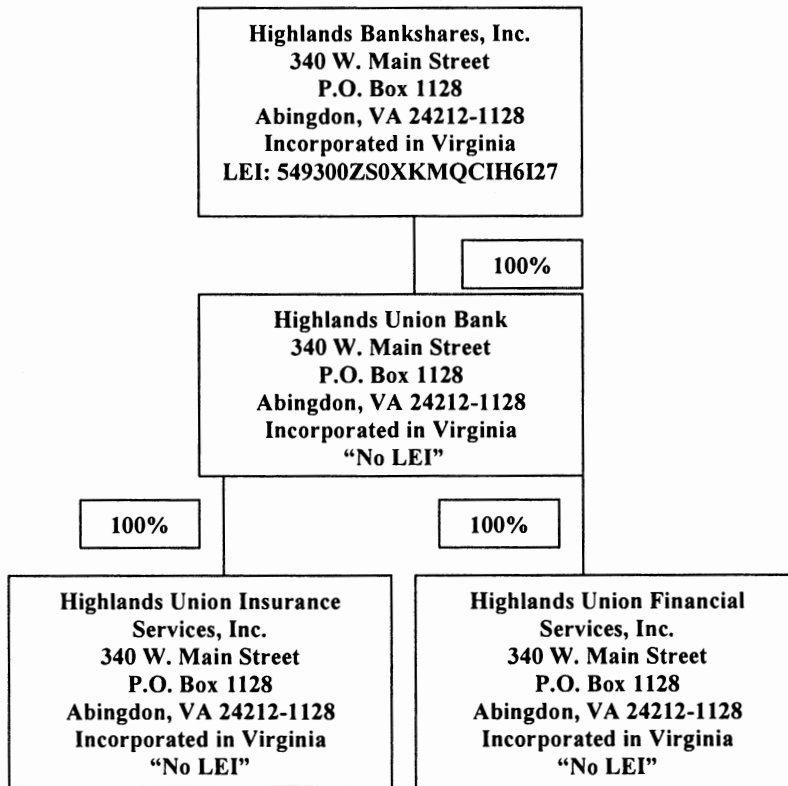
No

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Highlands Bankshares, Inc.
Abingdon, Virginia
Fiscal Year Ending December 31, 2015

Report Item

1. Annual Report to Shareholders is not yet available and will be sent to the Richmond Federal Reserve Bank as soon as possible.
- 2.a. Organization Chart.



Results: A list of branches for your depository institution: HIGHLANDS UNION BANK (ID_RSSD: 969424).
 This depository institution is held by HIGHLANDS BANKSHARES, INC. (2391270) of ABINGDON, 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 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	Effective	Branch Service Type	Branch	Popular Name	Street Address	City	Stat	Zip Code	County	Country	FDIC	Office	Head Office	Head Office	Comments
OK		Full Service (Head)	969424	HIGHLANDS UNION BANK	340 WEST MAIN STREET	ABINGDON	VA	24210	WASHINGTON	UNITED	32516		0	HIGHLANDS UNION BANK	969424
OK		Full Service	3239025	BANNER ELK BRANCH	115 MAIN STREET EAST	BANNER ELK	NC	28604	AVERY	UNITED	429579		11	HIGHLANDS UNION BANK	969424
OK		Full Service	2984654	BOONE BRANCH	1013 HWY 105	BOONE	NC	28607	WATAUGA	UNITED	361507		8	HIGHLANDS UNION BANK	969424
OK		Full Service	3210819	BLOUNTVILLE BRANCH	2217 HIGHWAY 394	BLOUNTVILLE	TN	37617	SULLIVAN	UNITED	429578		10	HIGHLANDS UNION BANK	969424
OK		Full Service	3648841	MOUNTAIN GROVE BRANCH	7570 MOUNTAIN GROVE DRIVE	KNOXVILLE	TN	37920	KNOX	UNITED	468637		13	HIGHLANDS UNION BANK	969424
OK		Full Service	940432	ROGERSVILLE BRANCH	4020 HIGHWAY 66 S	ROGERSVILLE	TN	37857	HAWKINS	UNITED	222173		9	HIGHLANDS UNION BANK	969424
OK		Full Service	3920921	EAST SEVIERVILLE BRANCH	1824 VETERANS BOULEVARD	SEVIERVILLE	TN	37862	SEVIER	UNITED	492944		14	HIGHLANDS UNION BANK	969424
OK		Full Service	3375343	SEVIERVILLE BRANCH	113 HARDIN LANE	SEVIERVILLE	TN	37862	SEVIER	UNITED	465256		12	HIGHLANDS UNION BANK	969424
OK		Full Service	2133564	EAST ABINGDON BRANCH	24412 MARIINGO ROAD	ABINGDON	VA	24211	WASHINGTON	UNITED	258506		3	HIGHLANDS UNION BANK	969424
OK		Full Service	2265362	WEST ABINGDON BRANCH	164 OLD JONESBORO ROAD	ABINGDON	VA	24210	WASHINGTON	UNITED	258507		4	HIGHLANDS UNION BANK	969424
OK		Full Service	2380827	BRISTOL OFFICE	821 COMMONWEALTH AVENUE	BRISTOL	VA	24201	BRISTOL CITY	UNITED	258508		5	HIGHLANDS UNION BANK	969424
OK		Full Service	1224287	EAST BRISTOL BRANCH	999 OLD AIRPORT ROAD	BRISTOL	VA	24201	BRISTOL CITY	UNITED	258505		2	HIGHLANDS UNION BANK	969424
OK		Full Service	2759049	GLADE SPRING BRANCH	506 MAPLE ST	GLADE	VA	24340	WASHINGTON	UNITED	258510		7	HIGHLANDS UNION BANK	969424
OK		Full Service	2639673	MARION BRANCH	1425 NORTH MAIN ST	MARION	VA	24354	SMYTH	UNITED	258509		6	HIGHLANDS UNION BANK	969424

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Highlands Bankshares, Inc.
Abingdon, Virginia
Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders

(1)(a) (1)(c) (2)(a) (2)(b) (2)(c)

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2015			Shareholders not listed in (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		
(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 Percentage of Each Class of Voting Securities
James D. Moore, Jr. Abingdon, Virginia, USA	USA	720,997 – 9.15% Common Stock	N/A	N/A	N/A
Keefe Ventures Fund II LP 310 South Street, 3rd Floor Morristown, NJ USA	USA	407,033 – 5.17% Common Stock			
TNH Financial Fund, LP 780 Third Avenue 29 th Floor New York, NY USA	USA	388,678 – 4.93% Common Stock 2,092,287 – 100% Series A Convertible Perpetual Preferred Stock Combined (Assuming 100% Conversion) 2,480,965 – 24.88%			

