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. § 1644 (c)(1)(A)); Section 8(a) of the Interagency Bank Holding Act (12 U.S.C. § 5166); 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.

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, Ben M. Susman
Name of the Holding Company Director and Official

Director and President
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

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

C.I.

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

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

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

Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters’ Name, Street, and Mailing Address

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

E-mail Address

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

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.

12/2015
2: Organizational Chart

MOUNT HOPE BANKSHARES, INC.
Mount Hope, WV/USA
Incorporated in West Virginia

No LEI

100%

Bank of Mount Hope, Inc.
Mount Hope, WV/USA
Incorporated in West Virginia

No LEI

2.b. Domestic branch listing provided to the Federal Reserve Bank.
Results: A list of branches for your depository institution: BANK OF MOUNT HOPE, INC. (ID_RSSD: 352820).

This depository institution is held by MOUNT HOPE BANKSHARES, INC. (3186428) of MOUNT HOPE, WV.

The date are as of 12/31/2015. Data reflects information that was received and processed through 01/10/2016.

Reconciliation and Verification Steps
1. In the Data Action column of each branch row, enter one or more of the options specified below.
2. If necessitated, 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 the information first became valid 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 FRS contact. See the detailed instructions on this site for more information.

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://dataonline.federalreserve.gov.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.
### 3.1: Securities Holders

Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of December 31, 2015

<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address (City, State/USA)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number &amp; Percentage of each class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phyllis Bonifacio or Lloyd D. Bonifacio or Floyd D. Bonifacio JTWROS Mount Hope, WV</td>
<td>USA</td>
<td>#</td>
</tr>
<tr>
<td>Bank of Mount Hope, Inc. E.S.O.P. Mount Hope, WV/USA E.E. Bibb, Ill, Trustee Beckley, WV</td>
<td>USA</td>
<td>35,833</td>
</tr>
<tr>
<td>Ronald E. Clay Pineville, WV</td>
<td>USA</td>
<td>5,747</td>
</tr>
<tr>
<td>Retirement Accounts</td>
<td></td>
<td>7,245</td>
</tr>
<tr>
<td>Trustee, Susman Wartella Trust</td>
<td></td>
<td>5,732</td>
</tr>
<tr>
<td>ESOP Account (2014)</td>
<td></td>
<td>5,361</td>
</tr>
<tr>
<td><strong>Total Ronald E. Clay Votes</strong></td>
<td></td>
<td>24,085</td>
</tr>
<tr>
<td>Ben M. Susman Beckley, WV</td>
<td>USA</td>
<td>50,031</td>
</tr>
<tr>
<td>Dixie Susman or Ben Susman JT Ten WROS</td>
<td></td>
<td>2,000</td>
</tr>
<tr>
<td>Retirement Accounts</td>
<td></td>
<td>6,634</td>
</tr>
<tr>
<td>E.S.O.P. Account (2014)</td>
<td></td>
<td>9,814</td>
</tr>
<tr>
<td>Sally M. Susman with POA Ben Susman*</td>
<td></td>
<td>99,477</td>
</tr>
<tr>
<td>RBC-Sally Susman IRA with POA Ben Susman*</td>
<td></td>
<td>4,000</td>
</tr>
<tr>
<td><strong>Total Ben M. Susman Votes</strong></td>
<td></td>
<td>171,956</td>
</tr>
<tr>
<td>Sally M. Susman * Beckley, WV</td>
<td>USA</td>
<td>99,477</td>
</tr>
<tr>
<td>Alisa Wartella Trust, Sally Susman Trustee</td>
<td></td>
<td>4,175</td>
</tr>
<tr>
<td>Irrevocable Unified Credit Trust Sally Susman Trustee</td>
<td></td>
<td>18,143</td>
</tr>
<tr>
<td>Retirement Accounts*</td>
<td></td>
<td>4,000</td>
</tr>
<tr>
<td><strong>Total Sally Susman Votes</strong></td>
<td></td>
<td>125,795</td>
</tr>
</tbody>
</table>

* Shares owned by Sally M. Susman but voted by Ben M. Susman as Power of Attorney.
3.2: Securities Holders

A list of Shareholders not listed in section 3(1) with ownership, control, or holdings of 5% or more with power to vote during the year.

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

NONE
<table>
<thead>
<tr>
<th>(1) Names &amp; Address</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 Other Businesses (include names of subsidiaries)</th>
<th>(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</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)</th>
<th>(4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ronald E. Clay</td>
<td>President, Bank of Mount Hope</td>
<td>Director &amp; Chairman</td>
<td>None</td>
<td>None</td>
<td>6.42%</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Pineville WV/USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>F. T. Graff, Jr.</td>
<td>Attorney, Bowles Rice LLP</td>
<td>Director</td>
<td>Director, Bank of Mount Hope</td>
<td>Please see attached</td>
<td>2.39%</td>
<td>None</td>
<td>Graff-Lane Properties, LLC, 50%; HFS, LLC 45%; TOF, LLC 33.33%; Two Hands Ventures, LLC 60%</td>
<td></td>
</tr>
<tr>
<td>Charleston WV/USA</td>
<td></td>
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</tr>
<tr>
<td>Samuel M Sanshelli</td>
<td>Owner/CEO Sanshelli Products, Inc. JPI Inc Remet Products Inc</td>
<td>Director</td>
<td>Director, Bank of Mount Hope</td>
<td>Owner, Jasper Leasing, President, SamLin Farm LLC</td>
<td>1.73%</td>
<td>None</td>
<td>Jasper Leasing, 100% SamLin Farms LLC, 100%</td>
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<tr>
<td>Fayetteville WV/USA</td>
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<td></td>
</tr>
<tr>
<td>Michael Lively</td>
<td>Jim Lively Insurance</td>
<td>Director</td>
<td>Director, Bank of Mount Hope</td>
<td>President, Premier Financial Corp., Member, Whistle Stop Ice Cream Shop, LLC, Vice President, Jim Lively Insurance Inc. Member, Mason Property, LLC</td>
<td>.87%</td>
<td>None</td>
<td>Premier Financial Corporation, 33.3%; Whistle Stop Ice Cream Shop, LLC, 50%; Mason Property, LLC, 33.3%</td>
<td></td>
</tr>
<tr>
<td>Oak Hill WV/USA</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>(1) Names &amp; Address (City, State, Country)</td>
<td>(2) Principal Occupation, if other than with Bank Holding Company</td>
<td>(3)(a) Title &amp; Position with Bank Holding Company</td>
<td>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Bank Holding Company</td>
<td>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</td>
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<td></td>
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</tr>
<tr>
<td>John Shonk IV Surf Side SC/USA</td>
<td>Retired</td>
<td>Director</td>
<td>Director Bank of Mount Hope</td>
<td>Director, Shonk-DEL LLC; Director, Shonk Land Company; Director, GASCO Limited Partnership; Director, REALCO LLC; Director, GASCO, Inc.; Director, Laurel Fork, LLC; Director, WV Mineral Properties, LLC</td>
<td>.62%</td>
<td>None</td>
<td></td>
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</tr>
<tr>
<td>Ben M. Susman Beckley WV/USA</td>
<td>Executive Vice President, Bank of Mount Hope</td>
<td>President/Director</td>
<td>Executive Vice President &amp; Director, Bank of Mount Hope</td>
<td>None</td>
<td>45.80%</td>
<td>None</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bradley Wartella Beckley WV/USA</td>
<td>Sr Vice President, Bank of Mount Hope</td>
<td>Director/Vice President</td>
<td>Director &amp; Senior Vice President, Bank of Mount Hope</td>
<td>None</td>
<td>2.36%</td>
<td>None</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
(3)(c) Title & Position with Other Businesses (include names of other businesses)

Senior Partner, Bowles Rice LLP
Director Emeritus-United Bankshares, Inc.
Chairman of the Board/President, Chemical Alliance Zone (non-profit)
Member Emeritus, West Virginia Roundtable (non-profit)
Trustee, Wehrle Foundation (non-profit)
Trustee, Mason Family Irrevocable Trust
Secretary, West Virginia Media Holdings, LLC
Secretary, West Virginia Media Partners GP, LLC
Secretary, West Virginia Media Management, LLC
Secretary, The State Journal, LLC
Secretary, WBOY-TV, LLC
Secretary, TWRF-TV, LLC
Secretary, WOWK-TV, LLC
Secretary, WVNS-TV, LLC
President, Graff-Lane Properties, LLC
Director, Fahlgren, Inc
Director, WV Chamber of Commerce
Trustee, Anne Patricia Bright Trusts
Trustee, Elizabeth Morrison Bright Trusts
Trustee, Sarah Townsend Bright Trusts
Manager and Owner, HFS, LLC
Manager and Owner, TOF, LLC
Manager and Owner, Two Hands Ventures, LLC
Report Item 1: Annual Report to Shareholders

The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the responsible Reserve Bank, two copies are enclosed.