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FR Y-6  
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MAR 21 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

N/A

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

I, Mark L. Williamson

Name of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

High Point Bank Corporation

Legal Title of Holding Company

P.O. Box 2270

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

High Point NC 27261

City State Zip Code

300 North Main Street, High Point, NC 27260

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:

Thomas L. Eller Sr. Exec Vice President

Name Title

336-881-3440

Area Code / Phone Number / Extension

336-881-6554

Area Code / FAX Number

teller@highpointbank.com

E-mail Address

www.highpointbank.com

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

Mark L. Williamson

Signature of Holding Company Director and Official

03/17/2016

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 1472220
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

**HIGH POINT BANK CORPORATION**  
**Annual Report of Bank Holding Companies - FR Y-6**  
**December 31, 2015**

**Report Item 1: Annual Report to Shareholders**

Included with this filing is High Point Bank Corporation's audited consolidated financial statements that include:

- independent public accountant's certification
- financial statements, prepared in accordance with GAAP, including footnote disclosures
- parent only financial statements

**Report Item 2a: Organization Chart** NO LEI

High Point Bank Corporation owns 100% of the common stock of High Point Bank and Trust Company. Both High Point Bank Corporation and High Point Bank and Trust Company are located in High Point, North Carolina, USA. High Point Bank Corporation is incorporated in Delaware. High Point Bank and Trust Company is incorporated in North Carolina.

High Point Bank and Trust Company owns 100% of the common stock of HPB Investment Corporation. HPB Investment Corporation is located in High Point, North Carolina, USA, and is incorporated in North Carolina.

High Point Bank and Trust Company owns 100% of the common stock of HPB Insurance Group, Inc. HPB Insurance Group, Inc. is located in High Point, North Carolina, USA, and is incorporated in North Carolina.

**Report Item 2b: Domestic Branch Listing**

See attached.

**Report Item 3: Securities Holders**

1. The following table lists persons known to management of High Point Bank Corporation to have directly or indirectly owned, controlled or held with power to vote 5% or more of the company's common stock on December 31, 2015.

<u>Name and Address</u>	<u>Country of Citizenship</u>	<u>December 31, 2015</u>	
		<u>Number of Shares</u>	<u>Percent of Class</u>
Matthew W. McInnis (1) High Point, North Carolina.....	USA	261,058	55.4%
Mollie A. McInnis Hobbs (1) Columbia, South Carolina.....	USA	261,058	55.4%

Lauren E. McInnis Scheb (1) Atlanta, Georgia.....	USA	261,058	55.4%
Milford C. Nooe (2) High Point, North Carolina.....	USA	135,105	28.7%

(1) The number of shares listed for each of Mr. McInnis, Ms. Hobbs and Ms. Scheb at December 31, 2015, includes 2,231 shares he or she holds individually, and an aggregate of 258,827 shares held by him or her as one of three Co-Special Trustees (with the other two), with voting power, of a total of the six separate "McInnis Trusts" listed below, and as one of four Co-Special Trustees (with the other two and Milford C. Nooe), with voting power, of the two separate trusts "Nooe Trusts" listed below. The McInnis Trusts and the Nooe Trusts, and the number of shares held by each, are listed in the following table.

<u>Trust</u>	<u>Shares Held</u>	<u>Percent of Class</u>
<b>McInnis Trusts:</b>		
Robert H. McInnis Spouse's Trust (under Will of Robert H. McInnis) .....	6,998	1.5%
Robert H. McInnis Family Trust (under Will of Robert H. McInnis) .....	2,170	0.5%
Lynn W. McInnis GST Exempt Trust (established under Irrevocable Trust Agreement dated January 12, 1987) .....	12,113	2.6%
Lynn W. McInnis GST Non-Exempt Trust (established under Irrevocable Trust Agreement dated January 12, 1987) .....	55,182	11.7%
E. Thad McInnis Irrevocable Trust (established under Trust Agreement dated February 21, 1986; decanted into new trust dated December 22, 2009) .....	9,523	2.0%
2015 Marcella McInnis McGee Irrevocable GST Trust fbo Descendants .....	38,600	8.2%
<b>Nooe Trusts:</b>		
Elizabeth M. Nooe Marital Trust (under Will of Elizabeth M. Nooe) .....	98,241	20.9%
Elizabeth M. Nooe Family Trust (under Will of Elizabeth M. Nooe) .....	36,000	7.6%

In addition to the listed shares, and as described in their notification dated May 22, 2015, to the Federal Reserve Bank of Richmond under the Change in Bank Control Act, each of Mr. McInnis, Mrs. Hobbs and Mrs. Scheb may be rebutably presumed to be acting in concert with their mother, Marcella McInnis McGee and, therefore, to have or share voting control over an additional 8,700 shares held by Mrs. McGee.

(2) The number of shares listed for Mr. Nooe includes 864 shares he holds individually, and an aggregate of 134,241 shares held by him as one of four Co-Special Trustees (with Mr. McInnis, Mrs. Hobbs and Mrs. Scheb), with voting power, of two separate Nooe Trusts.

2. The following table lists persons not listed in the table above who are known to management of High Point Bank Corporation to have directly or indirectly owned, controlled or held with power to vote 5% or more of the company's common stock at any time during 2015.

<u>Name and Address</u>	<u>Country of Citizenship</u>	<u>Number of Shares</u>	<u>Percent of Class</u>
High Point Bank and Trust Company, as Executor of the Estate of Elizabeth M. Nooe (1) High Point, North Carolina USA.....	USA	134,241	28.5%
Marcella McInnis McGee (2) Charlotte, North Carolina .....	USA	47,300	10.0%

- (1) The listed shares were held by Mrs. Nooe's estate and were transferred by High Point Bank and Trust Company, as Executor, during March and April, 2015, pursuant to the terms of the Will to the Elizabeth M. Nooe Marital Trust (98,241 shares) and the Elizabeth M. Nooe Family Trust (36,000 shares), respectively. Matthew W. McInnis, Mollie A. McInnis Hobbs, Lauren E. McInnis Scheb, and Milford C. Nooe currently serve as the four Co-Special Trustees of those trusts with shared voting power over the shares. Those shares now are included in the shares listed for each of them in Paragraph 1 above.
- (2) Mrs. McGee held 2,221 shares individually, and 45,079 shares as sole Trustee of the 2014 Marcella McInnis McGee Living Trust. During March 2015, 38,600 shares were transferred from that trust into the newly created 2015 Marcella McInnis McGee Irrevocable GST Trust fbo Descendants. Matthew W. McInnis, Mollie A. McInnis Hobbs, Lauren E. McInnis Scheb, and Milford C. Nooe currently serve as the three Co-Special Trustees of that trust with shared voting power over the shares. Those shares now are included in the shares listed for each of them in Paragraph 1 above.

**Report Item 2b: Domestic Branch Listing**

Results: A list of branches for your holding company: HIGH POINT BANK CORPORATION (1472220) of HIGH POINT, NC. 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 Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	49821	HIGH POINT BANK AND TRUST COMPANY	300 NORTH MAIN STREET	HIGH POINT	NC	27260	GUILFORD	UNITED STATES	7799	0	HIGH POINT BANK AND TRUST COMPANY	49821	
OK		Full Service	3960945	NEW GARDEN BRANCH	1431 NEW GARDEN ROAD	GREENSBORO	NC	27410	GUILFORD	UNITED STATES	493995	15	HIGH POINT BANK AND TRUST COMPANY	49821	
OK		Full Service	3719394	WENDOVER BRANCH	324 W. WENDOVER AVENUE, SUITE 110	GREENSBORO	NC	27408	GUILFORD	UNITED STATES	527852	16	HIGH POINT BANK AND TRUST COMPANY	49821	
OK		Full Service	3293607	DEEP RIVER BRANCH	3015 E RIVER WAY	HIGH POINT	NC	27265	GUILFORD	UNITED STATES	429935	9	HIGH POINT BANK AND TRUST COMPANY	49821	
OK		Full Service	1224531	EASTCHESTER DRIVE BRANCH	1028 EASTCHESTER DRIVE	HIGH POINT	NC	27262	GUILFORD	UNITED STATES	226811	5	HIGH POINT BANK AND TRUST COMPANY	49821	
OK		Full Service	51628	FAIRFIELD BRANCH	2800 S. MAIN STREET	HIGH POINT	NC	27263	GUILFORD	UNITED STATES	226808	2	HIGH POINT BANK AND TRUST COMPANY	49821	
OK		Full Service	481421	WESTCHESTER BRANCH	1813 WESTCHESTER DRIVE	HIGH POINT	NC	27262	GUILFORD	UNITED STATES	226809	3	HIGH POINT BANK AND TRUST COMPANY	49821	
OK		Full Service	1848571	JAMESTOWN BRANCH	207 EAST MAIN STREET	JAMESTOWN	NC	27282	GUILFORD	UNITED STATES	226812	6	HIGH POINT BANK AND TRUST COMPANY	49821	
OK		Full Service	3920350	PENNYBYRN BRANCH	109 PENNY ROAD	JAMESTOWN	NC	27282	GUILFORD	UNITED STATES	493361	14	HIGH POINT BANK AND TRUST COMPANY	49821	
OK		Full Service	3920341	PINEVIEW DRIVE BRANCH	515 PINEVIEW DRIVE	KERNERSVILLE	NC	27284	FORSYTH	UNITED STATES	477434	12	HIGH POINT BANK AND TRUST COMPANY	49821	
OK		Full Service	4440396	OAKWOOD OFFICE BRANCH	110 OAKWOOD DRIVE, SUITES 510 AND 520	WINSTON SALEM	NC	27103	FORSYTH	UNITED STATES	540779	17	HIGH POINT BANK AND TRUST COMPANY	49821	
OK		Full Service	4555067	STRATFORD ROAD BRANCH	536 S STRATFORD ROAD	WINSTON SALEM	NC	27103	FORSYTH	UNITED STATES	Not Required	Not Required	HIGH POINT BANK AND TRUST COMPANY	49821	

Report Item 4: Insiders

(All Information is As of March 1, 2016)

*1* Name and Address	*2* Principal Occupation (Other than BHC or Bank)	*3a* Title BHC	*3b* Title Subsidiaries	*3c* Title or Position in Other Business in which person is Director, Trustee, Partner or Princ Officer	*4a* BHC		*4b* Bank Sub		*4c* Other Business > 25%		
					Beneficial Ownership	Percent of Class	Beneficial Ownership	Percent of Class	Beneficial Ownership	Percent of Class	Business Company
Edward H. Covington High Point, NC USA	Retired	Director	Director - HPB&T	Partner, EHC Investments Director, Datamark Graphics Director, Glass Unlimited Partner, Southwest Properties Director, Carolina Container Corp	3,335	0.71%	n/a	n/a	1,509	70%	Harris and Covington Hosiery Mills, Inc.
Daniel K. Davis High Point, NC USA	President, Davis Furniture Industries	Director	Director - HPB&T	President, Davis Furniture Industries Managing Partner, Homaday Road Associates Managing Partner, Davis Inv. LLC Managing Partner, Davis Leasing LLC Partner, Windfall Mtn LLC	160	0.03%	n/a	n/a		73% 30% 40% 66% 25%	Davis Furniture Industries Homaday Road Assoc. Davis Investments LLC Davis Leasing LLC Windfall Mountain LLC
Kenneth M. McAllister High Point, NC USA	Atty; member-manager of McAllister, Aldridge and Kreinbrink PLLC	Director	Director - HPB&T Director & Chair - HPB Insurance Group, Inc.	Member-manager of McAllister, Aldridge and Kreinbrink PLLC	3,220	0.68%	n/a	n/a	100% 50%		McAllisters Moon River, LLC McAllister, Aldridge and Kreinbrink PLLC
Matthew W. McInnis High Point, NC USA	EVP/ High Point Bank & Trust Company	Director	Director - HPB&T Director - HPB Insurance Group, Inc.	None	261,058	55.44% *	n/a	n/a	None	None	None
Felix F. Miller, III High Point, NC USA	Dir. of Sales & Mktg, Thayer Coggin, Inc.	Director	Director - HPB&T	None	1,539	0.33%	n/a	n/a	None	None	None
Charles L. Myers High Point, NC USA	Retired	Director	Director - HPB&T	None	2,418	0.51%	n/a	n/a	None	None	None
Mark L. Williamson High Point, NC USA	Pres/CEO, High Point Bank Corporation Pres/CEO, High Point Bank & Trust Company	Director & Pres/CEO	Director & Pres/CEO - HPB&T Director & VP - HPB Investment Corp. Director - HPB Insurance Group, Inc.	None	1,015	0.22%	n/a	n/a	None	None	None
Gregory V. York High Point, NC USA	President, Vann York Auto Group	Director	Director - HPB&T Director - HPB Insurance Group, Inc.	President, Vann York Auto Group Owner, LBG Partners LLC Owner, 2101 Partners LLC Owner, 321 Eastchester LLC	1,616	0.34%	n/a	n/a		80% 80% 80% 33% 50%	Vann York Pontiac Vann York Nissan Vann York Toyota LBG Partners LLC 2101 Partners LLC
Thomas L. Eller High Point, NC USA	Sec/Treas of High Point Bank Corporation Sr EVP/CFO of High Point Bank & Trust Company	Secretary/ Treasurer	Sr EVP & CFO - HPB&T Director & Sec - HPB Investment Corp. Director & Asst. Sec - HPB Insurance Group, Inc.	None	680	0.14%	n/a	n/a	None	None	None
Mollie McInnis Hobbs Columbia, SC USA	Women's Clothing Botique Franchisee	None	None	Partner, Adele Rogers LLC	261,058	55.44% *	n/a	n/a		60%	Adele Rogers LLC
Lauren McInnis Scheb Atlanta, GA USA	Homemaker	None	None	None	261,058	55.44% *	n/a	n/a	None	None	None
Milford C. Nooe High Point, NC USA	Retired	None	None	None	135,105	28.69% **	n/a	n/a	None	None	None

\*The number of shares listed for each of Mr. McInnis, Ms. Hobbs and Ms. Scheb includes 2,231 shares he or she holds individually, and an aggregate of 258,827 shares held by him or her as one of three Co-Special Trustees (with the other two), with voting power, of a total of six separate "McInnis Trusts", and as one of four Co-Special Trustees (with the other two and Milford C. Nooe), with voting power of two separate "Nooe Trusts".

\*\*The number of shares listed for Mr. Nooe includes 864 shares he holds individually, and an aggregate of 134,241 shares held by him as one of four Co-Special Trustees (with Mr. McInnis, Ms. Hobbs and Ms. Scheb), with voting power, of two separate "Nooe Trusts".