

MAR 29 2016

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Annual Report of Holding Companies **FRB RICHMOND** 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. § 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

5493008Q2R80CUNF8G90

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

I, Barry C. Elswick

Name of the Holding Company Director and Official

President and CEO

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

Miners and Merchants Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 1010

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

Grundy VA 24614

City State Zip Code

20086 Riverside Drive Grundy, VA 24614

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:

Belinda F. Shrader VP and Controller

Name Title

276-935-8161

Area Code / Phone Number / Extension

276-935-3458

Area Code / FAX Number

belinda.shrader@trupointbank.com

E-mail Address

www.trupointbank.com

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

*Barry C. Elswick*

Signature of Holding Company Director and Official

3.25.2016

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 2227687  
C.I. \_\_\_\_\_

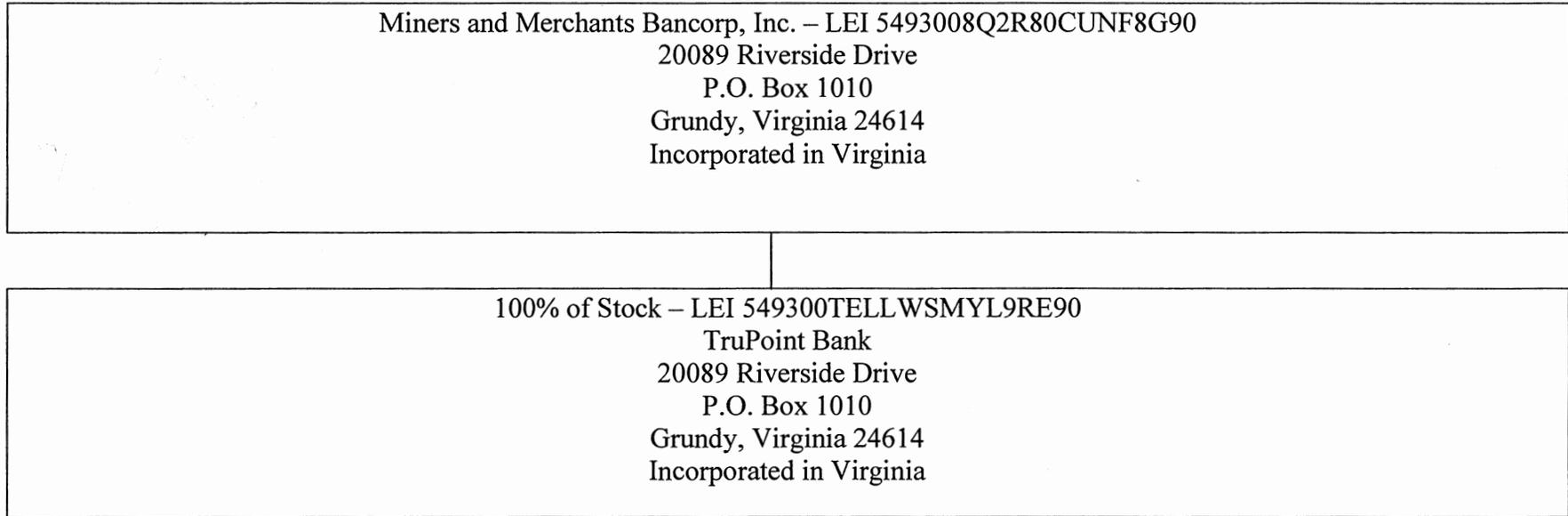
Does the reporter request confidential treatment for any portion of this submission?

- 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

**Report Item 1.**

The bank holding company prepares an annual report for its shareholders. Two reports are enclosed.

**Report Item 2: Organization Chart**



**Item 2b. Submitted Earlier Via Email on 03.21.2016**

Results: A list of branches for your depository institution: TRUPOINT BANK (ID\_RSSD: 274829).  
 This depository institution is held by MINERS AND MERCHANTS BANCORP, INC. (2227687) of GRUNDY, 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 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)	274829	TRUPOINT BANK	20089 RIVERSIDE DRIVE	GRUNDY	VA	24614	BUCHANAN	UNITED STATES	15162	0	TRUPOINT BANK	274829	
OK		Full Service	3461871	JOHNSON CITY BRANCH	709 MED TECH PARKWAY	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	453127	9	TRUPOINT BANK	274829	
OK		Full Service	2329488	ABINGDON OFFICE	914 WEST MAIN STREET	ABINGDON	VA	24210	WASHINGTON	UNITED STATES	253684	5	TRUPOINT BANK	274829	
OK		Full Service	3938300	EAST ABINGDON BRANCH	600 EAST MAIN STREET	ABINGDON	VA	24210	WASHINGTON	UNITED STATES	492704	11	TRUPOINT BANK	274829	
OK		Full Service	2334017	BRISTOL BRANCH	1897 LEE HIGHWAY	BRISTOL	VA	24201	BRISTOL CITY	UNITED STATES	253683	4	TRUPOINT BANK	274829	
OK		Full Service	1886685	GRUNDY BRANCH	1009 WALNUT STREET	GRUNDY	VA	24614	BUCHANAN	UNITED STATES	253682	3	TRUPOINT BANK	274829	
OK		Full Service	120524	LEBANON OFFICE	32 EAST MAIN STREET	LEBANON	VA	24266	RUSSELL	UNITED STATES	212891	8	TRUPOINT BANK	274829	
OK		Full Service	2436407	OAKWOOD BRANCH	10881 RIVERSIDE DRIVE	OAKWOOD	VA	24631	BUCHANAN	UNITED STATES	253685	6	TRUPOINT BANK	274829	
OK		Full Service	3648186	CLAYPOOL HILL BRANCH	13250 GOVERNOR GC PEERY HIGHWAY	POUNDING MILL	VA	24637	TAZEWELL	UNITED STATES	468962	10	TRUPOINT BANK	274829	
OK		Full Service	1418349	RICHLANDS BRANCH	1425 SECOND STREET	RICHLANDS	VA	24641	TAZEWELL	UNITED STATES	253681	2	TRUPOINT BANK	274829	
OK		Full Service	123123	SAINT PAUL OFFICE	16552 RUSSELL STREET	SAINT PAUL	VA	24283	WISE	UNITED STATES	212904	7	TRUPOINT BANK	274829	
OK		Full Service	273224	ANCHORAGE BRANCH	1101 ANCHORAGE CIRCLE	VANSANT	VA	24656	BUCHANAN	UNITED STATES	253680	1	TRUPOINT BANK	274829	

**Report Item 3: Securities Holders****(1)(a) (1)(b) (1)(c)****Current Shareholders With Ownership, Control or Holdings of 5% Or More  
With Power To Vote As Of 12-31-15**

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<b>(1)(a) Name and Address (City, State, Country)</b>	<b>(1)(b) Country of Citizenship or Incorporation</b>	<b>(1)(c) Number of Shares</b>	<b>(1)(c) % of Shares</b>
Pamela Fowler Bonita Springs, FL 34135-4926 USA	USA	91,581	11.93%
Dawneda Williams Wise, VA 24293 USA	USA	81,535	10.62%
James Street Grundy, Virginia 24614 USA	USA	78,285	10.20%
Kathy Compton Justus Testamentary Trust Grundy, VA 24614 USA	USA	43,560	5.67%
F.D. Robertson Grundy, Virginia 24614 USA	USA	41,140	5.36%

**Report Item 3: Securities Holders****(2)(a) (2)(b) (2)(c)****Shareholders With Ownership, Control or Holdings of 5% Or More During The Past Fiscal Year Not Listed In 3(1)**

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<b>(1)(a) Name and Address (City, State, Country)</b>	<b>(1)(b) Country of Citizenship or Incorporation</b>	<b>(1)(c) Number of Shares</b>	<b>(1)(c) % of Shares</b>
Denise M. Hale 2984 Kents Ridge Rd Cedar Bluff, VA 24609-8512	USA	9,738	1.00%
Denise M. Hale and/or William M. Hale, Jr. 2894 Kents Ridge Rd. 24609-8512	USA	12,578	2.00%
Patricia Muncy 282 Sound Beach Avenue Old Greenwich, CT 06870	USA	7,366	1.00%
Minor Muncy III P.O. Box 271 Saluda, VA 23149-0271	USA	9,716	1.00%
William Hale III 347 Beaverview Dr Bristol, VA 24201-1880	USA	1,106	0.14%
Tonya H. Lawrence 413 Arrowhead Dr. Kingsport, TN 37664	USA	1,106	0.14%

**THE INDIVIDUALS LISTED ARE FAMILY MEMBERS. THEIR STOCK, WHEN COMBINED, TOTALS 5.28%.**

**Report Item 4: Insiders****(1)(2) (3) (a)(b)(c)**

<b>(1) Name &amp; Address (City, State, Country)</b>	<b>(2) Principal Occupation if other than with Bank Holding Company</b>	<b>(3)(a) Title &amp; Position with Bank Holding Company</b>	<b>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</b>	<b>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</b>
Bob Cole Grundy, VA 24614 USA	Bob Cole, CPA, PC	Director	Director	Bob Cole, CPA, President Cole Electric, President Cole Rental, Member and Manager
B. Jonothan Rife Grundy, VA 24614 USA	Rifes TV & Appl. Co	Director	Director	Rifes TV & Appl. Co., President
Thomas R. Scott Grundy, VA 24614 USA	Street Law Firm	Chairman Director	Chairman Director	Street Law Firm Partner
Lucy Bowman Grundy, VA 24614 USA	Street Law Firm	Director	Director	Street Law Firm Partner
Joseph Bowman Grundy, VA 24614 USA	Street Law Firm	Director	Director	Street Law Firm Partner Mill Hill Properties, owner

**Report Item 4: Insiders****(1)(2) (3) (a)(b)(c)**

<b>(1) Name &amp; Address (City, State, Country)</b>	<b>(2) Principal Occupation if other than with Bank Holding Company</b>	<b>(3)(a) Title &amp; Position with Bank Holding Company</b>	<b>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</b>	<b>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</b>
S. Thomas Mullins Grundy, VA 24614 USA	Street Law Firm	Director	Director	Street Law Firm Partner
Charles Ellis Richlands, VA 24641 USA	CEE Consulting and Engineering	Director	Director	President and CEO
Thomas E. Adams Bristol, VA 24201 USA	Bristol Virginia Utilities Board	Director	Director	Bristol Virginia Utilities Board Consultant
Jeff Taylor Pounding Mill, VA 24637 USA	Owner/Manager Owner	Director	Director	Ultra Pipeline, LLC Taylor Cattle Company
Doyle Rasnick North Tazewell, VA 24630 USA	Owner/President	Director	Director	Clinch Valley Printing Company, Inc. Owner/President

**Report Item 4: Insiders****(1)(2) (3) (a)(b)(c)**

<b>(1) Name &amp; Address (City, State, Country)</b>	<b>(2) Principal Occupation if other than with Bank Holding Company</b>	<b>(3)(a) Title &amp; Position with Bank Holding Company</b>	<b>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</b>	<b>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</b>
Barry C. Elswick Richlands, VA 24641 USA	N/A	President and CEO Director	President and CEO Director	None
Pamela Fowler Bonita Springs, FL 34135 USA	Retired	Shareholder	Shareholder	None
Dawneda Williams Wise, VA 24293 USA	Retired	Shareholder	Shareholder	None
James Street Grundy, Virginia 24614 USA	Attorney	Shareholder	Shareholder	Street Family Office Attorney

**Report Item 4: Insiders**  
**(4)(a)(b)(c)**

	<b>(4)(a) Percentage of Voting Shares in Bank Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</b>	<b>(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)</b>
Bob Cole Grundy, VA 24614 USA	.1175%	0.00%	Bob Cole, CPA, PC – 100% Cole Electric of Virginia, Inc. – 50% Cole Rentals, LLC – 50%
B. Jonothan Rife Grundy, VA 24614 USA	.5737%	0.00%	Rife's TV and Appliance – 100%
Thomas R. Scott Grundy, VA 24614 USA	.1147%	0.00%	N/A
Lucy Bowman Grundy, VA 24614 USA	.2781%	0.00%	N/A
Joseph Bowman Grundy, VA 24614 USA	.7375%	0.00%	Mill Properties – 100%

**Report Item 4: Insiders****(4)(a)(b)(c)**

	<b>(4)(a) Percentage of Voting Shares in Bank Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</b>	<b>(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)</b>
Charles Ellis Richlands, VA 24641 USA	.0600%	0.00%	CEE Consulting and Engineering, PLLC – 100%
Thomas E. Adams Bristol, VA 24201 USA	.0261%	0.00%	N/A
Doyle Rasnick North Tazewell, VA 24630 USA	.0131%	0.00%	Clinch Valley Printing Company, Inc. – 100%
Barry C. Elswick Richlands, VA 24641 USA	.2690%	0.00%	N/A
Pamela Fowler Bonita Springs, FL 34135 USA	11.93%	0.00%	N/A

**Report Item 4: Insiders****(4)(a)(b)(c)**

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	<b>(4)(a) Percentage of Voting Shares in Bank Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</b>	<b>(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)</b>
Dawneda Williams Wise, VA 24293 USA	10.62%	0.00%	N/A
James Street Grundy, Virginia 24614 YSA	10.20%	0.00%	N/A

**Report Item 4: Insiders****(4)(a)(b)(c)**

	<b>(4)(a) Percentage of Voting Shares in Bank Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</b>	<b>(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)</b>
S. Thomas Mullins Grundy, VA 24614 USA	.2204%	0.00%	Elite Technologies – 26% Harold Keen Surface Co, LLC – 33.33% Omega Holdings, LLC – 33.33% Omega Mining Hatfield, LLC – 33.33% Ultra Construction and Equipment, LLC – 50% Ultra Construction and Equipment of WV, LLC – 50% Harold Keene Coal Preparation, LLC – 33.33% Ultra Holdings, LLC – 50% Ultra Energy, LLC – 50% Ultra Trucking, LLC – 50% Ultra Pipeline, LLC – 50%

**Report Item 4: Insiders**  
**(4)(a)(b)(c)**

	<b>(4)(a) Percentage of Voting Shares in Bank Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</b>	<b>(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)</b>
Jeff Taylor Pounding Mill, VA 24637 USA	.0131%	0.00%	Elite Technologies – 26% Harold Keen Surface Co, LLC – 33.33% Omega Holdings, LLC – 33.33% Omega Mining Hatfield, LLC – 33.33% Ultra Construction and Equipment, LLC – 50% Ultra Construction and Equipment of WV, LLC – 50% Harold Keene Coal Preparation, LLC – 33.33% Ultra Holdings, LLC – 50% Ultra Energy, LLC – 50% Ultra Trucking, LLC – 50% Ultra Pipeline, LLC – 50% Taylor Cattle Company – 100%