

MAR 30 2016

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Board of Governors of the Federal Reserve System



FRB RICHMOND  
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. § 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

NO LEI

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

I, Tracey McCray

Name of the Holding Company Director and Official

Director/Vice President

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Highland County Bankshares, Inc

Legal Title of Holding Company

P.O. Box 529

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

Monterey VA 24465  
City State Zip Code

195 West Main Street

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Tracey McCray Vice President

Name Title

540-468-2430

Area Code / Phone Number / Extension

540-468-3432

Area Code / FAX Number

tmccray@firststandcitizensbank.com

E-mail Address

N/A

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

*[Handwritten Signature]*  
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 2496241  
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

Form FR Y-6

Highland County Bankshares, Inc.

Monterey, Virginia

Fiscal Year Ending December 31, 2015

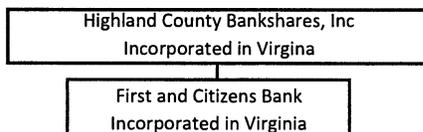
**Report Items:**

**Item 1: Annual Report to Shareholders**

The Annual Report to Shareholders will be sent under separate cover to the appropriate Federal Reserve Bank as soon as possible.

**Item 2a: Organization Chart**

NC LEI



First and Citizens Bank is a 100% owned subsidiary of Highland County Bankshares, Inc., both of which are located in Monterey, Virginia

**Item 2b: Domestic Branch Listing**

Submitted via email on March 26, 2016.

**Item 3: Securities Holders**

(1) Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2015:

(1)a	(1)b	(1)c	
Name, City and State/Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities (common stock only class)	
Ralph Swecker Family Monterey, VA USA	USA	67,660	11.78%
Jacob Hevener Family Washington DC, USA	USA	60,660	10.56%
Edwin Jones Family Greensboro, NC USA	USA	39,360	6.85%
Delbert Rexrode, Jr. Family Doe Hill, VA USA	USA	30,370	5.29%
John Singleton Family Warm Springs, VA USA	USA	35,270	6.14%

(2) Shareholders not listed in 3(1)a through 3(1)c that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2015:  
None.

Form FR Y-6

Highland County Bankshares, Inc.

Monterey, Virginia

Fiscal Year Ending December 31, 2015

Item 4. Insiders

(1)	(2)	(3)a	(3)b	(3)c	(4)a	(4)b	(4)c
Name, City and State/Country	Principal Occupation, if Other Than With the Bank Holding Company	Title or Position Bank Holding Company	Title or Position with Direct and Indirect Subsidiaries	Title or Position with any Other Company	Percentage of Voting Securities Owned of the Bank Holding Company	Percentage of Voting Securities Owned of the Direct and Indirect Subsidiaries	Percentage of Voting Securities Owned
Kyle E. Almond Hightown, VA USA	Retired	Director, Chairman of the Board	Director, Chairman of the Board	N/A	1.7933%	0.0000%	N/A
Wiley B Kling, Jr. Hot Springs, VA USA	CPA Retired	Director	Director	VP/Treasurer Director	0.4584%	0.0000%	Amalgamated Consolidated Incorporated (33 1/3%)
Joseph B. Malcolm McDowell, VA USA	Veterinarian	Director, Vice Chairman	Director, Vice Chairman	N/A	0.7920%	0.0000%	N/A
Tracey S. McCray McDowell, VA USA	N/A	Director Vice President	Director Executive Vice President, CFO	Director Secretary/Treasurer Member	0.1489%	0.0000%	Davis Rum, LLC 50%
Jerry Moats Monterey, VA USA	Electronics Self Employed	Director	Director	Owner	0.0696%	0.0000%	Jerry's Electronics 100%
Delbert Rexrode, Jr. Doe Hill, VA USA	Farmer Self Employed	Director	Director, President Emeritus	Member	5.0694%	0.0000%	Lazy R Ranch, LLC (100% owned by trust)
John C. Singleton Warm Springs, VA USA	Attorney Self Employed	Director, Secretary	Director, Secretary	President/Owner	6.1406%	0.0000%	Amalgamated Consolidated Incorporated (33 1/3%) Law Offices of John C. Singleton (100%)
Vernon D. Wooddell Monterey, VA USA	N/A	Director, President	Director, President/CEO	N/A	0.0958%	0.0000%	N/A
Ralph Swecker Family	N/A	N/A	N/A	N/A	11.7799%	N/A	N/A
Jacob Hevener Family	N/A	N/A	N/A	N/A	10.5611%	N/A	N/A

RST AND CITIZENS BANK (ID\_RSSD: 762625).  
 NKSHARES, INC. (2496241) of MONTEREY, VA.  
 at was received and processed through 01/07/2016.

e or more of the actions specified below.

ata Action column.  
 e, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.  
 the Data Action column and the sale or closure date in the Effective Date column.  
 ry institution, enter 'Delete' in the Data Action column.  
 branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

act. See the detailed instructions on this site for more information.  
 tion name, city and state in the subject line of the e-mail.

io submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.  
 or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

for reference only. Verification of these values is not required.

Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
762625	FIRST AND CITIZENS BANK	195 WEST MAIN STREET	MONTEREY	VA	24465	HIGHLAND	UNITED STATES	8219	0	FIRST AND CITIZENS BANK	762625	
4033686	CHURCHVILLE BRANCH	23 SCENIC HIGHWAY	CHURCHVILLE	VA	24421	AUGUSTA	UNITED STATES	497950	2	FIRST AND CITIZENS BANK	762625	
3236659	HOT SPRINGS BRANCH	9406 SAM SNEAD HIGHWAY	HOT SPRINGS	VA	24445	BATH	UNITED STATES	429547	1	FIRST AND CITIZENS BANK	762625	