

Board of Governors of the Federal Reserve System

FRB RICHMOND

COPY



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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, C. Kyle Thomas

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.

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.

C. Kyle Thomas

Signature of Holding Company Director and Official

07/24/2017

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 3614668
C.I.

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

December 31, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Blue Ridge Financial Corporation

Legal Title of Holding Company

PO Box 889

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

Walhalla SC 29691

City State Zip Code

100 E. Main St., Walhalla, SC 29691

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Danielle R. Leeper VP & CFO

Name Title

864-888-2298

Area Code / Phone Number / Extension

864-888-2417

Area Code / FAX Number

d.leeper@blueridge.bank

E-mail Address

www.blueridge.bank

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

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report
2. a letter justifying this request has been provided separately

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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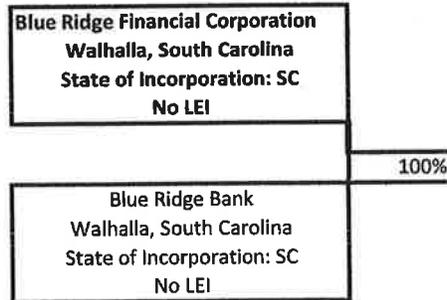
Physical Location (if different from mailing address)

Form FR Y-6
Blue Ridge Financial Corporation
Walhalla, South Carolina
Fiscal Year Ending December 31, 2016

Report Item

1. The bank holding company prepares an annual report for its securities holders for their viewing upon request.
Two copies are enclosed.
The subsidiary bank (the HC's only subsidiary) prepares a statement of condition that is distributed to the stockholders.
Two copies are enclosed.

2. Organizational Chart



Results: A list of branches for your depository institution: BLUE RIDGE BANK (ID_RSSD: 174321)
 This depository institution is held by BLUE RIDGE FINANCIAL CORPORATION (3614668) of WALHALLA, SC
 The data are as of 3/21/2017. Data reflects information that was received and processed through 01/10/2017

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	3/21/2017	Full Service (Head Office)	174321	BLUE RIDGE BANK	100 EAST MAIN STREET	WALHALLA	SC	29691	OCONEE	UNITED STATES	11727	0	BLUE RIDGE BANK	174321	
OK	3/21/2017	Full Service	4039549	BOUNTYLAND BRANCH	118 BOUNTYLAND ROAD	SENECA	SC	29672	OCONEE	UNITED STATES	484900	2	BLUE RIDGE BANK	174321	
OK	3/21/2017	Full Service	173829	WALHALLA BRANCH	100 NORTH JOHN ST	WALHALLA	SC	29691	OCONEE	UNITED STATES	242741	1	BLUE RIDGE BANK	174321	

Form FR Y-6
Blue Ridge Financial Corporation
Fiscal Year Ending December 31, 2016

Report Item 3: Securities holders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/16			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 12/31/2016		
(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 pPercentage of Each Class of Voting Securities
CEDE & Co. New York, NY	USA	26,044 - 6.1628% Common Stock	N/A	N/A	N/A
James M. Mays Family Trust Paula J. Grafe, Co-Trustee Middleton, WI	USA	21,664 - 5.1263% Common Stock			

Form FR Y-6
Blue Ridge Financial Corporation
Fiscal Year Ending December 31, 2016

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding/Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Business (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Co.	(4)(b) Percentages of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
Jo Ann A. Bryson West Union, SC, USA	N/A	Director	N/A	N/A	1.0173	N/A	Albertson Rentals, LLC 33.3%
C. Kyle Thomas Clemson, SC, USA	N/A	Director	President & CEO Blue Ridge Bank	N/A	0.5428	N/A	N/A
Jesse C. Neville Walhalla, SC, USA	Merchant	Director Chairman of the Board	N/A	Partner Neville Hardware	2.6053	N/A	Neville Properties LLC 50% Neville Hardware, LLC 50% St Properties LLC 33% Neville
James D. Edwards Walhalla, SC, USA	Car Dealer	Director	N/A	VP Edwards Auto Sales	2.0350	N/A	Edwards Auto Sales Co. 26% Edwards Rentals 50% Ridge Automotive 33% JH Blue
Wayne A. Smalley Walhalla, SC, USA	Retail Sales	Director	N/A	Sales Specialist Lowes	1.5641	N/A	N/A
Thomas V. Moxley Mountain Rest, SC, USA	Owner	Director	N/A	Owner TVM Excavating INC.	0.0955	N/A	Pines Pet Services LLC 50% Mountain Rest Lake Corp 34.87% TVM Excavating INC 100% Tall Mountain TVM
Thomas C. Alexander SC, USA	Walhalla, Business Owner Senator	Director	N/A	Owner Alexander's Office Supply & SC State Senator	0.2877	N/A	Alexander's Office Supply 100% Oconee Office Supply, Inc. 100% Cleveland Gospel Supply 100%
Sammy W. Dickson III Westminster, SC, USA	Manager	Director	N/A	Retired	0.1183	N/A	N/A

BLUE RIDGE FINANCIAL CORPORATION
BALANCE SHEET as of December 31, 2016

ASSETS

Cash	
Blue Ridge Bank (Acct. #4023578)	\$21,053.65
Other Assets	
Bank Subsidiary (Blue Ridge Bank)	\$11,127,798.74
OREO	
Hwy. 123 Property	\$360,000.00
TOTAL ASSETS	\$11,508,852.39

LIABILITIES

Due To Banks	\$21,053.65
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CAPITAL

Capital	
10,000,000 common stock shares authorized, 409,598 issued	\$2,321,580.00
10,000,000 preferred stock shares authorized, none outstanding	
Surplus	\$8,264,319.85
Undivided Profits	\$1,102,236.01
Comprehensive Income (Loss)	-\$200,337.12
TOTAL LIABILITIES AND CAPITAL	\$11,508,852.39

BLUE RIDGE FINANCIAL CORPORATION
INCOME STATEMENT

INCOME

DIVIDEND INCOME	\$0.00
OTHER INCOME	\$0.00
TOTAL INCOME	\$0.00

EXPENSES

LEGAL EXPENSE	\$0.00
OTHER EXPENSES	\$0.00
DIVIDEND EXPENSE	\$0.00
TOTAL EXPENSES	\$0.00

NET INCOME	\$0.00
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BLUE RIDGE FINANCIAL CORPORATION
BOOK VALUE

\$28.54

BLUE RIDGE FINANCIAL CORPORATION
BALANCE SHEET as of December 31, 2016

ASSETS

Cash	
Blue Ridge Bank (Acct. #4023578)	\$21,053.65
Other Assets	
Bank Subsidiary (Blue Ridge Bank)	\$11,127,798.74
OREO	
Hwy. 123 Property	\$360,000.00
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LIABILITIES

Due To Banks	\$21,053.65
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CAPITAL

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10,000,000 common stock shares authorized, 409,598 issued	\$2,321,580.00
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DIVIDEND INCOME	\$0.00
OTHER INCOME	\$0.00
TOTAL INCOME	\$0.00

EXPENSES

LEGAL EXPENSE	\$0.00
OTHER EXPENSES	\$0.00
DIVIDEND EXPENSE	\$0.00
TOTAL EXPENSES	\$0.00

NET INCOME	\$0.00
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BLUE RIDGE FINANCIAL CORPORATION
BOOK VALUE

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