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FR Y-6
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Approval expires September 30, 2018
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Board of Governors of the Federal Reserve System **MAR 24 2017**



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)); 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.

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

December 31, 2016

Month / Day / Year

No LEI

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

Reporter's Name, Street, and Mailing Address

I, Michael R. Price

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.

Davis Trust Financial Corporation

Legal Title of Holding Company

227 Davis Avenue/P.O. Box 1546

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

Elkins WV 26241

City State Zip Code

Same

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:

Hugh G. Hitchcock Vice President/Secretary

Name Title

304-636-0991 Ext 290

Area Code / Phone Number / Extension

304-636-5528

Area Code / FAX Number

hhitchcock@davistrust.com

E-mail Address

www.davistrust.com (sub-Davis Trust Company)

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

Signature of Holding Company Director and Official

03/22/2017

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 2878294
C.I. _____

Is confidential treatment requested for any portion of this report submission?.....

0=No
1=Yes

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.....

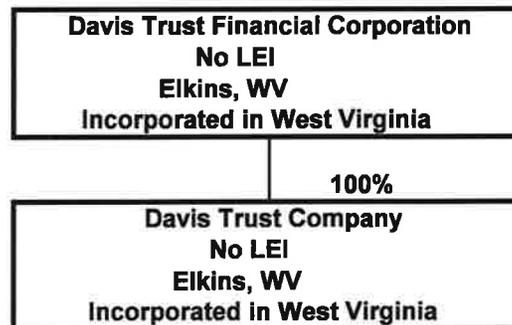
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

**Form FR Y-6
Davis Trust Financial Corporation
Elkins, West Virginia
Fiscal Year Ending December 31, 2016**

Report Item

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

2a: Organizational Chart



2b: Item 2b, Domestic Branch Listing, completed and submitted via e-mail as per instructions to the Federal Reserve Bank of Richmond on March 21, 2017.

Results: A list of branches for your holding company: DAVIS TRUST FINANCIAL CORPORATION (2878294) of ELKINS, WV.
 The data are as of 12/31/2016. 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		Full Service (Head Office)	357526	DAVIS TRUST COMPANY	DAVIS AVE AND THIRD STREET	ELKINS	WV	26241	RANDOLPH	UNITED STATES	1608	0	DAVIS TRUST COMPANY	357526	
OK		Full Service	3926343	BEVERLY PIKE BRANCH	950 BEVERLY PIKE	ELKINS	WV	26241	RANDOLPH	UNITED STATES	486578	1	DAVIS TRUST COMPANY	357526	

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Davis Trust Financial Corporation
Elkins, West Virginia
Fiscal Year Ending December 31, 2016

Report Item 3: Securities holders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016			Securities holders 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 Percentage of Each Class of Voting Securities
June B. Myles Redding, CT, USA	USA	4,150 - 7.40% Common Stock	None		
Christopher J. Polino Elkins, WV, USA	USA	9,602 - 17.11% Common Stock			
William T. Jordan - Trustee for Grace L. Jordan Living Trust Topeka, KS, USA - Note 1	USA	1,880 - 3.35% Common Stock			
William T. Jordan - Trustee for William T. Jordan Living Trust Topeka, KS, USA - Note 1	USA	1,944 - 3.46% Common Stock			

Note 1 - William T. Jordan, in his capacity as trustee of both the William T. Jordan and Grace L. Jordan Living Trusts, has voting rights to 3,824 shares (6.81%) of Davis Trust Financial Corporation (DTFC) Common Stock as of 12/31/2016.

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Davis Trust Financial Corporation
Elkins, WV
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 Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage 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 (List names of companies and percentage of voting securities held)
Michael R. Price Elkins, WV, USA	N/A	Director & President/CEO	Director & President/CEO (Davis Trust Co.)	N/A	Note 1	Note 2	N/A
Hugh G. Hitchcock Elkins, WV, USA	N/A	Vice President & Secretary	Director, Executive VP & Secretary (Davis Trust Co.)	N/A	Note 1	Note 2	N/A
Lois M. Pritt Elkins, WV, USA	N/A	Asst. Secretary	Chief Operating Officer & Asst. Secretary (Davis Trust Co.)	N/A	Note 1	Note 2	N/A
Rachel Hayes Elkins, WV, USA	N/A	Treasurer	Chief Finance Officer (Davis Trust Co.)	N/A	Note 1	Note 2	N/A
June B. Myles Redding, CT, USA	Timber Company Owner	Director	Director (Davis Trust Co.)	President - Myles Lumber Company Elkins, WV	7.40%	Note 2	Myles Lumber Company 100%
Patrick A. Carr Elkins, WV, USA	Retired Businessman	Director	Director (Davis Trust Co.)	N/A	Note 1	Note 2	N/A
James A. Davis Elkins, WV, USA	Electrical Contractor	Director	Director (Davis Trust Co.)	President - Davis Electrical Service	1.34%	Note 2	Davis Electrical Service 100%
William G. Hartman Elkins, WV, USA	Retired Businessman	Director	Director (Davis Trust Co.)	N/A	Note 1	Note 2	N/A
James L. Schoonover Elkins, WV, USA	Retired Davis Trust Executive	Director	Director (Davis Trust Co.)	N/A	1.26%	Note 2	N/A

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Fiscal Year Ending December 31, 2016

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(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage 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 (List names of companies and percentage of voting securities held)
Stephen E. Shepler Elkins, WV, USA	Retired Businessman	Director	Director (Davis Trust Co.)	NA	1.43%	Note 2	NA
Darroll L. Talbott, Jr. Elkins, WV, USA	Branch Manager Regional Petroleum Distributor	Director	Director (Davis Trust Co.)	Branch Manager - Guttman Oil Company	Note 1	Note 2	NA
John T. Wilson Elkins, WV, USA	Lumber Company Owner	Director	Director (Davis Trust Co.)	Owner - Wilson Quality Millwork	0.68%	Note 2	Wilson Quality Millwork 100%
Christopher J. Polino Elkins, WV, USA	General Contractor	Principal Shareholder	NA	President - Polino Contracting, Inc.	17.11% NOTE 3	Note 2	Polino Contracting Company 100%

Note 1 - Individual's percentage of voting shares is < 1/2 of 1%

Note 2 - Davis Trust Financial Corporation is the sole shareholder of the single bank subsidiary, Davis Trust Company.

Note 3 - Although Christopher J. Polino is no longer a Director of the holding company, information must be provided because he is considered a "principal securities holder" of the holding company.