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FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
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MAR 24 2017

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)); 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

N/A

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

Reporter's Name, Street, and Mailing Address

I, William F. Goettel

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

Heritage Bancshares, Inc.

Legal Title of Holding Company

11 West Main Street/PO Box 388

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

Mannington

WV

26582

City

State

Zip Code

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.

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:

Jennifer Davis

Secretary/Treasurer

Name

Title

304-986-1700

Area Code / Phone Number / Extension

304-986-1711

Area Code / FAX Number

jenniferd@firstexchangebank.com

E-mail Address

N/A

Signature of Holding Company Director and Official

03/15/2017

Date of Signature

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

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

C.I.

2257116

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."

Results: A list of branches for your depository institution: FIRST EXCHANGE BANK (ID_RSSD: 170332).
 This depository institution is held by HERITAGE BANCSHARES, INC. (2257116) of MANNINGTON, 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 Act	Effective Date	Branch Service Type	Branch ID	RSSD	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office	Head Office	Head Office ID	Comments
OK		Full Service (Head Office)	170332		FIRST EXCHANGE BANK	11 WEST MAIN STREET	MANNINGTON	WV	26582	MARION	UNITED STATES	8227	0	FIRST EXCHANGE BANK	170332	
OK		Full Service	3116715		BARRACKVILLE BRANCH	211 PIKE STREET	BARRACKVILLE	WV	26559	MARION	UNITED STATES	363496	4	FIRST EXCHANGE BANK	170332	
OK		Full Service	2529868		FAIRMONT BRANCH	216 FAIRMONT AVE	FAIRMONT	WV	26554	MARION	UNITED STATES	228749	1	FIRST EXCHANGE BANK	170332	
OK		Full Service	2945794		FAIRVIEW BRANCH	309 MAIN STREET	FAIRVIEW	WV	26570	MARION	UNITED STATES	228751	3	FIRST EXCHANGE BANK	170332	
OK		Full Service	2635938		HUNDRED BRANCH	ROUTE 250	HUNDRED	WV	26575	WETZEL	UNITED STATES	228750	2	FIRST EXCHANGE BANK	170332	
OK		Full Service	3281453		UNIVERSITY AVENUE BRANCH	3081 UNIVERSITY AVE	MORGANTOWN	WV	26505	MONONGALIA	UNITED STATES	419234	6	FIRST EXCHANGE BANK	170332	

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BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM

ANNUAL REPORT OF BANK HOLDING COMPANIES-FR Y-6

31-Dec-16

REPORTING COMPANY

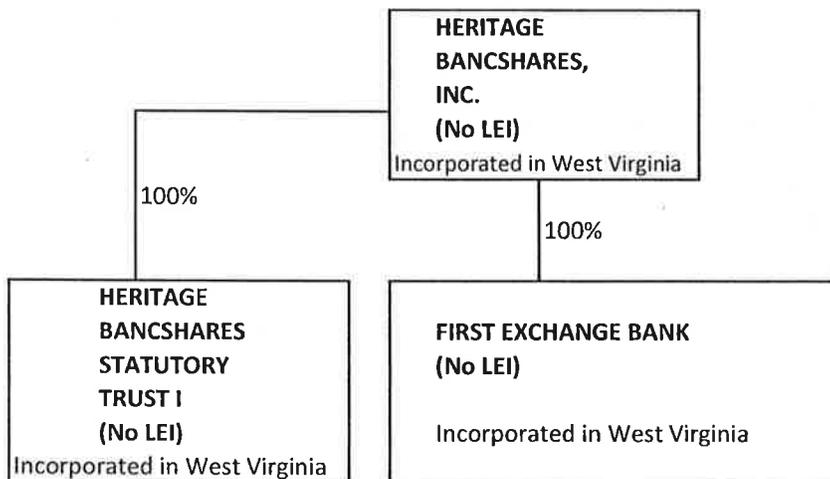
HERITAGE BANCSHARES, INC
11 W. MAIN STREET
MANNINGTON, WV 26582

REPORT ITEM 1 ANNUAL REPORT TO SHAREHOLDERS

The BHC is not required to prepare or file form 10K with the SEC.

The BHC does prepare an annual report for its shareholders. Three copies of the annual report will be mailed when they become available.

REPORT ITEM 2a ORGANIZATION CHART



REPORT ITEM 2 LEGAL NAME AND ADDRESS

HERITAGE BANCSHARES STATUTORY TRUST 1
11 WEST MAIN STREET
MANNINGTON, WV 26582

FIRST EXCHANGE BANK
11 WEST MAIN STREET
MANNINGTON, WV 26582

REPORT ITEM 2

A. Companies reportable on the FR Y -10, and thus reportable on the FR Y - 6: All companies reported on the FR Y 10 and FR Y 6.

B. Additional companies reportable on the FR Y - 6: All companies reported on the FR Y 6.

C. Companies not reportable on the FR Y -6 Organizational Chart: All companies reported on the FR Y 6 Organizational Chart.

REPORT ITEM 3 (1) SECURITIES HOLDERS

FOLLOWING IS A LIST OF SHAREHOLDERS WHO DIRECTLY OR INDIRECTLY OWN 5% OF THE COMMON STOCK OF THE COMPANY AS OF:

12/31/2016

<u>NAME</u>		<u># OWNED</u>	<u>% OWNED</u>
BOYERS, JAMES	FAIRMONT, WV US CITIZEN	143,233	13.51%
PITROLO, JOSEPHINE	FAIRMONT, WV US CITIZEN	120,750	11.39%
FIRST EXCHANGE BANK EMPLOYEES 401(K) PLAN	MANNINGTON, WV U.S. ENTITY	92,881	8.76%

* THE COMPANY HAS ONE CLASS OF VOTING SECURITIES AND THE COMPANY HAS NOT ISSUED ANY OPTIONS, WARRANTS OR OTHER SECURITIES OR RIGHTS THAT HAVE VOTING PRIVILEGES.

REPORT ITEM 3 (2) SECURITIES HOLDERS

KENT, JEAN	C/O R WILLIAM KENT GREAT FALLS, VA US CITIZEN	61,975	5.85%
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REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

DR. F. DAVID BONASSO
FAIRMONT, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Dentist

3. TITLE OR POSITION WITH:

A. The Bank Holding Company

Director

B. All direct & indirect subsidiaries of the bank holding company:

Director - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:

Greenbrier Plaza, LLC, Partner
BGP, LLC, Partner
Youth Academy, LLC, Partner
F. David Bonasso, DDS, Partner
DBGH, LLC, Partner
Yale Academy, Partner
Yore Academy, Partner
Crosswinds Properties, Partner

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:

0.75%

B. Direct & indirect subsidiaries of the bank holding company:

N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ()):

Greenbrier Plaza, LLC, Partner (50%)
BGP, LLC, Partner (100%)
Youth Academy, LLC, Partner (50%)
F. David Bonasso, DDS, Partner (50%)
DBGH, LLC, Partner (50%)
Yale Academy, Partner (50%)
Yore Academy, Partner (50%)
Crosswinds Properties, Partner (50%)

REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

JAMES A. BOYERS
FAIRMONT, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Businessman

3. TITLE OR POSITION WITH:

A. The Bank Holding Company

Director

B. All direct & indirect subsidiaries of the bank holding company:

Director - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:

Boyers Equipment (dba Middletown Tractor), President,
Paradise Valley Farm, LLC-Owner
BP Investments, Partner
Boyers Enterprises, LLC, Partner
Inn Group of Fairmont, LLC
Endeavors Unlimited, LLC

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:

13.51%

B. Direct & indirect subsidiaries of the bank holding company:

N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ()):

Boyers Equipment (dba Middletown Tractor), President, (55%)
Paradise Valley Farm, Owner, (100%)
BP Investments, Partner, (50%)
Boyers Enterprises, LLC, Partner (51%)
Endeavors Unlimited, LLC (60%)

REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

WILLIAM F. GOETTEL
FAIRMONT, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Chief Executive Officer, President - First Exchange Bank

3. TITLE OR POSITION WITH:

A. The Bank Holding Company

President / Director

B. All direct & indirect subsidiaries of the bank holding company:

President & Chief Executive Officer - First Exchange Bank
Director -- First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:

None

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:

4.44%

B. Direct & indirect subsidiaries of the bank holding company:

N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ()):

None

REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

R. WILLIAM KENT
GREAT FALLS, VA

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Businessman

3. TITLE OR POSITION WITH:

A. The Bank Holding Company

Director

B. All direct & indirect subsidiaries of the bank holding company:

Director - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:

None

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:

1.99%

B. Direct & indirect subsidiaries of the bank holding company:

N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ()):

None

REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

DAVID W. MYERS
FAIRMONT, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Businessman

3. TITLE OR POSITION WITH:

A. The Bank Holding Company

Director

B. All direct & indirect subsidiaries of the bank holding company:

Director - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:

None

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:

1.17%

B. Direct & indirect subsidiaries of the bank holding company:

N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ()):

N/A

REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

DR. ADOLPH A. NEIDERMEYER
MORGANTOWN, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Professor of Accounting

3. TITLE OR POSITION WITH:

A. The Bank Holding Company

Director

B. All direct & indirect subsidiaries of the bank holding company:

Director - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:

None

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:

0.58%

B. Direct & indirect subsidiaries of the bank holding company:

N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ()):

None

REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

JAMES L PITROLO, JR.
CHARLESTON, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Chairman, West Virginia Health Care Authority

3. TITLE OR POSITION WITH:

A. The Bank Holding Company

Director

B. All direct & indirect subsidiaries of the bank holding company:

Director - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:

N/A

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:

4.27%

B. Direct & indirect subsidiaries of the bank holding company:

N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ()):

N/A

REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

JENNIFER DAVIS
MORGANTOWN, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Vice President & Chief Financial Officer - First Exchange Bank

3. TITLE OR POSITION WITH:

A. The Bank Holding Company

Secretary/Treasurer

B. All direct & indirect subsidiaries of the bank holding company:

Vice President & Chief Financial Officer - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:

None

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:

0.35%

B. Direct & indirect subsidiaries of the bank holding company:

N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ()):

REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

WILLIAM J. YOHO
MANNINGTON, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Realtor/ Real Estate Appraiser

3. TITLE OR POSITION WITH:

A. The Bank Holding Company

Director

B. All direct & indirect subsidiaries of the bank holding company:

Director - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:

Springston & Company, Inc. - President and Real Estate Broker
William J. Yoho, GRI Appraiser - WV Certified General Real Estate
Appraiser (Sole Proprieter)
Bucman, LLC - Partner

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:

3.00%

B. Direct & indirect subsidiaries of the bank holding company:

N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ()):

Springston & Company, Inc. (100%)
Bucman, LLC (50%)
William J. Yoho, GRI Appraiser (100%)

REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

KAREN YOKUM
FAIRMONT, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Attorney

3. TITLE OR POSITION WITH:

A. The Bank Holding Company

Director

B. All direct & indirect subsidiaries of the bank holding company:

Director - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:

Tharp, Loitta & Yokum (Partner)

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:

0.26%

B. Direct & indirect subsidiaries of the bank holding company:

N/A

D. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ()):

None

REPORT ITEM 4: DIRECTORS AND OFFICERS

1. NAME AND ADDRESS

KEVIN D. WILFONG
FAIRMONT, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Businessman

3. TITLE OR POSITION WITH:

A. The Bank Holding Company

Director

B. All direct & indirect subsidiaries of the bank holding company:

Director - First Exchange Bank

C. Any other business company in which the person is a director, trustee, partner, or executive officer:

Middletown Homes - President

Middletown Properties - President

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:

0.19%

B. Direct & indirect subsidiaries of the bank holding company:

N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ()):

Middletown Home (75%)

Middletown Properties (100%)

REPORT ITEM 4: PRINCIPAL SECURITIES HOLDER

1. NAME AND ADDRESS

JOSEPHINE J PITROLO
FAIRMONT, WV

2. PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.

Retired

3. TITLE OR POSITION WITH:

A. The Bank Holding Company

N/A

B. All direct & indirect subsidiaries of the bank holding company:

N/A

C. Any other business company in which the person is a director, trustee, partner, or executive officer:

Bond Finance Company – Vice President

4. PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN:

A. The Bank Holding Company:

11.39%

B. Direct & indirect subsidiaries of the bank holding company:

N/A

C. Any other business company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held (% ownership follows in ()):

Bond Finance Company (100%)