

Board of Governors of the Federal Reserve System



# 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.

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

**December 31, 2017**

Month / Day / Year

**NO LEI**

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

Reporter's Name, Street, and Mailing Address

**EAGLE FINANCIAL SERVICES, INC.**

Legal Title of Holding Company

**P.O. BOX 391**

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

**BERRYVILLE**

**VA**

**22611**

City

State

Zip Code

**2 EAST MAIN STREET**

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**KRISTIN E. FOLTZ**

**AVP/CONTROLLER**

Name

Title

**540-955-5221**

Area Code / Phone Number / Extension

**540-955-2521**

Area Code / FAX Number

**KFOLTZ@BANKOFCLARKE.COM**

E-mail Address

**N/A**

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

**I, JOHN R. MILLESON**

Name of the Holding Company Director and Official

**PRESIDENT AND 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.*

Signature of Holding Company Director and Official

**06/12/2018**

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 \_\_\_\_\_

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."

## 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.

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Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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Physical Location (if different from mailing address)

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Physical Location (if different from mailing address)

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**ANNUAL REPORT OF HOLDING COMPANIES - FR Y-6**

**EAGLE FINANCIAL SERVICES, INC.  
Berryville, Virginia  
Fiscal Year Ending December 31, 2017**

**Report Item 1: Annual reports to shareholders**

The holding company is registered with the Securities and Exchange Commission.

**Report Item 2a: Organization Chart**

Please find attached an organization chart for the Holding Company which includes the supplemental information required by this item.

**Report Item 2b: Domestic Branch Listing**

Please find attached a report of domestic branches.

**Report Item 3: Shareholders**

- a. The following shareholder(s) owned or controlled 5% or more of the Company's common stock outstanding at December 31, 2017:

<u>Name and Address</u>	<u>Country of Citizenship</u>	<u>Number of Common Shares</u>	<u>Percentage of Common Shares Outstanding</u>
James R. Wilkins, Jr. Winchester, Virginia	USA	275,981	8.00%

- b. No other shareholder(s) owned or controlled 5% or more of the Company's common stock outstanding during the fiscal year ended December 31, 2017.

**Report Item 4: Insiders**

Please find attached a section of the Company's definitive proxy statement which contains some of the required information for Report Item 4. Also, please find attached a listing containing insider ownership at December 31, 2017.

# Report Item 2a: Organizational Chart

## Eagle Financial Services, Inc.

Berryville, Virginia  
Incorporated in Virginia  
No LEI

100%  
Ownership

## Bank of Clarke County

Berryville, Virginia  
Incorporated in Virginia  
5493002Z2Z7DV758IU60

**Results:** A list of branches for your depository institution: **BANK OF CLARKE COUNTY (ID\_RSSD: 753324)**.  
 This depository institution is held by **EAGLE FINANCIAL SERVICES, INC. (1951770)** of **BERRYVILLE, VA**.  
 The data are as of **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

**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
OK		Full Service (Head Office)	753324	BANK OF CLARKE COUNTY	2 EAST MAIN STREET	BERRYVILLE	VA
OK		Full Service	4864509	ONE LOUDOUN BRANCH	44810 SARANAC STREET	ASHBURN	VA
OK		Full Service	5129933	BERRYVILLE- EAGLE EXPRESS BRANCH	400 MCNEIL DRIVE	BERRYVILLE	VA
OK		Full Service	853121	BOYCE BRANCH	108 WEST MAIN STREET	BOYCE	VA
OK		Full Service	4897589	EAST MARKET STREET BRANCH	504 MARKET STREET EAST	LEESBURG	VA
OK		Full Service	4541088	PURCELLVILLE BRANCH	203 HIRST ROAD	PURCELLVILLE	VA
OK		Full Service	1436530	STEPHENS CITY OFFICE	382 FAIRFAX PIKE	STEPHENS CITY	VA
OK		Full Service	3439263	50 WEST BRANCH	110 CROCK WELLS MILL DRIVE	WINCHESTER	VA
OK		Full Service	3229512	MILLBROOK BRANCH	1879 BERRYVILLE PIKE	WINCHESTER	VA
OK		Full Service	2685410	OLD TOWN CENTER BRANCH	202 NORTH LOUDOUN STREET	WINCHESTER	VA
OK		Full Service	1991075	PLEASANT VALLEY ROAD BRANCH	2555 S PLEASANT VALLEY ROAD	WINCHESTER	VA
OK		Full Service	2354408	SENSENY ROAD BRANCH	1058 SENSENY ROAD	WINCHESTER	VA
OK		Full Service	3107731	SUNNYSIDE BRANCH	1460 NORTH FREDERICK PIKE	WINCHESTER	VA

Effective Date column.

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Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
22611	CLARKE	UNITED STATES	Not Required	Not Required	BANK OF CLARKE COUNTY	753324	
20147	LOUDOUN	UNITED STATES	Not Required	Not Required	BANK OF CLARKE COUNTY	753324	
22611	CLARKE	UNITED STATES	Not Required	Not Required	BANK OF CLARKE COUNTY	753324	
22620	CLARKE	UNITED STATES	Not Required	Not Required	BANK OF CLARKE COUNTY	753324	
20176-4112	LOUDOUN	UNITED STATES	Not Required	Not Required	BANK OF CLARKE COUNTY	753324	
20132	LOUDOUN	UNITED STATES	Not Required	Not Required	BANK OF CLARKE COUNTY	753324	
22655	FREDERICK	UNITED STATES	Not Required	Not Required	BANK OF CLARKE COUNTY	753324	
22603	FREDERICK	UNITED STATES	Not Required	Not Required	BANK OF CLARKE COUNTY	753324	
22603	FREDERICK	UNITED STATES	Not Required	Not Required	BANK OF CLARKE COUNTY	753324	
22601	WINCHESTER CITY	UNITED STATES	Not Required	Not Required	BANK OF CLARKE COUNTY	753324	
22601	WINCHESTER CITY	UNITED STATES	Not Required	Not Required	BANK OF CLARKE COUNTY	753324	
22602	FREDERICK	UNITED STATES	Not Required	Not Required	BANK OF CLARKE COUNTY	753324	
22603	FREDERICK	UNITED STATES	Not Required	Not Required	BANK OF CLARKE COUNTY	753324	

**Eagle Financial Services, Inc.**  
**Aggregate Market Value of Stock Held by Non-Affiliates**  
**December 31, 2017**

Name	Number of Shares	Percent of Class
Thomas T. Byrd	61,569	1.79%
Kathleen J. Chappell	4,270	0.12%
Kaley P. Crosen	12,363	0.36%
Carl A. Esterhay	7,688	0.22%
Thomas T. Gilpin	143,392	4.16%
Mary Bruce Glaize	9,246	0.27%
Scott M. Hamberger	1,316	0.04%
John E. Hudson	13,972	0.41%
James W. McCarty, Jr.	42,503	1.23%
John R. Milleson	108,803	3.15%
Douglas C. Rinker	10,944	0.32%
Robert E. Sevilla	2,769	0.08%
Robert W. Smalley, Jr.	16,985	0.49%
John D. Stokely, Jr.	12,272	0.36%
Randall G. Vinson	44,504	1.29%
James R. Wilkins, Jr.	275,981	8.00%
Joseph T. Zmitrovich	1,684	0.05%
	770,261	22.33%

**Report Item 4: Insiders**

- Additional Information: (1) Names and Addresses  
 (2) Title/Position with Holding Company  
 (3) Ownership in any Company Subsidiaries  
 (4) Ownership of 25% or more in any other entities  
 (5) Position with any other company as director, trustee, partner, or executive officer

Name	Address	Title/Position with Holding Company	Ownership of Company Subsidiaries	Reportable Entities		Reportable Ownership Percentage
				Entity	Position	
Thomas T. Byrd	Berryville, Virginia	Director(1)	None	Page-Shenandoah Newspaper Corporation, Inc.	President/Chairman	100%
				Rockingham Publishing Company, Inc.	President/CEO/Chairman	41%
				Winchester Evening Star, Inc.	President/CEO/Chairman	33%
				HTB Investments LLC	Owner	33%
				Mount Hebron Cemetary	Director	NA
				Thomas T Byrd Trust	Owner	100%
Kathleen J. Chappell	Winchester, Virginia	Vice President/Chief Financial Officer	None	None		N/A
Kaley P. Crosen	Winchester, Virginia	Senior Vice President/Human Resources Director	None	None		N/A
Thomas T. Gilpin	Boyce, Virginia	Director(1)	None	Mountaineer Properties II, LLC	Partner	50%
				Valley Health Systems Board of Trustees	Trustee	N/A
Carl A. Esterhay	Winchester, Virginia	Senior Vice President/Senior Trust Officer	None	None		N/A
Mary Bruce Glaize	Winchester, Virginia	Director(1)	None	Shenandoah University Board of Trustees	Trustee	N/A
Scott M. Hamberger	Ashburn, Virginia	Director(1)	None	Familias, LLC	Vice President/Secretary	75%
				Integrus Holdings, Inc.	President/Secretary/CEO	38%
				Fortessa Tableware Solutions, LLC	President/Secretary/CEO	38%
				Sterling Restaurant Supply, LLC	President/CEO	38%
				Fortessa Tableware Solutions Canada, Inc.	Director	38%
				Tableware Enterprises, GmbH dba Fortessa of Europe	Executive Officer	31%
				Eschenbach USA, Inc.	President/Secretary	38%
				Dominion Tableware, LLC	CEO	38%
				Fortessa (Asia) LTD	Director	38%
				RRP LLC	President/CEO	38%
				GCC Operations, FZE	Manager	38%
				Cloud Terre Studios, LLC	Manager	31%
				Rental Resource Partners LLC	Manager	38%
				Dominion Solutions, LLC	Manager	38%
John E. Hudson	Berryville, Virginia	Senior Vice President/Marketing Director	None	None		N/A
James W. McCarty, Jr.	Winchester, Virginia	Vice President/Secretary/Treasurer	None	None		N/A
John R. Milleson	Berryville, Virginia	President/Chief Executive Officer/Director(1)	None	None		N/A
Douglas C. Rinker	Winchester, Virginia	Director(1)	None	K.D. LLC	Member	50%
				Winchester Equipment Company, Inc.	Chairman/President/Director	N/A
Robert E. Sevila	Leesburg, Virginia	Director(1)	None	Sevila Saunders Huddleston & White	President/Director	27%
Robert W. Smalley, Jr.	Berryville, Virginia	Director(1)	None	Cabin Properties, Inc.	Partner	25%
				Smalley Properties, LLC	Member	25%
				Loudoun Mutual Insurance Company	Vice Chairman/Director	N/A
				Smalley Agreement	Owner	50%
				Glassell B Smalley Trust	Owner	50%
John D. Stokely, Jr.	Oakton, Virginia	Director(1)	None	Cavalier Land Development Corporation	President	100%
				Great Oak Center, LLC	Manager	75%
				Jimi Thang, LLC	Manager	40%
				Home Builders Association of Virginia	Director	N/A
				National Association of Home Builders	Director	N/A
				Shenandoah University Board of Trustees	Chairman/Trustee	N/A
				University of Virginia School of Engineering and Applied Scienc	Trustee	N/A
Randall G. Vinson	Berryville, Virginia	Director(1)	None	None		N/A
James R. Wilkins, Jr.	Winchester, Virginia	Director(1)	None	JRW Properties and Rentals, Inc.	Vice President	40%
				Round Hill Crossing, LLC	Stockholder	25%
				Silver Lake Properties, Inc.	Vice President	50%
				Silver Lake LLC	Vice President	25%
				Wilkins Enterprises LP	Limited Partner	49%
				Wilkins Shoe Center Profit Sharing Plan	Trustee	N/A
				Wilkins Investments LP	Partner	N/A
				Winchester Equipment Company, Inc.	Director	N/A
				Winchester Frederick County Law Enforcement Foundation	Director	N/A
				Shenandoah University Board of Trustees	Trustee	N/A
Joe T. Zmitrovich	Reston, Virginia	Senior Vice President/Chief Lending Officer	None	None		N/A

(1) Director of Eagle Financial Services, Inc. (Holding Company) and Bank of Clarke County (Subsidiary Bank).