

MAR 22 2019

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies — FR Y-6 RICHMOND

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, 2018

Month / Day / Year

5493008Q2R80CUNF8G90

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

Reporter's Name, Street, and Mailing Address

Miners and Merchants Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 1010

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

Grundy VA 24614

City State Zip Code

20089 Riverside Drive Grundy, VA 24614

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Belinda F. Shrader VP and Controller

Name Title

276-935-8161

Area Code / Phone Number / Extension

276-935-3456

Area Code / FAX Number

belinda.shrader@trupointbank.com

E-mail Address

www.trupointbank.com

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

I, Barry C. Elswick

Name of the Holding Company Director and Official

President and CEO

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 Barry C. Elswick

Signature of Holding Company Director and Official

3-22-19

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 2227687
C.I.

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)

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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City State Zip Code

Physical Location (if different from mailing address)

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)

Report Item 1.

The bank holding company prepares an annual report for its shareholders. Two reports will be mailed under separate cover.

Report Item 2: Organization Chart

Miners and Merchants Bancorp, Inc. – LEI 5493008Q2R80CUNF8G90
20089 Riverside Drive
P.O. Box 1010
Grundy, Virginia 24614
Incorporated in Virginia

100% of Stock – LEI 549300TELLWSMYL9RE90
TruPoint Bank
20089 Riverside Drive
P.O. Box 1010
Grundy, Virginia 24614
Incorporated in Virginia

Item 2b. Submitted With This Document Via Email

Results: A list of branches for your depository institution: TRUPOINT BANK (ID_RSSD: 274829).
 This depository institution is held by MINERS AND MERCHANTS BANCORP, INC. (2227687) of GRUNDY, VA.
 The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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)	274829	TRUPOINT BANK	20089 RIVERSIDE DRIVE	GRUNDY	VA	24614	BUCHANAN	UNITED STATES	Not Required	Not Required	TRUPOINT BANK	274829	
OK		Full Service	5097386	ASHEVILLE BRANCH	116 EXECUTIVE PARK	ASHEVILLE	NC	28801	BUNCOMBE	UNITED STATES	Not Required	Not Required	TRUPOINT BANK	274829	
OK		Full Service	3461871	JOHNSON CITY BRANCH	709 MED TECH PARKWAY	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	Not Required	Not Required	TRUPOINT BANK	274829	
OK		Full Service	2329488	ABINGDON OFFICE	914 WEST MAIN STREET	ABINGDON	VA	24210	WASHINGTON	UNITED STATES	Not Required	Not Required	TRUPOINT BANK	274829	
OK		Full Service	3938300	EAST ABINGDON BRANCH	600 EAST MAIN STREET	ABINGDON	VA	24210	WASHINGTON	UNITED STATES	Not Required	Not Required	TRUPOINT BANK	274829	
OK		Full Service	2334017	BRISTOL BRANCH	1897 LEE HIGHWAY	BRISTOL	VA	24201	BRISTOL CITY	UNITED STATES	Not Required	Not Required	TRUPOINT BANK	274829	
OK		Full Service	1886685	GRUNDY BRANCH	1009 WALNUT STREET	GRUNDY	VA	24614	BUCHANAN	UNITED STATES	Not Required	Not Required	TRUPOINT BANK	274829	
OK		Full Service	120524	LEBANON OFFICE	32 EAST MAIN STREET	LEBANON	VA	24266	RUSSELL	UNITED STATES	Not Required	Not Required	TRUPOINT BANK	274829	
OK		Full Service	2436407	OAKWOOD BRANCH	10881 RIVERSIDE DRIVE	OAKWOOD	VA	24631	BUCHANAN	UNITED STATES	Not Required	Not Required	TRUPOINT BANK	274829	
OK		Full Service	3648186	CLAYPOOL HILL BRANCH	13250 GOVERNOR GC PEERY HIGHWAY	POUNDING MILL	VA	24637	TAZEWELL	UNITED STATES	Not Required	Not Required	TRUPOINT BANK	274829	
OK		Full Service	1418349	RICHLANDS BRANCH	1425 SECOND STREET	RICHLANDS	VA	24641	TAZEWELL	UNITED STATES	Not Required	Not Required	TRUPOINT BANK	274829	
OK		Full Service	123123	SAINT PAUL OFFICE	16552 RUSSELL STREET	SAINT PAUL	VA	24283	WISE	UNITED STATES	Not Required	Not Required	TRUPOINT BANK	274829	
ADD	06.15.2018	Loan Production Office		WINSTON-SALEM OFFICE	3303 HEALY DRIVE, SUITE A	WINSTON-SALEM	NC	24212	FORSYTH	UNITED STATES	Not Required	Not Required	TRUPOINT BANK	274829	

Report Item 3: Securities Holders**(1)(a) (1)(b) (1)(c)****Current Shareholders With Ownership, Control or Holdings of 5% Or More
With Power To Vote As Of 12-31-18**

(1)(a) Name and Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number of Shares	(1)(c) % of Shares
Pamela Fowler Bonita Springs, FL USA	USA	94,120	12.29%
James Street Grundy, VA USA	USA	78,347	10.23%
Marcus Street Abington, VA USA	USA	63,900	8.35%
Kathy Compton Justus Testamentary Trust Grundy, VA 24614 USA	USA	43,560	5.69%
Dawneda Williams Wise, VA USA	USA	41,387	5.40%
F.D. Robertson Grundy, Virginia 24614 USA	USA	41,140	5.37%

Report Item 3: Securities Holders**(1)(a) (1)(b) (1)(c)****Current Shareholders With Ownership, Control or Holdings of 5% Or More
With Power To Vote As Of 12-31-18**

(1)(a) Name and Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number of Shares	(1)(c) % of Shares
Denise M. Hale Cedar Bluff, VA USA	USA	9,738	1.27%
Denise M. Hale and/or William M. Hale, Jr. Richlands, VA USA	USA	12,578	1.64%
Patricia Muncy Old Greenwich, CT USA	USA	7,366	0.96%
Minor Muncy III Saluda, VA USA	USA	9,716	1.27%
William Hale III Bristol, VA USA	USA	1,106	0.15%
Tonya H. Lawrence Kingsport, TN USA	USA	1,106	0.15%

THE INDIVIDUALS LISTED ON THIS PAGE ARE FAMILY MEMBERS. THEIR STOCK, WHEN COMBINED, TOTALS 5.44%.

Report Item 3: Securities Holders

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

**Current Shareholders With Ownership, Control or Holdings of 5% Or More
With Power To Vote As Of 12-31-18**

(1)(a) Name and Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number of Shares	Voting Rights	(1)(c) % of Shares
Pamela Fowler Bonita Springs, FL USA	USA	94,120	Voting Rights	12.29%

Dawneda Williams Wise, VA USA	USA	41,387	Voting Rights	5.40%

Lucy Bowman Grundy, VA USA	USA	23,478		3.10%
Stafford Williams Sandy Springs, VA USA	USA	21,504		2.81%
Joseph Bowman USA	USA	5,662		<u>0.74%</u>

Additional Voting Rights (12.05% for Pamela Fowler and 18.94% for Dawneda Williams)

THE INDIVIDUALS LISTED ON THIS PAGE ARE FAMILY MEMBERS. THEIR STOCK, WHEN COMBINED, TOTALS 24.34%.

Report Item 3: Securities Holders

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

Current Shareholders With Ownership, Control or Holdings of 5% Or More

With Power To Vote As Of 12-31-18

(1)(a) Name and Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number of Shares		(1)(c) % of Shares
James Street Grundy, VA USA	USA	78,347	Voting Rights	10.23%

Marcus Street Abingdon, VA USA	USA	63,900	Voting Rights	8.35%

Edith Street Abingdon, VA USA	USA	33,408		4.36%
Nick Street Grundy, VA USA	USA	10,489		1.37%
Jacquie Street Grundy, VA USA	USA	6,712		0.88%
David Street Grundy, VA USA	USA	2,796		0.37%

Report Item 3: Securities Holders**(1)(a) (1)(b) (1)(c)****Current Shareholders With Ownership, Control or Holdings of 5% Or More
With Power To Vote As Of 12-31-18**

(1)(a) Name and Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number of Shares	(1)(c) % of Shares
H.A. Street Grundy, VA USA	USA	2,566	0.34%
June Street Abingdon, VA USA	USA	589	0.08%
Dan Street Grundy, VA USA	USA	470	0.06%
Russell Street Anderson, SC USA	USA	313	0.04%
Jill Street West Monroe, LA USA	USA	104	<u>0.01%</u>

Additional Voting Rights (15.86% for James Street and 17.74% for Marcus Street)

THE INDIVIDUALS LISTED ON THIS PAGE AND THE PREVIOUS PAGE ARE FAMILY MEMBERS. THEIR STOCK, WHEN COMBINED, TOTALS 26.09%.

Report Item 3: Securities Holders

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

Shareholders With Ownership, Control or Holdings of 5% Or More During The Past Fiscal Year Not Listed In 3(1)

**(2)(a)
Name and Address
(City, State, Country)**

**(2)(b)
Country of Citizenship
or Incorporation**

**(2)(c)
Number of
Shares**

**(2)(c)
% of
Shares**

Not Applicable

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)
Bob Cole Grundy, VA 24614 USA	Bob Cole, CPA, PC	Director	Director	Bob Cole, CPA, President Cole Electric, President Cole Rental, Member and Manager
B. Jonothan Rife Grundy, VA 24614 USA	Rifes TV & Appl. Co	Director	Director	Rifes TV & Appl. Co., President
Lucy Bowman Grundy, VA 24614 USA	Street Law Firm	Director	Director	Street Law Firm Partner
Joseph Bowman Grundy, VA 24614 USA	Street Law Firm	Chairman Director	Director	Street Law Firm Partner Mill Hill Properties, owner
James McKinney Johnson City, TN 37615 USA	EnerVest Operating, LLC	Director	Director	SVP and GM Appalachia South

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)
S. Thomas Mullins Grundy, VA 24614 USA	Street Law Firm	Director	Director	Street Law Firm Partner
Charles Ellis Richlands, VA 24641 USA	CEE Consulting and Engineering	Director	Director	President and CEO
Thomas E. Adams Bristol, VA 24201 USA	Bristol Virginia Utilities Board	Director	Director	Bristol Virginia Utilities Board Consultant
Jeff Taylor Pounding Mill, VA 24637 USA	Owner/Manager Owner	Director	Director	Ultra Pipeline, LLC Taylor Cattle Company
Doyle Rasnick North Tazewell, VA 24630 USA	Owner/President	Director	Director	Clinch Valley Printing Company, Inc. Owner/President
Barry C. Elswick Richlands, VA 24641 USA	N/A	President and CEO Director	President and CEO Director	None

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)
Pamela Fowler Bonita Springs, FL 34135 USA	Retired	Shareholder	Shareholder	None
James Street Grundy, Virginia 24614 USA	Attorney	Shareholder	Shareholder	Street Family Office Attorney

Report Item 4: Insiders
(4)(a)(b)(c)

	(4)(a) Percentage of Voting Shares in Bank 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)
Bob Cole Grundy, VA 24614 USA	.1178%	0.00%	Bob Cole, CPA, PC – 100% Cole Electric of Virginia, Inc. – 50% Cole Rentals, LLC – 50%
B. Jonothan Rife Grundy, VA 24614 USA	.5751%	0.00%	Rife’s TV and Appliance – 100%
Lucy Bowman Grundy, VA 24614 USA	3.0660%	0.00%	N/A
Joseph Bowman Grundy, VA 24614 USA	.7394%	0.00%	Mill Properties – 100%
Charles Ellis Richlands, VA 24641 USA	.0601%	0.00%	CEE Consulting and Engineering, PLLC – 100%

Report Item 4: Insiders**(4)(a)(b)(c)**

	(4)(a) Percentage of Voting Shares in Bank 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)
Thomas E. Adams Bristol, VA 24201 USA	.0261%	0.00%	N/A
Doyle Rasnick North Tazewell, VA 24630 USA	.0131%	0.00%	Clinch Valley Printing Company, Inc. – 100%
James McKinney Johnson City, TN 37615 USA	.0131%	0.00%	N/A
Barry C. Elswick Richlands, VA 24641 USA	.3062%	0.00%	N/A

Report Item 4: Insiders
(4)(a)(b)(c)

	(4)(a) Percentage of Voting Shares in Bank 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)
Pamela Fowler Bonita Springs, FL 34135 USA Additional Voting Rights	12.29% 12.05%	0.00%	N/A
James Street Grundy, Virginia 24614 USA Additional Voting Rights	10.23% 15.86%	0.00%	N/A
Dawneda Williams Wise, Virginia 24293 USA Additional Voting Rights	5.40% 18.94%	0.00%	N/A
Marcus Street Abingdon, Virginia 24212 USA Additional Voting Rights	8.35% 17.74%	0.00%	N/A

Report Item 4: Insiders

(4)(a)(b)(c)

	(4)(a) Percentage of Voting Shares in Bank 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)
Jeff Taylor Pounding Mill, VA 24637 USA	.2210%	0.00%	Ultra Aviation, LLC – 50% Ultra Energy, LLC – 50% Ultra Energy Services, LLC – 50% Ultra Enterprises, LLC – 50% Ultra Group, LLC – 50% Ultra Health Services, LLC – 50% Ultra Holdings, LLC – 50% Ultra Investments, LLC – 50% Ultra Management, LLC – 50% Ultra Management & Consulting – 50% Ultra Petroleum, LLC – 50% Ultra Pipeline, LLC – 50% Ultra Precision, LLC – 50% Ultra Production Company, LLC – 50% Ultra Properties, LLC – 50% Ultra Rentals, LLC – 50% Ultra Transport, LLC – 50% Ultra Trucking, LLC – 50% Clinch River Stone, LLC – 50% Joe’s Auto Zone – 50%

Report Item 4: Insiders**(4)(a)(b)(c)**

	(4)(a) Percentage of Voting Shares in Bank 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)
Jeff Taylor Pounding Mill, VA 24637 USA	.2210%	0.00%	Omega Highwall Mining, Inc. – 33.33% RTF, LLC – 50% Trina Health Services of the Tri-States, LLC – 50% Trina Health of Virginia, LLC – 50% Ultra Health, LLC – 50% Ultra Health, LLC dba Ultra Health Town Center – 50% Town Center Urgent Care, LLC – 50% Taylor Cattle Company, LLC – 100% Garden Enterprise, LLC – 100% Garden Investments, LLC – 100%

Report Item 4: Insiders**(4)(a)(b)(c)**

	(4)(a) Percentage of Voting Shares in Bank 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)
S. Thomas Mullins Grundy, VA 24614 USA	.2210%	0.00%	Ultra Aviation, LLC – 50% Ultra Energy, LLC – 50% Ultra Energy Services, LLC – 50% Ultra Enterprises, LLC – 50% Ultra Group, LLC – 50% Ultra Health Services, LLC – 50% Ultra Holdings, LLC – 50% Ultra Investments, LLC – 50% Ultra Management, LLC – 50% Ultra Management & Consulting – 50% Ultra Petroleum, LLC – 50% Ultra Pipeline, LLC – 50% Ultra Precision, LLC – 50% Ultra Production Company, LLC – 50% Ultra Properties, LLC – 50% Ultra Rentals, LLC – 50% Ultra Transport, LLC – 50% Ultra Trucking, LLC – 50% Clinch River Stone, LLC – 50% Joe's Auto Zone – 50%

Report Item 4: Insiders**(4)(a)(b)(c)**

	(4)(a) Percentage of Voting Shares in Bank 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)
S. Thomas Mullins Grundy, VA 24614 USA	.2210%	0.00%	Omega Highwall Mining, Inc. – 33.33% RTF, LLC – 50% Trina Health Services of the Tri-States, LLC – 50% Trina Health of Virginia, LLC – 50% Ultra Health, LLC – 50% Ultra Health, LLC dba Ultra Health Town Center – 50% Town Center Urgent Care, LLC – 50% Levisa Affiliates, LLC – 100% Levisa Investments, LLC – 100% Levisa Properties, LLC – 100%