

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

549300JHIFSWWWFIXB60

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

Reporter's Name, Street, and Mailing Address

Fauquier Bankshares, Inc.

Legal Title of Holding Company

10 Courthouse Square/PO Box 561

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

Warrenton VA 20186

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Tammy Frazier Controller

Name Title

540-347-6751

Area Code / Phone Number / Extension

540-341-0440

Area Code / FAX Number

tammy.frazier@tfb.bank

E-mail Address

tfb.bank

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

I, Marc Bogan

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.

Signature of Holding Company Director and Official

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 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	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

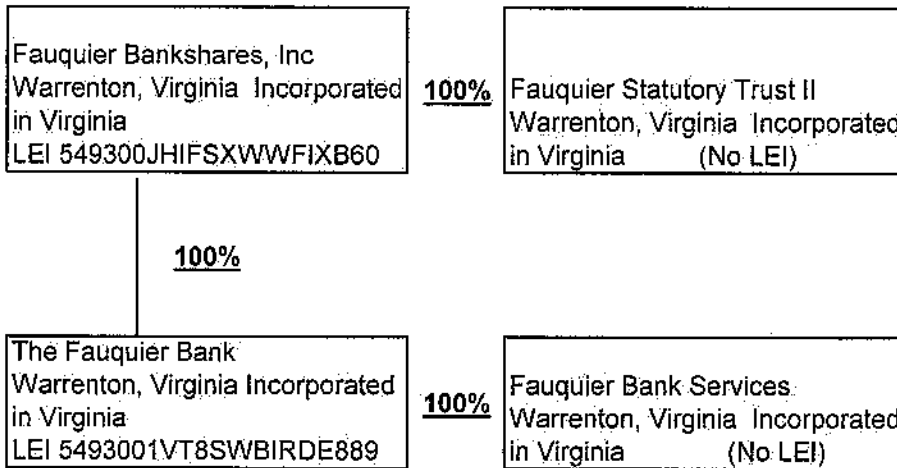
FORM FR Y - 6

Fauquier Bankshares, Inc.
Warrenton, Virginia
Fiscal Year Ending 12/31/17

Report Item

- 1.a. The BHC is registered with the SEC and prepares a 10K.
- 1.b. The BHC prepares an annual report for its shareholders.

2.a. Organizational Chart



2.b. Domestic Branch Listing

- 3. Shareholders: Currently the shareholder with ownership, control, or holdings of 5% or more power to vote as of 12/31/17 is Royce & Associates, LLC (Included in attachments)
- 4. Insiders (Included in attachments)

FORM FR Y-6
Fauquier Bankshares, Inc.
December 31, 2017

Report Item 3: Shareholders

(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 12-31-2017			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 12-31-2017		
(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
Royce & Associates, LLC New York, NY	USA	294,000 - 7.81%	None		

Fauquier Bankshares, Inc.

December 31, 2017

Report Item 4: Directors and Officers

(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 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)	(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 held (List names of companies and percentage of voting securities held)
John B. Adams, Jr. The Plains, VA USA	Businessman	Chairman of the Board	Chairman of the Board (The Fauquier Bank)	President, CEO, & Director- Bowman Companies	0.64%	None	33% Interest in N F Adams & Sons, LLC; 100% JBA White Hall, LLC
Edna T. Brannan Manassas, VA USA	N/A	Senior Vice President & Corporate Secretary	Senior Vice President (The Fauquier Bank)	N/A	0.43%	None	N/A
Kevin Carter Warrenton, VA USA	Hotelier	Director	Director (The Fauquier Bank)	President, Guests, Inc.	0.07%	None	None
Donna Flory Manassas, VA USA	Businesswoman	Director	Director (The Fauquier Bank)	Vice President, Flory Small Business Center, Inc	0.08%	None	None
Randolph Frostick Warrenton, VA USA	Attorney	Director	Director (The Fauquier Bank)	President /Shareholder Vanderpool, Frostick & Nishanian, PC	0.19%	None	Vanderpool, Frostick & Nishanian, PC 33% Class A Stock 16.66% Class B Stock
Marc Bogan Warrenton, VA USA	N/A	President & CEO & Director	President & CEO & Director (The Fauquier Bank)	N/A	0.19%	None	None
Jay B Keyser Warrenton, VA USA	Businessman	Director	Director (The Fauquier Bank)	Chief Executive of William A. Hazel Family Office	0.21%	None	Moonshot, LLC 50% Beatty Properties 33.3%

(1) Names & 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)	(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 held (List names of companies and percentage of voting securities held)
Randolph T. Minter Warrenton, VA USA	Funeral Director	Director	Director (The Fauquier Bank)	President (Moser Funeral Home); President (Bright View Cemetery)	1.02%	None	Moser Funeral Home, Inc 100%; Bright View Cemetery, Inc 100%
Brian S. Montgomery Warrenton, VA USA	Auto Service	Director	Director (The Fauquier Bank)	President (Warrenton Foreign Car Inc.)	1.04%	None	Warrenton Foreign Car, Inc. 100%; Across The Draw, Inc. 100%
P. Kurt Rodgers Warrenton, VA USA	Businessman	Director	Director (The Fauquier Bank)	President & CEO, S.W. Rodgers Co., Inc	0.27%	None	N/A
Sterling T. Strange, III Warrenton, VA USA	Businessman	Director	Director (The Fauquier Bank)	President and CEO of The Solution Design Group	0.17%	None	The Solution Design Group, Inc. 30%
Christine Headly Warrenton, VA USA	N/A	Executive Vice President & CFO	Exec. Vice President & CFO (The Fauquier Bank)	N/A	0.10%	N/A	N/A

4.41%

0.00%

Results: A list of branches for your depository institution: FAUQUIER BANK, THE (ID_RSSD: 976226).
 This depository institution is held by FAUQUIER BANKSHARES, INC. (1076600) of WARRENTON, VA.
 The data is 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 UNNUM, 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 UNNUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	976226	FAUQUIER BANK, THE	10 COURTHOUSE SQUARE	WARRENTON	VA	20186	FAUQUIER	UNITED STATES	Not Required	Not Required	FAUQUIER BANK, THE	976226	
OK		Full Service	3268502	BEALETON BRANCH	6207 STATION DRIVE	BEALETON	VA	22712	FAUQUIER	UNITED STATES	Not Required	Not Required	FAUQUIER BANK, THE	976226	
OK		Full Service	3957187	BRISTOW BRANCH	10260 BRISTOW CENTER DRIVE	BRISTOW	VA	20136	PRINCE WILLIAM	UNITED STATES	Not Required	Not Required	FAUQUIER BANK, THE	976226	
OK		Full Service	977821	CATLETT BRANCH	3543 CATLETT ROAD	CATLETT	VA	20119	FAUQUIER	UNITED STATES	Not Required	Not Required	FAUQUIER BANK, THE	976226	
OK		Full Service	4716989	GAINESVILLE BRANCH	7485 LIMESTONE DRIVE	GAINESVILLE	VA	20155	PRINCE WILLIAM	UNITED STATES	Not Required	Not Required	FAUQUIER BANK, THE	976226	
OK		Full Service	4030845	HAYMARKET BRANCH	15240 WASHINGTON STREET	HAYMARKET	VA	20169	PRINCE WILLIAM	UNITED STATES	Not Required	Not Required	FAUQUIER BANK, THE	976226	
OK		Full Service	4755586	CENTREVILLE ROAD BRANCH	8780 CENTREVILLE ROAD	MANASSAS	VA	20110	MANASSAS CITY	UNITED STATES	Not Required	Not Required	FAUQUIER BANK, THE	976226	
OK		Full Service	2838887	SUDLEY BRANCH	8091 SUDLEY ROAD	MANASSAS	VA	20109	PRINCE WILLIAM	UNITED STATES	Not Required	Not Required	FAUQUIER BANK, THE	976226	
OK		Full Service	549022	PLAINS BRANCH	6464 MAIN STREET	THE PLAINS	VA	20198	FAUQUIER	UNITED STATES	Not Required	Not Required	FAUQUIER BANK, THE	976226	
OK		Full Service	925822	NEW BALTIMORE BRANCH	5119 LEE HIGHWAY	WARRENTON	VA	20187	FAUQUIER	UNITED STATES	Not Required	Not Required	FAUQUIER BANK, THE	976226	
OK		Full Service	975724	VIEW TREE BRANCH	87 WEST LEE HIGHWAY	WARRENTON	VA	20186	FAUQUIER	UNITED STATES	Not Required	Not Required	FAUQUIER BANK, THE	976226	