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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners’ Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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.

I, John Gilliam
Name of the Holding Company Director and Official
President
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
03/23/2016
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

R Muss ID
C.I.
1104110

Date of signature

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

☒ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

Date of Signature

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2015
Valley Mills Financial Corporation  
P.O. Box 278  
Valley Mills, Texas 76689  

Federal Reserve Bank  
FR Y-6 Report  

December 31, 2015  

Report Item – 1:  
None  

Report Item – 2a:  
Valley Mills Financial Corporation  
418 Ave C  
Valley Mills, Texas 76689  
Incorporated in Texas  

100% ownership in the following  

First National of Bank Bosque County  
418 Ave C  
Valley Mills, Texas 76689  
Incorporated in Texas  

No LEI is available for either organization  

Report Item – 2b:  
E-Mailed & Attached  

Report Item – 3a:  
John Gilliam  
Valley Mills, Texas  
U S Citizen  
26,058 Shares  
Representing 69.69%  

Micah Boles  
Valley Mills, Texas  
U S Citizen  
2,758 Shares  
Representing 7.37%  

Jennifer Boles  
Valley Mills, Texas  
U S Citizen  
2,758 Shares  
Representing 7.37%  

Report Item – 3b:  
N/A  

Report Item - 4  
Attached  

Valley Mills Financial Corporation  

John Gilliam, President
**Results:** A list of branches for your depository institution: **FIRST NATIONAL BANK OF BOSQUE COUNTY** (ID_RSSD: 198961).
This depository institution is held by **VALLEY MILLS FINANCIAL CORPORATION** (110411) of VALLEY MILLS, TX.
The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

**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 new 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 hard-copy 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.*

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
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</thead>
<tbody>
<tr>
<td>OK</td>
<td>198961</td>
<td>Full Service (Head Office)</td>
<td>198961</td>
<td>FIRST NATIONAL BANK OF BOSQUE COUNTY</td>
<td>438 AVENUE C</td>
<td>VALLEY MILLS</td>
<td>TX</td>
<td>76689</td>
<td>BOSQUE</td>
<td>UNITED STATES</td>
<td>3785</td>
<td>FIRST NATIONAL BANK OF BOSQUE COUNTY</td>
<td>198961</td>
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<td>OK</td>
<td>1454990</td>
<td>Full Service</td>
<td>1454990</td>
<td>CLIFTON OFFICE</td>
<td>1203 NORTH HIGHWAY 6</td>
<td>CLIFTON</td>
<td>TX</td>
<td>76634</td>
<td>BOSQUE</td>
<td>UNITED STATES</td>
<td>17503</td>
<td>FIRST NATIONAL BANK OF BOSQUE COUNTY</td>
<td>198961</td>
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<tr>
<td>OK</td>
<td>3397710</td>
<td>Full Service</td>
<td>3397710</td>
<td>MERIDIAN BRANCH</td>
<td>115 S MAIN ST</td>
<td>MERIDIAN</td>
<td>TX</td>
<td>76665</td>
<td>BOSQUE</td>
<td>UNITED STATES</td>
<td>447342</td>
<td>FIRST NATIONAL BANK OF BOSQUE COUNTY</td>
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<td>Ok</td>
<td>2380522</td>
<td>Full Service</td>
<td>2380522</td>
<td>BANCH HOUSE BRANCH</td>
<td>8213 NORTH HIGHWAY 6</td>
<td>WOODWAY</td>
<td>TX</td>
<td>76712</td>
<td>MCLENNAN</td>
<td>UNITED STATES</td>
<td>207827</td>
<td>FIRST NATIONAL BANK OF BOSQUE COUNTY</td>
<td>198961</td>
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<tr>
<td>Names &amp; Address (City, State, Country)</td>
<td>Principal Occupation if other than with holding company</td>
<td>Title &amp; Position with holding company</td>
<td>Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>Title &amp; Position with Other Businesses (include names of other businesses)</td>
<td>Percentage of Voting Securities in holding company</td>
<td>Percentage of Voting Securities in Subsidiaries (include names of voting securities held)</td>
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<tr>
<td>John Gilliam</td>
<td>Banking</td>
<td>President Director</td>
<td>First National Bank of Bosque County Vice Chairman</td>
<td>N/A</td>
<td>69.69%</td>
<td>N/A</td>
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<td>Valley Mills, Texas 76689</td>
<td></td>
<td></td>
<td>Director</td>
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<tr>
<td>Allison Gilliam</td>
<td>N/A</td>
<td>Director</td>
<td>First National Bank of Bosque County Director</td>
<td>N/A</td>
<td>2.67%</td>
<td>N/A</td>
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<tr>
<td>Micah Boles</td>
<td>Banking</td>
<td>Director</td>
<td>First National Bank of Bosque County President / CEO Director</td>
<td>N/A</td>
<td>7.37%</td>
<td>N/A</td>
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<tr>
<td>Jennifer Boles</td>
<td>Banking</td>
<td>Director</td>
<td>First National Bank of Bosque County Vice President Director</td>
<td>N/A</td>
<td>7.37%</td>
<td>N/A</td>
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<tr>
<td>Mark Gibson</td>
<td>Banking</td>
<td>Director</td>
<td>First National Bank of Bosque County Chairman Director</td>
<td>N/A</td>
<td>1.34%</td>
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