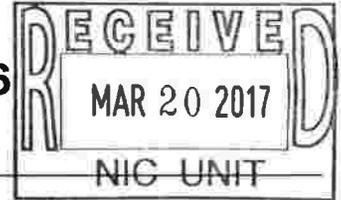


Board of Governors of the Federal Reserve System



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, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Valley Mills Financial Corporation

Legal Title of Holding Company

PO Box 278

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

Valley Mills TX 76689

City State Zip Code

418 Avenue C, Valley Mills, TX 76689

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jerry White Secretary

Name Title

254-932-5345

Area Code / Phone Number / Extension

254-932-5207

Area Code / FAX Number

jerry@fnbbosque.com

E-mail Address

N/A

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

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]
 Signature of Holding Company Director and Official

03/09/2017

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 1104110
 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),

- a letter justifying this request is being provided along with the report
- 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."

**Valley Mills Financial Corporation
P.O. Box 278
Valley Mills, Texas 76689**

**Federal Reserve Bank
FR Y-6 Report**

December 31, 2016

AMENDED
JUN 07 2017

Report Item – 1:

None

Report Item – 2a:

Valley Mills Financial Corporation
Valley Mills, Texas
Incorporated in Texas

100% ownership in the following

First National Bank of Bosque County
Valley Mills, Texas
Incorporated in Texas

No LEI is available for either organization

Report Item – 2b:

E-Mailed & Attached

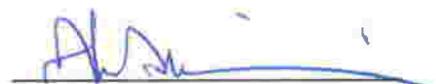
Report Item – 3:

Attached

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 (1104110) of VALLEY MILLS, TX. 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 Action	Effective Date	Branch ID_RSSD*	Regular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		198961	FIRST NATIONAL BANK OF BOSQUE COUNTY	418 AVENUE E	VALLEY MILLS	TX	76689	BOSQUE	UNITED STATES	3765	0	FIRST NATIONAL BANK OF BOSQUE COUNTY	198961	
OK		145490	CLIFTON OFFICE	1203 NORTH HIGHWAY 16	CLIFTON	TX	76634	BOSQUE	UNITED STATES	17503	1	FIRST NATIONAL BANK OF BOSQUE COUNTY	198961	
OK		339770	MERIDIAN BRANCH	115 S MAIN ST	MERIDIAN	TX	76665	BOSQUE	UNITED STATES	847342	3	FIRST NATIONAL BANK OF BOSQUE COUNTY	198961	
OK		230622	RANCH HOUSE BRANCH	8213 NORTH HIGHWAY 6	WOODWAY	TX	76712	MCLENNAN	UNITED STATES	207827	2	FIRST NATIONAL BANK OF BOSQUE COUNTY	198961	

Valley Mills Financial Corporation
418 Avenue C
Valley Mills, Texas 76689

Form FR Y-6
 Fiscal Year Ending December 31, 2016

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-20XX		Securities Holders 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 12-31-20XX			
(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
John Gilliam Valley Mills, Texas 76689	US	26,058 shares 69.69%	N/A		
Micah Boles Valley Mills, Texas 76689	US	2,758 shares 7.37%			
Jennifer Boles Valley Mills, Texas 76689	US	2,758 shares 7.37%			

Valley Mills Financial Corporation
418 Avenue C
Valley Mills, Texas 76689

Form FR Y-6

Fiscal Year Ending December 31, 2016

Report Item 4: Insiders

(1)(a)(b)(c) and (2)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with holding company	Title & Position with holding company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in holding company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	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)
John Gilliam Valley Mills, Texas 76689	Banking	President Director	First National Bank of Bosque County Vice Chairman Director	N/A	69.69%	N/A	N/A
Allison Gilliam Valley Mills, Texas 76689	N/A	Director	First National Bank of Bosque County Director	N/A	2.67%	N/A	N/A
Micah Boles Valley Mills, Texas 76689	Banking	Director	First National Bank of Bosque County President / CEO Director	N/A	7.37%	N/A	N/A
Jennifer Boles Valley Mills, Texas 76689	Banking	Director	First National Bank of Bosque County Vice President Director	N/A	7.37%	N/A	N/A
Mark Gibson Waco, Texas 76712	Banking	Director	First National Bank of Bosque County Chairman Director	N/A	1.34%	N/A	N/A