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Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FRB 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)); 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.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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.

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

12/31/13

Month / Day / Year

Reporter's Name, Street, and Mailing Address

The Bank of Southside Virginia Corporation

Legal Title of Holding Company

P.O. Box 40

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

Carson

VA

23830

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Joy C. Burroughs

AVP/Controller

Name

Title

434-246-1126

Area Code / Phone Number / Extension

434-246-8402

Area Code / FAX Number

joy.burroughs@bsvnet.com

E-mail Address

www.bsvnet.com

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

I, J. Peter Clements

Name of the Holding Company Director and Official

President/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]
Signature of Holding Company Director and Official

March 7, 2014

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. _____

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."

No

Strum, Phyllis

From: Joy Burroughs <joy.burroughs@bsvnet.com>
Sent: Thursday, March 13, 2014 9:20 AM
To: Strum, Phyllis
Subject: RE: FR Y-6 Street address to verify

✓
That is the correct physical address. Thank you.

*Joy C. Burroughs
AVP/Controller
The Bank of Southside Virginia
(434)246-1126*

PS

From: Strum, Phyllis [<mailto:phyllis.strum@rich.frb.org>]
Sent: Thursday, March 13, 2014 9:17 AM
To: Joy Burroughs
Subject: FR Y-6 Street address to verify

Good morning Joy,

I have one follow up question on the FR Y-6 you submitted.

Can you please verify if the following physical address is still valid?

17208 Halligan Park Road

The mailing address was submitted with the report; however, the line for the physical address was not completed, and verification is needed for our records.

Thanks.

Phyllis Strum
FRB Richmond
Structure Analyst
804-697-2794
Phyllis.strum@rich.frb.org

THE BANK OF SOUTHSIDE VIRGINIA CORPORATION
CARSON, VIRGINIA

ITEM 1: ANNUAL REPORT TO SHAREHOLDERS

ENCLOSED

ITEM 2: ORGANIZATION CHART AND BRANCH LISTING

SEE ATTACHED

ITEM 3: SECURITIES HOLDERS

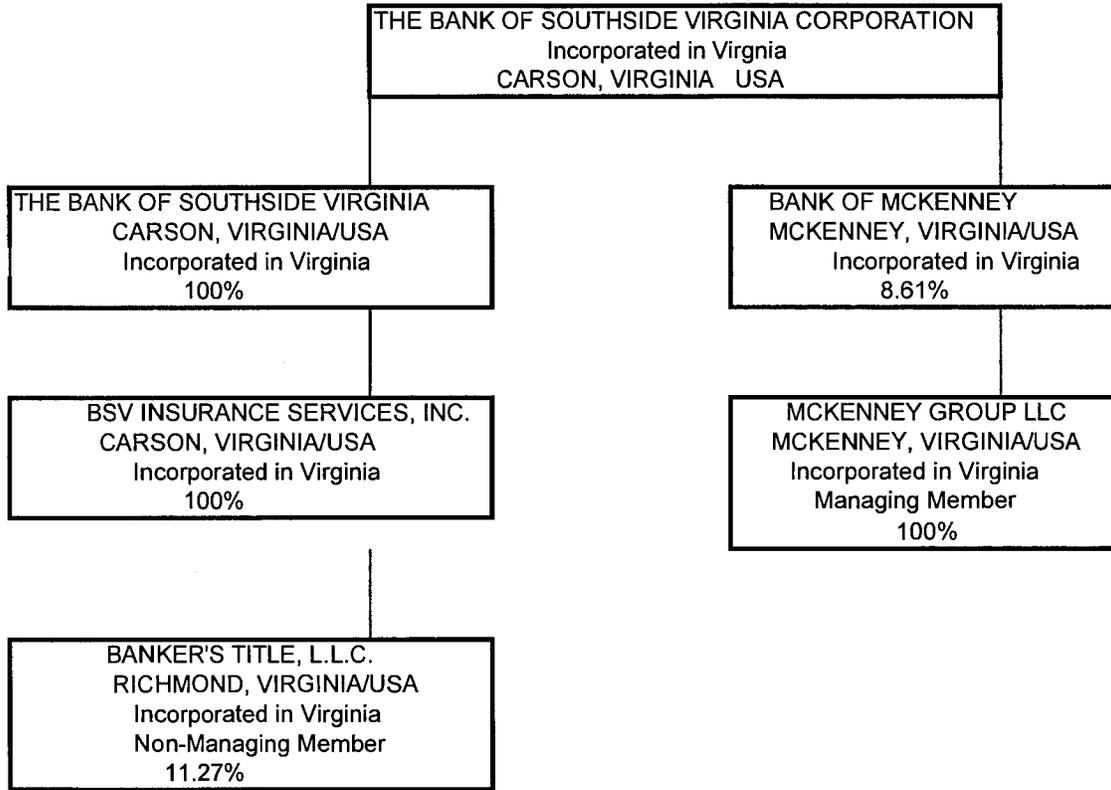
(1) J. PETER CLEMENTS CARSON, VIRGINIA USA 45,751 SHARES - 8.43%	and	CEDE AND CO NEW YORK, NY USA 51,544 SHARES-9.49%
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(2) NONE

ITEM 4: DIRECTORS AND OFFICERS

LISTING ENCLOSED

ITEM 2a.



ITEM 2b.

Submitted via email on 3/05/14

DIRECTORS AND OFFICERS OF THE HOLDING COMPANY

NAME/ADDRESS	PRINCIPAL OCCUPATION	TITLE/ POSITION	BSV PERCENT OWNERSHIP	PERCENT OWNERSHIP IN SUBS	SHARES OF OTHER CO.	PERCENT OWNERSHIP
THAYER TIPTON BAIRD CARSON, VA USA	FORMER OWNER/ OPERATOR, THE STORK SHOP	DIRECTOR	0.23%	NONE		
JAMES T. BUREN PRINCE GEORGE, VA USA	EXEC. VICE-PRES.; THE BANK OF SOUTHSIDE VIRGINIA	EXEC. VICE-PRES.	1.12%	NONE		
CAROL C. CHAPPELL CARSON, VA USA	1ST VICE-PRES/CASHIER THE BANK OF SOUTHSIDE VIRGINIA	FIRST VICE-PRES/ CASHIER	0.58%	NONE		
JOHN H. CLEMENTS CARSON, VA USA	CHAIRMAN THE BANK OF SOUTHSIDE VIRGINIA	CHAIRMAN	4.72%	NONE		
J. PETER CLEMENTS CARSON, VA USA	PRESIDENT/CEO; THE BANK OF SOUTHSIDE VIRGINIA	PRESIDENT/CEO	8.43%	NONE	100 LLL	100 % CLEMENTS LAND HOLDINGS INC.(voting majority) 33 1/3% CLEMENTS LAND HOLDINGS LLLP
M. KIRKLAND COX COLONIAL HEIGHTS VA USA	RETIRED EDUCATOR MEMBER OF VIRGINIA HOUSE OF DELEGATES	DIRECTOR	0.02%	NONE		
GORDON S. JARRATT HERNDON, VA USA	DIRECTOR, APPL. SERVICES, COUNTY OF FAIRFAX	DIRECTOR	3.22%	NONE		
C. BISHOP KNOTT, JR PRINCE GEORGE, VA USA	CLERK OF CIRCUIT COURT PRINCE GEORGE COUNTY	DIRECTOR	0.02%	NONE	LLC	100% SEA WITCH FISHING L.L.C.
MICHAEL B. MAYES PETERSBURG, VA USA	PRESIDENT & OWNER R.O. MAYES AND SONS WHOLESALE GRAIN CO	DIRECTOR	0.95%	NONE	140	100% R.O. MAYES & SON WHOLESALE GRAIN CO
DR. JOHN S. PRINCE, JR. RICHMOND, VA USA	PHYSICIAN	DIRECTOR	1.25%	NONE		
GARY R. THOMSON CHESTER, VA USA	CERTIFIED PUBLIC ACCOUNTANT PARTNER, DIXON HUGHES GOODMAN, LLP	DIRECTOR	0.23%	NONE	LLC LLC	25%-COMMONWEALTH CAPITAL, LLC 25%-KJM LLC
SHIRLEY O. WILKINSON CARSON, VA USA	1ST VP/CFO THE BANK OF SOUTHSIDE VIRGINIA	FIRST VICE-PRES./CHIEF FINANCIAL OFFICER	0.45%	NONE		

Results: A list of branches for your depository institution: BANK OF SOUTHSIDE VIRGINIA, THE (ID: RSSD: 610128).
 This depository institution is held by BANK OF SOUTHSIDE VIRGINIA CORPORATION, THE (1076105) of CARSON, VA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	610128		BANK OF SOUTHSIDE VIRGINIA, THE	17206 HALLIGAN PARK ROAD	CARSON	VA	23830	DINWIDDIE	UNITED STATES	7399	0	BANK OF SOUTHSIDE VIRGINIA, THE		610128	
OK		Full Service	1000128		BOYKINS OFFICE	18207 VIRGINIA AVENUE	BOYKINS	VA	23827	SOUTHAMPTON	UNITED STATES	212551	11	BANK OF SOUTHSIDE VIRGINIA, THE		610128	
OK		Full Service	870520		CAPRON OFFICE	23003 MAIN STREET	CAPRON	VA	23829	SOUTHAMPTON	UNITED STATES	212554	12	BANK OF SOUTHSIDE VIRGINIA, THE		610128	
OK		Full Service	3102512		CHESTER BRANCH	4310 WEST HUNDRED ROAD	CHESTER	VA	23831	CHESTERFIELD	UNITED STATES	363679	18	BANK OF SOUTHSIDE VIRGINIA, THE		610128	
OK		Full Service	2154019		COLONIAL HEIGHTS BRANCH	784 EAST ELLERSLIE AVE	COLONIAL HEIGHTS	VA	23834	COLONIAL HEIGHTS CITY	UNITED STATES	225076	10	BANK OF SOUTHSIDE VIRGINIA, THE		610128	
OK		Full Service	309020		DINWIDDIE BRANCH	14003 BOYDTON PLANK ROAD	DINWIDDIE	VA	23841	DINWIDDIE	UNITED STATES	362114	15	BANK OF SOUTHSIDE VIRGINIA, THE		610128	
OK		Full Service	811723		EMPORIA BRANCH	1400 WEST ATLANTIC STREET	EMPORIA	VA	23847	EMPORIA CITY	UNITED STATES	225073	6	BANK OF SOUTHSIDE VIRGINIA, THE		610128	
OK		Full Service	1401444		FRANKLIN BRANCH	1310 ARMORY DRIVE	FRANKLIN	VA	23851	FRANKLIN CITY	UNITED STATES	212703	13	BANK OF SOUTHSIDE VIRGINIA, THE		610128	
CHANGE	1/1/1956	Full Service	208020		JARRATT BRANCH	211 JARRATT AVENUE	JARRATT	VA	23867	SUSSEX	UNITED STATES	225068	1	BANK OF SOUTHSIDE VIRGINIA, THE		610128	
OK		Full Service	997922		ROHCIC BRANCH	26006 COX ROAD	PETERSBURG	VA	23803	DINWIDDIE	UNITED STATES	225071	4	BANK OF SOUTHSIDE VIRGINIA, THE		610128	
OK		Full Service	612225		SOUTH CRATER ROAD BRANCH	2703 SOUTH CRATER ROAD	PETERSBURG	VA	23805	PETERSBURG CITY	UNITED STATES	225072	5	BANK OF SOUTHSIDE VIRGINIA, THE		610128	
OK		Full Service	761422		PRINCE GEORGE BRANCH	6401 COURTHOUSE ROAD	PRINCE GEORGE	VA	23875	PRINCE GEORGE	UNITED STATES	225069	2	BANK OF SOUTHSIDE VIRGINIA, THE		610128	
OK		Full Service	687522		SMITHFIELD BRANCH	115 MAIN STREET	SMITHFIELD	VA	23430	ISLE OF WIGHT	UNITED STATES	5383	14	BANK OF SOUTHSIDE VIRGINIA, THE		610128	
OK		Full Service	812922		STONY CREEK BRANCH	12441 MAIN STREET	STONY CREEK	VA	23882	SUSSEX	UNITED STATES	225070	3	BANK OF SOUTHSIDE VIRGINIA, THE		610128	
OK		Full Service	1400278		WAKEFIELD BRANCH	630 N COUNTY DRIVE	WAKEFIELD	VA	23888	SUSSEX	UNITED STATES	225075	8	BANK OF SOUTHSIDE VIRGINIA, THE		610128	

→ corrected County only
 no Y-10 necessary