

MAR 31 2014



Annual Report of Holding Companies — ~~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):

December 31, 2013

Month / Day / Year

I, William H. McFaddin

Reporter's Name, Street, and Mailing Address

CBB Financial Corp.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President, Chief Executive Officer and Director

P.O. Box 268

Title of the Holding Company Director and Official

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

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.

Midlothian VA 23113-0268

City State Zip Code

2601 Promenade Parkway, Midlothian, VA 23113

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Stephen R. Kinnier

Senior Vice President

Name

Title

804-794-5885 127

Area Code / Phone Number / Extension

804-378-2856

Area Code / FAX Number

skinnier@cbbonline.com

E-mail Address

N/A

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

Signature of Holding Company Director and Official

03/26/2014

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 3848632
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

CBB Financial Corp.
2013 Form FR Y-6

Item 1: Annual Report to Shareholders

CBB Financial Corp. is a private corporation not subject to jurisdiction by the Securities and Exchange Commission.

CBB Financial Corp. has a contract with the accounting firm of BDO USA, LLP for the 2013 audit. The audit fieldwork will start in mid-April 2014 and is expected to be completed by the end of the July 2013.

As soon as the 2013 audited financial statements are delivered by BDO USA, LLP, the corporation will send two copies to the Federal Reserve Bank of Richmond as an amendment to this Form FR Y-6.

Item 2a: Organization Chart

CBB Financial Corp. has one 100%-owned subsidiary named Community Bankers' Bank. Community Bankers' Bank has one 100%-owned subsidiary named CB Consulting Services, Inc. See attached organizational chart.

Both subsidiary corporations use the same legal address as CBB Financial Corp., as follows:

Mailing address: P.O. Box 268
Midlothian, VA 23113-0268

Physical address: 2601 Promenade Parkway
Midlothian, VA 23113

Note: Community Bankers' Bank is also the owner of interests in three limited liability companies:

100% owner of RECOSOL, LLC, a Virginia limited-liability company which owns title to two parcels of foreclosed real estate. As 100% owner, CBB is the managing member.

32.6071% owner of Sanctuary Project Resolution Company, LLC, a Virginia limited liability company which owns title to six condominium units acquired through foreclosure in Virginia Beach, Virginia. CBB is one of two managing members.

15.8339% owner of Lake Watch Resolution Company, LLC, a Virginia limited liability company which owns title to land acquired through foreclosure in Franklin County, Virginia. CBB is the managing member.

Item 2b: Domestic Branch Listing

Community Bankers' Bank has no branch offices. The Depository Institution Branch Data Verification provided by the Federal Reserve Bank of Richmond was reviewed online on March 26, 2014. The report does not need to be filed electronically for Form FR Y-10 purposes as no Change, Close, Delete or Add Data Action modifications are needed. A copy of the report is attached.

Item 3(1): Securities Holders at End of Year

CBB Financial Corp. had 24,625 common shares outstanding at December 31, 2013. No shareholder owned more than 5% of CBB Financial Corp. common shares on that date. No other class of stock was outstanding on that date. No options, warrants or other securities or rights were outstanding on that date.

Item 3(2): Securities Holders During the Year

No shareholder owned more than 5% of CBB Financial Corp. common shares at any time during 2013. No other class of stock was outstanding at any time during 2013. No options, warrants or other securities or rights were outstanding at any time during 2013.

Item 4: Insiders

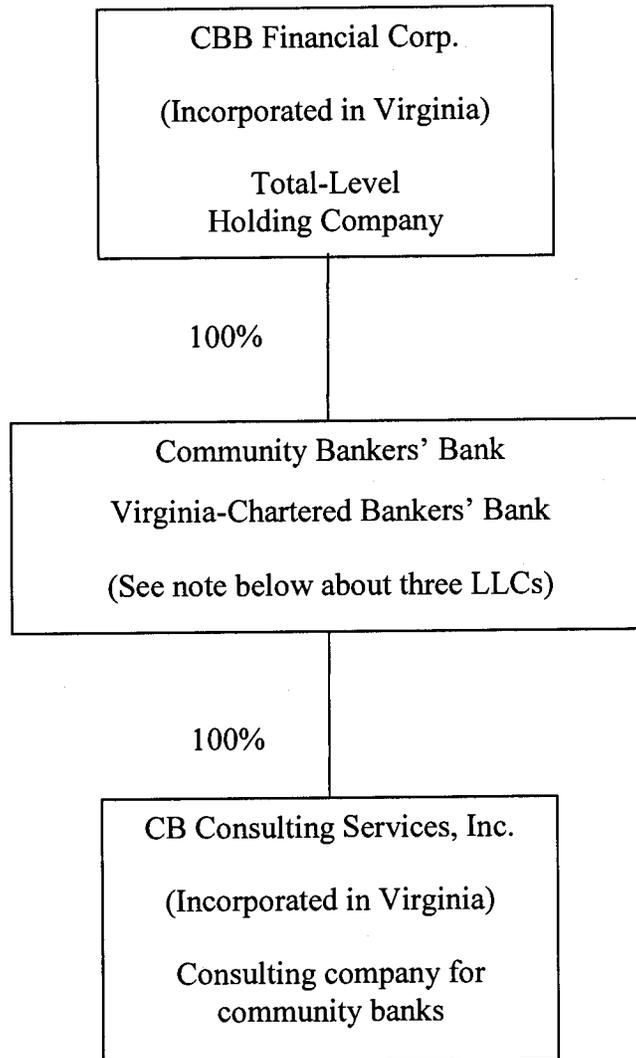
See attached listing of the four Executive Officers, six elected Outside Directors and two appointed Outside Directors of CBB Financial Corp.

All outstanding shares of common stock of CBB Financial Corp. were owned by community banks and holding companies of community bankers based in the Fifth Federal Reserve District at December 31, 2013.

None of the corporation's Executive Officers or Outside Directors personally owned any shares of common stock of the corporation on that date. Also, none of the corporation's Executive Officers or Outside Directors personally owned any options, warrants or other securities or rights to acquire any shares of common stock of the corporation on that date.

2013 Form FR Y-6

**CBB Financial Corp. and Subsidiaries
Organizational Chart**



Note: Community Bankers' Bank is also the owner of interests in three limited liability companies:

100% owner of RECOSOL, LLC, a Virginia limited-liability company which owns title to two parcels of foreclosed real estate. As 100% owner, CBB is the managing member.

32.6071% owner of Sanctuary Project Resolution Company, LLC, a Virginia limited liability company which owns title to six condominium units acquired through foreclosure in Virginia Beach, Virginia. CBB is one of two managing members.

15.8339% owner of Lake Watch Resolution Company, LLC, a Virginia limited liability company which owns title to land acquired through foreclosure in Franklin County, Virginia. CBB is the managing member.

Results: A list of branches for your depository institution: COMMUNITY BANKERS' BANK (ID_RSSD: 77422).
 This depository institution is held by CBB FINANCIAL CORP. (3848632) of MIDLOTHIAN, 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 UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data	Effective	Branch Service Type	Branch	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC	Office	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	77422	COMMUNITY BANKERS' BANK	2601 PROMENADE	MIDLOTHIAN	VA	23113	CHESTERFIELD	UNITED STATES	36151	0	COMMUNITY BANKERS' BANK	77422	

**CBB Financial Corp.
Executive Officers and Outside Directors**

(1) Name, 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 (includes names of subsidiaries)	(3)(c) Title & Position with Other Businesses (includes names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(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)
William H. McFaddin Richmond, VA, USA	Director, President and Chief Executive Officer of Community Bankers' Bank	President and Chief Executive Officer	Director, President and Chief Executive Officer of Community Bankers' Bank; Director and President of CB Consulting Services, Inc.	Not applicable	None	None	None	None
Stephen R. Kinnier Glen Allen, VA, USA	Senior VP, Secretary and Chief Financial Officer of Community Bankers' Bank	Senior VP, Secretary and Chief Financial Officer	Senior VP, Secretary and Chief Financial Officer of Community Bankers' Bank; Director and Secretary of CB Consulting Services, Inc.	Not applicable	None	None	None	None
Howard F. Pisons Richmond, VA, USA	Executive VP of Community Bankers' Bank	Executive VP and Assistant Secretary	Executive VP of Community Bankers' Bank	Not applicable	None	None	None	None
Wendy C. Wright Midlothian, VA, USA	Senior Vice President of IT and Operations, Community Bankers' Bank	Senior VP and Assistant Secretary	Senior Vice President of IT and Operations, Community Bankers' Bank	Not applicable	None	None	None	None

**CBB Financial Corp.
Executive Officers and Outside Directors**

(1) Name, 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 (includes names of subsidiaries)	(3)(c) Title & Position with Other Businesses (includes names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(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)
Charles K. Collum, Jr. Alexandria, VA, USA	Executive Officer, John Marshall Bank, Alexandria, VA	Director	Director of Community Bankers' Bank	Executive Officer, John Marshall Bank	None	None	None	None
Ellis L. Gutshall Roanoke, VA	President and CEO, Valley Bank, Roanoke, VA	Director and Board Vice- Chairman	Director and Board Vice-Chairman of Community Bankers' Bank	President and CEO, Valley Bank	None	None	None	None
Robert R. Chapman, III Lynchburg, VA, USA	President and Chief Executive Officer, Bank of The James, Lynchburg, VA	Director	Director of Community Bankers' Bank	President and Chief Executive Officer, Bank of The James	None	None	None	None
G. Lyn Hayth, III Roanoke, VA, USA	President, Bank of Botetourt, Troutville, VA	Director	Director of Community Bankers' Bank	President, Bank of Botetourt	None	None	None	None

CBB Financial Corp.
Executive Officers and Outside Directors

(1) Name, 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 (includes names of subsidiaries)	(3)(c) Title & Position with Other Businesses (includes names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(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) of 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
John E. Stringer Marion, VA	President, The Bank of Marion, Marion, VA	Director	Director of Community Bankers' Bank	President, The Bank of Marion	None	None	None	None
Monte L. Layman Luray, VA	President and CEO, The Page Valley Bank, Luray, VA	Director and Board Chairman	Director and Board Chairman of Community Bankers' Bank	President and CEO, The Page Valley Bank	None	None	None	None
Jeri D. Cowan Richmond, VA	Attorney At Law Human Resource Consultants, Richmond, VA	Outside Director	Advisory Director of Community Bankers' Bank	Attorney at Law, Human Resource Consultants	None	None	None	None
Christopher J. Honenberger Richmond, VA	President and CEO, Clearpoint Financial Solutions, Inc., Richmond, VA	Outside Director	Advisory Director of Community Bankers' Bank	President and CEO, Clearpoint Financial Solutions, Inc.	None	None	None	None

**CBB Financial Corp.
Appointed Outside Directors**

(1) Name, 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 (includes names of subsidiaries)	(3)(c) Title & Position with Other Businesses (includes names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(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)
Jerri D. Cowan Richmond, VA	Attorney At Law Human Resource Consultants, Richmond, VA	Outside Director	Advisory Director of Community Bankers' Bank	Attorney at Law, Human Resource Consultants	None	None	None	None
Christopher J. Honenberger Richmond, VA	President and CEO, Clearpoint Financial Solutions, Inc., Richmond, VA	Outside Director	Advisory Director of Community Bankers' Bank	President and CEO, Clearpoint Financial Solutions, Inc.	None	None	None	None