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Board of Governors of the Federal Reserve System

MAR 31 2014



**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):

December 31, 2013

Month / Day / Year

I, **Larry G. Dillon**

Reporter's Name, Street, and Mailing Address

C&F Financial Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman, President and Chief Executive Officer

P.O. Box 390

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.

West Point VA 23181
City State Zip Code

802 Main Street, West Point VA 23181

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:

Thomas F. Cherry EVP/CFO

Name Title

757-741-2214

Area Code / Phone Number / Extension

757-741-2813

Area Code / FAX Number

tcherry@cffc.com

E-mail Address

www.cffc.com

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

Signature of Holding Company Director and Official

March 27, 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 **2183493**
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

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.

Central Virginia Bankshares, Inc.
Legal Title of Subsidiary Holding Company

P.O. Box 39
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Powhatan	VA	23139
City	State	Zip Code

2036 New Dorset Road, Powhatan VA 23139
Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City	State	Zip Code
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Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City	State	Zip Code
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Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City	State	Zip Code
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Physical location (if different from mailing address)

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City	State	Zip Code
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Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City	State	Zip Code
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Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City	State	Zip Code
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Physical location (if different from mailing address)

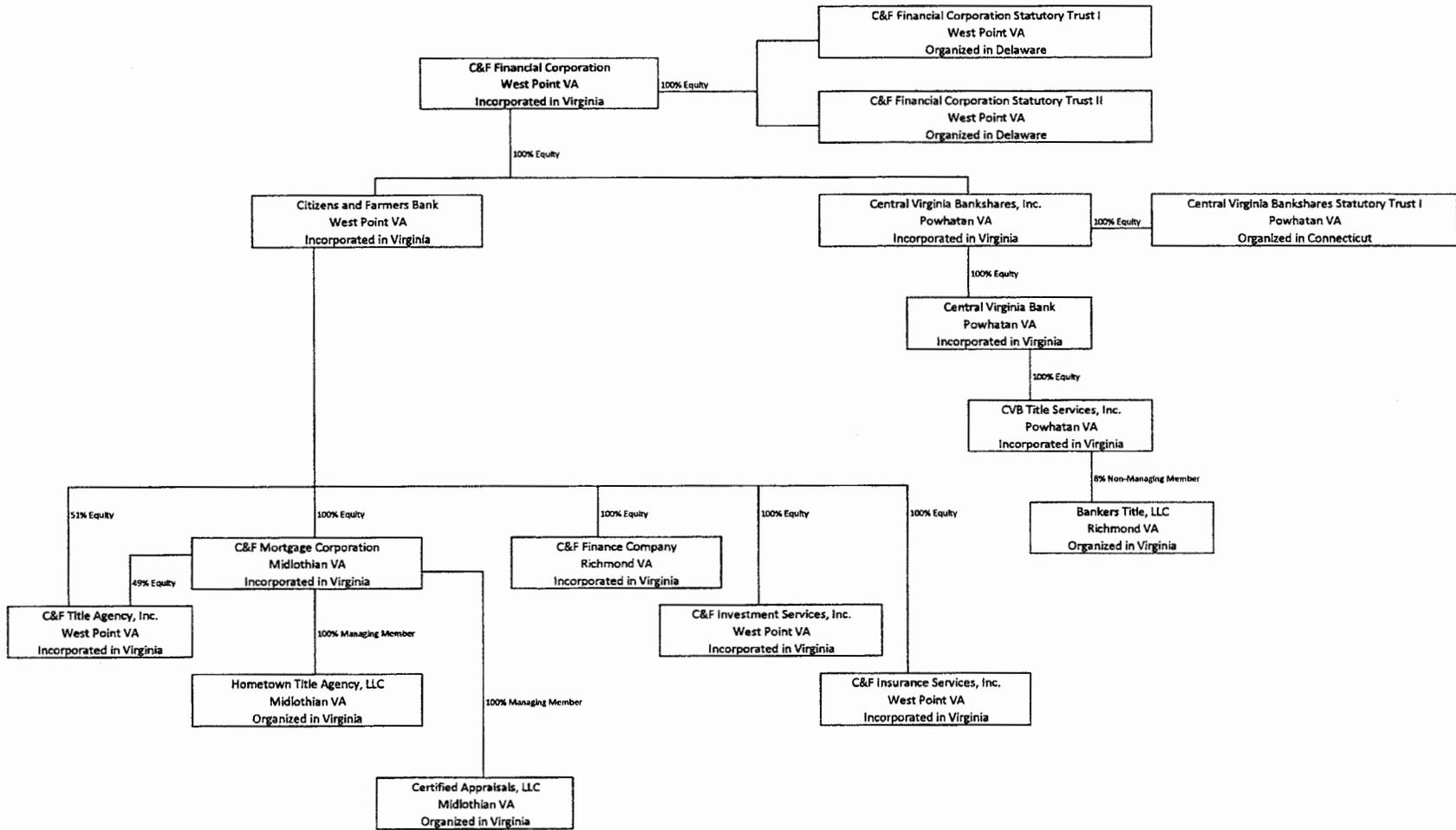
Legal Title of Subsidiary Holding Company

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

City	State	Zip Code
------	-------	----------

Physical location (if different from mailing address)

Form FR Y-6
 C&F Financial Corporation
 West Point, Virginia
 Fiscal Year Ending December 31, 2013



Results: A list of branches for your holding company: C&F FINANCIAL CORPORATION (2183493) of WEST POINT, 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 Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	436823	CENTRAL VIRGINIA BANK	2351 ANDERSON HIGHWAY	POWHATAN	VA	23139	POWHATAN	UNITED STATES	14678	0	CENTRAL VIRGINIA BANK	436823	
OK		Full Service	375128	CARTERSVILLE BRANCH	2288 CARTERSVILLE ROAD	CARTERSVILLE	VA	23027	CUMBERLAND	UNITED STATES	252484	1	CENTRAL VIRGINIA BANK	436823	
OK		Full Service	2705309	CUMBERLAND BRANCH	1422 ANDERSON HIGHWAY	CUMBERLAND	VA	23040	CUMBERLAND	UNITED STATES	252489	7	CENTRAL VIRGINIA BANK	436823	
OK		Full Service	3262322	BELLGRADE BRANCH	2500 PROMENADE PARKWAY	MIDLOTHIAN	VA	23113	CHESTERFIELD	UNITED STATES	430113	9	CENTRAL VIRGINIA BANK	436823	
OK		Full Service	2124647	BRANDERMILL OFFICE	4901 MILLRIDGE PARKWAY	MIDLOTHIAN	VA	23112	CHESTERFIELD	UNITED STATES	252487	5	CENTRAL VIRGINIA BANK	436823	
OK		Full Service	1224241	MIDLOTHIAN BRANCH	13200 MIDLOTHIAN TURNPIKE	MIDLOTHIAN	VA	23113	CHESTERFIELD	UNITED STATES	252485	2	CENTRAL VIRGINIA BANK	436823	
OK		Limited Service	2503699	CORPORATE OPERATIONS CENTER BRANCH	2036 NEW DORSET ROAD	POWHATAN	VA	23139	POWHATAN	UNITED STATES	252488	6	CENTRAL VIRGINIA BANK	436823	
OK		Full Service	2892058	WELLESLEY BRANCH	3490 LAUDERDALE DR	RICHMOND	VA	23233	HENRICO	UNITED STATES	358255	8	CENTRAL VIRGINIA BANK	436823	
OK		Full Service (Head Office)	928421	CITIZENS AND FARMERS BANK	802 MAIN STREET	WEST POINT	VA	23181	KING WILLIAM	UNITED STATES	6639	0	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3592074	CHESTER BRANCH	4820 WEST HUNDRED ROAD	CHESTER	VA	23831	CHESTERFIELD	UNITED STATES	461706	18	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3592056	HAMPTON BRANCH	1927 C AND F DRIVE	HAMPTON	VA	23666	HAMPTON CITY	UNITED STATES	449825	15	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3216240	MECHANICSVILLE OFFICE BRANCH	7021 MECHANICSVILLE TURNPIKE	MECHANICSVILLE	VA	23111	HANOVER	UNITED STATES	423167	13	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3069316	ALVERSER OFFICE BRANCH	1400 ALVERSER DRIVE	MIDLOTHIAN	VA	23113	CHESTERFIELD	UNITED STATES	362376	11	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3234646	CITY CENTER BRANCH	698 TOWN CENTER DRIVE	NEWPORT NEWS	VA	23606	NEWPORT NEWS CITY	UNITED STATES	425195	14	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	983822	NORGE OFFICE	7534 RICHMOND ROAD	NORGE	VA	23127	JAMES CITY	UNITED STATES	222333	4	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	377225	PROVIDENCE FORGE BRANCH	3501 N COURTHOUSE DRIVE	PROVIDENCE FORGE	VA	23140	NEW KENT	UNITED STATES	14140	2	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	376723	QUINTON OFFICE	2580 NEW KENT HIGHWAY	QUINTON	VA	23141	NEW KENT	UNITED STATES	251161	3	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3570429	PATTERSON BRANCH	12308 PATTERSON AVENUE	RICHMOND	VA	23238	GOOCHLAND	UNITED STATES	458026	17	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2359524	VARINA BRANCH	2651 NEW MARKET ROAD	RICHMOND	VA	23231	HENRICO	UNITED STATES	222335	6	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2861531	WEST BROAD BRANCH	8001 WEST BROAD ST	RICHMOND	VA	23294	HENRICO	UNITED STATES	222336	9	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	866224	MIDDLESEX BRANCH	2608 GENERAL PULLER HIGHWAY	SALLIDA	VA	23149	MIDDLESEX	UNITED STATES	249505	7	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3079995	SANDSTON OFFICE BRANCH	100 EAST WILLIAMSBURG ROAD	SANDSTON	VA	23150	HENRICO	UNITED STATES	363041	12	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2634986	FOURTEENTH STREET OFFICE	415 14TH ST	WEST POINT	VA	23181	KING WILLIAM	UNITED STATES	222332	1	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2941965	JAMESTOWN ROAD BRANCH	1167 JAMESTOWN ROAD	WILLIAMSBURG	VA	23185	WILLIAMSBURG CITY	UNITED STATES	222334	5	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	1226188	LONGHILL ROAD OFFICE	4780 LONGHILL ROAD	WILLIAMSBURG	VA	23188	JAMES CITY	UNITED STATES	334436	10	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3592065	KILN CREEK BRANCH	2800 GEORGE WASHINGTON MEMORIAL HIGHWAY	YORKTOWN	VA	23693	YORK	UNITED STATES	451753	16	CITIZENS AND FARMERS BANK	928421	

Form FR Y-6
C&F Financial Corporation
West Point, Virginia
Fiscal Year Ending December 31, 2013

ITEM 3: SECURITIES HOLDERS – C&F FINANCIAL CORPORATION

Item 3(1) None

Item 3(2) None

ITEM 3: SECURITIES HOLDERS – CENTRAL VIRGINIA BANKSHARES, INC.

Item 3(1) As of December 31, 2013, C&F Financial Corporation directly owned 100 percent of the voting stock of Central Virginia Bankshares, Inc. by virtue of C&F Financial Corporation's acquisition of Central Virginia Bankshares, Inc. on October 1, 2013.

Item 3(2) None

C&F Financial Corporation
West Point, Virginia
Fiscal Year Ending December 31, 2013

ITEM 4: INSIDERS

The following tables show the stock ownership for the insiders of C&F Financial Corporation and Central Virginia Bankshares, Inc. as of December 31, 2013.

Form FR Y-6
C&F Financial Corporation
West Point, Virginia
Fiscal Year Ending December 31, 2013

ITEM 4: INSIDERS – C&F FINANCIAL CORPORATION

(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	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of Other Companies in Which 25% or More of Voting Securities Are Held
Larry G. Dillon West Point, VA	N/A	Chairman, President & Chief Executive Officer	Chairman, President & Chief Executive Officer (Citizens & Farmers Bank; Central Virginia Bankshares, Inc.; Central Virginia Bank) Director (C&F Mortgage Corporation; C&F Finance Company; C&F Insurance Services, Inc.; C&F Investment Services, Inc.)	N/A	1.84%	None	None
J.P. Causey Jr. West Point, VA	Manufacturing, Canal Corporation	Director	Director (Citizens & Farmers Bank; Central Virginia Bankshares, Inc.; Central Virginia Bank; C&F Mortgage Corporation)	Self-employed Attorney- at-Law; Bankruptcy Plan Administrator - Canal Corporation	1.33%	None	None
Audrey D. Holmes Providence Forge, VA	Attorney-at-Law Audrey D. Holmes, Attorney-at-Law	Director	Director (Citizens & Farmers Bank; Central Virginia Bankshares; Central Virginia Bank)	Attorney-at-Law - Audrey D. Holmes, Attorney-at-Law Sandston, VA	0.38%	None	Audrey D. Holmes, Attorney-at- Law (100%)
James H. Hudson III West Point, VA	Attorney-at-Law Hudson & Bondurant, P.C.	Director	Director (Citizens & Farmers Bank; Central Virginia Bankshares, Inc.; Central Virginia Bank; C&F Mortgage Corporation)	Attorney-at-Law – Hudson & Bondurant, P.C. West Point, VA	0.44%	None	Hudson & Bondurant, P.C. (50%) Godsey Homeplace, LLC (50%) Lantec, LLC (50%) Philtex, LLC (50%) Lighthouse Title Agency, LLC (25%)

Form FR Y-6
C&F Financial Corporation
West Point, Virginia
Fiscal Year Ending December 31, 2013

ITEM 4: INSIDERS – C&F FINANCIAL CORPORATION (Continued)

(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	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of Other Companies in Which 25% or More of Voting Securities Are Held
Joshua H. Lawson West Point, VA	Insurance Agency	Director	Director (Citizens & Farmers Bank; Central Virginia Bankshares, Inc.; Central Virginia Bank)	President – Thrift Insurance Corporation West Point, VA	1.16%	None	Thrift Insurance Corporation (90%)
Paul C. Robinson Providence Forge, VA	Real Estate Sales	Director	Director (Citizens & Farmers Bank; Central Virginia Bankshares, Inc.; Central Virginia Bank; C&F Mortgage Corporation)	President – Francisco, Robinson & Associates, Inc. Providence Forge, VA	0.45%	None	Francisco, Robinson & Associates, Inc. (100%) Quinton Property Associates (33%) The Farms at Walnut Hills, LLC (50%)
C. Elis Olsson West Point, VA	Aviation, Martinair, Inc.	Director	Director (Citizens & Farmers Bank; Central Virginia Bankshares, Inc.; Central Virginia Bank)	Vice President and Director of Operations – Martinair, Inc. Sandston, VA	0.41%	None	Bay Leasing, LLC (50%)
Thomas F. Cherry Williamsburg VA	N/A	Executive Vice President, Chief Financial Officer & Secretary	Executive Vice President/Chief Financial Officer/Secretary (Citizens & Farmers Bank; Central Virginia Bankshares, Inc.; Central Virginia Bank; C&F Finance Company) Director (C&F Insurance Services, Inc.; C&F Investment Services, Inc.)	N/A	1.09%	None	None

Form FR Y-6
 C&F Financial Corporation
 West Point, Virginia
 Fiscal Year Ending December 31, 2013

ITEM 4: INSIDERS – C&F FINANCIAL CORPORATION (Continued)

Barry R. Chernack Williamsburg VA	N/A	Director	Director (Citizens & Farmers Bank; Central Virginia Bankshares, Inc.; Central Virginia Bank; C&F Finance Company; C&F Mortgage Corporation)	N/A	0.46%	None	None
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Form FR Y-6
C&F Financial Corporation
West Point, Virginia
Fiscal Year Ending December 31, 2013

ITEM 4: INSIDERS – CENTRAL VIRGINIA BANKSHARES, INC.

(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	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of Other Companies in Which 25% or More of Voting Securities Are Held
Larry G. Dillon West Point, VA	N/A	Chairman, President & Chief Executive Officer	Chairman, President & Chief Executive Officer (C&F Financial Corporation; Citizens & Farmers Bank; Central Virginia Bank) Director (C&F Mortgage Corporation; C&F Finance Company; C&F Insurance Services, Inc.; C&F Investment Services, Inc.)	N/A	None	None	None
J.P. Causey Jr. West Point, VA	Manufacturing, Canal Corporation	Director	Director (C&F Financial Corporation; Citizens & Farmers Bank; Central Virginia Bank; C&F Mortgage Corporation)	Self-employed Attorney- at-Law; Bankruptcy Plan Administrator - Canal Corporation	None	None	None
Audrey D. Holmes Providence Forge, VA	Attorney-at-Law Audrey D. Holmes, Attorney-at-Law	Director	Director (C&F Financial Corporation; Citizens & Farmers Bank; Central Virginia Bank)	Attorney-at-Law - Audrey D. Holmes, Attorney-at-Law Sandston, VA	None	None	Audrey D. Holmes, Attorney-at- Law (100%)
James H. Hudson III West Point, VA	Attorney-at-Law Hudson & Bondurant, P.C.	Director	Director (C&F Financial Corporation; Citizens & Farmers Bank; Central Virginia Bank; C&F Mortgage Corporation)	Attorney-at-Law – Hudson & Bondurant, P.C. West Point, VA	None	None	Hudson & Bondurant, P.C. (50%) Godsey Homeplace, LLC (50%) Lantec, LLC (50%) Philtec, LLC (50%) Lighthouse Title Agency, LLC (25%)

Form FR Y-6
C&F Financial Corporation
West Point, Virginia
Fiscal Year Ending December 31, 2013

ITEM 4: INSIDERS – CENTRAL VIRGINIA BANKSHARES, INC. (Continued)

(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	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of Other Companies in Which 25% or More of Voting Securities Are Held
Joshua H. Lawson West Point, VA	Insurance Agency	Director	Director (C&F Financial Corporation; Citizens & Farmers Bank; Central Virginia Bank)	President – Thrift Insurance Corporation West Point, VA	None	None	Thrift Insurance Corporation (90%)
Paul C. Robinson Providence Forge, VA	Real Estate Sales	Director	Director (C&F Financial Corporation; Citizens & Farmers Bank; Central Virginia Bank; C&F Mortgage Corporation)	President – Francisco, Robinson & Associates, Inc. Providence Forge, VA	None	None	Francisco, Robinson & Associates, Inc. (100%) Quinton Property Associates (33%) The Farms at Walnut Hills, LLC (50%)
C. Elis Olsson West Point, VA	Aviation, Martinair, Inc.	Director	Director (C&F Financial Corporation; Citizens & Farmers Bank; Central Virginia Bank)	Vice President and Director of Operations – Martinair, Inc. Sandston, VA	None	None	Bay Leasing, LLC (50%)
Thomas F. Cherry Williamsburg VA	N/A	Executive Vice President, Chief Financial Officer & Secretary	Executive Vice President/Chief Financial Officer/Secretary (C&F Financial Corporation; Citizens & Farmers Bank; Central Virginia Bank; C&F Finance Company) Director (C&F Insurance Services, Inc.; C&F Investment Services, Inc.)	N/A	None	None	None

Form FR Y-6
 C&F Financial Corporation
 West Point, Virginia
 Fiscal Year Ending December 31, 2013

ITEM 4: INSIDERS – CENTRAL VIRGINIA BANKSHARES, INC. (Continued)

Barry R. Chernack Williamsburg VA	N/A	Director	Director (C&F Financial Corporation; Citizens & Farmers Bank; Central Virginia Bank; C&F Finance Company; C&F Mortgage Corporation)	N/A	None	None	None
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