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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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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):

December 31, 2013

Month / Day / Year

I, **Joseph D. Borgerding**

Reporter's Name, Street, and Mailing Address

Citizens Bancorp of Virginia, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President and Chief Executive Officer

126 South Main Street

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.

Blackstone

VA

23824

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Lisa H. Whitehead

AVP/Controller

Name

Title

800-553-1873 8132

Area Code / Phone Number / Extension

434-292-3361

Area Code / FAX Number

lisa.whitehead@cbtva.com

E-mail Address

www.cbtva.com

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

Signature of Holding Company Director and Official

03/25/2014

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.

3219474

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."

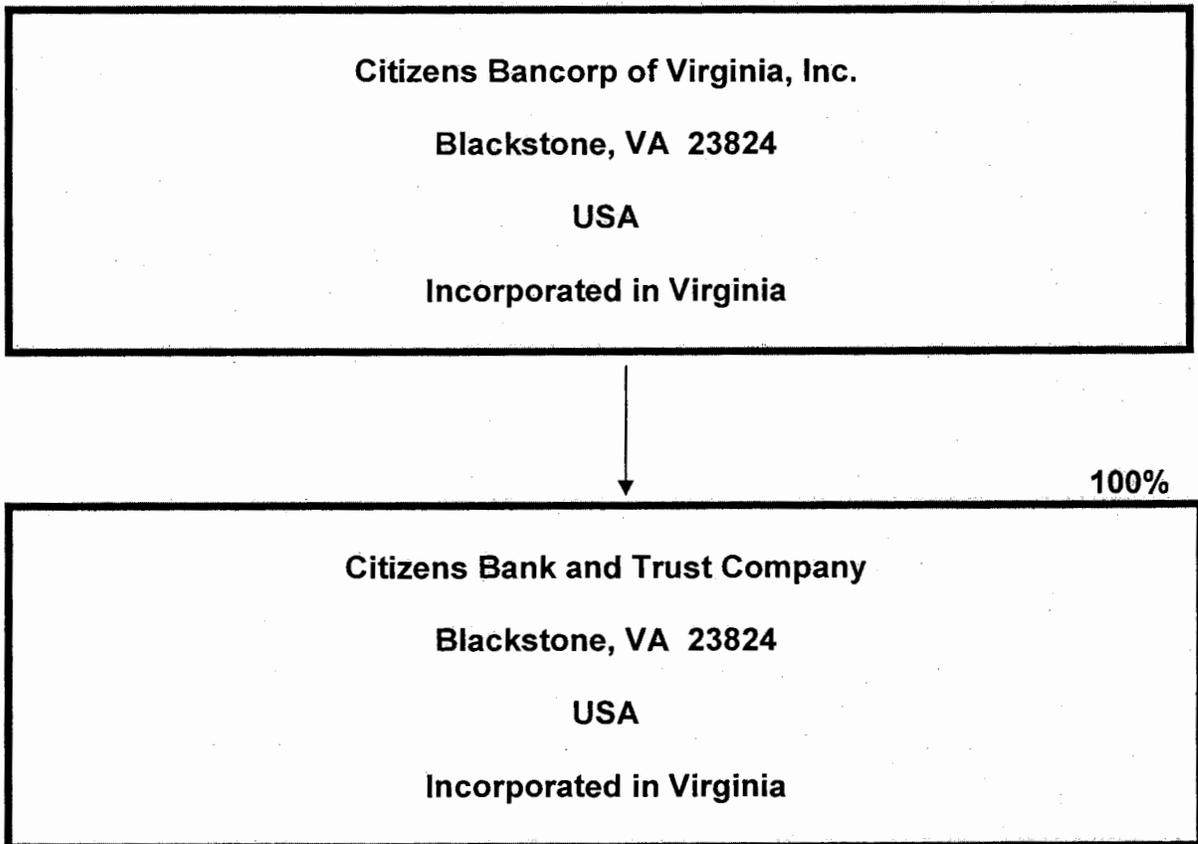
No

Form FRY-6
Citizens Bancorp of Virginia, Inc.
Blackstone, Virginia
Fiscal Year Ending December 31, 2013

Report Item

1. The bank holding company prepares an annual report for its shareholders.
Two copies to follow.

2a. Organizational Chart



3. Shareholders

Shareholders that meet criteria in item 3.1 – NONE.

Shareholders that meet criteria in item 3.2 – NONE.

Results: A list of branches for your depository institution: CITIZENS BANK AND TRUST COMPANY (ID_RSSD: 991621). This depository institution is held by CITIZENS BANCORP OF VIRGINIA, INC. (3219474) of BLACKSTONE, 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 **Date 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)	991621	CITIZENS BANK AND TRUST COMPANY	126 SOUTH MAIN STREET	BLACKSTONE	VA	23824	NOTTOWAY	UNITED STATES	518	0	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	1224951	AMELIA OFFICE	9060 NORTH FIVE FORKS ROAD	AMELIA	VA	23002	AMELIA	UNITED STATES	186005	4	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	856823	BLACKSTONE II OFFICE	101 NORTH MAIN STREET	BLACKSTONE	VA	23824	NOTTOWAY	UNITED STATES	186002	1	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	1872268	BLACKSTONE OFFICE	1575 SOUTH MAIN STREET	BLACKSTONE	VA	23824	NOTTOWAY	UNITED STATES	186006	5	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	806921	BURKEVILLE OFFICE	102 SECOND STREET, NORTHEAST	BURKEVILLE	VA	23922	NOTTOWAY	UNITED STATES	186004	3	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	3278136	CHESTER BRANCH	10001 COURTVIEW LANE	CHESTERFIELD	VA	23832	CHESTERFIELD	UNITED STATES	429591	8	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	3348253	COLONIAL HEIGHTS BRANCH	497 SOUTHPARK CIRCLE	COLONIAL HEIGHTS	VA	23834	COLONIAL HEIGHTS CITY	UNITED STATES	441856	9	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	201227	CREWE OFFICE	210 CARTER STREET	CREWE	VA	23930	NOTTOWAY	UNITED STATES	186003	2	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	2123640	FARMVILLE OFFICE	1517 WEST THIRD STREET	FARMVILLE	VA	23901	PRINCE EDWARD	UNITED STATES	186007	6	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	2514734	SOUTH MAIN STREET OFFICE	1712 SOUTH MAIN STREET	FARMVILLE	VA	23901	PRINCE EDWARD	UNITED STATES	186008	7	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	3543656	EAST ATLANTIC STREET BRANCH	622 EAST ATLANTIC STREET	SOUTH HILL	VA	23970	MECKLENBURG	UNITED STATES	465187	10	CITIZENS BANK AND TRUST COMPANY	991621	

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**Citizens Bancorp of Virginia, Inc.
Fiscal Year Ending December 31, 2013**

Report Item 4: Insiders							
(1), (2), (3)(a)(b)©, and (4)(a)(b)©							
(1) Names & Address (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 (include names of subsidiaries)	(3) © Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)© 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)
Frank P. Beale Richmond, VA USA	President of Invincia Corporation (Insurance Company) Chesterfield, Virginia	Director	Director	President of Invincia Corporation (Insurance Company) Chesterfield, Virginia	0.142%	N/A	Invincia Corporation (S-Corp) 100% voting share; PGC Properties, LLC 100% voting share; PGS Properties, LLC 100%
Joseph D. Borgerding Blackstone, VA USA	N/A	President and CEO	President and CEO - Citizens Bank and Trust Company	N/A	0.076%	N/A	N/A
William D. Coleburn Blackstone, VA USA	Editor of the Courier-Record/Nottoway Publishing Co., Blackstone, Virginia	Director	Director	Editor of the Courier-Record/Nottoway Publishing Co., Blackstone, Virginia	0.052%	N/A	Nottoway Publishing Company 60% voting share
Roy C. Jenkins, Jr. Burkeville, VA USA	Retired President of Roy C. Jenkins, Inc.	Vice Chairman of the Board of Directors	Vice Chairman of the Board of Directors	N/A	1.855%	N/A	Jenkins Properties, LLC 33 1/3% voting share; Jenkins Family Dollar, LLC 100% voting share; and Woodland Partners, LLC 28.6% voting share

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Citizens Bancorp of Virginia, Inc.
Fiscal Year Ending December 31, 2013

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Joseph F. Morrissette Burkeville, VA USA	Mayor of the Town of Burkeville, Virginia	Director	Director	Mayor of the Town of Burkeville, Virginia	0.367%	N/A	N/A
E. Walter Newman, Jr. Farmville, VA USA	Dual-Enrollment Instructor -Southside Va. Community College/Magistrate for Virginia's 10th Judicial District	Director	Director	Past vice President & Past General Manager of Newman Tire Company, Farmville, Virginia; Dual-Enrollment Instructor with Southside Virginia Community College; Magistrate for Virginia's 10th Judicial District	0.048%	N/A	N/A
Charles F. Parker, Jr. South Hill, VA USA	President of Parker Oil Company, South Hill, Virginia	Director	Director	President of Parker Oil Company, South Hill, Virginia	0.110%	N/A	(Huddle House Franchise) HH of Emporia, LLC 50% voting share; (Huddle House Franchise) HH of Bracey LLC 50% voting share; (Bojangles Franchise) PW Foods, LLC 50.01% voting share; and Southside Aviation 33.33% voting share

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Citizens Bancorp of Virginia, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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Norman H. Taylor, III Crewe, VA USA	Vice Pres. of Crewe Tractor & Finance Co., Inc.; Vice Pres. Of Taylor Tire, Inc.; Owner Crewe's In Car Wash, Crewe, Virginia	Director	Director	Vice Pres. of Crewe Tractor & Finance Co., Inc.; Vice Pres. Of Taylor Tire, Inc.; Owner Crewe's In Car Wash, Crewe, Virginia	0.406%	N/A	Crewe Tractor & Finance Co. 60% voting share; Taylor Tire, Inc. 60% voting share; Crewe's In Car Wash 100% voting share
Timothy Ray Tharpe Farmville, VA USA	Vice President and Manager of J. R. Tharpe Trucking Company, Inc., Burkeville, Virginia	Director	Director	Vice President and Manager of J. R. Tharpe Trucking Company, Inc., Burkeville, Virginia	0.078%	N/A	J. R. Tharpe Trucking 25% voting share; Timothy R. Tharpe, LLC 100% voting share
Jo Anne S. Webb Midlothian, VA USA	President of Scott Pallets, Inc.	Director	Director	President of Scott Pallets, Inc.; President of Scott Transport	4.960%	N/A	Scott Timberland Co. 36% voting share; Scott Pallets 47% voting share & Scott Transport 51% voting share; Bayse Point Properties 50% voting shares; Webb Investments 50% voting shares
Samuel H. West Chester, VA USA	Retired	Chairman of the Board of Directors	Chairman of the Board of Directors	N/A	2.550%	N/A	GJD, LLC 50% voting share; Souths

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Citizens Bancorp of Virginia, Inc.
Fiscal Year Ending December 31, 2013

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Jerome A. Wilson, III Blackstone, VA USA	Investor	Director	Director	Investor; Manager of Genolhac Properties, LLC	6.114%	N/A	Genolhac Properties, LLC 100% voting share
Lynn K. Shekleton Blackstone, VA USA	N/A	Senior Vice President/Secretary	Senior Vice President/Human Resources/Branch Administration - Citizens Bank and Trust Company	N/A	0.056%	N/A	N/A
Geoffrey C. Warner Amelia Court House, VA USA	N/A	Senior Vice President/CFO	Senior Vice President/CFO - Citizens Bank and Trust Company	N/A	0.033%	N/A	N/A