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FR Y-6
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Approval expires December 31, 2015
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MAR 31 2015

Board of Governors of the Federal Reserve System



FRB RICHMOND 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)); 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, 2014

Month / Day / Year

N/A

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

I, Rex L Smith III

Name of the Holding Company Director and Official

President/CEO and Director

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.

Reporter's Name, Street, and Mailing Address

Community Bankers Trust Corporation

Legal Title of Holding Company

9954 Mayland Drive, Suite 2100

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

Richmond

VA

23233

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:

Bruce E Thomas

EVP/CFO

Name

Title

804-934-9999 1302

Area Code / Phone Number / Extension

804-934-9299

Area Code / FAX Number

bthomas@esssexbank.com

E-mail Address

www.cbtrustcorp.com

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

Signature of Holding Company Director and Official

Date of Signature

3-30-2015

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.

3687046

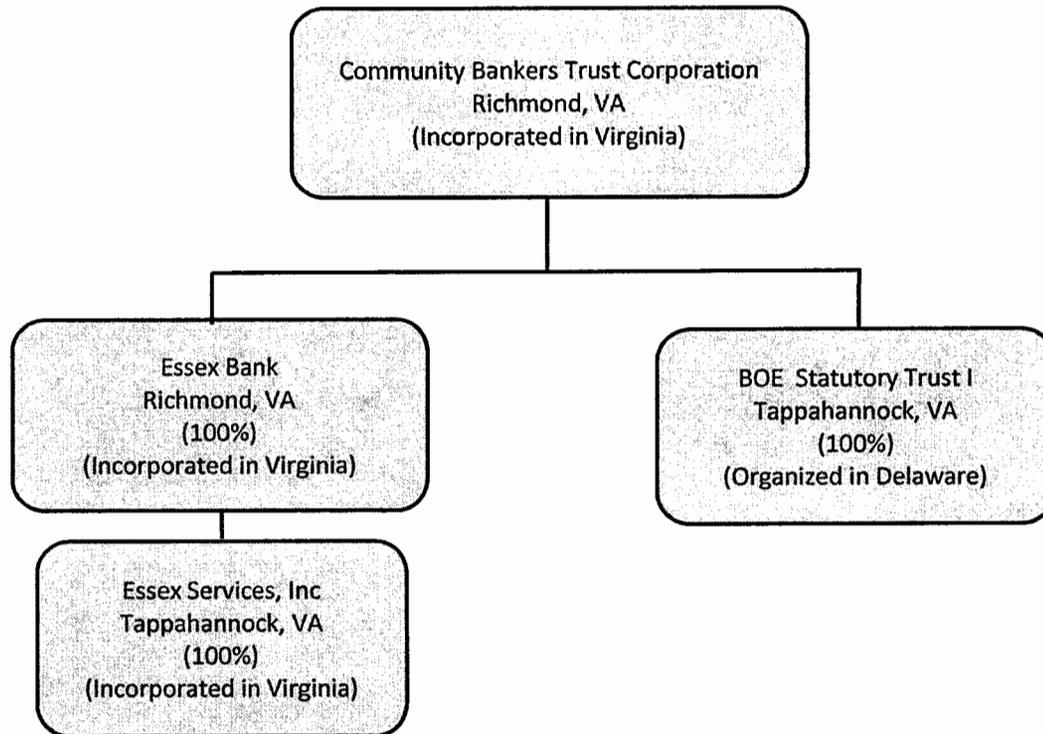
Does the reporter request confidential treatment for any portion of this submission?

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

Community Bankers Trust Corporation
FR Y-6
December 31, 2014



Results: A list of branches for your depository institution: ESSEX BANK (ID_RSSD: 781028).
 This depository institution is held by COMMUNITY BANKERS TRUST CORPORATION (3687046) of RICHMOND, VA.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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
Add	4/7/2014	Full Service (Head Office)	781028	ESSEX BANK	9954 MAYLAND DRIVE, SUITE 2100	RICHMOND	VA	23233	HENRICO	UNITED STATES	5529	0	ESSEX BANK	781028	
Add	3/25/2014	Full Service	4653963	ANNAPOLIS BRANCH	1835 WEST STREET	ANNAPOLIS	MD	21401	ANNE ARUNDEL	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	3917417	ARNOLD BRANCH	1460 RITCHIE HIGHWAY	ARNOLD	MD	21012	ANNE ARUNDEL	UNITED STATES	267505	20	ESSEX BANK	781028	
OK		Full Service	616577	CATONSVILLE BRANCH	1000 INGLESIDE AVENUE	CATONSVILLE	MD	21228	BALTIMORE	UNITED STATES	485644	24	ESSEX BANK	781028	
OK		Full Service	3960280	CROFTON BRANCH	2120 BALDWIN AVENUE	CROFTON	MD	21114	ANNE ARUNDEL	UNITED STATES	43597	18	ESSEX BANK	781028	
Close	10/24/2014	Full Service	3917444	LANDOVER HILLS BRANCH	7467 ANNAPOLIS ROAD	HYATTSVILLE	MD	20784	PRINCE GEORGES	UNITED STATES	441803	22	ESSEX BANK	781028	
OK		Full Service	3917426	ROCKVILLE BRANCH	1101 NELSON STREET	ROCKVILLE	MD	20850	MONTGOMERY	UNITED STATES	281980	21	ESSEX BANK	781028	
OK		Full Service	3917453	ROSEDALE BRANCH	1230 RACE ROAD	ROSEDALE	MD	21237	BALTIMORE	UNITED STATES	485643	23	ESSEX BANK	781028	
OK		Full Service	3686003	CALLAO BRANCH	654 NORTHUMBERLAND HIGHWAY	CALLAO	VA	22435	NORTHUMBERLAND	UNITED STATES	480291	12	ESSEX BANK	781028	
OK		Full Service	2829577	VIRGINIA CENTER OFFICE	9951 BROOK RD	GLEN ALLEN	VA	23059	HENRICO	UNITED STATES	218831	5	ESSEX BANK	781028	
OK		Full Service	3936043	GOOCHLAND BRANCH	1949 SANDY HOOK LANE	GOOCHLAND	VA	23063	GOOCHLAND	UNITED STATES	361227	7	ESSEX BANK	781028	
OK		Full Service	3648391	BURGESS BRANCH	14598 NORTHUMBERLAND HIGHWAY	HEATHSVILLE	VA	22473	NORTHUMBERLAND	UNITED STATES	480292	13	ESSEX BANK	781028	
OK		Full Service	3237825	LOUISA BRANCH	217 EAST MAIN STREET	LOUISA	VA	23093	LOUISA	UNITED STATES	424230	9	ESSEX BANK	781028	
OK		Full Service	3133253	MANAKIN-SABOT BRANCH	100 BROAD STREET RD	MANAKIN SABOT	VA	23103	GOOCHLAND	UNITED STATES	431537	8	ESSEX BANK	781028	
OK		Full Service	1226151	KING WILLIAM OFFICE	4935 RICHMOND/TAPPAHANNOCK HWY	MANQUIN	VA	23106	KING WILLIAM	UNITED STATES	218829	2	ESSEX BANK	781028	
OK		Full Service	2002044	EAST HANOVER OFFICE	6315 MECHANICSVILLE TURNPIKE	MECHANICSVILLE	VA	23111	HANOVER	UNITED STATES	218830	3	ESSEX BANK	781028	
OK		Full Service	4117081	WINTERFIELD BRANCH	3740 WINTERFIELD ROAD	MIDLOTHIAN	VA	23113	POWHATAN	UNITED STATES	493353	25	ESSEX BANK	781028	
OK		Full Service	2897503	POWHATAN BRANCH	2320 ANDERSON HIGHWAY	POWHATAN	VA	23139	POWHATAN	UNITED STATES	78807	10	ESSEX BANK	781028	
OK		Full Service	3448733	PRINCE STREET BRANCH	323 PRINCE STREET	TAPPAHANNOCK	VA	22560	ESSEX	UNITED STATES	451973	6	ESSEX BANK	781028	
Change	4/7/2014	Full Service		TAPPAHANNOCK BRANCH	1325 TAPPAHANNOCK BLVD.	TAPPAHANNOCK	VA	22560	ESSEX	UNITED STATES	5529	0	ESSEX BANK	781028	
OK		Full Service	981725	WEST POINT BRANCH	16TH MAIN STREET SOUTH	WEST POINT	VA	23181	KING WILLIAM	UNITED STATES	13571	4	ESSEX BANK	781028	

Results: A list of branches for your depository institution: ESSEX BANK (ID_RSSD: 781028).

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OK		Full Service	616577	CATONSVILLE BRANCH	1000 INGLESIDE AVENUE	CATONSVILLE	MD	21228	BALTIMORE	UNITED STATES	485644	24	ESSEX BANK	781028	
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OK		Full Service	3917426	ROCKVILLE BRANCH	1101 NELSON STREET	ROCKVILLE	MD	20850	MONTGOMERY	UNITED STATES	281980	21	ESSEX BANK	781028	
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OK		Full Service	3686003	CALLAO BRANCH	654 NORTHUMBERLAND HIGHWAY	CALLAO	VA	22435	NORTHUMBERLAND	UNITED STATES	480291	12	ESSEX BANK	781028	
OK		Full Service	2829577	VIRGINIA CENTER OFFICE	9951 BROOK RD	GLEN ALLEN	VA	23059	HENRICO	UNITED STATES	218831	5	ESSEX BANK	781028	
OK		Full Service	3936043	GOOCHLAND BRANCH	1949 SANDY HOOK LANE	GOOCHLAND	VA	23063	GOOCHLAND	UNITED STATES	361227	7	ESSEX BANK	781028	
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Form FR Y-6
Community Bankers Trust Corporation
Fiscal Year Ended December 31, 2014

Report Item 3: Securities Holders

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ended 12-31-2014			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 ended 12-31-2014		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Wellington Management Company, LLP Boston, MA, USA	USA	2,146,596 – 9.9% Common Stock	[none]		
Banc Fund VII L.P. Banc Fund VIII L.P. Banc Fund IX L.P. Chicago, IL, USA	USA	1,129,845 – 5.2% Common Stock			

Form FR Y-6
Community Bankers Trust Corporation
Fiscal Year Ended December 31, 2014

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in 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)
Gerald F. Barber Rockville, VA, USA	Consultant	Director	Director, Essex Bank	n/a	*	n/a	GFB LTD (100%) MOUSE HOUSE LLC (50%)
Richard F. Bozard Midlothian, VA, USA	Retired	Director	Director, Essex Bank	n/a	*	n/a	Richlynn Properties, LLC (50%)
Glenn J. Dozier Richmond, VA, USA	Consultant/Chief Financial Officer	Director	Director, Essex Bank	Senior Management Consultant and acting Chief Financial Officer, MolecularMD Corporation	*	n/a	Dozier & Associates (100%)
P. Emerson Hughes, Jr. Center Cross, VA, USA	Pet Boarding Operator	Director	Director, Essex Bank	Chairman, Holiday Barn Pet Resorts	*	n/a	Holiday Barn, Ltd. (45%) Hughes Investments South, LLC (40%) Hughes Investments West, LLC (40%) Hughes Pets LLC (50%) Pet Memorial Park, Inc. (50%)

* Less than one percent

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in 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)
Troy A. Peery, Jr. Manakin Sabot, VA, USA	Real Estate Developer	Director	Director, Essex Bank	President, Peery Enterprises	*	n/a	Beaver Dam Stables, LLC (50%) C&B Auto Parts, LLC (50%) P.D. Leasing, LLC (33 1/3%) Percheron Group, LLC (50%) River Station, LLC (50%) Southern Links, LLC (100%) T&L Partners, LLC (50%) Warree Bight Development Ltd (50%)
Eugene S. Putnam, Jr. Scottsdale, AZ, USA	President and Chief Financial Officer	Director	Director, Essex Bank	President and Chief Financial Officer, Universal Technical Institute	*	n/a	Eugene S. Putnam, Jr. 2004 Irrevocable Trust (100%)
S. Waite Rawls III Richmond, VA, USA	President	Director	Director, Essex Bank	Co-Chief Executive Officer, American Civil War Museum	*	n/a	none
Rex L. Smith, III Richmond, VA, USA	n/a	Director and President and Chief Executive Officer	Director and President and Chief Executive Officer, Essex Bank	n/a	*	n/a	none
John C. Watkins Midlothian, VA, USA	Landscape and Nursery Operator	Chairman of the Board	Chairman of the Board, Essex Bank	Chairman, Watkins Nurseries	*	n/a	Rocky Oak, LLC (25%) Watkins Carolina, LLC (55%) Watkins Vistas, LLC (100%)
Robin Traywick Williams Crozier, VA, USA	Writer	Director	Director, Essex Bank	Writer	*	n/a	none

* Less than one percent

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in 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)
John M. Oakey, III Richmond, VA, USA	n/a	Executive Vice President and General Counsel	Executive Vice President and General Counsel, Essex Bank	n/a	*	n/a	none
Bruce E. Thomas Tappahannock, VA, USA	n/a	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer, Essex Bank	n/a	*	n/a	none

* Less than one percent