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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



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.

I, Howard F. Pisons

Name of the Holding Company Director and Official

President, Chief Executive Officer 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.

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 of Holding Company Director and Official

06/29/2015

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 3848432
C.I. _____

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

December 31, 2014

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

CBB Financial Corp.

Legal Title of Holding Company

P.O. Box 268

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

Midlothian VA 23113-0268

City State Zip Code

2601 Promenade Parkway, Midlothian, VA 23113

Physical Location (if different from mailing address)

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

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

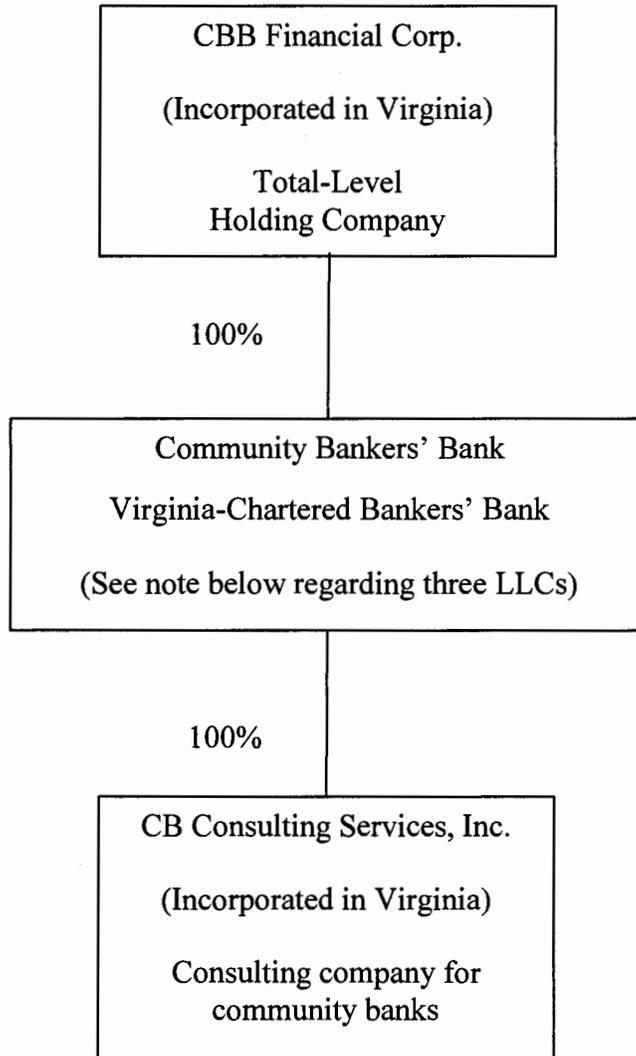
Yes Please identify the report items to which this request applies:

- 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

2014 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:

1

CBB is a 100% owner of RECOSOL, LLC, a Virginia limited-liability company currently has no assets. As 100% owner, CBB is the managing member. This company is currently inactive but is intended to hold future foreclosed assets only.

CBB is an owner of Sanctuary Project Resolution Company, LLC, a Virginia limited liability company which owns title to two condominium units acquired through foreclosure in Virginia Beach, Virginia. CBB owns 63.8% of Class A, none of Class B and 34.9% of Class C. CBB is the managing member.

CBB is a 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.

CBB Financial Corp.
2014 Form FR Y-6 (Amended June 29, 2015)

Item 1: Annual Report to Shareholders

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

Two copies of the 2014 audited financial statements are enclosed.

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:

CBB is a 100% owner of RECOSOL, LLC, a Virginia limited-liability company currently has no assets. As 100% owner, CBB is the managing member. This company is currently inactive but is intended to hold future foreclosed assets only.

CBB is an owner of Sanctuary Project Resolution Company, LLC, a Virginia limited liability company which owns title to two condominium units acquired through foreclosure in Virginia Beach, Virginia. CBB owns 63.8% of Class A, none of Class B and 34.9% of Class C. CBB is the managing member.

CBB is a 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

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 12/31/2014. 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
OK		Full Service (Head Office)	77422	COMMUNITY BANKERS' BANK	2601 PROMENADE PARKWAY	MIDLOTHIAN	VA	23113	CHESTERFIELD	UNITED STATES	36151	0	COMMUNITY BANKERS' BANK	77422	

online on March 31, 2015. 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 25,275 common shares outstanding at December 31, 2014. Two shareholders owned more than 5% of CBB Financial Corp. common shares on that date.

United Bank owned 1,550 shares (6.13%) at December 31, 2014. It had owned 1,150 shares (4.67% of the 24,625 outstanding shares) at January 1, 2014 and then acquired Virginia Commerce Bank effective January 31, 2014. Virginia Commerce owned 400 shares (1.62% as of January 1, 2014). The 1,550 shares of the combined United Bank-Virginia Commerce Bank represented 6.29% of the 24,625 shares outstanding on January 31, 2014. Between February 1, 2014 and December 31, 2014 the United Bank ownership declined from 6.29% to 6.13% as CBB Financial Corp. issued 650 more shares to other banks. CBB Financial Corp. did not sell any shares to either United Bank or Virginia Commerce Bank during 2014.

Union Bank owned 1,285 shares (5.08%) at December 31, 2014. It had owned 785 shares (3.19% of the 24,625 outstanding shares) at January 1, 2014 and then acquired StellarOne Bank effective May 9, 2014. StellarOne Bank owned 500 shares (2.03% as of January 1, 2014). The 1,285 shares of the combined Union Bank-StellarOne Bank represented 5.18% of the 24,825 shares outstanding on May 9, 2014. Between May 9, 2014 and December 31, 2014 the Union Bank ownership declined from 5.18% to 5.08% as CBB Financial Corp. issued 450 more shares to other banks. CBB Financial Corp. did not sell any shares to either Union Bank or StellarOne Bank during 2014.

Item 3(2): Securities Holders During the Year

Two shareholders (United Bank and Union Bank) owned more than 5% of CBB Financial Corp. common shares at any time during 2014. No other class of stock was outstanding at any time during 2014. No options, warrants or other securities or rights were outstanding at any time during 2014.

Item 4: Insiders

See attached listing of the four Executive Officers, eight elected Outside Directors, one appointed Outside Director 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, 2014.

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.

Note – Seven Outside Directors were directors and/or executive officers of community banks or community bank holding companies which owned common stock of the corporation at December 31, 2014.

**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)
Howard F. Pisons Midlothian, VA, USA	Director, President and Chief Executive Officer of Community Bankers' Bank	President and Chief Executive Officer, and Director	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
Nancy S. Sullivan Midlothian, VA, USA	Senior VP and Senior Credit Officer of Community Bankers' Bank	Senior VP and Assistant Secretary	Senior VP and Senior Credit Officer 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 and Board Vice- Chairman	Director and Board Vice-Chairman of Community Bankers' Bank	Executive Officer, John Marshall Bank	None	None	None	None
Ellis L. Gutshall Roanoke, VA, USA	President and CEO, Valley Bank, Roanoke, VA	Director	Director 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

**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)
G. Lyn Hayth, III Roanoke, VA, USA	President, Bank of Botetourt, Troutville, VA	Director and Board Chair	Director and Board Chair, Community Bankers' Bank	President, Bank of Botetourt	None	None	None	None
Tom R. Rasmussen New Windsor, MD, USA	President, New Windsor State Bank	Director	Director of Community Bankers' Bank	President, New Windsor State Bank	None	None	None	None
John E. Stringer Marion, VA, USA	President, The Bank of Marion, Marion, VA	Director	Director of Community Bankers' Bank	President, The Bank of Marion	None	None	None	None
Thomas F. Whaling St. Mary's, WV, USA	President, West Union Bank, West Union, WV	Director	Director of Community bankers' Bank	President, West Union Bank	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)
William H. McFaddin Richmond VA, USA	Retired	Director	Advisory Director of Community Bankers' Bank	N/A	None	None	None	None
Jerri D. Cowan Richmond, VA, USA	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, USA	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, USA	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, USA	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