The Federal Reserve may assume, in the absence of such a request, that the information has not been requested and is not required to respond to the request.

NOTE: The Federal Reserve may assume, in the absence of such a request, that the information has not been requested and is not required to respond to the request.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2014

Person to whom questions about this report should be directed:
Stephen R. Kinnier
Senior Vice President

Address (URL) for the holding company’s web page:
N/A

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
☐ No

Signature of Holding Company Director and Officer
06/29/2015

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
RSSID ID
C.I.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0257), Washington, DC 20503.

10/2014
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.
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.

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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.
**Inuits:**

**Alsto** 

**Your Depository Institution:** COMMUNITY BANKERS' BANK (ID_RUID: 77422).

This Depository Institution is held by C88 RNCIAL CORP. (3848612) of MIDLOTHIAN, VA.

The date is 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**

- **OE:** If the branch information is correct, enter "OE" in the Data Action column.
- **Change:** If the branch information is incorrect or incomplete, make the change, enter "Change" in the Data Action column and the data when this information first became valid in the Effective Date column.
- **Close:** If a branch listed was open or closed, enter "Close" in the Data Action column and the open or close 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.**

**Information Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this page 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-9 report requirements, you must also submit FR Y-9 Callin Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.

The FR Y-9 report may be submitted in a hardcopy format or via the FR Y-9 online application - https://z3.cleancall.federalreserves.gov.

* FDIC UNIN_NUM, Office Number, and ID_RUID columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID RUID</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNIN_NUM</th>
<th>Office Number</th>
<th>Loan Office ID</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OE</td>
<td>Full Service (title only)</td>
<td>77422</td>
<td>COMMUNITY BANKERS' BANK</td>
<td>395 PROMENADE PARKWAY</td>
<td>MIDLOTHIAN</td>
<td>VA</td>
<td>23113</td>
<td>CHESTFIELD</td>
<td>UNITED STATES</td>
<td>38133</td>
<td>COMMUNITY BANKERS' BANK</td>
<td>77422</td>
<td>77422</td>
<td></td>
</tr>
</tbody>
</table>
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.
<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position With Bank Holding Company</th>
<th>Title &amp; Position with Other Businesses (includes names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (includes names of other businesses)</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (includes names of subsidiaries)</th>
<th>Percentage of Voting Shares in Subsidiaries (includes names of subsidiaries)</th>
<th>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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Howard F. Pisons, Midlothian, VA, USA</td>
<td>Director, President and Chief Executive Officer of Community Bankers' Bank</td>
<td>President and Chief Executive Officer, and Director</td>
<td>Director, President and Chief Executive Officer of Community Bankers' Bank; Director and President of CB Consulting Services, Inc.</td>
<td>Not applicable</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Stephen R. Kinnier, Glen Allen, VA, USA</td>
<td>Senior VP, Secretary and Chief Financial Officer of Community Bankers' Bank</td>
<td>Senior VP, Secretary and Chief Financial Officer</td>
<td>Senior VP, Secretary and Chief Financial Officer of Community Bankers' Bank; Director and Secretary of CB Consulting Services, Inc.</td>
<td>Not applicable</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Nancy S. Sullivan, Midlothian, VA, USA</td>
<td>Senior VP and Senior Credit Officer of Community Bankers' Bank</td>
<td>Senior VP and Assistant Secretary</td>
<td>Senior VP and Senior Credit Officer of Community Bankers' Bank</td>
<td>Not applicable</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Wendy C. Wright, Midlothian, VA, USA</td>
<td>Senior Vice President of IT and Operations, Community Bankers' Bank</td>
<td>Senior VP and Assistant Secretary</td>
<td>Senior Vice President of IT and Operations, Community Bankers' Bank</td>
<td>Not applicable</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>

Version June 29, 2015
<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position With Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (includes names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (includes names of other businesses)</th>
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</tr>
</thead>
<tbody>
<tr>
<td>Charles K. Collum, Jr. Alexandria, VA, USA</td>
<td>Executive Officer, John Marshall Bank, Alexandria, VA</td>
<td>Director and Board Vice-Chairman</td>
<td>Director and Board Vice-Chairman of Community Bankers' Bank</td>
<td>Executive Officer, John Marshall Bank</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Ellis L. Gutshall Roanoke, VA, USA</td>
<td>President and CEO, Valley Bank, Roanoke, VA</td>
<td>Director</td>
<td>Director of Community Bankers' Bank</td>
<td>President and CEO, Valley Bank</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Robert R. Chapman, III Lynchburg, VA, USA</td>
<td>President and Chief Executive Officer, Bank of The James, Lynchburg, VA</td>
<td>Director</td>
<td>Director of Community Bankers' Bank</td>
<td>President and Chief Executive Officer, Bank of The James</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>
### CBB Financial Corp.
#### Executive Officers and Outside Directors

<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position With Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (includes names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (includes names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
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</tr>
</thead>
<tbody>
<tr>
<td>G. Lyn Hayth, III</td>
<td>President, Bank of Botetourt, Troutville, VA</td>
<td>Director and Board Chair</td>
<td>Director and Board Chair, Community Bankers’ Bank</td>
<td>President, Bank of Botetourt</td>
<td>None</td>
<td>None</td>
<td>None</td>
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<tr>
<td>Roanoke, VA, USA</td>
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<tr>
<td>Tom R. Rasmussen</td>
<td>President, New Windsor State Bank</td>
<td>Director</td>
<td>Director of Community Bankers’ Bank</td>
<td>President, New Windsor State Bank</td>
<td>None</td>
<td>None</td>
<td>None</td>
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<tr>
<td>New Windsor, MD, USA</td>
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</tr>
<tr>
<td>John E. Stringer</td>
<td>President, The Bank of Marion, Marion, VA</td>
<td>Director</td>
<td>Director of Community Bankers’ Bank</td>
<td>President, The Bank of Marion</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Marion, VA, USA</td>
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<tr>
<td>Thomas F. Whaling</td>
<td>President, West Union Bank, West Union, WV</td>
<td>Director</td>
<td>Director of Community bankers’ Bank</td>
<td>President, West Union Bank</td>
<td>None</td>
<td>None</td>
<td>None</td>
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<tr>
<td>St. Mary’s, WV, USA</td>
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</tr>
</thead>
<tbody>
<tr>
<td>William H. McFaddin</td>
<td>Retired</td>
<td>Director</td>
<td>Advisory Director of Community Bankers' Bank</td>
<td>N/A</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Richmond, VA, USA</td>
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</tr>
<tr>
<td>Jerri D. Cowan</td>
<td>Attorney At Law Human Resource Consultants, Richmond, VA</td>
<td>Outside Director</td>
<td>Advisory Director of Community Bankers' Bank</td>
<td>Attorney at Law, Human Resource Consultants</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Richmond, VA, USA</td>
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</tr>
<tr>
<td>Christopher J. Honenberger</td>
<td>President and CEO, Clearpoint Financial Solutions, Inc., Richmond, VA</td>
<td>Outside Director</td>
<td>Advisory Director of Community Bankers' Bank</td>
<td>President and CEO, Clearpoint Financial Solutions, Inc.</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Richmond, VA, USA</td>
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</table>

Version June 29, 2015
## CBB Financial Corp.
### Appointed Outside Directors

<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
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</thead>
<tbody>
<tr>
<td>Jerri D. Cowan Richmond, VA, USA</td>
<td>Outside Director</td>
<td>Attorney at Law, Human Resource Consultants, Richmond, VA</td>
<td>Outside Director</td>
<td>Advisory Director of Community Bankers' Bank</td>
<td>Attorney at Law, Human Resource Consultants</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Christopher J. Honenberger Richmond, VA, USA</td>
<td>Outside Director</td>
<td>President and CEO, Clearpoint Financial Solutions, Inc., Richmond, VA</td>
<td>Outside Director</td>
<td>Advisory Director of Community Bankers' Bank</td>
<td>President and CEO, Clearpoint Financial Solutions, Inc.</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>