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. § 3108(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 246(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.

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. J. Michael Thomas
Name of the Holding Company Director and Official
CEO/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

4/6/15

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 L488657

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)

Reporter’s Name, Street, and Mailing Address
Select Bank Financial Corporation

Legal Title of Holding Company

PO Box 4620
(Mailing Address of the Holding Company) Street / P.O. Box
Lynchburg
VA
24502

City

State

Zip Code

211 Gristmill Drive, Forest, VA 24551

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Sherri Sackett
Name
VP
Title

434-455-1704

Area Code / Phone Number / Extension

Area Code / FAX Number

sherri@myselectbank.com

E-mail Address

myselectbank.com

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.35 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, 200 and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
Report Item

1: The bank holding company prepares an annual report for its securities holders, which will be forwarded once it is completed in second quarter.

2a: Organizational Chart

```
Select Bank Financial Corporation
Forest, VA
Incorporated in Virginia

100%

Select Bank
Forest, VA
Incorporated in Virginia
```
### Form FR Y-6

**Select Bank Financial Corporation**  
Forest, Virginia  
**Fiscal Year Ending December 31, 2014**

**Report Item**  
3: Securities Holders  
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name, City, State, country</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
<td>Name, City, State, Country</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of each Class of Voting Securities</td>
</tr>
</tbody>
</table>
| J. Michael Thomas Goode, VA | USA | 5,739,333.82% common stock  
34,650-2.31% options on common stock | N/A | USA | 55,433-3.69% common stock  
34,650-2.31% options on common stock |
| Gloria N. Thomas Lynchburg, VA | USA | 1,500-0.09% common stock | | USA | 1,050-0.07% common stock |
| Herman L. Thomas & Susie F. Thomas Appomattox, VA | USA | 2,100-0.14% common stock | | USA | 52,500-3.50% common stock |
| Robert Lee Thomas Lynchburg, VA | USA | 5,250-0.35% common stock | | USA | 52-0.0034% common stock |
| Robert M. Thomas Lynchburg, VA | USA | 52-0.0034% common stock | | USA | 52,500-3.50% common stock |
| David M. White & Jean T. White Greensboro, NC | USA | 1,575-0.10% common stock | | USA | 52,500-3.50% common stock |

* includes 54,383 shares of common stock for Daniel P. Thornton held jointly with spouse, Melissa Thornton.
<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with holding co</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries</th>
<th>(3)(c) Title &amp; Position with other Businesses</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries of</th>
<th>(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentages of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wayne L. Carpenter Pulaski, VA USA</td>
<td>Retired CEO Select Bank</td>
<td>Director &amp; Vice Chairman</td>
<td>Director &amp; Vice Chairman (Select Bank)</td>
<td>Treasurer/Secretary Pulaski Baseball Inc &amp; NRV Sports Marketing, Inc.</td>
<td>1.75%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>T. Clay Davis Goode, VA USA</td>
<td>N/A</td>
<td>Director &amp; President</td>
<td>Director &amp; President (Select Bank)</td>
<td>N/A</td>
<td>4.71%</td>
<td>None</td>
<td>MMC, LLC 25% D+T, LLC 33%</td>
</tr>
<tr>
<td>F. F. Falls Martinsville, VA USA</td>
<td>N/A</td>
<td>Executive Officer, SVP</td>
<td>Executive Officer, SVP (Select Bank)</td>
<td>N/A</td>
<td>0.87%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Dr. T. Scott Garrett Lynchburg, VA USA</td>
<td>Retired Surgeon VA Delegate</td>
<td>Director</td>
<td>Director (Select Bank)</td>
<td>N/A</td>
<td>2.81%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Herschel V. Keller Lynchburg, VA USA</td>
<td>Partner Gentry Locke</td>
<td>Director</td>
<td>Director (Select Bank)</td>
<td>N/A</td>
<td>1.22%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Jennifer B. Lucado Lynchburg, VA USA</td>
<td>President Brownstone Properties</td>
<td>Director</td>
<td>Director (Select Bank)</td>
<td>N/A</td>
<td>1.51%</td>
<td>None</td>
<td>Brownstone Properties 100% Accession Properties LLC 50% Maple Tree Partners LLC 25%</td>
</tr>
<tr>
<td>C. Letcher Newcomb II Lynchburg, VA USA</td>
<td>President Newcomb Investment Properties</td>
<td>Director</td>
<td>President Mountain Capital, LLC</td>
<td>N/A</td>
<td>1.97%</td>
<td>None</td>
<td>Annet LLC 25% Barton Investments 32% Rivermont Properties 33% Radford Associates 50% Mountain Capital LLC 100%</td>
</tr>
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<td>(1) Name, City, State, Country</td>
<td>(2) Principal Occupation if other than with holding co</td>
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<td>-----------------------------------------------</td>
<td>-----------------------------------------------</td>
<td></td>
</tr>
<tr>
<td>Robert K. Pearson, Jr. Lynchburg, VA USA</td>
<td>Co-owner Charley's Restaurant</td>
<td>Director</td>
<td>Director (Select Bank)</td>
<td>N/A</td>
<td>1.40%</td>
<td>None</td>
<td>Pearson Restaurant Co 50% Pearson Real Estate, LLC 50%</td>
</tr>
<tr>
<td>Alan W. Pettigrew Lynchburg, VA USA</td>
<td>Vice President StampTech Inc.</td>
<td>Director</td>
<td>Director (Select Bank)</td>
<td>Principal MMC, LLC</td>
<td>3.04%</td>
<td>None</td>
<td>MMC, LLC 25% Hanson Investments LLC 25% ADKT, LLC 25% CMP/Stamptech-25%</td>
</tr>
<tr>
<td>Larry H. Redmond Lynchburg, VA USA</td>
<td>Radiologist</td>
<td>Director</td>
<td>Director (Select Bank)</td>
<td>N/A</td>
<td>2.81%</td>
<td>None</td>
<td>Eired, LLC 50%</td>
</tr>
<tr>
<td>J. Michael Thomas Goode, VA USA</td>
<td>N/A</td>
<td>Director &amp; CEO</td>
<td>Director &amp; CEO (Select Bank)</td>
<td>N/A</td>
<td>6.13%</td>
<td>None</td>
<td>Maple Tree Partners 25% DFT LLC 33% MMC, LLC 25%</td>
</tr>
<tr>
<td>Daniel P. Thornton Lynchburg, VA USA</td>
<td>National Acct Exec Progress Printing</td>
<td>Director &amp; Chairman</td>
<td>Director &amp; Chairman (Select Bank)</td>
<td>Director &amp; Vice Chairman Cornerstone Bank</td>
<td>6.00%</td>
<td>None</td>
<td>PPT LLC 100%</td>
</tr>
<tr>
<td>M. Ralph Wilkes Forest, VA USA</td>
<td>Wilkes &amp; Co Accountants President</td>
<td>Director</td>
<td>Director (Select Bank)</td>
<td>N/A</td>
<td>2.80%</td>
<td>None</td>
<td>N/A</td>
</tr>
</tbody>
</table>
**Results:** A list of branches for your depository institution: SELECT BANK (ID_RSSD: 3567269).
This depository institution is held by SELECT BANK FINANCIAL CORPORATION (4488857) of FOREST, 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 the change occurred.
- **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.

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**.
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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>3567269</td>
<td>SELECT BANK</td>
<td>211 GRISTMILL DRIVE</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3680195</td>
<td>TIMBERLAKE ROAD BRANCH</td>
<td>7113 TIMBERLAKE ROAD</td>
</tr>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3680195</td>
<td>TIMBERLAKE ROAD BRANCH</td>
<td>7113 TIMBERLAKE ROAD</td>
</tr>
</tbody>
</table>
This information first became valid in the **Effective Date** column.

<table>
<thead>
<tr>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
</tr>
</thead>
<tbody>
<tr>
<td>FOREST</td>
<td>VA</td>
<td>24551</td>
<td>BEDFORD</td>
<td>UNITED STATES</td>
<td>456799</td>
<td>0 SELECT BANK</td>
<td>3567269</td>
<td></td>
</tr>
<tr>
<td>LYNCHBURG</td>
<td>VA</td>
<td>24502</td>
<td>LYNCHBURG CITY</td>
<td>UNITED STATES</td>
<td>492925</td>
<td>1 SELECT BANK</td>
<td>3567269</td>
<td></td>
</tr>
</tbody>
</table>