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. Peter Clements
Name of the Holding Company Director and Official
Chiefly/President/GD
Title of the Holding Company Director and Official

at test 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
March 10, 2016
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: 10-716-05
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
12/31/15

Month / Day / Year
N/A

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

Reporter’s Name, Street, and Mailing Address
The Bank of Southside Virginia Corporation

P.O. Box 40
Carson VA 23830

City State Zip Code

Physical Location (if different from mailing address)
17208 Halligan Park Road

Person to whom questions about this report should be directed:
Joy C. Burroughs AVP/Controller

Name Title

Area Code / Phone Number / Extension
434-246-1126

Area Code / FAX Number
434-246-8402

E-mail Address
joy.burroughs@bsvnet.com

Address (URL) for the Holding Company’s web page
www.bsvnet.com

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 5.25 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 (7100-0297), Washington, DC 20503.

12/2015
THE BANK OF SOUTHSIDE VIRGINIA CORPORATION
CARSON, VIRGINIA

ITEM 1: ANNUAL REPORT TO SHAREHOLDERS

ENCLOSED

ITEM 2: ORGANIZATION CHART AND BRANCH LISTING

SEE ATTACHED

ITEM 3: SECURITIES HOLDERS

(1) J. PETER CLEMENTS
    CARSON, VIRGINIA and
    USA
    72,876 SHARES -13.55%
    CEDE AND CO
    NEW YORK, NY
    USA
    62,343 SHARES -11.58%

(2) NONE

ITEM 4: DIRECTORS AND OFFICERS

LISTING ENCLOSED
ITEM 2a.

THE BANK OF SOUTHSIDE VIRGINIA CORPORATION
Incorporated in Virginia
NO LEI
CARSON, VIRGINIA USA

THE BANK OF SOUTHSIDE VIRGINIA
CARSON, VIRGINIA/USA
No LEI Number
Incorporated in Virginia
100%

BSV INSURANCE SERVICES, INC.
CARSON, VIRGINIA/USA
Incorporated in Virginia
No LEI Number
100%

BANKER'S TITLE, L.L.C.
RICHMOND, VIRGINIA/USA
Incorporated in Virginia
Non-Managing Member
No LEI Number

BANK OF MCKENNEY
MCKENNEY, VIRGINIA/USA
No LEI Number
Incorporated in Virginia
8%

MCKENNEY GROUP LLC
MCKENNEY, VIRGINIA/USA
Incorporated in Virginia
No LEI Number
Managing Member
100%

ITEM 2b.

Submitted via email on 3/08/16
## Results

A list of branches for your depository institution: BANK OF SOUTHSIDE VIRGINIA, THE (ID_RSSD=010129).

This depository institution is held by BANK OF SOUTHSIDE VIRGINIA CORPORATION, THE (1075105) of CARSON, VA.

The data are as of 12/31/2015. Data reflects information that was received and processed through 1/07/2016.

### Reclassification 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 nonexistent branch is missing, insert a new 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 mailing this to your FRB contact, you are recommended to include the following:

- Your name and contact information
- Your institution name, city, and state in the subject line of the e-mail.

### Notes

- 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](https://y10online.federalreserve.gov).

### Instructions

- Instructions on this site for more information.
- Try using landscape orientation, page scaling, and/or legal sized paper.

### Data Format

- Data are as of 12/31/2015.
- Data reflects information that was received and processed through 1/07/2016.
- The data are subject to verification by the FRB.

### Table Format

<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>
<th>City</th>
<th>State</th>
<th>Zip-Code</th>
<th>County</th>
<th>FDIC LNNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>BOYDINS OFFICE</td>
<td>121800000</td>
<td>BOYDINS</td>
<td>121800000</td>
<td>BOYDINS</td>
<td>VA</td>
<td>23188</td>
<td>SUSSEX</td>
<td>22507003</td>
<td>121800000</td>
<td>BOYDINS</td>
<td>VA 23188</td>
<td>SUSSEX 22507003</td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>WILLIAMS OFFICE</td>
<td>121870000</td>
<td>WILLIAMS</td>
<td>121870000</td>
<td>WILLIAMS</td>
<td>VA</td>
<td>23188</td>
<td>SUSSEX</td>
<td>22507003</td>
<td>121870000</td>
<td>WILLIAMS</td>
<td>VA 23188</td>
<td>SUSSEX 22507003</td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>WILLIAMS OFFICE</td>
<td>121870000</td>
<td>WILLIAMS</td>
<td>121870000</td>
<td>WILLIAMS</td>
<td>VA</td>
<td>23188</td>
<td>SUSSEX</td>
<td>22507003</td>
<td>121870000</td>
<td>WILLIAMS</td>
<td>VA 23188</td>
<td>SUSSEX 22507003</td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>BOYDINS OFFICE</td>
<td>121800000</td>
<td>BOYDINS</td>
<td>121800000</td>
<td>BOYDINS</td>
<td>VA</td>
<td>23188</td>
<td>SUSSEX</td>
<td>22507003</td>
<td>121800000</td>
<td>BOYDINS</td>
<td>VA 23188</td>
<td>SUSSEX 22507003</td>
</tr>
</tbody>
</table>

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

The data are subject to verification by the FRB.
<table>
<thead>
<tr>
<th>NAME/ADDRESS</th>
<th>PRINCIPAL OCCUPATION</th>
<th>TITLE/POSITION</th>
<th>PERCENT OWNERSHIP</th>
<th>PERCENT OWNERSHIP</th>
<th>PRINCIPAL TITLE/POSITION WITH TITLE/POSITION</th>
</tr>
</thead>
<tbody>
<tr>
<td>THAYER TYSON BARD</td>
<td>FORMER OWNER/OPERATOR, THE STORK SHOP</td>
<td>DIRECTOR</td>
<td>THE Petersburg Home for Ladies</td>
<td>0.24%</td>
<td>NONE</td>
</tr>
<tr>
<td>CARSON, VA USA</td>
<td></td>
<td>DIRECTOR</td>
<td>(The Bank of Southside VA)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>JAMES T. BUREN</td>
<td>EXEC. VICE-PRES.: THE BANK OF SOUTHSIDE VIRGINIA</td>
<td>EXEC. VICE-PRES.</td>
<td>BOARD OF TRUSTEES</td>
<td>1.21%</td>
<td>NONE</td>
</tr>
<tr>
<td>PRINCE GEORGE, VA USA</td>
<td></td>
<td>EXEC. VICE-PRES.</td>
<td>John Randolph Foundation</td>
<td></td>
<td></td>
</tr>
<tr>
<td>CEE &amp; CO NEW YORK, NY USA</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
<td>11.59%</td>
<td>NONE</td>
</tr>
<tr>
<td>CAROL C. CHAPPELL</td>
<td>1ST VICE-PRES/CASHIER</td>
<td>FIRST VICE-PRES/ CASHIER</td>
<td>VICE PRESIDENT/DIRECTOR</td>
<td>0.40%</td>
<td>NONE</td>
</tr>
<tr>
<td>CARSON, VA USA</td>
<td></td>
<td></td>
<td>CARES Shelter</td>
<td></td>
<td></td>
</tr>
<tr>
<td>J. PETER CLEMENTS</td>
<td>CHAIRMAN/PRES/CEO</td>
<td>CHAIRMAN/ PRESIDENT/CEO</td>
<td>PRESIDENT/SECRETARY</td>
<td>13.55%</td>
<td>NONE</td>
</tr>
<tr>
<td>CARSON, VA USA</td>
<td></td>
<td></td>
<td>Clements Land Holdings Inc.</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>GENERAL PARTNER</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Clements Land Holdings, LLP</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>TRUSTEE</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>John H. Clements Revocable Trust Agreement</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Stony Creek Community Health Center</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Virginia's Gateway Region</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Richard Bland College Foundation</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Virginia Bankers Association</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Virginia Bankers Association Benefits Corporation</td>
<td></td>
<td></td>
</tr>
<tr>
<td>M. KIRKLAND COX</td>
<td>RETIRED EDUCATOR</td>
<td>DIRECTOR</td>
<td>NONE</td>
<td>0.05%</td>
<td>NONE</td>
</tr>
<tr>
<td>COLONIAL HEIGHTS, VA USA</td>
<td>MEMBER OF VIRGINIA HOUSE OF DELEGATES</td>
<td></td>
<td>(The Bank of Southside VA)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>GORDON S. JARRATT</td>
<td>DIRECTOR, APPL. SERVICES, COUNTY OF FAIRFAX</td>
<td>DIRECTOR</td>
<td>NONE</td>
<td>4.62%</td>
<td>NONE</td>
</tr>
<tr>
<td>HERNDON, VA USA</td>
<td></td>
<td></td>
<td>(The Bank of Southside VA)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>C. BISHOP KNOTT, JR PRINCE GEORGE, VA USA</td>
<td>CLERK OF CIRCUIT COURT</td>
<td>DIRECTOR</td>
<td>OWNER</td>
<td>0.05%</td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Sea Witch Fishing LLC</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(The Bank of Southside VA)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>MICHAEL B. MAYES</td>
<td>MANAGER</td>
<td>DIRECTOR</td>
<td>PRESIDENT/OWNER</td>
<td>1.00%</td>
<td>NONE</td>
</tr>
<tr>
<td>PETERSBURG, VA USA</td>
<td>THE SCULAR CO</td>
<td></td>
<td>R.O. Mayes &amp; Son Wholesale Grain Co</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(The Bank of Southside VA)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>DR. JOHN S. PRINCE, JR. RICHMOND, VA USA</td>
<td>PHYSICIAN</td>
<td>DIRECTOR</td>
<td>PARTNER</td>
<td>1.34%</td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Prince Holdings, Inc.</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Prince G-S Farms, LLP</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Prince Sussex Farms, LLP</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>TRUSTEE</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Martha Jane Prince 1982 Trust Agreement</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Joseph D. Prince Revocable Trust Agreement</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Martha J. Prince Special Needs Trust</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SHIRLEY D. WILKINSON</td>
<td>1ST VICE-FO</td>
<td>FIRST VICE-PRES/CHIEF FINANCIAL OFFICER</td>
<td>NONE</td>
<td>0.49%</td>
<td>NONE</td>
</tr>
<tr>
<td>CARSON, VA USA</td>
<td></td>
<td></td>
<td>(The Bank of Southside VA)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>