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FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
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MAR 30 2016

Board of Governors of the Federal Reserve System



FRB RICHMOND
Annual Report of Holding Companies—FR Y-6

COPY

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, 2015

Month / Day / Year

N/A

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

I, Joseph D. Borgerding

Name of the Holding Company Director and Official

President and Chief Executive Office

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Citizens Bancorp of Virginia, Inc.

Legal Title of Holding Company

126 South Main Street

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

Blackstone

VA

23824

City

State

Zip Code

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.

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Lisa H. Whitehead

AVP/Controller

Name

Title

434-292-8132

Area Code / Phone Number / Extension

434-292-3361

Area Code / FAX Number

lisa.whitehead@cbtva.com

E-mail Address

www.cbtva.com

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

Signature of Holding Company Director and Official

03/28/2016

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 3219474
C.I. _____

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."

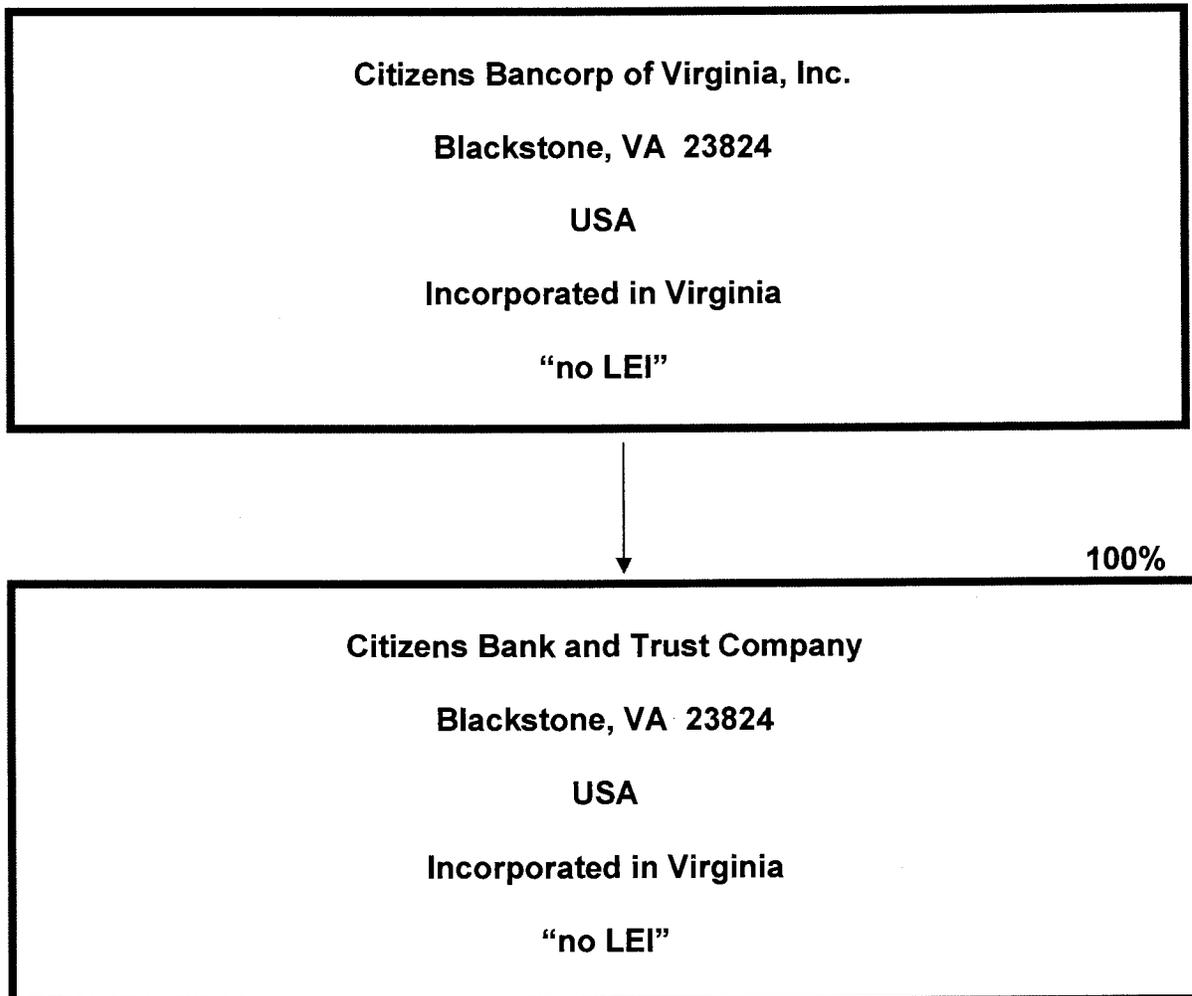
No

**Form FRY-6
Citizens Bancorp of Virginia, Inc.
Blackstone, Virginia
Fiscal Year Ending December 31, 2015**

Report Item

- 1. The bank holding company prepares an annual report for its shareholders.
Two copies to follow.**

2a. Organizational Chart



2b. Domestic Branch Listing – SUBMITTED VIA EMAIL ON 03.28.16

Results: A list of branches for your holding company: CITIZENS BANCORP OF VIRGINIA, INC. (3219474) of BLACKSTONE, VA. The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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)	991621	CITIZENS BANK AND TRUST COMPANY	126 SOUTH MAIN STREET	BLACKSTONE	VA	23824	NOTTOWAY	UNITED STATES	518	0	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	1224951	AMELIA OFFICE	9060 NORTH FIVE FORKS ROAD	AMELIA	VA	23002	AMELIA	UNITED STATES	186005	4	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	856823	BLACKSTONE II OFFICE	101 NORTH MAIN STREET	BLACKSTONE	VA	23824	NOTTOWAY	UNITED STATES	186002	1	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	1872268	BLACKSTONE OFFICE	1575 SOUTH MAIN STREET	BLACKSTONE	VA	23824	NOTTOWAY	UNITED STATES	186006	5	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	806921	BURKEVILLE OFFICE	102 SECOND STREET, NORTHEAST	BURKEVILLE	VA	23922	NOTTOWAY	UNITED STATES	186004	3	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	3278136	CHESTER BRANCH	12101 OLIVERS WAY	CHESTER	VA	23831	CHESTERFIELD	UNITED STATES	429591	8	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	3348253	COLONIAL HEIGHTS BRANCH	497 SOUTHPARK CIRCLE	COLONIAL HEIGHTS	VA	23834	COLONIAL HEIGHTS CITY	UNITED STATES	441856	9	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	201227	CREWE OFFICE	210 CARTER STREET	CREWE	VA	23930	NOTTOWAY	UNITED STATES	186003	2	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	2123640	FARMVILLE OFFICE	1517 WEST THIRD STREET	FARMVILLE	VA	23901	PRINCE EDWARD	UNITED STATES	186007	6	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	2514734	SOUTH MAIN STREET OFFICE	1712 SOUTH MAIN STREET	FARMVILLE	VA	23901	PRINCE EDWARD	UNITED STATES	186008	7	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	3543656	EAST ATLANTIC STREET BRANCH	622 EAST ATLANTIC STREET	SOUTH HILL	VA	23970	MECKLENBURG	UNITED STATES	465187	10	CITIZENS BANK AND TRUST COMPANY	991621	

Form FRY-6
Citizens Bancorp of Virginia, Inc.
Fiscal Year Ending December 31, 2015

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 ending 12-31-2015			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 ending 12-31-2015		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Jo Anne S. Webb Midlothian, VA USA	USA	131,152 - 5.944% Common Stock	N/A	N/A	N/A
Jerome A. Wilson, III Blackstone, VA USA	USA	137,400 - 6.227% Common Stock			

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Citizens Bancorp of Virginia, Inc.

Fiscal Year Ending December 31, 2015

Report Item 4: Insiders							
(1), (2), (3)(a)(b)©, and (4)(a)(b)©							
(1) Names & Address (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 (include names of subsidiaries)	(3) © Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)© 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)
Joseph D. Borgerding Blackstone, VA USA	N/A	President and Chief Executive Officer & Director	President and Chief Executive Officer & Director- Citizens Bank and Trust Company	N/A	0.077%	N/A	N/A
Anne W. Carr Blackstone, VA USA	President/Owner of Blackstone Animal Clinic, LLC, Blackstone, Virginia	Director	Director	President/Owner of Blackstone Animal Clinic, LLC, Blackstone, Virginia	0.036%	N/A	Blackstone Animal Clinic, LLC 100% voting share
William D. Coleburn Blackstone, VA USA	Editor & General Manager of the Courier-Record/Nottoway Publishing Co., Blackstone, Virginia	Director	Director	Editor & General Manager of the Courier-Record/Nottoway Publishing Co., Blackstone, Virginia	0.052%	N/A	Nottoway Publishing Company 60% voting share
E. Walter Newman, Jr. Farmville, VA USA	Dual-Enrollment Instructor -Southside Va. Community College/Magistrate for Virginia's 10th Judicial District	Director	Director	Past Vice President & Past General Manager of Newman Tire Company, Farmville, Virginia; Dual-Enrollment Instructor with Southside Virginia Community College; Magistrate for Virginia's 10th Judicial District	0.049%	N/A	N/A

Form FRY-6

Citizens Bancorp of Virginia, Inc.

Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

(1), (2), (3)(a)(b)©, and (4)(a)(b)©

(1) Names & Address (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 (include names of subsidiaries)	(3) © Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)© 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 F. Parker, Jr. South Hill, VA USA	President of Parker Oil Company, South Hill, Virginia; Manager & Member Southside Air Shares, LLC	Director	Director	President of Parker Oil Company, South Hill, Virginia; Manager & Member of Southside Air Shares, LLC	0.112%	N/A	(Bojangles Franchise) PW Foods, LLC 50.01% voting share; Southern VA Foods, LLC 50% voting share; Southside Air Shares, LLC 100% voting shares; Southside Aviation 33.33% voting share
Norman H. Taylor, III Crewe, VA USA	Vice Pres. of Crewe Tractor & Finance Co., Inc.; Vice Pres. Of Taylor Tire, Inc.; Owner Crewe's In Car Wash, Crewe, Virginia	Director	Director	Vice Pres. of Crewe Tractor & Finance Co., Inc.; Vice Pres. Of Taylor Tire, Inc.; Owner Crewe's In Car Wash, Crewe, Virginia	0.462%	N/A	Crewe Tractor & Finance Co. 60% voting share; Taylor Tire, Inc. 60% voting share; Crewe's In Car Wash 100% voting share
Timothy Ray Tharpe Farmville, VA USA	Vice President and Manager of J. R. Tharpe Trucking Company, Inc., Burkeville, Virginia	Director	Director	Vice President and Manager of J. R. Tharpe Trucking Company, Inc., Burkeville, Virginia	0.113%	N/A	J. R. Tharpe Trucking 26% voting share; Timothy R. Tharpe, LLC 100% voting share
Jo Anne S. Webb Midlothian, VA USA	President of Scott Pallets, Inc.	Director	Director	President of Scott Pallets, Inc.; President of Scott Transport	5.944%	N/A	Scott Timberland Co. 36% voting share; Scott Pallets 47% voting share & Scott Transport 51% voting share; Webb Investments 50% voting shares; Woodland Partners LLC 25% voting shares

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Citizens Bancorp of Virginia, Inc.

Fiscal Year Ending December 31, 2015

Report Item 4: Insiders							
(1), (2), (3)(a)(b)©, and (4)(a)(b)©							
(1) Names & Address (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 (include names of subsidiaries)	(3) © Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)© 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)
Samuel H. West Chester, VA USA	Retired Accountant	Chairman of the Board of Directors	Chairman of the Board of Directors	N/A	2.497%	N/A	N/A
Jerome A. Wilson, III Blackstone, VA USA	Investor	Director	Director	Investor; Manager of Genolhac Properties, LLC	6.227%	N/A	Genolhac Properties, LLC 100% voting share
Lynn K. Shekleton Blackstone, VA USA	N/A	Executive Vice President/Secretary	Executive Vice President/Human Resources/Branch Administration - Citizens Bank and Trust Company	N/A	0.057%	N/A	N/A
Geoffrey C. Warner Williamsburg, VA	N/A	Executive Vice President/Chief Financial Officer	Executive Vice President/Chief Financial Officer - Citizens Bank and Trust Company	N/A	0.045%	N/A	N/A

RSSD Tiering for:
 CITIZENS BANCORP OF VIRGINIA, INC.
 Structure as of 20151231 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	State/ Country Inc	Dist FRS	ARDF	Ent Type	Actv Code	Basis of Relationship	PCT
0001	3219474	CITIZENS BANCORP OF VIRGINIA, INC.		BLACKSTONE	VIRGINIA	VIRGINIA	5	5	BHC	551111		
0002	991621	CITIZENS BANK AND TRUST COMPANY		BLACKSTONE	VIRGINIA	VIRGINIA	5	5	SMB	52211	Vlg Eqty	100
0003	1224951	AMELIA OFFICE		AMELIA	VIRGINIA		5	0	DBR	0		
0004	856823	BLACKSTONE II OFFICE		BLACKSTONE	VIRGINIA		5	0	DBR	0		
0005	1872268	BLACKSTONE OFFICE		BLACKSTONE	VIRGINIA		5	0	DBR	0		
0006	806921	BURKEVILLE OFFICE		BURKEVILLE	VIRGINIA		5	0	DBR	0		
0007	3278136	CHESTER BRANCH		CHESTER	VIRGINIA		5	0	DBR	0		
0008	3348253	COLONIAL HEIGHTS BRANCH		COLONIAL HEIGHTS	VIRGINIA		5	0	DBR	0		
0009	201227	CREWE OFFICE		CREWE	VIRGINIA		5	0	DBR	0		
0010	3543656	EAST ATLANTIC STREET BRANCH		SOUTH HILL	VIRGINIA		5	0	DBR	0		
0011	2123640	FARMVILLE OFFICE		FARMVILLE	VIRGINIA		5	0	DBR	0		
0012	2514734	SOUTH MAIN STREET OFFICE		FARMVILLE	VIRGINIA		5	0	DBR	0		

Total Number of Entities in the tree 12
Total Number of Unique Entities in the tree 12

Tier Selection Criteria

RSSD Tiering for	3219474 CITIZENS BANCORP OF VIRGINIA, INC.
As of Date	20151231
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	All Branches
Branches - Foreign Institutions	All Branches

Explanatory Notes

Entity Type	Description
BHC	BANK HOLDING COMPANY
DBR	DOMESTIC BRANCH OF A DOMESTIC BANK
SMB	STATE MEMBER BANK

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the AddL Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.
 Dist FRS is the district that denotes the physical location of the entity and ARDF is the regulating FRB.
 The ARDF is only applicable to BHCs, SLHCs, FBOs, Dis, and Edge/Agreement Corps.