

Board of Governors of the Federal Reserve System



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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, John L. Pillow
 Name of the Holding Company Director and Official
Director & CFO
 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.

John L. Pillow CFO
 Signature of Holding Company Director and Official
03/13/2017
 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 _____
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2016

Month / Day / Year
n/a

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

Reporter's Name, Street, and Mailing Address

BCC Bankshares, Inc.
 Legal Title of Holding Company

P O Box 336

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

<u>Phenix</u>	<u>VA</u>	<u>23959</u>
City	State	Zip Code

101 Berkley St.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

<u>John L. Pillow</u>	<u>CFO</u>
Name	Title

434/542-5111 ext 231

Area Code / Phone Number / Extension

434/542-5639

Area Code / FAX Number

jpillow@bankofcharlotte.com

E-mail Address

www.bankofcharlotte.com

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

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report

2. a letter justifying this request has been provided separately

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Form FR Y-6

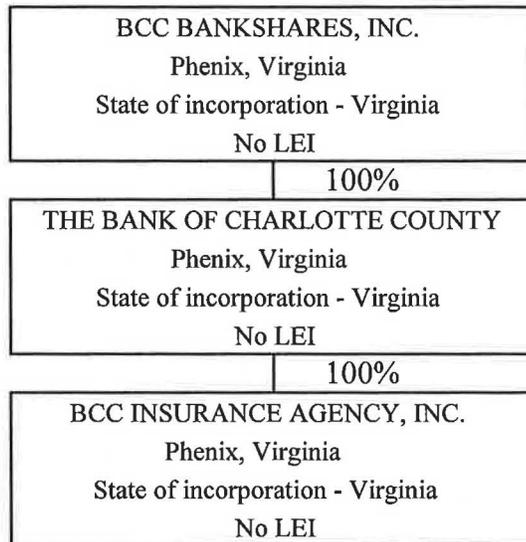
BCC Bankshares, Inc.
Phenix, Virginia
Fiscal Year Ending December 31, 2016

Report Item

1 Annual Report to Shareholders

BCC Bankshares, Inc. prepares an annual report for its shareholders. Annual report will not be available by the FR Y-6 submission date. Report will be forwarded in a separate email.

2a Organizational Chart



Results: A list of branches for your depository Institution: BANK OF CHARLOTTE COUNTY, THE (ID_RSSD: 667524).
 This depository institution is held by BCC BANKSHARES, INC. (2835680) of PHENIX, VA.
 The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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)	667524	BANK OF CHARLOTTE COUNTY, THE	101 BERKLEY STREET	PHENIX	VA	23959	CHARLOTTE	UNITED STATES	9054	0	BANK OF CHARLOTTE COUNTY, THE	667524	
OK		Full Service	1224773	BROOKNEAL BRANCH	308 LYNCHBURG AVENUE	BROOKNEAL	VA	24528	CAMPBELL	UNITED STATES	231556	3	BANK OF CHARLOTTE COUNTY, THE	667524	
OK		Full Service	669621	CHARLOTTE COURT HOUSE BRANCH	111 DAVID BRUCE AVENUE	CHARLOTTE COURT HOUSE	VA	23923	CHARLOTTE	UNITED STATES	231554	1	BANK OF CHARLOTTE COUNTY, THE	667524	
OK		Full Service	922522	KEYSVILLE BRANCH	208 KING STREET	KEYSVILLE	VA	23947	CHARLOTTE	UNITED STATES	231555	2	BANK OF CHARLOTTE COUNTY, THE	667524	

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 BCC Bankshares, Inc.
 Fiscal Year Ending December 31, 2016

Report Item 3: Securities holders (1)(a)(b)(c) and (2)(a)(b)(c)					
Current securities holders with ownership, control or holdings of 5.0% or more with power to vote as of fiscal year ending 12/31/2016			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 12/31/2016		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Gene B. Dixon, Jr. Dillwyn, VA USA	USA	4,413.48 shares - 16.5020% Common Stock	None		
The Disthene Group, Inc Dillwyn, VA USA	USA	90 shares - .3365% Common Stock			
Erica Vail Dixon Gladstone, VA USA	USA	1,761.11 shares - 6.5848% Common Stock			
Arch H. Dixon Virginia Beach, VA USA	USA	1866.11 shares - 6.9773% Common Stock			
Guy B. Dixon Dillwyn, VA USA	USA	1766.10 shares - 6.6033% Common Stock			
Bobby A. Howard Charlotte Court House, VA USA	USA	1,805 shares - 6.7489% Common Stock			
Curtis D. Colgate Virginia Beach, VA USA	USA	2,961.60 shares - 11.0734% Common Stock			
Sharon M. Newcomb Merritt Island, FL USA	USA	3,603.60 shares - 13.4739% Common Stock			

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BCC BANKSHARES INC.
FISCAL YEAR ENDING DECEMBER 31, 2016

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(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 (include names of subsidiaries)	(3)(c) 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)(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)
Gene B. Dixon, Jr. Dillwyn, VA USA	mining	NA	NA	CEO Kyanite Mining Corp CEO The Disthene Group Inc CEO Blue Rock	16.5020%	NA	NA
The Disthene Group, Inc Dillwyn, VA USA	NA	NA	NA	NA	0.3365%	NA	NA
Erica Vail Dixon Gladstone, VA USA	self employed	NA	NA	Simple Soil Solutions owner / operator	6.5848%	NA	NA
Arch H. Dixon Virginia Beach, VA USA	self employed	NA	NA	NA	6.9773%	NA	NA
Guy B. Dixon Dillwyn, VA USA	mining	Director BCC Bankshares Inc	Director Bank of Charlotte County	President Kyanite Mining Corp President The Disthene Group Inc President Blue Rock	6.6034%	NA	NA
Bobby A. Howard Charlotte Court House VA USA	NA	Chairman of the Board BCC Bankshares Inc	Director Bank of Charlotte County	NA	6.7489%	NA	NA
Stuart B. Fallen Randolph, VA USA	retired	Director BCC Bankshares Inc	Director Bank of Charlotte County	NA	1.1590%	NA	NA
Russell B. Clark Keysville, VA USA	County Administrator	Director BCC Bankshares Inc	Director Bank of Charlotte County	County Administrator County of Charlotte Charlotte Court House, VA	0.5982%	NA	NA
John L. Pillow Brookneal VA USA	NA	Director & CFO BCC Bankshares Inc	Director & CFO Bank of Charlotte County	NA	0.5384%	NA	NA
Curtis D. Colgate Virginia Beach, VA USA	self employed	NA	NA	NA	11.0734%	NA	NA
Sharon M. Newcomb Merritt Island, FL USA	Investor	NA	NA	NA	13.4739%	NA	NA
Dabney T. P. Gilliam, Jr Halifax, VA USA	NA	Director & CEO BCC Bankshares, Inc	Director, President/CEO Bank of Charlotte County	NA	0.0523%	NA	NA
Jennifer L. Ridgeway Randolph, VA USA	NA	Exec Vice President	Exec Vice President	NA	0.1868%	NA	NA