**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, 616, 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.

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, J. Peter Clements
Name of the Holding Company Director and Official
Chairman/President/CEO
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

Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:

- [X] is included with the FR Y-6 report
- [ ] will be sent under separate cover
- [ ] is not prepared

For Federal Reserve Bank Use Only

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**Date of Report** (top-tier holding company's fiscal year-end):

**December 31, 2017**

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<th>Month/Day/Year</th>
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Report’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter’s Name, Street, and Mailing Address

**The Bank of Southside Virginia Corporation**
Legal Title of Holding Company

PO Box 40
(Mailing Address of the Holding Company)
PO Box
City: Carson, VA
Mailing Address
Street: VA 23830
Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Joy C. Burroughs
Name
Title: VP/Controller

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

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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.
ITEM 1: ANNUAL REPORT TO SHAREHOLDERS

ENCLOSED

ITEM 2: ORGANIZATION CHART AND BRANCH LISTING

SEE ATTACHED

ITEM 3: SECURITIES HOLDERS

(1) CEDE & CO
NEW YORK, NY and
USA
73,782 SHARES -13.84%

J. PETER CLEMENTS
CARSON VA
USA
61,377 SHARES-11.51%

(2) NONE

ITEM 4: DIRECTORS AND OFFICERS

LISTING ENCLOSED
ITEM 2a.

THE BANK OF SOUTHSIDE VIRGINIA CORPORATION
Incorporated in Virginia
No LEI Number
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

TOUCHSTONE BANK
MCKENNEY, VIRGINIA/USA
No LEI Number
Incorporated in Virginia
5%

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

ITEM 2b.
Submitted via email on 02/26/18
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 or incomplete, revise the data, enter 'OK' in the Data Action column and the date when this information first became valid in the Effective Date 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.
- **Delete:** This depository institution is held by BANK OF SOUTH SIDE VIRGINIA, THE (ID_RSSD: 610128) in CARSON, VA.
- **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.
- **Insert:** If the branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column and the opening or acquisition date in the Effective Date column.

**Submission Procedure:**
When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

**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.

**Verification of these values is not required.**

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