

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.

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, **Robert R. Chapman III**

Name of the Holding Company Director and Official

President & 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

01/12/2018

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.

3217032

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.

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

December 31, 2017

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

Bank of the James Financial Group, Inc.

Legal Title of Holding Company

828 Main St.

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

Lynchburg

VA

24504

City

State

Zip Code

same

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

J. Todd Scruggs

Sec - Treas

Name

Title

434.455.7511

Area Code / Phone Number / Extension

434.455.7575

Area Code / FAX Number

tscruggs@bankofthejames.com

E-mail Address

www.bankofthejames.bank

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

Is confidential treatment requested for any portion of this report submission?

0=No

1=Yes

0

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."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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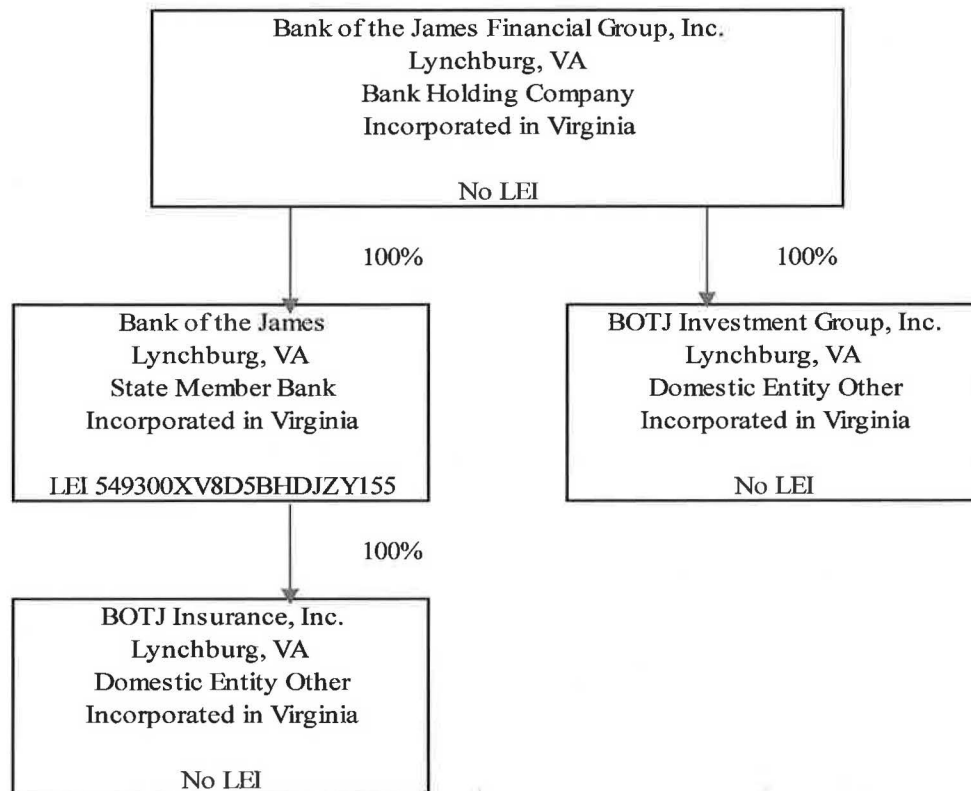
FR Y-6

**Bank of the James Financial Group, Inc.
Lynchburg, VA
Fiscal Year Ending December 31, 2017**

Report Item 1:

The bank holding company is registered with the Securities and Exchange Commission and therefore an annual report for its shareholders is not required to be enclosed.

Report Item 2a: Organizational Chart:



Report Item 2b:

The Branch Verification List for Bank of the James Financial Group, Inc. ID 3217032 was submitted via email to rich.fry6@rich.frb.org on January 11, 2018.

Report Item 3:

(1) Attached

(2) There were no shareholders of record that directly or indirectly owned, controlled, or held with power to vote five (5) percent or more of any class of voting securities of Bank of the James Financial Group, Inc. during its fiscal year ended December 31, 2017 that are not reported in Item 3 (1) above.

Report Item 4:

Attached

Form FR Y-6
Bank of the James Financial Group, Inc.
Fiscal Year Ending December 31, 2017

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 12-31-17

Securities holders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-17

(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
Basswood Capital Management, LLC New York, NY, USA	USA	400,103 -9.14% Common Stock	None		
Banc Funds Company, LLC Chicago, IL, USA	USA	266,172 - 6.08% Common Stock			

Form FR Y-6
Bank of the James Financial Group, Inc.
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders

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

(1) Name & 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)(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% of more of voting securities are held (List names of companies and percentage of voting securities held)
Lewis C. Addison Amherst, VA	Health Insurance	Director	Director Bank of the James	Chairman Piedmont Community Health Plan, Inc.	0.34%	None	None
John R. Alford, Jr. Lynchburg, VA	Attorney	Director	Director Bank of the James	Attorney - Partner Caskie & Frost, P.C.	0.26%	None	Camden Properties, LLC - 100% EC Delivery, Inc. - 50%
William C. Bryant III Forest, VA	Auctioneer, Appraiser, Realtor	Director	Director Bank of the James	President Counts Realty & Auction Group	0.66%	None	Advantage Title & Closing, LLC - 50% Chesley Group, LLC - 50% Cityview By the James, LLC - 100% Colonial Title Insurance - 50% Farmington Construction, LLC - 45% Great Oaks Partners, LLC - 50% Jamesview Investment, LLC - 100% Ted Counts Realty & Auction, Inc. - 100% Terrace View Farm & Land, LLC - 50% The Club at Farmington, LLC - 45% Timberland Investment Group, LLC - 100% Timberland Investment Properties, LLC - 30% Timberland Lending Partnership - 30% Turner-Bryant, LLC - 50% WCB Construction, Inc. - 100% West Crossing, LLC - 30% West Crossing Lending Partnership - 30% Woodland Investment Group, LLC - 100% Woodland Investment Properties, LLC - 35% 5523 Waterlick, LLC - 33.3%
Robert R. Chapman III Lynchburg, VA	N/A	Director & President	Director, CEO & President - Bank of the James Director, CEO - BOTJ Investment Group, Inc.	N/A	2.50%	None	None
A. Douglas Dalton III Lynchburg, VA	Construction	Director	Director Bank of the James	Operation Manager English Construction, Inc.	0.23%	None	English Construction, Inc. - 25% Pitt Land & Lumber, LLC - 25%

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Bank of the James Financial Group, Inc.
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders

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

(1) Name & 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)(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% of more of voting securities are held (List names of companies and percentage of voting securities held)
James F. Daly Lynchburg, VA	Hotel Development and Management	Director	Director Bank of the James	President Daly Seven, Inc.	2.66%	None	None
Julie P. Doyle Lynchburg, VA	Research & Product Testing	Director	Director Bank of the James	President & Executive Director - Education & Research Foundation, Inc.	0.20%	None	The E&R Foundation, Inc. - 50% 2095 Associates, LLC - 50%
Watt R. Foster, Jr. Brookneal, VA	Wholesale & Retail Fuel Sales	Director	Director Bank of the James	President & CEO Foster Fuels, Inc.	1.84%	None	Foster Fuels, Inc. - 100% Cody Forks, LLC - 100% Phelps Creek Angus Farm, Inc. - 100% Foster Family Farms - 100% WRF Properties - 100% Sports Properties, LLC - 100% 29 Properties, LLC - 100% F & C Property Development, LLC - 100% Hermitage Farms, LLC - 80% WRF Residential, LLC - 100% WRF Lake, LLC - 100% WRF Danville, LLC - 100% WRF Lynchburg, LLC - 100% WRF Neighbors, LLC - 100% Krantz Comer, LLC - 100% Mt. Athos Cell, LLC - 50% WRF Domestic, LLC - 100% Watt R. Foster, Jr. Family Limited Partnership, LLP - 98% Wheeler Estates, LLC - 100% South Isle Plantation - 50%
Phillip C. Jamerson Appomattox, VA	Construction	Director	Director Bank of the James	CEO Jamerson-Lewis Construction	0.05%	None	Jambo International, LLC - 50% Jamerson-Lewis Construction - 37% Jamerson Real Estate Co - 60% Jamerson Building Supply Co - 60% JILL, LLC - 50% Flipped LLC - 50% 460 Mini Storage - 40% Cojama, LLC - 25%

Form FR Y-6
Bank of the James Financial Group, Inc.
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders

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

(1) Name & 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)(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% of more of voting securities are held (List names of companies and percentage of voting securities held)
Lydia K. Langley Lynchburg, VA	Rental Real Estate	Director	Director Bank of the James	Owner	0.42%	None	Ivy - Lynchburg Properties, LLC - 100% Ivy - Huntingwood, LLC - 100% Ivy - Country Green, LLC - 100% Ivy Rental Properties, LLC - 100% Ivy Services, LLC - 100%
Augustus A. Petticolas, Jr. Lynchburg, VA	Dentist	Director	Director Bank of the James	Dentist Dr. Augustus A. Petticolas, Jr. General Dentistry	0.05%	None	None
Thomas W. Pettyjohn, Jr. Lynchburg, VA	Investment Advisory (Retired)	Director & Chairman	Director & Chairman Bank of the James	None	0.36%	None	None
J. Todd Scruggs Lynchburg, VA	N/A	Director, Secretary & Treasurer	EVP, CFO, & Sec Bank of the James Director, VP & Sec/Treas - BOTJ Investment Group, Inc.	N/A	0.66%	None	SSS Investments, LLC - 33% Griffin 6, LLC - 50%

Results: A list of branches for your holding company: **BANK OF THE JAMES FINANCIAL GROUP, INC. (3217032)** of **LYNCHBURG, VA**.
The data are as of **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

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)	2787770	BANK OF THE JAMES	828 MAIN STREET	LYNCHBURG	VA	24504	LYNCHBURG CITY	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Full Service	3843561	ALTAVISTA BRANCH	1110 MAIN STREET	ALTAVISTA	VA	24517	CAMPBELL	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Full Service	3556085	AMHERST BRANCH	164 SOUTH MAIN STREET	AMHERST	VA	24521	AMHERST	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Full Service	5056020	APPOMATTOX BRANCH	1745 CONFEDERATE BLVD	APPOMATTOX	VA	24522	APPOMATTOX	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Full Service	3847952	BEDFORD BRANCH	1405 OLD DOMINION BOULEVARD	BEDFORD	VA	24523	BEDFORD CITY	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Full Service	5083549	CHARLOTTESVILLE - 5TH STREET STATION BRANCH	225 MERCHANT WALK AVE	CHARLOTTESVILLE	VA	22902-6512	ALBEMARLE	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Limited Service	4833103	CHARLOTTESVILLE PANTOPS BRANCH	1430 ROLKIN CT SUITE 203	CHARLOTTESVILLE	VA	22911	ALBEMARLE	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Limited Service	4893125	WC CHARLOTTESVILLE BRANCH	250 PANTOPS MOUNTAIN RD	CHARLOTTESVILLE	VA	22911	ALBEMARLE	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Full Service	3235894	FOREST BRANCH	17000 FOREST ROAD	FOREST	VA	24551	BEDFORD	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Full Service	4904124	HARRISONBURG HIGH STREET BRANCH	1391 SOUTH HIGH STREET	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Full Service	3441659	BOONSBORO BRANCH	4935 BOONSBORO ROAD SUITE C	LYNCHBURG	VA	24503	LYNCHBURG CITY	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Full Service	2962090	CHESTNUT HILL OFFICE BRANCH	5204 FORT AVENUE	LYNCHBURG	VA	24502	LYNCHBURG CITY	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Full Service	3302086	LYNCHBURG BRANCH	615 CHURCH STREET	LYNCHBURG	VA	24504	LYNCHBURG CITY	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Limited Service	4170563	WESTMINSTER CANTERBURY BRANCH	501 VES ROAD	LYNCHBURG	VA	24503	LYNCHBURG CITY	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Full Service	3119770	AMHERST HIGHWAY BRANCH	4698 SOUTH AMHERST HIGHWAY	MADISON HEIGHTS	VA	24572	AMHERST	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Full Service	5113978	ROANOKE ELECTRIC RD BRANCH	3562 ELECTRIC RD	ROANOKE	VA	24018	ROANOKE	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	