## 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. §§ 3105(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 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.

Date of Signature 01/12/2018

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

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.

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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:

Bank of the James Financial Group, Inc.
Lynchburg, VA
Bank Holding Company
Incorporated in Virginia

No LEI

100% 100%

Bank of the James
Lynchburg, VA
State Member Bank
Incorporated in Virginia

100%

LEI 549300XV8D5BHDJZY155

BOTJ Investment Group, Inc.
Lynchburg, VA
Domestic Entity Other
Incorporated in Virginia

No LEI

100%

BOTJ Insurance, Inc.
Lynchburg, VA
Domestic Entity Other
Incorporated in Virginia

No LEI

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
<table>
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<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
</tr>
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<tbody>
<tr>
<td>Name</td>
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<td>Country of Citizenship or Incorporation</td>
<td>Name</td>
<td>City, State, Country</td>
<td>Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>Basswood Capital Management, LLC</td>
<td>USA</td>
<td>New York, NY, USA</td>
<td>400,103 9.14% Common Stock</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Banc Funds Company, LLC</td>
<td>USA</td>
<td>Chicago, IL, USA</td>
<td>266,172 6.08% Common Stock</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders

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

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<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of other businesses)</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
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</thead>
<tbody>
<tr>
<td>Lewis C. Addison</td>
<td>Health Insurance</td>
<td>Director</td>
<td>Chairman Piedmont Community Health Plan, Inc.</td>
<td>0.34%</td>
<td>None</td>
</tr>
<tr>
<td>John R. Alford, Jr.</td>
<td>Attorney</td>
<td>Director</td>
<td>Attorney - Partner Caskie &amp; Frost, P.C.</td>
<td>0.26%</td>
<td>None</td>
</tr>
<tr>
<td>William C. Bryant III</td>
<td>Auctioneer, Appraiser, Realtor</td>
<td>Director</td>
<td>President Counts Realty &amp; Auction Group</td>
<td>0.66%</td>
<td>None</td>
</tr>
<tr>
<td>Robert R. Chapman III</td>
<td>N/A</td>
<td>Director &amp; President</td>
<td>N/A</td>
<td>2.50%</td>
<td>None</td>
</tr>
<tr>
<td>A. Douglas Dalton III</td>
<td>Construction</td>
<td>Director</td>
<td>Director Operation Manager English Construction, Inc.</td>
<td>0.23%</td>
<td>None</td>
</tr>
</tbody>
</table>

#### (4)c

List names of other companies (includes partnerships) if 25% of more of voting securities are held.

- Camden Properties, LLC - 100%
- EC Delivery, Inc. - 50%
- 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%
- Woodward Investment Group, LLC - 100%
- Woodward Investment Properties, LLC - 35%
- English Construction, Inc. - 25%
- Pitt Land & Lumber, LLC - 25%
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<td>James F. Daly</td>
<td>Hotel Development and Management</td>
<td>Director</td>
<td>President</td>
<td>2.66%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Lynchburg, VA</td>
<td>Bank of the James</td>
<td></td>
<td>Daly Seven, Inc.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Julie P. Doyle</td>
<td>Research &amp; Product Testing</td>
<td>Director</td>
<td>President &amp; Executive Director - Education &amp; Research Foundation, Inc.</td>
<td>0.20%</td>
<td>None</td>
<td>The E&amp;R Foundation, Inc. - 50% 2095 Associates, LLC - 50%</td>
</tr>
<tr>
<td>Lynchburg, VA</td>
<td>Bank of the James</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Watt R. Foster, Jr.</td>
<td>Wholesale &amp; Retail Fuel Sales</td>
<td>Director</td>
<td>President &amp; CEO Foster Fuels, Inc.</td>
<td>1.84%</td>
<td>None</td>
<td>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 &amp; 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%</td>
</tr>
<tr>
<td>Brookneal, VA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phillip C. Jamerson</td>
<td>Construction</td>
<td>Director</td>
<td>CEO Jamerson-Lewis Construction</td>
<td>0.05%</td>
<td>None</td>
<td>Jambo International, LLC - 50% Jamerson-Lewis Construction - 37% Jamerson Real Estate Co - 60% Jamerson Building Supply Co - 60% JILL, LLC - 50% Flipped LLC - 50% 480 Mini Storage - 40% Cojama, LLC - 25%</td>
</tr>
<tr>
<td>Appomattox, VA</td>
<td>Bank of the James</td>
<td></td>
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</tr>
<tr>
<td>Lydia K. Langley, Lynchburg, VA</td>
<td>Rental Real Estate</td>
<td>Director</td>
<td>Owner</td>
<td>0.42%</td>
<td>None</td>
<td>Ivy - Lynchburg Properties, LLC - 100% Ivy - Country Green, LLC - 100% Ivy - Huntingwood, LLC - 100% Ivy Rental Properties, LLC - 100% Ivy Services, LLC - 100%</td>
</tr>
<tr>
<td>Augustus A. Petticolas, Jr., Lynchburg, VA</td>
<td>Dentist</td>
<td>Director</td>
<td>Dentist Dr. Augustus A. Petticolas, Jr. General Dentistry</td>
<td>0.05%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Thomas W. Pettyjohn, Jr., Lynchburg, VA</td>
<td>Investment Advisory (Retired)</td>
<td>Director &amp; Chairman</td>
<td>Director &amp; Chairman Bank of the James</td>
<td>0.36%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>J. Todd Scruggs, Lynchburg, VA</td>
<td>N/A</td>
<td>Director, Secretary &amp; Treasurer</td>
<td>EVP, CFO, &amp; Sec Bank of the James</td>
<td>0.66%</td>
<td>None</td>
<td>SSS Investments, LLC - 33% Griffin 6, LLC - 50%</td>
</tr>
</tbody>
</table>
As1l2D1

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.

**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 data 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.

**OK 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.

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.

**Note:**

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

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov

The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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**Note:**

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

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov

The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.