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Board of Governors of the Federal Reserve System



APR -4 2018

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.

Date of Report (top-tier holding company's fiscal year-end):  
**December 31, 2017**

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

**Citizens Bancorp of Virginia**

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

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Lisa H. Whitehead**

**Vice President/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

**I, Joseph D. Borgerding**

Name of the Holding Company Director and Official

**President and Chief Executive Officer**

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.

*Joseph D. Borgerding*  
Signature of Holding Company Director and Official

**03/23/2018**

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.

**3219474**

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.

None

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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(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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City State Zip Code

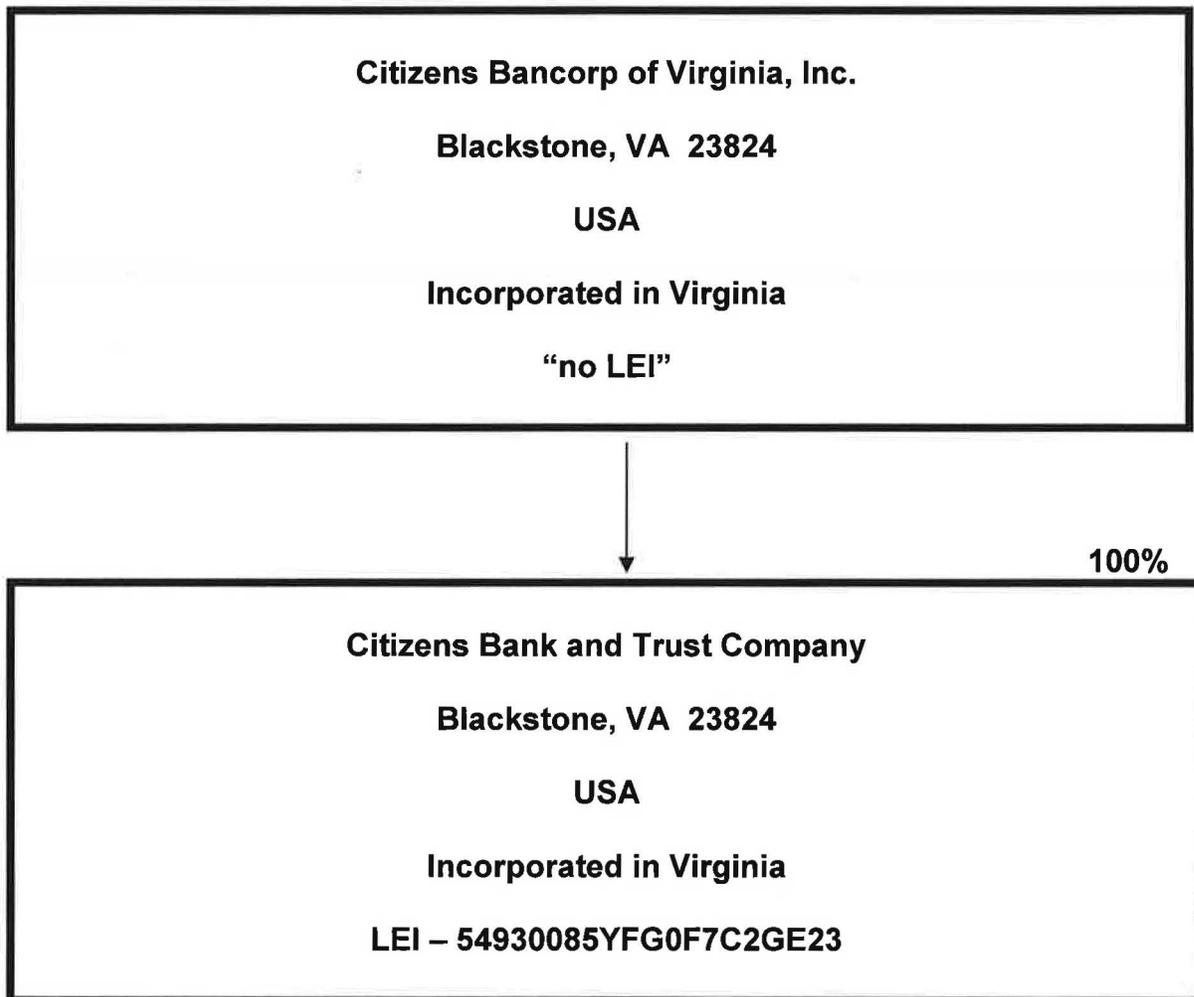
Physical Location (if different from mailing address)

**Form FRY-6  
Citizens Bancorp of Virginia, Inc.  
Blackstone, Virginia  
Fiscal Year Ending December 31, 2017**

**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 03.23.18**

**Form FRY-6**  
**Citizens Bancorp of Virginia, 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 12-31-2017

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 12-31-2017

(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	155,483 - 7.126% Common Stock
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N/A	N/A	N/A
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Jerome A. Wilson, III Blackstone, VA USA	USA	121,400 - 5.564% Common Stock
------------------------------------------------	-----	-------------------------------

Results: A list of branches for your holding company: CITIZENS BANCORP OF VIRGINIA, INC. (3219474) of BLACKSTONE, VA.  
 The data are as of 12/31/2017. 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)	991621	CITIZENS BANK AND TRUST COMPANY	126 SOUTH MAIN STREET	BLACKSTONE	VA	23824	NOTTOWAY	UNITED STATES	Not Required	Not Required	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	1224951	AMELIA OFFICE	9060 NORTH FIVE PORKS ROAD	AMELIA	VA	23002	AMELIA	UNITED STATES	Not Required	Not Required	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	856823	BLACKSTONE II OFFICE	101 NORTH MAIN STREET	BLACKSTONE	VA	23824	NOTTOWAY	UNITED STATES	Not Required	Not Required	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	1872268	BLACKSTONE OFFICE	1575 SOUTH MAIN STREET	BLACKSTONE	VA	23824	NOTTOWAY	UNITED STATES	Not Required	Not Required	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	806921	BURKEVILLE OFFICE	102 SECOND STREET, NORTHEAST	BURKEVILLE	VA	23922	NOTTOWAY	UNITED STATES	Not Required	Not Required	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	3278136	CHESTER BRANCH	12101 OLIVERS WAY	CHESTER	VA	23831	CHESTERFIELD	UNITED STATES	Not Required	Not Required	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	Not Required	Not Required	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	201227	CREWE OFFICE	210 CARTER STREET	CREWE	VA	23930	NOTTOWAY	UNITED STATES	Not Required	Not Required	CITIZENS BANK AND TRUST COMPANY	991621	
OK		Full Service	2123640	FARMVILLE OFFICE	1517 WEST THIRD STREET	FARMVILLE	VA	23901	PRINCE EDWARD	UNITED STATES	Not Required	Not Required	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	Not Required	Not Required	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	Not Required	Not Required	CITIZENS BANK AND TRUST COMPANY	991621	

**Form FRY-6**

**Citizens Bancorp of Virginia, Inc.**

**Fiscal Year Ending December 31, 2017**

**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)
<b>Joseph D. Borgerding</b> Blackstone, VA USA	N/A	President and Chief Executive Officer & Director	President and Chief Executive Officer & Director- Citizens Bank and Trust Company	N/A	0.078%	N/A	N/A
<b>Anne W. Carr</b> Blackstone, VA USA	President/Owner of Blackstone Animal Clinic, LLC, Blackstone, Virginia	Director	Director	President/Owner of Blackstone Animal Clinic, LLC, Blackstone, Virginia	0.041%	N/A	Blackstone Animal Clinic, LLC 100% voting share
<b>William D. Coleburn</b> 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	0.053%	N/A	Nottoway Publishing Company 60% voting share
<b>David H. Gates</b> Richmond, VA USA	Trial Attorney - Cowan Gates Law Firm, Richmond, Virginia	Director	Director	Trial Attorney - Cowan Gates Law Firm, Richmond, Virginia	0.011%	N/A	N/A

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<b>E. Walter Newman, Jr.</b> 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	0.050%	N/A	N/A
<b>Charles F. Parker, Jr.</b> South Hill, VA USA	President of Parker Holding Co., Inc.; Partner/Member of P W Foods, LLC; Partner/Member of Southern VA Foods, LLC; and Manager/Member of Southside Air Shares, LLC	Director	Director	President of Parker Holding Co., Inc.; Partner/Member of P W Foods, LLC; Partner/Member of Southern VA Foods, LLC; and Manager/Member of Southside Air Shares, LLC	0.113%	N/A	P W Foods, LLC 50.1% voting shares; Southern VA Foods, LLC 50% voting shares; Southside Air Shares, LLC 100% voting shares
<b>Jeffrey W. Siffert</b> Chesterfield, VA USA	General Manager, Operations & Business Development, Wauford Group/Pre Con, Inc./DCI, Inc., Chester Virginia	Director	Director	General Manager, Operations & Business Development, Wauford Group/Pre Con, Inc./DCI, Inc., Chester Virginia	0.011%	N/A	N/A

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<b>Norman H. Taylor, III</b> 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	0.545%	N/A	Crewe Tractor & Finance Co. 60% voting share; Taylor Tire, Inc. 60% voting share; Crewe's In Car Wash 100% voting share
<b>Timothy Ray Tharpe</b> Farmville, VA USA	Vice President and Manager of J. R. Tharpe Trucking Company, Inc., Burkeville, Virginia; Vice President of W C Newman	Director	Director	Vice President and Manager of J. R. Tharpe Trucking Company, Inc., Burkeville, Virginia; Vice President of W C Newman	0.115%	N/A	J. R. Tharpe Trucking 29% voting share; Timothy R. Tharpe, LLC 100% voting share
<b>Jo Anne S. Webb</b> Midlothian, VA USA	President of Scott Pallets, Inc.	Director	Director	President of Scott Pallets, Inc.; President of Scott Transport	7.126%	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
<b>Samuel H. West</b> Chester, VA USA	Retired Accountant	Chairman of the Board of Directors	Chairman of the Board of Directors	N/A	2.348%	N/A	N/A

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**Citizens Bancorp of Virginia, Inc.**

**Fiscal Year Ending December 31, 2017**

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<b>Jerome A. Wilson, III</b> Blackstone, VA USA	Investor	Director	Director	Investor; Manager of Genolhac Properties, LLC; Co-owner and Manager of Wellvilla Farms, LLC	5.564%	N/A	Genolhac Properties, LLC 100% voting share; Wellvilla Farms, LLC 50% voting share
<b>Lynn K. Shekleton</b> Blackstone, VA USA	N/A	Executive Vice President/Secretary	Executive Vice President/Human Resources/Branch Administration - Citizens Bank and Trust Company	N/A	0.058%	N/A	N/A
<b>Geoffrey C. Warner</b> Williamsburg, VA USA	N/A	Executive Vice President/Chief Financial Officer	Executive Vice President/Chief Financial Officer - Citizens Bank and Trust Company	N/A	0.046%	N/A	N/A