

## Board of Governors of the Federal Reserve System

MAR 22 2019

Annual Report of Holding Companies—FR Y-6  
FRB RICHMOND

## 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, J. William Clements, II

Name of the Holding Company Director and Official

Acting 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

03/19/2019

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.

1076105

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

December 31, 2018

Month / Day / Year

None

Reporter'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) Street / P.O. Box

Carson

VA

23830

City

State

Zip Code

17208 Halligan Park Road

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Joy C. Burroughs

VP/Controller

Name

Title

434-886-0980

Area Code / Phone Number / Extension

434-246-8402

Area Code / FAX Number

joy.burroughs@bsvnet.com

E-mail Address

www.bsvnet.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

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."

THE BANK OF SOUTHSIDE VIRGINIA CORPORATION  
CARSON, VIRGINIA

ITEM 1: ANNUAL REPORT TO SHAREHOLDERS

ENCLOSED

ITEM 2: ORGANIZATION CHART AND BRANCH LISTING

SEE ATTACHED

ITEM 3: SECURITIES HOLDERS

1) J. PETER CLEMENTS

CARSON VA

USA

61,934 SHARES-11.66%

2)

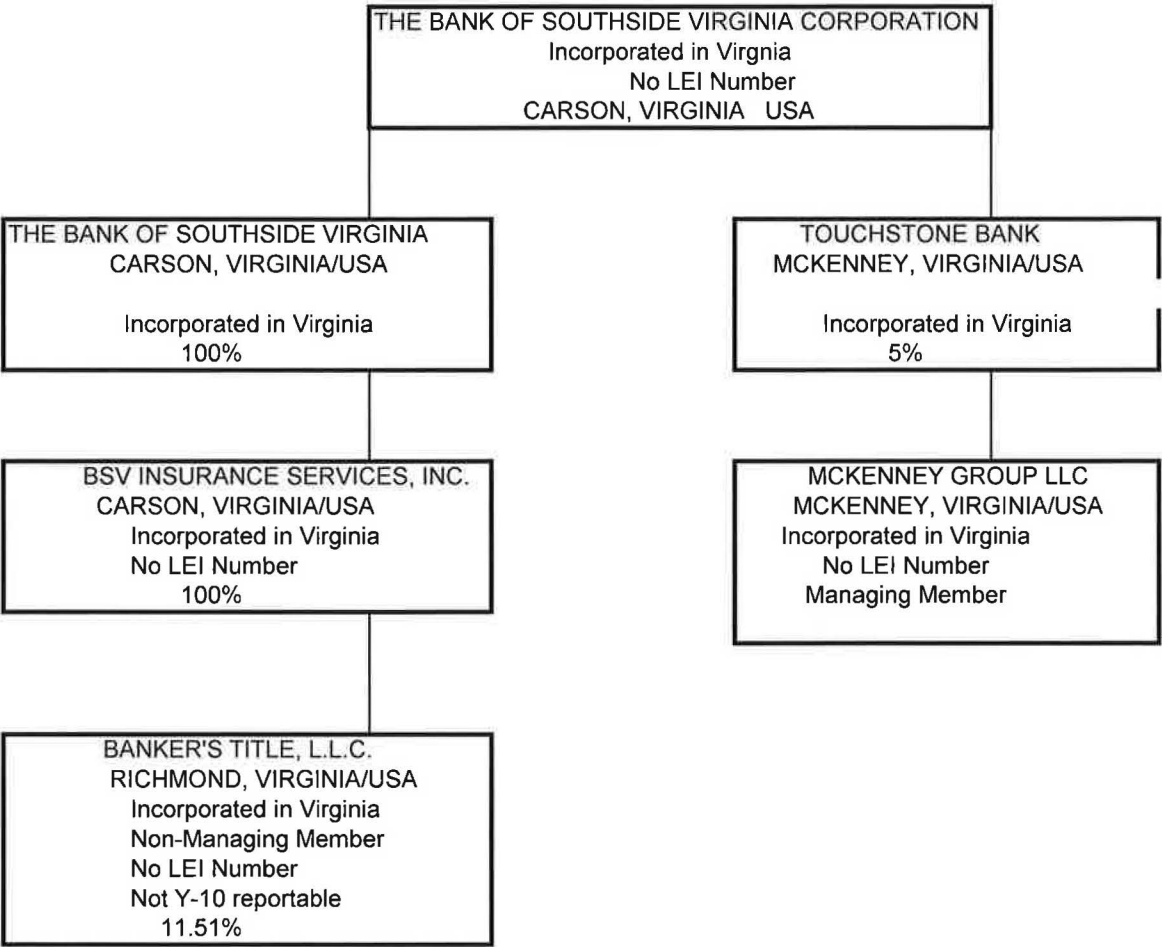
CEDE & CO

NEW YORK, NY

USA

73,996 SHARES-13.93%

ITEM 2a.



ITEM 2b.

Submitted via email on 02/21/19

**Results:** A list of branches for your depository institution: BANK OF SOUTHSIDE VIRGINIA, THE (ID\_RSSD: 610128).  
This depository institution is held by BANK OF SOUTHSIDE VIRGINIA CORPORATION, THE [1076105] of CARSON, VA.  
The data are as of 12/31/2016. Data reflects information that was received and processed through 01/06/2019.

#### 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)	610128	BANK OF SOUTHSIDE VIRGINIA, THE	17208 HALLIGAN PARK ROAD	CARSON	VA	23830	DINWIDDIE	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	
OK		Full Service	1000128	BOYKINS OFFICE	18207 VIRGINIA AVENUE	BOYKINS	VA	23827	SOUTHAMPTON	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	
OK		Full Service	870520	CAPRON OFFICE	23003 MAIN STREET	CAPRON	VA	23829	SOUTHAMPTON	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	
OK		Full Service	3102512	CHESTER BRANCH	4310 WEST HUNDRED ROAD	CHESTER	VA	23831	CHESTERFIELD	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	
OK		Full Service	2154019	COLONIAL HEIGHTS BRANCH	764 EAST ELLERSLIE AVE	COLONIAL HEIGHTS	VA	23834	COLONIAL HEIGHTS CITY	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	
OK		Full Service	309020	DINWIDDIE BRANCH	14003 BOYDTON PLANK ROAD	DINWIDDIE	VA	23841	DINWIDDIE	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	
OK		Full Service	611723	EMPORIA BRANCH	1400 WEST ATLANTIC STREET	EMPORIA	VA	23847	EMPORIA CITY	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	
OK		Full Service	1401444	FRANKLIN BRANCH	1310 ARMORY DRIVE	FRANKLIN	VA	23851	FRANKLIN CITY	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	
OK		Full Service	208020	JARRATT BRANCH	211 JARRATT AVENUE	JARRATT	VA	23867	SUSSEX	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	
OK		Full Service	997922	ROCHOIC BRANCH	26008 COX ROAD	PETERSBURG	VA	23803	DINWIDDIE	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	
OK		Full Service	612225	SOUTH CRATER ROAD BRANCH	2703 SOUTH CRATER ROAD	PETERSBURG	VA	23805	PETERSBURG CITY	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	
OK		Full Service	761422	PRINCE GEORGE BRANCH	6401 COURTHOUSE ROAD	PRINCE GEORGE	VA	23875	PRINCE GEORGE	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	
OK		Full Service	687522	SMITHFIELD BRANCH	115 MAIN STREET	SMITHFIELD	VA	23430	ISLE OF WIGHT	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	
OK		Full Service	812922	STONY CREEK BRANCH	12441 MAIN STREET	STONY CREEK	VA	23682	SUSSEX	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	
OK		Full Service	1400278	WAKEFIELD BRANCH	630 N COUNTY DRIVE	WAKEFIELD	VA	23888	SUSSEX	UNITED STATES	Not Required	Not Required	BANK OF SOUTHSIDE VIRGINIA, THE	610128	

DIRECTORS AND OFFICERS OF THE HOLDING COMPANY

NAME/ADDRESS	PRINCIPAL OCCUPATION	TITLE/ POSITION	POSITION WITH DIR/INDIR SUBS	TITLE/POSITION OTHER COMPANIES	BSV PERCENT OWNERSHIP	PERCENT OWNERSHIP IN SUBS	PERCENT OWNERSHIP
THAYER TIPTON BAIRD CARSON, VA USA	FORMER OWNER/ OPERATOR, THE STORK SHOP	DIRECTOR	DIRECTOR (The Bank of Southside VA)	DIRECTOR The Petersburg Home for Ladies	0.29%	NONE	
CAROL C. CHAPPELL CARSON, VA USA	SENIOR VP/CASHIER THE BANK OF SOUTHSIDE VIRGINIA	SENIOR VICE-PRES/ CASHIER	SENIOR VICE-PRES/ CASHIER (The Bank of Southside VA)	DIRECTOR Swift Creek Mill Playhouse	0.45%	NONE	50% GLENWARD GATES, LLC
A. SAMUEL CLAY, JR STONY CREEK, VA USA	REGIONAL MANAGER AEROCARE	DIRECTOR	DIRECTOR (The Bank of Southside VA)	VICE PRESIDENT/DIRECTOR CARES Shelter	0.06%	NONE	100% CLAY ENTERPRISES LC
J. PETER CLEMENTS CARSON, VA USA	CHAIRMAN/PRES/CEO THE BANK OF SOUTHSIDE VIRGINIA	CHAIRMAN/ PRESIDENT/CEO	CHAIRMAN/ PRESIDENT/CEO (The Bank of Southside VA)	PRESIDENT/SECRETARY Clements Land Holdings Inc., GENERAL PARTNER Clements Land Holdings LLLP TRUSTEE John H. Clements Revocable Trust Agreement DIRECTOR Stony Creek Community Health Center DIRECTOR/PAST CHAIRMAN Virginia's Gateway Region DIRECTOR/PAST PRESIDENT Richard Bland College Foundation DIRECTOR/PAST CHAIRMAN Virginia Bankers Association Benefits Corporation	11.66%	NONE	100 % CLEMENTS LAND HOLDINGS INC (voting majority) 33 1/3% CLEMENTS LAND HOLDINGS LLLP
J. WILLIAM CLEMENTS, II CARSON, VA USA	VP/INFO SYSTEMS DIR THE BANK OF SOUTHSIDE VIRGINIA	VP/INFO SYSTEMS DIRECTOR	VP/INFO SYSTEMS DIRECTOR (The Bank of Southside VA)	BOARD MEMBER DIRECTOR Go Virginia	0.63%	NONE	
M. KIRKLAND COX COLONIAL HEIGHTS VA USA	RETIRED EDUCATOR MEMBER OF VIRGINIA HOUSE OF DELEGATES	DIRECTOR	DIRECTOR (The Bank of Southside VA)	NONE	0.09%	NONE	
TAMMY R. HAMILTON CHESTERFIELD, VA USA	SENIOR VP/COMPLIANCE THE BANK OF SOUTHSIDE VIRGINIA	SENIOR VP/ COMPLIANCE OFFICER	SENIOR VP/COMPLIANCE (The Bank of Southside VA)	NONE	0.15%	NONE	51% CONSOLIDATED SALES & SERVICES LLC
BENJAMIN F. JARRATT, II MCLEAN, VA USA	PARTNER, KING OF NORTHERN VA PARTNER, JARRATT FARMS	DIRECTOR	DIRECTOR (The Bank of Southside VA)	VICE-PRESIDENT Parc City Center Owners Assoc	4.68%	NONE	25% KING OF NORTHERN VA
C. BISHOP KNOTT, JR PRINCE GEORGE, VA USA	CLERK OF CIRCUIT COURT PRINCE GEORGE COUNTY	DIRECTOR	DIRECTOR (The Bank of Southside VA)	OWNER Sea Witch Fishing LLC	0.09%	NONE	100% SEA WITCH FISHING L.L.C.
MICHAEL B. MAYES PETERSBURG, VA USA	FORMER PRESIDENT/OWNER R.O. MAYES & SON WHOLESALE GRAIN CO	DIRECTOR	DIRECTOR (The Bank of Southside VA)	DIRECTOR Swift Creek Mill Playhouse DIRECTOR Virginia Small Grain Assoc.	1.10%	NONE	
DR. JOHN S. PRINCE, JR., RIC-MOND, VA USA	PHYSICIAN	DIRECTOR	DIRECTOR (The Bank of Southside VA)	PARTNER Prince Holdings, Inc., Prince G-S Farms, LLLP Prince Sussex Farms, LLLP TRUSTEE Martha Jane Prince 1992 Trust Agreement Joseph D. Prince Revocable Trust Agreement Martha J. Prince Special Needs Trust Residence at 102 State St for Martha J. Prince	1.40%	NONE	33 1/3% PRINCE HOLDINGS INC 33 1/3% PRINCE G-S FARMS LLP 33 1/3% PRINCE SUSSEX FARMS LLP
HERMAN M. SADLER, III EMPORIA, VA USA	VICE-PRESIDENT SALES AND DEVELOPMENT SADLER BROTHERS OIL COMPANY, INC	DIRECTOR	DIRECTOR (The Bank of Southside VA)	PRES-SADLER MOTORSPORTS! VICE PRES-SADLER INVESTMENTS SLIP IN FOOD MART MANAGING MEMBER- CHN LLC, FOSHO Foods LLC Jade Food Works LLC	0.26%	NONE	100 % SADLER MOTORSPORTS, INC 100% HERMIE SADLER ENTERPRISES 50% CHN LLC 50% JADE FOOD WORKS LLC 50% FOSHO FOODS LLC 50% HILLBILLY LLC 50% SADLER INVESTMENTS 50% SLIP IN FOOD MART INC