

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

APR 22 2019

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.

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

December 31, 2018

Month / Day / Year

549300FKOFQ1R5SK6107

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

Reporter's Name, Street, and Mailing Address

Community Bankers Trust Corporation

Legal Title of Holding Company

9954 Mayland Drive, Suite 2100

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

Richmond VA 23233

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Bruce E Thomas EVP/CFO

Name Title

804-934-9999 1302

Area Code / Phone Number / Extension

804-934-9299

Area Code / FAX Number

bthomas@essexbank.com

E-mail Address

www.cbtrustcorp.com

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

I, **Rex L. Smith, III**

Name of the Holding Company Director and Official

President/CEO and 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]
 Signature of Holding Company Director and Official

4-11-19
 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 **3687046**
 C.I. _____

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

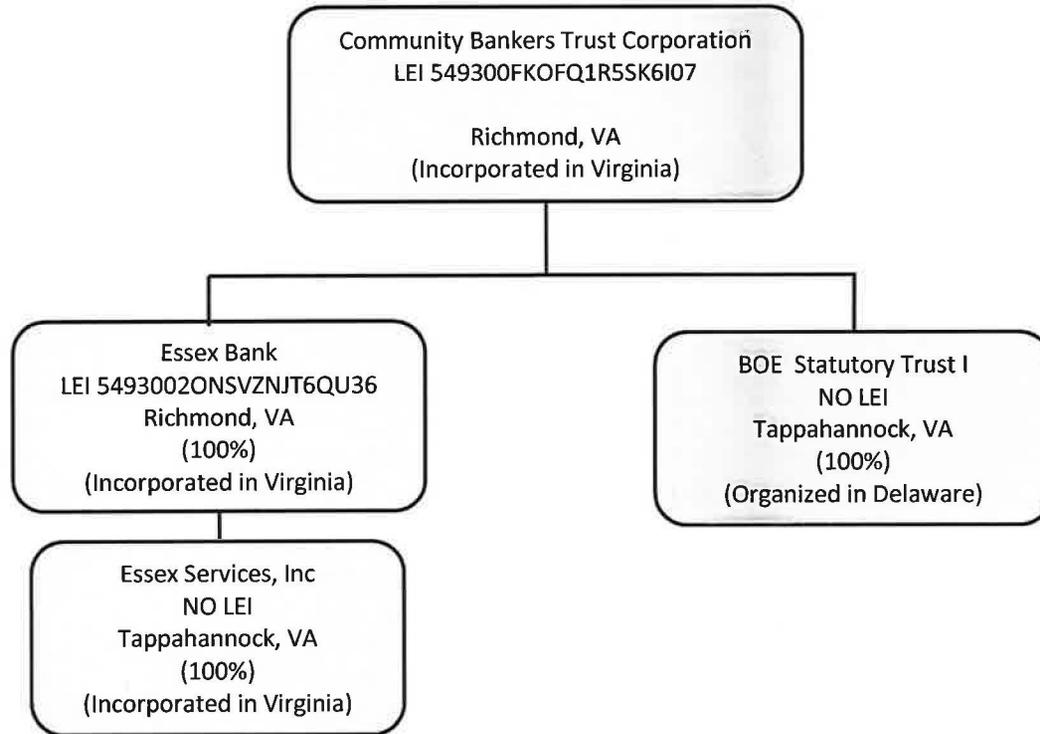
In accordance with the General Instructions for this report (check only one),

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."

Community Bankers Trust Corporation
FR Y-6
December 31, 2018



Results: A list of branches for your holding company: COMMUNITY BANKERS TRUST CORPORATION (3687046) of RICHMOND, VA.
 The data are as of 12/31/2018. 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)	781028	ESSEX BANK	9954 MAYLAND DRIVE, SUITE 2100	RICHMOND	VA	23233	HENRICO	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	4653963	ANNAPOLIS BRANCH	1835 WEST STREET	ANNAPOLIS	MD	21401	ANNE ARUNDEL	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	4802976	BOWIE BRANCH	6143 HIGH BRIDGE ROAD	BOWIE	MD	20720	PRINCE GEORGES	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	3960280	CROFTON BRANCH	2120 BALDWIN AVENUE	CROFTON	MD	21114	ANNE ARUNDEL	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	3917426	ROCKVILLE BRANCH	1101 NELSON STREET	ROCKVILLE	MD	20850	MONTGOMERY	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	3917453	ROSEDALE BRANCH	1230 RACE ROAD	ROSEDALE	MD	21237	BALTIMORE	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	3686003	CALLAO BRANCH	654 NORTHUMBERLAND HIGHWAY	CALLAO	VA	22435	NORTHUMBERLAND	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	5036376	CUMBERLAND BRANCH	1496 ANDERSON HIGHWAY	CUMBERLAND	VA	22040	CUMBERLAND	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	5036424	FAIRFAX BRANCH	10509 JUDICIAL DRIVE	FAIRFAX	VA	22030	FAIRFAX CITY	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	2829577	VIRGINIA CENTER OFFICE	9951 BROOK RD	GLEN ALLEN	VA	23059	HENRICO	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	3936043	GOOCHLAND BRANCH	1949 SANDY HOOK LANE	GOOCHLAND	VA	23063	GOOCHLAND	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	3648391	BURGESS BRANCH	14598 NORTHUMBERLAND HIGHWAY	HEATHSVILLE	VA	22473	NORTHUMBERLAND	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	5212666	WEST BROAD MARKETPLACE BRANCH	12254 WEST BROAD MARKETPLACE	HENRICO	VA	23233	HENRICO	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	3237825	LOUISA BRANCH	217 EAST MAIN STREET	LOUISA	VA	23093	LOUISA	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	5212648	LYNCHBURG-OLD FOREST BRANCH	3638 OLD FOREST ROAD	LYNCHBURG	VA	24501	LYNCHBURG CITY	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	5212657	LYNCHBURG-TIMBERLAKE BRANCH	21437 TIMBERLAKE ROAD	LYNCHBURG	VA	24502	CAMPBELL	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	3133253	MANAKIN-SABOT BRANCH	100 BROAD STREET RD	MANAKIN SABOT	VA	23103	GOOCHLAND	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	1226151	KING WILLIAM OFFICE	4935 RICHMOND/TAPPAHANNOCK HWY	MANQUIN	VA	23106	KING WILLIAM	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	2002044	EAST HANOVER OFFICE	6315 MECHANICSVILLE TURNPIKE	MECHANICSVILLE	VA	23111	HANOVER	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	5306716	MIDLOTHIAN-STONEHENGE VILLAGE	12640 STONE VILLAGE WAY	MIDLOTHIAN	VA	23113	CHESTERFIELD	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	4117081	WINTERFIELD BRANCH	3740 WINTERFIELD ROAD	MIDLOTHIAN	VA	23113	POWHATAN	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	2897503	POWHATAN BRANCH	2320 ANDERSON HIGHWAY	POWHATAN	VA	23139	POWHATAN	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	4888279	BON AIR OFFICE	2730 BUFORD ROAD	RICHMOND	VA	23235	CHESTERFIELD	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	4991021	TAPPAHANNOCK BLVD BRANCH	1325 TAPPAHANNOCK BLVD	TAPPAHANNOCK	VA	22560	ESSEX	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
OK		Full Service	981725	WEST POINT BRANCH	16TH MAIN STREET SOUTH	WEST POINT	VA	23181	KING WILLIAM	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	
Add	12/3/2018	Full Service		EDGEWATER BRANCH	3062 SOLOMONS ISLAND ROAD	EDGEWATER	MD	21037	ANNE ARUNDEL	UNITED STATES	Not Required	Not Required	ESSEX BANK	781028	

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Community Bankers Trust Corporation
Fiscal Year Ended December 31, 2018

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 ended 12-31-2018			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 ended 12-31-2018		
(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
Castine Capital Management, LLC Castine Management GP, LLC Castine Partners II, L.P. Paul Magidson Boston, MA, USA	USA	1,982,312 – 9.0% Common Stock	EJF Capital LLC Emanuel J. Friedman EJF Financial Services Fund, LP EJF Financial Services GP, LLC Arlington, VA, USA	USA	1,500,000 – 6.8% Common Stock (decreased holdings before year end)
Wellington Management Group LLP Wellington Group Holdings LLP Wellington Investment Advisors Holdings LLP Wellington Management Company LLP Boston, MA, USA	USA	1,345,327 – 6.1% Common Stock	Banc Fund VII L.P. Banc Fund VIII L.P. Banc Fund IX L.P. Chicago, IL, USA	USA	1,105,642 – 5.0% Common Stock (decreased holdings before year end)
Maltese Capital Management LLC Terry Maltese New York, NY, USA	USA	1,331,400 – 6.0% Common Stock			

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Community Bankers Trust Corporation
Fiscal Year Ended December 31, 2018

Report Item 4: Insiders

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

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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% or more of voting securities are held (List names of companies and percentage of voting securities held)
Gerald F. Barber Rockville, VA, USA	Consultant	Director	Director, Essex Bank	n/a	*	n/a	GFB LTD (100%) Mouse House LLC (50%)
Richard F. Bozard Midlothian, VA, USA	Retired	Director	Director, Essex Bank	n/a	*	n/a	Richlynn Properties, LLC (100%)
Hugh M. Fain, III Richmond, VA, USA	Executive/Attorney	Director	Director, Essex Bank	President and Director, Spotts Fain PC	*	n/a	none
William E. Hardy Richmond, VA, USA	Executive/Accountant	Director	Director, Essex Bank	Chief Executive Officer, Harris, Hardy & Johnstone, P.C.	*	n/a	Harris, Hardy & Johnstone, P.C. (36%)
Troy A. Peery, Jr. King George, VA, USA	Real Estate Developer	Director	Director, Essex Bank	President, Peery Enterprises	*	n/a	Beaver Dam Stables, LLC (50%) C&B Auto Parts, LLC (50%) P.D. Leasing, LLC (33 1/3%) Peery Enterprises (100%) Percheron Group, LLC (49%)
Eugene S. Putnam, Jr. Scottsdale, AZ, USA	Executive	Director	Director, Essex Bank	Former President and Chief Financial Officer, Universal Technical Institute	*	n/a	none

* Less than one percent

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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% or more of voting securities are held (List names of companies and percentage of voting securities held)
S. Waite Rawls III Richmond, VA, USA	Executive	Director	Director, Essex Bank	President, American Civil War Museum Foundation	*	n/a	none
Rex L. Smith, III Richmond, VA, USA	n/a	Director and President and Chief Executive Officer	Director and President and Chief Executive Officer, Essex Bank	n/a	*	n/a	none
John C. Watkins Midlothian, VA, USA	Landscaper and Nursery Operator	Chairman of the Board	Chairman of the Board, Essex Bank	Manager and Development Director, Watkins Land, LLC	*	n/a	Rocky Oak, LLC (25%) Watkins Carolina, LLC (55%)
Oliver L. Way Richmond, VA, USA	Retired	Director	Director, Essex Bank	n/a	*	n/a	none
Robin Traywick Williams Crozier, VA, USA	Writer	Director	Director, Essex Bank	Writer	*	n/a	none
John M. Oakey, III Richmond, VA, USA	n/a	Executive Vice President and General Counsel	Executive Vice President and General Counsel, Essex Bank	n/a	*	n/a	none
Bruce E. Thomas Tappahannock, VA, USA	n/a	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer, Essex Bank	n/a	*	n/a	none

* Less than one percent