

MAR 27 2019

Board of Governors of the Federal Reserve System



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.

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

I, Earl W. Worley, Jr.

Name of the Holding Company Director and Official

Director and Board Chair

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.

CBB Financial Corp.

Legal Title of Holding Company

P.O. Box 268

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

Midlothian VA 23113  
City State Zip Code

2601 Promenade Parkway, Midlothian, VA 23113

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Stephen R. Kinnier Senior Vice President

Name Title

804-794-5885 x127

Area Code / Phone Number / Extension

804-378-2856

Area Code / FAX Number

skinnier@cbbonline.com

E-mail Address

Signature of Holding Company Director and Official

03/26/2019

Date of Signature

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

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 3848632  
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."

**CBB Financial Corp.**  
**2018 Form FR Y-6**

**Item 1: Annual Report to Shareholders**

CBB Financial Corp. is a private corporation not subject to jurisdiction by the Securities and Exchange Commission.

The 2018 financial statements are attached.

**Item 2a: Organization Chart**

CBB Financial Corp. has one 100%-owned subsidiary named Community Bankers' Bank. See attached organizational chart.

The subsidiary corporation uses the same legal address as CBB Financial Corp., as follows:

Mailing address: P.O. Box 268  
Midlothian, VA 23113-0268

Physical address: 2601 Promenade Parkway  
Midlothian, VA 23113

**Item 2b: Domestic Branch Listing**

Community Bankers' Bank has no branch offices. The Depository Institution Branch Data Verification provided by the Federal Reserve Bank of Richmond was reviewed online on March 25, 2019. The report does not need to be filed electronically for Form FR Y-10 purposes as no Change, Close, Delete or Add Data Action modifications are needed. A copy of the report is attached.

**Item 3(1): Securities Holders at End of Year**

See attached chart.

**Item 3(2): Securities Holders During the Year**

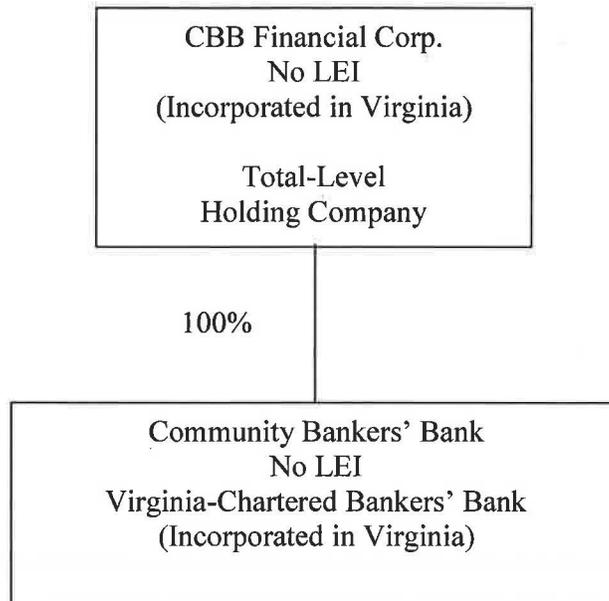
Two shareholders (United Bank and Union Bank & Trust) owned more than 5% of CBB Financial Corp. common shares at any time during 2018. No other class of stock was outstanding at any time during 2018. No options, warrants or other securities or rights were outstanding at any time during 2018.

**Item 4: Insiders**

See attached chart.

**2018 Form FR Y-6**

**CBB Financial Corp. and Subsidiaries  
Organizational Chart**



**Form FR Y-6**

**CBB Financial Corp.**

**Fiscal Year Ending 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 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	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
United Bankshares, Inc. Charleston, West Virginia, USA	USA	2,100 - 8.89% common stock	N/A		
Union Bank & Trust Richmond, Virginia, USA	USA	1,635 - 6.21% common stock	N/A		

**CBB Financial Corp.**  
**Executive Officers and Outside Directors**

(1) Name, 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 (includes names of subsidiaries)	(3)(c) Title & Position with Other Businesses (includes names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(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% or more of voting securities are held (List names of companies and percentage of voting securities held)
G. William Beale Bowling Green, VA, USA	Interim President and Chief Executive Officer of Community Bankers' Bank	Interim President and Chief Executive Officer	Interim President and Chief Executive Officer of Community Bankers' Bank	Not applicable	None	None	None	None
Stephen R. Kinnier Glen Allen, VA, USA	Senior VP, Secretary and Chief Financial Officer of Community Bankers' Bank	Senior VP, Secretary and Chief Financial Officer	Senior VP, Secretary and Chief Financial Officer of Community Bankers' Bank; Director and Secretary of CB Consulting Services, Inc.	Not applicable	None	None	None	None
Nancy S. Sullivan Midlothian, VA, USA	Senior VP and Senior Credit Officer of Community Bankers' Bank	Senior VP and Assistant Secretary	Senior VP and Chief Credit Officer of Community Bankers' Bank	Not applicable	None	None	None	None
Wendy C. Wright Midlothian, VA, USA	Senior Vice President of IT and Operations, Community Bankers' Bank	Senior VP and Assistant Secretary	Senior Vice President of IT and Operations, Community Bankers' Bank	Not applicable	None	None	None	None

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**Executive Officers and Outside Directors**

(1) Name, 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 (includes names of subsidiaries)	(3)(c) Title & Position with Other Businesses (includes names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(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% or more of voting securities are held (List names of companies and percentage of voting securities held)
Tom R. Rasmussen  Taneytown, MD, USA	Executive Vice President, ACNB Bank	Director	Director of Community Bankers' Bank	Executive Vice President, ACNB Bank	None	None	None	None
Thomas F. Whaling  St. Mary's, WV, USA	President, West Union Bank, West Union, WV	Director	Director of Community Bankers' Bank	President, West Union Bank	None	None	None	None
Earl W. Worley, Jr.  Smithfield, NC USA	EVP/Chief Operating Officer KS Bank, Inc. Smithfield, NC	Director and Board Chair	Director and Board Chair of Community Bankers' Bank	EVP/Chief Operating Officer KS Bank, Inc. Smithfield, NC	None	None	None	None
Scott C. Harvard,  Strasburg, VA USA	Chief Executive Officer, First Bank Strasburg, VA	Director	Director of Community Bankers' Bank	Chief Executive Officer, First Bank Strasburg, VA	None	None	None	None

**CBB Financial Corp.**  
**Executive Officers and Outside Directors**

(1) Name, 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 (includes names of subsidiaries)	(3)(c) Title & Position with Other Businesses (includes names of other businesses)	(4)(a) Percentag e of Voting Shares in Bank Holding Company	(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% or more of voting securities are held (List names of companies and percentage of voting securities held)
Jerri D. Cowan Richmond, VA, USA	Attorney At Law Human Resource Consultants, Richmond, VA	Director	Advisory Director of Community Bankers' Bank	Attorney at Law, Human Resource Consultants	None	None	None	None
Joe A. Shearin Tappahannock, VA, USA	President and CEO SonaBank, Glen Allen, VA	Director	Director of Community Bankers' Bank	President and CEO SonaBank, Glen Allen, VA	None	None	None	None
T. Clay Davis Lynchburg, VA USA	President and Chief Financial Officer Select Bank, Lynchburg, VA	Director and Board Vice- Chair	Director and Board Vice-Chair of Community Bankers' Bank	President and Chief Financial Officer Select Bank, Lynchburg, VA	None	None	None	None