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 6(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. §§ 246(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5316, 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 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

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

Date of Signature

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

Date of Report

PO Box 40
Mailing Address of the Holding Company
Carson Virginia 23830
City State Zip Code
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Joy C. Burroughs
VP/Controller
Name Title

Area Code Phone Number / Extension
434-886-0980
Area Code / FAX Number
434-246-8402
E-mail Address
joy.burroughs@bsvnnet.com

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

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

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 "confidential."
ITEM 2a.

THE BANK OF SOUTHSIDE VIRGINIA CORPORATION
Incorporated in Virginia
No LEI Number
CARSON, VIRGINIA  USA

THE BANK OF SOUTHSIDE VIRGINIA
CARSON, VIRGINIA/USA
No LEI Number
Incorporated in Virginia
100%

BSV INSURANCE SERVICES, INC.
CARSON, VIRGINIA/USA
Incorporated in Virginia
No LEI Number
100%

TOUCHSTONE BANK
MCKENNEY, VIRGINIA/USA
549300VZ3M0323R12653
Incorporated in Virginia
5%

MCKENNEY GROUP LLC
MCKENNEY, VIRGINIA/USA
Incorporated in Virginia
No LEI Number
Managing Member

BANKER'S TITLE, L.L.C.
RICHMOND, VIRGINIA/USA
Incorporated in Virginia
Non-Managing Member
No LEI Number
Not Y-10 reportable
11.51%

ITEM 2b.

Submitted via email on 03/16/2020
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
   62,341 SHARES-11.70%

   CEDE & CO
   NEW YORK, NY
   USA
   79,206 SHARES-14.87%

(2) NONE

ITEM 4: DIRECTORS AND OFFICERS

LISTING ENCLOSED
<table>
<thead>
<tr>
<th>NAME/ADDRESS</th>
<th>PRINCIPAL OCCUPATION</th>
<th>TITLE/POSITION/TITLE/POSITION/HOLDINGS OTHER COMPANIES</th>
<th>OWNERSHIP %</th>
<th>PERCENT</th>
</tr>
</thead>
<tbody>
<tr>
<td>TAYLOR, VICTOR</td>
<td>BRAID CASSIL, VA</td>
<td>OPERATOR, THE BEAK SHOP</td>
<td>DIRECTOR (The Bank of Southside VA)</td>
<td>0.4%</td>
</tr>
<tr>
<td>MARTHA A. BURTON</td>
<td>NORTH CASSILL, VA</td>
<td>DIRECTOR</td>
<td>BOARD MEMBER</td>
<td>0.5%</td>
</tr>
<tr>
<td>CAROL F. CANNON</td>
<td>GARDEN, VA</td>
<td>SENIOR VICE-PRES/ CASHIER</td>
<td>SENIOR VICE-PRES/ CASHIER</td>
<td>0.4%</td>
</tr>
<tr>
<td>A. D. CLAY, JR</td>
<td>GARDEN, VA</td>
<td>PARTNER, MANAGER</td>
<td>PARTNER</td>
<td>0.0%</td>
</tr>
<tr>
<td>J. PETE CLAYTON</td>
<td>GARDEN, VA</td>
<td>CHAIRMAN</td>
<td>CHAIRMAN</td>
<td>11.7%</td>
</tr>
<tr>
<td>J. WILLIAM CLAYTON</td>
<td>GARDEN, VA</td>
<td>PRESIDENT/ CHAIRMAN</td>
<td>DIRECTOR</td>
<td>0.0%</td>
</tr>
<tr>
<td>N. W. COLEMAN</td>
<td>COLUMBUS, VA</td>
<td>DIRECTOR</td>
<td>DIRECTOR</td>
<td>0.5%</td>
</tr>
<tr>
<td>TRAVIS G. HAYDEN</td>
<td>CHESTERFIELD, VA</td>
<td>SENIOR VICE-PRES/ CASHIER</td>
<td>SENIOR VICE-PRES/ CASHIER</td>
<td>0.5%</td>
</tr>
<tr>
<td>RONALD J. JAKAMP</td>
<td>RICHMOND, VA</td>
<td>PARTNER, CASHIER</td>
<td>PARTNER</td>
<td>4.0%</td>
</tr>
<tr>
<td>RICK M. MAYES</td>
<td>POTTSVILLE, PA</td>
<td>PARTNER, MANAGER</td>
<td>PARTNER, MANAGER</td>
<td>0.0%</td>
</tr>
<tr>
<td>ELI J. F. McKEL</td>
<td>KING OF MOUNTAIN, VA</td>
<td>PHYSICIAN</td>
<td>PHYSICIAN</td>
<td>1.4%</td>
</tr>
<tr>
<td>KENNETH M. SADLER</td>
<td>DURHAM, VA</td>
<td>PARTNER</td>
<td>PARTNER</td>
<td>33.9%</td>
</tr>
<tr>
<td>WILLIAM E. SMITH, JR</td>
<td>DURHAM, NC</td>
<td>PARTNER</td>
<td>PARTNER</td>
<td>0.6%</td>
</tr>
<tr>
<td>GARY T. THOMPSON</td>
<td>CHARLOTTESVILLE, VA</td>
<td>MANAGING PARTNER</td>
<td>MANAGING PARTNER</td>
<td>0.0%</td>
</tr>
</tbody>
</table>
Results: A list of branches for your depository institution: SELECT BANK (ID_RSSD: 3567269).
This depository institution is held by SELECT BANK FINANCIAL CORPORATION (4488857) of FOREST, VA.
The data are as of 12/31/2018. Data reflects information that was received and processed through 01/10/2019.

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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
</tr>
</thead>
<tbody>
<tr>
<td>ok</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>3567269</td>
<td>GRISTMILL BRANCH</td>
<td>211 GRISTMILL DRIVE</td>
<td>FOREST</td>
<td>VA</td>
<td>24551</td>
<td>BEDFORD</td>
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<tr>
<td>ok</td>
<td></td>
<td>Full Service</td>
<td>3378661</td>
<td>BEDFORD BRANCH</td>
<td>1387 AMERICAN WAY COURT</td>
<td>BEDFORD</td>
<td>VA</td>
<td>24523</td>
<td>BEDFORD CITY</td>
</tr>
<tr>
<td>ok</td>
<td>6/18/2018</td>
<td>Full Service</td>
<td>5282641</td>
<td>BOONSBORO BRANCH</td>
<td>3425 BOONSBORO RD</td>
<td>LYNCHBURG</td>
<td>VA</td>
<td>24503</td>
<td>LYNCHBURG CITY</td>
</tr>
<tr>
<td>ok</td>
<td></td>
<td>Full Service</td>
<td>3680195</td>
<td>TIMBERLAKE ROAD BRANCH</td>
<td>7113 TIMBERLAKE ROAD</td>
<td>LYNCHBURG</td>
<td>VA</td>
<td>24502</td>
<td>LYNCHBURG CITY</td>
</tr>
<tr>
<td>Country</td>
<td>FDIC UNINUM*</td>
<td>Office Number*</td>
<td>Head Office</td>
<td>Head Office ID_RSSD*</td>
<td>Comments</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>---------------</td>
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<tr>
<td>UNITED STATES</td>
<td>456799</td>
<td>2</td>
<td>SELECT BANK</td>
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<tr>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>SELECT BANK</td>
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<tr>
<td>UNITED STATES</td>
<td>603023</td>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>UNITED STATES</td>
<td>492925</td>
<td>1</td>
<td>SELECT BANK</td>
<td>3567269</td>
<td></td>
<td></td>
<td></td>
<td></td>
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</tbody>
</table>