

Board of Governors of the Federal Reserve System



## 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.

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

03/16/2020

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-1.

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.

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

12312019

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

Virginia

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 .....

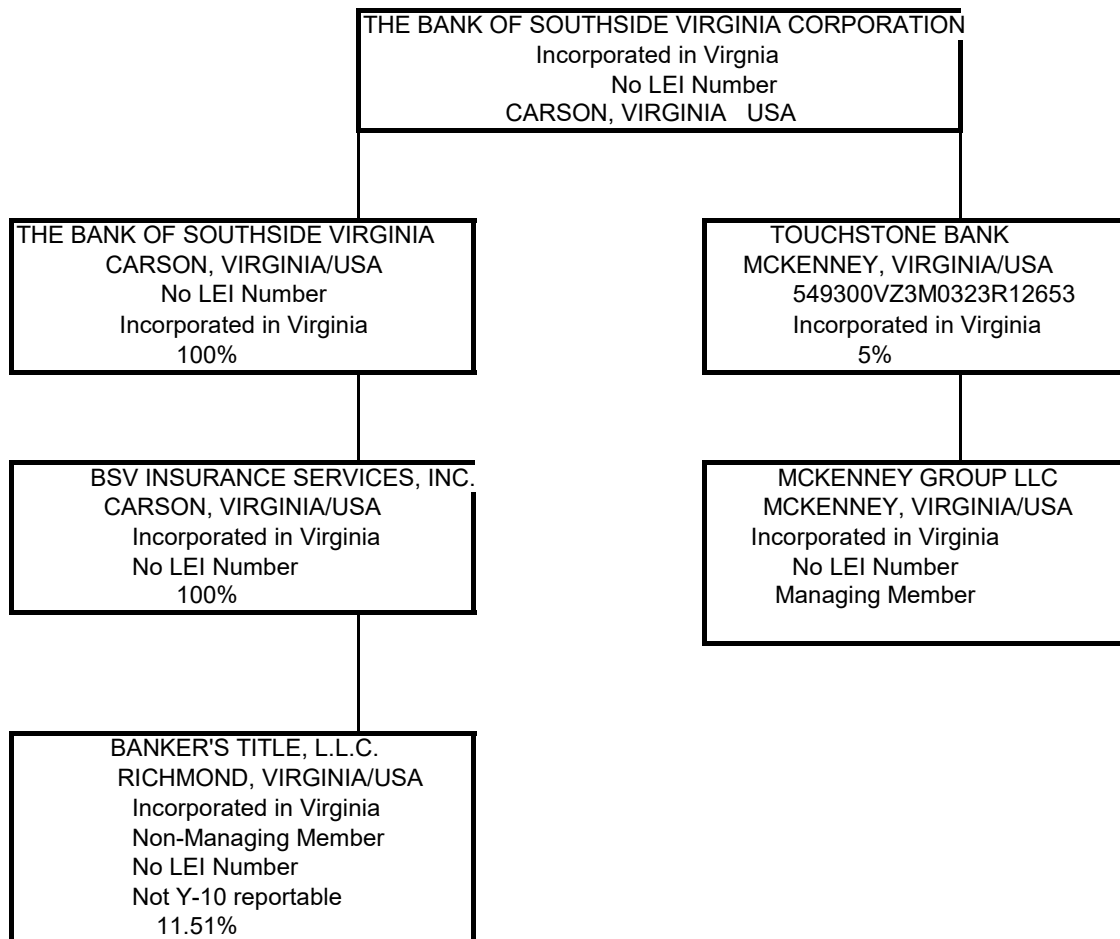
☐

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."

ITEM 2a.



ITEM 2b.

Submitted via email on 03/16/2020

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		CEDE & CO
CARSON VA	and	NEW YORK, NY
USA		USA
62,341 SHARES-11.70%		79,206 SHARES-14.87%

(2) NONE

ITEM 4: DIRECTORS AND OFFICERS

LISTING ENCLOSED

DIRECTORS AND OFFICERS OF THE HOLDING COMPANY

NAME/ADDRESS	PRINCIPAL OCCUPATION	TITLE/ POSITION	POSITION WITH DIR/INDR SUBS	TITLE/POSITION/ OTHER COMPANIES	BSV PERCENT OWNERSHIP	PERCENT OWNERSHIP IN SUBS	PERCENT OWNERSHIP
THAYER TYPTON BARD CARSON, VA USA	FORMER OWNER/ OPERATOR, THE STORK SHOP	DIRECTOR	DIRECTOR (The Bank of Southside VA)	DIRECTOR The Petersburg Home for Ladies	0.33%	NONE	
MARTHA A. BURTON NORTH DINWIDDIE, VA USA	TOURISM DIRECTOR PETERSBURG AREA REGIONAL TOURISM	DIRECTOR	DIRECTOR (The Bank of Southside VA)	BOARD MEMBER Battersea Foundation Board GRANTS COMMITTEE Cameron Foundation	0.003%	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 MA 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)	NONE	0.07%	NONE	100% CLAY ENTERPRISES LC
J. PETER CLEMENTS CARSON, VA USA	CHAIRMAN THE BANK OF SOUTHSIDE VIRGINIA	CHAIRMAN	CHAIRMAN (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 Band College Foundation DIRECTOR/PAST CHAIRMAN Virginia Bankers Association Benefits Corporation TRUSTEE Randolph Macon College	11.72%	NONE	100 % CLEMENTS LAND HOLDINGS INC.(voting majority) 33 1/3% CLEMENTS LAND HOLDINGS LLLP
J. WILLIAM CLEMENTS, II CARSON, VA USA	PRESIDENT/CEO THE BANK OF SOUTHSIDE VIRGINIA	PRESIDENT/CEO DIRECTOR	PRESIDENT/CEO DIRECTOR (The Bank of Southside VA)	COUNCIL MEMBER Go Virginia	0.66%	NONE	
M. KIRKLAND COX COLONIAL HEIGHTS VA USA	RETIRED EDUCATOR MEMBER OF VIRGINIA HOUSE OF DELEGATES	DIRECTOR	DIRECTOR (The Bank of Southside VA)	NONE	0.10%	NONE	
TAUHEY 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	0.16%	NONE	51% CONSOLIDATED SALES & SERVICES LLC
BENJAMIN F. JARRATT, II MCLEAN, VA USA	PARTNER, KING OF NORTHERN VA FARTHER, JARRATT FARMS	DIRECTOR	DIRECTOR (The Bank of Southside VA)	VICE-PRESIDENT Parr City Center Owners Assoc	4.87%	NONE	25% KING OF NORTHERN VA
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 MA Playhouse DIRECTOR Virginia Small Grain Assoc	1.11%	NONE	
DR. JOHN S. PRINCE, JR. RICHMOND, 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 1952 Trust Agreement Joseph D. Prince Revocable Trust Agreement Martha J. Prince Special Needs Trust Residence at 102 State St for Martha J. Prince	1.41%	NONE	33 1/3% PRINCE HOLDINGS INC 33 1/3% PRINCE G-S FARMS LLLP 33 1/3% PRINCE SUSSEX FARMS LLLP
HERMAN M. SADLER, III EUFORIA, VA USA	VICE-PRESIDENT SALES AND DEVELOPMENT SADLER BROTHERS OIL COMPANY, INC	DIRECTOR	DIRECTOR (The Bank of Southside VA)	NONE	0.27%	NONE	100 % SADLER MOTORSPORTS, INC 100% HERMIE SADLER ENTERPRISES 50% CHH LLC 50% JADE FOOD WORKS LLC 50% FOSHIO FOODS LLC 50% SADLER INVESTMENTS 50% SLIP BY FOOD MART INC
WILLIAM E. SWING, JR. COLONIAL HEIGHTS, VA USA	FIRST VICE-PRESIDENT/ CFO THE BANK OF SOUTHSIDE VA	FIRST VICE/CO CFO	FIRST VICE/CO (The Bank of Southside VA)	NONE	0.02%	NONE	
GARY R. THOMSON CHESTER, VA USA	MANAGING PARTNER THOMSON CONSULTING LLC	DIRECTOR	DIRECTOR (The Bank of Southside VA)	Virginia Society of CPAs, Board of Directors and Chairman Virginia Early Childhood Foundation, Board of Directors School Readiness Committee, Chairman and Committee Member Virginia Free, Board of Directors and Treasurer Richmond Area YMCA, Board of Directors Virginia Council of Economic Education, Board of Directors Virginia Foundation of Independent Colleges, Board of Directors and Chairman Elect American Institute of Certified Public Accountants, Council Board Member Pittsburgh Steelers, Advisory Council Member Ketchikan Golf Club, Board of Directors Virginia Chamber of Commerce, Board of Directors	0.22%	NONE	25% COMMONWEALTH CAPITAL LLC 100% THOMSON CONSULTING LLC

**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.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County
ok		Full Service (Head Office)	3567269	GRISTMILL BRANCH	211 GRISTMILL DRIVE	FOREST	VA	24551	BEDFORD
ok		Full Service	3378661	BEDFORD BRANCH	1387 AMERICAN WAY COURT	BEDFORD	VA	24523	BEDFORD CITY
ok	6/18/2018	Full Service	5282641	BOONSBORO BRANCH	3425 BOONSBORO RD	LYNCHBURG	VA	24503	LYNCHBURG CITY
ok		Full Service	3680195	TIMBERLAKE ROAD BRANCH	7113 TIMBERLAKE ROAD	LYNCHBURG	VA	24502	LYNCHBURG CITY

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Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
UNITED STATES	456799	2	SELECT BANK	3567269	
UNITED STATES	Not Required	Not Required	SELECT BANK	3567269	
UNITED STATES	603023	3	SELECT BANK	3567269	
UNITED STATES	492925	1	SELECT BANK	3567269	