

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.

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, 2019

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

I, **G. William Beale**

Name of the Holding Company Director and Official

President/CEO and Director

Title of the Holding Company Director and Official

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)

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.

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

807-378-2856

Area Code / FAX Number

skinnier@cbbonline.com

E-mail 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.

Signature of Holding Company Director and Official

03/24/2020

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 _____

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.
2019 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 audit of the 2019 financial statements was started by Dixon Hughes Goodman on Monday, March 23, 2020. A copy of the audit report will be provides when the audit is completed.

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 30, 2020. 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

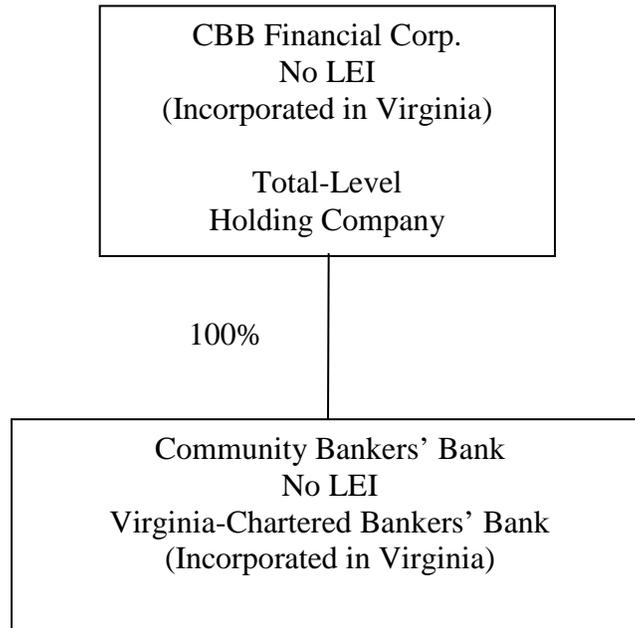
Two shareholders (United Bank and Union Bank & Trust) owned more than 5% of CBB Financial Corp. common shares at any time during 2019. No other class of stock was outstanding at any time during 2019. No options, warrants or other securities or rights were outstanding at any time during 2019.

Item 4: Insiders

See attached chart.

2019 Form FR Y-6

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



Results: A list of branches for your depository institution: **COMMUNITY BANKERS' BANK (ID_RSSD: 77422)**.
 This depository institution is held by **CBB FINANCIAL CORP. (3848632)** of **MIDLOTHIAN, VA**.
 The data are as of **12/31/2019**. Data reflects information that was received and processed through **03/05/2020**.

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	3/30/2020	Full Service (Head Office)	77422	COMMUNITY BANKERS' BANK	2601 PROMENADE PARKWAY	MIDLOTHIAN	VA	23113	CHESTERFIELD	UNITED STATES	Not Required	Not Required	COMMUNITY BANKERS' BANK	77422	

Form FR Y-6

CBB Financial Corp.

Fiscal Year Ending December 31, 2019

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 12/31/2019			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 12/31/2019		
(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 - 8.01% common stock	N/A		
Atlantic Union Bank Richmond, Virginia, USA	USA	1,635 - 6.23% 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	President, Chief Executive Officer, and Director of Community Bankers' Bank	President, Chief Executive Officer, and Director	President, Chief Executive Officer, and Director 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	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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Thomas J. Bourque Midlothian, VA, USA	Senior VP and Senior Lending Officer of Community Bankers' Bank	None	Senior VP and Senior Lending Officer of Community Bankers' Bank	Not applicable	None	None	None	None
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

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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
Joe A. Shearin Tappahannock, VA, USA	Retired (former CEO SonaBank, Glen Allen, VA)	Director	None	Retired (former CEO of 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
James B. Smith North Myrtle Beach, SC, USA	President and Chief Executive Officer Sandhills Bank, North Myrtle Beach, SC	Director	Director of Community Bankers' Bank	President and Chief Executive Officer Sandhills Bank, North Myrtle Beach, SC	None	None	None	None

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Susan P. Quinn Henrico, VA, USA	President and Chief Executive Officer, circle S studio, Henrico, VA	Director	None	President and Chief Executive Officer, circle S studio, Henrico, VA	None	None	None	None
Angela Cusack Lake Mary, FL, USA	Founder, Igniting Success, Lake Mary, FL	Director	None	Founder, Igniting Success, Lake Mary, FL	None	None	None	None