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 an LLC, see the General Instructions for the authorized individual who must sign the report.

I, G. William Beale

Name of the Holding Company Director and Official
President/CEO and Director

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. With respect to information regarding individuals contained in this report submission, the Reporter consents to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

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.I.

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

December 31, 2019

Month / Day / Year

Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters Name, Street, and Mailing Address

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)

Person to whom questions about this report should be directed:

Stephen R. Kinnier Senior Vice President

Name Title

Area Code / Phone Number / Extension

804-794-5885 x127

Area Code / FAX Number

skinnier@cbbonline.com

E-mail Address

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

Is confidential treatment requested for any portion of this report submission? 

☐ is included with the FR Y-6 report

☐ will be sent under separate cover

☐ is not prepared

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.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2019
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 provided 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.
CBB Financial Corp. and Subsidiaries
Organizational Chart

CBB Financial Corp.
No LEI
(Incorporated in Virginia)

Total-Level
Holding Company

100%

Community Bankers’ Bank
No LEI
Virginia-Chartered Bankers’ Bank
(Incorporated in Virginia)
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

<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>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>3/30/2020</td>
<td>Full Service (Head Office)</td>
<td>77422</td>
<td>COMMUNITY BANKERS' BANK</td>
<td>2601 PROMENADE PARKWAY</td>
<td>MIDLOTHIAN</td>
<td>VA</td>
<td>23113</td>
<td>CHESTERFIELD</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>COMMUNITY BANKERS' BANK</td>
<td>77422</td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
<th>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</th>
</tr>
</thead>
<tbody>
<tr>
<td>United Bankshares, Inc.</td>
<td>USA</td>
<td>2,100 - 8.01% common stock</td>
<td>N/A</td>
</tr>
<tr>
<td>Charleston, West Virginia, USA</td>
<td></td>
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</tr>
<tr>
<td>Atlantic Union Bank</td>
<td>USA</td>
<td>1,635 - 6.23% common stock</td>
<td>N/A</td>
</tr>
<tr>
<td>Richmond, Virginia, USA</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(1) Name, City, State, Country</td>
<td>(2) Principal Occupation if other than with Bank Holding Company</td>
<td>(3)(a) Title &amp; Position With Bank Holding Company</td>
<td>(3)(b) Title &amp; Position with Subsidiaries (includes names of subsidiaries)</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>---------------------------------------------------------------</td>
<td>----------------------------------------------------------</td>
<td>-----------------------------------------------------------------</td>
</tr>
<tr>
<td>G. William Beale</td>
<td>President, Chief Executive Officer, and Director of Community Bankers’ Bank</td>
<td>President, Chief Executive Officer, and Director</td>
<td>President, Chief Executive Officer, and Director</td>
</tr>
<tr>
<td>Bowling Green, VA, USA</td>
<td>Senior VP, Secretary and Chief Financial Officer of Community Bankers’ Bank</td>
<td>Senior VP, Secretary and Chief Financial Officer</td>
<td>Senior VP, Secretary and Chief Financial Officer</td>
</tr>
<tr>
<td>Stephen R. Kinnier</td>
<td>Senior VP and Senior Credit Officer of Community Bankers’ Bank</td>
<td>Senior VP and Assistant Secretary</td>
<td>Senior VP and Chief Credit Officer of Community Bankers’ Bank</td>
</tr>
<tr>
<td>Glen Allen, VA, USA</td>
<td>Senior VP and Senior Credit Officer of Community Bankers’ Bank</td>
<td>Senior VP and Assistant Secretary</td>
<td>Senior VP and Chief Credit Officer of Community Bankers’ Bank</td>
</tr>
<tr>
<td>Nancy S. Sullivan</td>
<td>Senior VP of IT and Operations, Community Bankers’ Bank</td>
<td>Senior VP and Assistant Secretary</td>
<td>Senior VP of IT and Operations, Community Bankers’ Bank</td>
</tr>
<tr>
<td>Midlothian, VA, USA</td>
<td>Senior Vice President of IT and Operations, Community Bankers’ Bank</td>
<td>Senior VP and Assistant Secretary</td>
<td>Senior Vice President of IT and Operations, Community Bankers’ Bank</td>
</tr>
<tr>
<td>Wendy C. Wright</td>
<td>Senior Vice President of IT and Operations, Community Bankers’ Bank</td>
<td>Senior VP and Assistant Secretary</td>
<td>Senior Vice President of IT and Operations, Community Bankers’ Bank</td>
</tr>
</tbody>
</table>
# CBB Financial Corp.
## Executive Officers and Outside Directors

<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position With Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (includes names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (includes names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(a) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(4)(b) Percentage of Voting Shares in Other Businesses (List names of companies and percentage of voting securities held)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Thomas J. Bourque</td>
<td>Senior VP and Senior Lending Officer of Community Bankers’ Bank</td>
<td>None</td>
<td>Senior VP and Senior Lending Officer of Community Bankers’ Bank</td>
<td>Not applicable</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Midlothian, VA, USA</td>
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</tr>
<tr>
<td>Tom R. Rasmussen</td>
<td>Executive Vice President, ACNB Bank</td>
<td>Director</td>
<td>Director</td>
<td>Executive Vice President, ACNB Bank</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Taneytown, MD, USA</td>
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</tr>
<tr>
<td>Thomas F. Whaling</td>
<td>President, West Union Bank, West Union, WV</td>
<td>Director</td>
<td>Director</td>
<td>President, West Union Bank</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>St. Mary’s, WV, USA</td>
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</tr>
<tr>
<td>Earl W. Worley, Jr.</td>
<td>EVP/Chief Operating Officer KS Bank, Inc. Smithfield, NC</td>
<td>Director and Board Chair</td>
<td>Director and Board Chair of Community Bankers’ Bank</td>
<td>EVP/Chief Operating Officer KS Bank, Inc. Smithfield, NC</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>None</td>
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<tr>
<td>Smithfield, NC USA</td>
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Version March 30, 2020
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<tr>
<td>Scott C. Harvard, Strasburg, VA USA</td>
<td>Chief Executive Officer, First Bank Strasburg, VA</td>
<td>Director</td>
<td>Director of Community Bankers’ Bank</td>
<td>Chief Executive Officer, First Bank Strasburg, VA</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Joe A. Shearin, Tappahannock, VA, USA</td>
<td>Retired (former CEO SonaBank, Glen Allen, VA)</td>
<td>Director</td>
<td>None</td>
<td>Retired (former CEO of SonaBank, Glen Allen, VA)</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>T. Clay Davis, Lynchburg, VA USA</td>
<td>President and Chief Financial Officer Select Bank, Lynchburg, VA</td>
<td>Director and Board Vice-Chair</td>
<td>Director and Board Vice-Chair of Community Bankers’ Bank</td>
<td>President and Chief Financial Officer Select Bank, Lynchburg, VA</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>James B. Smith, North Myrtle Beach, SC, USA</td>
<td>President and Chief Executive Officer Sandhills Bank, North Myrtle Beach, SC</td>
<td>Director</td>
<td>Director of Community Bankers’ Bank</td>
<td>President and Chief Executive Officer Sandhills Bank, North Myrtle Beach, SC</td>
<td>None</td>
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<td>None</td>
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</tr>
<tr>
<td>Susan P. Quinn</td>
<td>President and Chief Executive Officer, circle S studio, Henrico, VA</td>
<td>Director</td>
<td>None</td>
<td>President and Chief Executive Officer, circle S studio, Henrico, VA</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Angela Cusack</td>
<td>Founder, Igniting Success, Lake Mary, FL</td>
<td>Director</td>
<td>None</td>
<td>Founder, Igniting Success, Lake Mary, FL</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>