

**COPY**

Board of Governors of the Federal Reserve System

MAR 21 2014



# Annual Report of Holding Companies—~~FRED~~ **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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

Date of Report (top-tier holding company's fiscal year-end):  
December 31, 2013  
Month / Day / Year

I, Georgia S. Deirico  
Name of the Holding Company Director and Official  
Chairman and CEO  
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Southern National Bancorp of Virginia, Inc.  
Legal Title of Holding Company  
550 Broadview Avenue Ste 221  
(Mailing Address of the Holding Company) Street / P.O. Box

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.

Warrenton VA 20186  
City State Zip Code  
6830 Old Dominion Drive McLean, VA 22101  
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:  
Tim Armstrong VP + Controller  
Name Title  
540-347-4521 X2508  
Area Code / Phone Number / Extension  
540-347-4522  
Area Code / FAX Number  
tarms@sonabank.com  
E-mail Address  
www.sonabank.com  
Address (URL) for the Holding Company's web page

[Signature]  
Signature of Holding Company Director and Official  
3/17/2014  
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 3325740  
C.I. \_\_\_\_\_

Does the reporter request confidential treatment for any portion of this submission?  
 Yes Please identify the report items to which this request applies:  
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."  
 No



Results: A list of branches for your holding company: SOUTHERN NATIONAL BANCORP OF VIRGINIA, INC. (3325740) of MC LEAN, VA.  
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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		Full Service (Head Office)	3325759	SONABANK	6830 OLD DOMINION DRIVE	MC LEAN	VA	22101	FAIRFAX	UNITED STATES	432804	0	SONABANK		3325759
OK		Full Service	3549555	BETHESDA BRANCH	7700 WISCONSIN AVENUE	BETHESDA	MD	20814	MONTGOMERY	UNITED STATES	458070	19	SONABANK		3325759
OK		Full Service	3711679	FREDERICK BRANCH	37 NORTH MARKET ST	FREDERICK	MD	21701	FREDERICK	UNITED STATES	468547	20	SONABANK		3325759
OK		Full Service	3384381	GERMANTOWN BRANCH	12800 MIDDLEBROOK ROAD	GERMANTOWN	MD	20874	MONTGOMERY	UNITED STATES	444617	18	SONABANK		3325759
OK		Full Service	4399289	NORTH ROCKVILLE BRANCH	9707 MEDICAL CENTER DRIVE, SUITE 150	ROCKVILLE	MD	20850	MONTGOMERY	UNITED STATES	Not Required	Not Required			3325759
OK		Full Service	4033323	ROCKVILLE BRANCH	11834 ROCKVILLE PIKE	ROCKVILLE	MD	20852	MONTGOMERY	UNITED STATES	288391	9	SONABANK		3325759
OK		Full Service	4033332	SOUTH RIDING BRANCH	43086 PEACOCK MARKET PLAZA	CHANTILLY	VA	20152	LOUDOUN	UNITED STATES	464157	13	SONABANK		3325759
OK		Full Service	2973087	CHARLOTTESVILLE BRANCH	1770 TIMBERWOOD BOULEVARD	CHARLOTTESVILLE	VA	22911	ALBEMARLE	UNITED STATES	495017	7	SONABANK		3325759
OK		Full Service	3544840	CLIFTON FORGE BRANCH	511 MAIN STREET	CLIFTON FORGE	VA	24422	ALLEGHANY	UNITED STATES	363900	1	SONABANK		3325759
OK		Full Service	3544868	FAIRFAX BRANCH	10855 FAIRFAX BOULEVARD	FAIRFAX	VA	22030	FAIRFAX CITY	UNITED STATES	466316	5	SONABANK		3325759
OK		Full Service	1007471	FRONT ROYAL BRANCH	1 SOUTH ROYAL AVENUE FRONT	FRONT ROYAL	VA	22630	WARREN	UNITED STATES	44282	10	SONABANK		3325759
OK		Full Service	4440079	HAYMARKET BRANCH	6719 LEABERRY WAY	HAYMARKET	VA	20169	PRINCE WILLIAM	UNITED STATES	Not Required	Not Required			3325759
OK		Full Service	3719022	LEESBURG BRANCH	1 EAST MARKET STREET	LEESBURG	VA	20176	LOUDOUN	UNITED STATES	474374	6	SONABANK		3325759
OK		Full Service	4286110	MIDDLEBURG BRANCH	10 WEST WASHINGTON STREET	MIDDLEBURG	VA	20117	LOUDOUN	UNITED STATES	521520	15	SONABANK		3325759
OK		Full Service	3353921	MIDLOTHIAN BRANCH	13804 HULL STREET ROAD	MIDLOTHIAN	VA	23112	CHESTERFIELD	UNITED STATES	Not Required	Not Required			3325759
OK		Full Service	4033314	NEW MARKET BRANCH	9484 CONGRESS STREET	NEW MARKET	VA	22844	SHENANDOAH	UNITED STATES	284907	11	SONABANK		3325759
OK		Full Service	3544859	RESTON BRANCH	11527 SUNRISE VALLEY DRIVE	RESTON	VA	20191	FAIRFAX	UNITED STATES	466315	4	SONABANK		3325759
OK		Full Service	3306646	OLD TOWN WARRENTON BRANCH	11-A MAIN STREET	WARRENTON	VA	20186	FAUQUIER	UNITED STATES	443461	14	SONABANK		3325759
OK		Full Service	3606681	WARRENTON BRANCH	550 BROADVIEW AVENUE	WARRENTON	VA	20186	FAUQUIER	UNITED STATES	464057	3	SONABANK		3325759

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Southern National Bancorp of Virginia, Inc.  
 McLean, Virginia  
 Fiscal Year Ending December 31, 2013

REVISED ITEM 3

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 12/31/2013			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 12/31/2013		
(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
Wellington Management Company, LLP Boston, MA, USA	USA	1,066,656 - 9.20% Common Stock	None		
Banc Fund VI L. P. Chicago, IL, USA	USA	750,012 - 6.47% Common Stock			
Corbyn Investment Management, Inc. Lutherville, MD, USA	USA	658,120 - 5.68% Common Stock			
Georgia S. Derrico* R. Roderick Porter* The Plains, VA, USA	USA	613,376 - 5.29% Common Stock			
*Ms. Derrico and Mr. Porter are married to each other. Ms. Derrico and Mr. Porter together beneficially own 5.29% of the outstanding shares of Common Stock.					

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Southern National Bancorp of Virginia, Inc.  
McLean, Virginia  
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders  
(1),(2),(3)(a)(b)(c) and (4)(a)(b)(c)

(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 (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(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)
Georgia S. Derrico* The Plains, VA, USA	N/A	Chairman & CEO	Chairman & CEO (Sonabank)	N/A	5.29%	None	Marblehead Mgmt. LLC - 100% Marblehead Italia S.R.L. - 100%
R. Roderick Porter* The Plains, VA, USA	N/A	Vice Chairman & President	Vice Chairman & President (Sonabank)	N/A	5.29%	None	Marblehead Mgmt. LLC - 100% Marblehead Italia S.R.L. - 100%
Neil J. Call Key West, FL, USA	Retired	Director	Director (Sonabank)	N/A	0.99%	None	N/A
Charles A. Kabbash Charlottesville, VA, USA	Realtor/Developer	Director	Director (Sonabank)	Owner, 414 Associates, LLC	0.77%	None	414 Associates LLC - 100% 820 LLC - 33% Kabbash Business Brokerage LLC - 100% CandR LLC - 100% Kabbash, Fox and Gentry Commercial Real Estate LLC - 50%
John Forch Reston, VA, USA	CPA	Director	Director (Sonabank)	Managing Partner Forch & Associates, CPA, LLC	0.41%	None	Forch & Associates, CPA, LLC - 100%
Frederick L. Bollerer Great Falls, VA, USA	Retired	Director	Director (Sonabank)	Director Emeritus, Corcoran Gallery of Art	0.16%	None	N/A
W. Bruce Jennings Fairfax, VA, USA	N/A	Director	Director (Sonabank)	Managing General Partner, Jennings Family Partnership T/A Fairfax City Self Storage	0.24%	None	Jennings Family Partnership - 80% S. D. Jennings Corp. - 100%
William H. Lagos Reston, VA, USA	N/A	Sr. Vice President & Chief Financial Officer	Sr. Vice President & Chief Financial Officer (Sonabank)	N/A	0.41%	None	N/A
William H. Stevens Washington, D.C., USA	N/A	Chief Risk Officer	Chief Risk Officer (Sonabank)	N/A	0.21%	None	N/A
Thomas P. Baker Keswick, VA, USA	N/A	Chief Credit Risk Officer	Chief Credit Risk Officer (Sonabank)	N/A	0.36%	None	N/A

\*Ms. Derrico and Mr. Porter are married to each other. Ms. Derrico and Mr. Porter together beneficially own 5.29% of the outstanding shares of Common Stock.