

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)); 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.

I, Ronald D. Haley

Name of the Holding Company Director and Official

President and 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.

Ronald D. Haley

Signature of Holding Company Director and Official

03/20/2014

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
C.I.

3376425

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

River Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 1224

(Mailing Address of the Holding Company) Street / P.O. Box

Martinsville

VA

24114-1224

City

State

Zip Code

433 Commonwealth Blvd., East, Suite 1

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Mary S. Handy

SVP-CFO

Name

Title

276-634-3030

Area Code / Phone Number / Extension

276-638-1372

Area Code / FAX Number

mhandy@rcbna.com

E-mail Address

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

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."

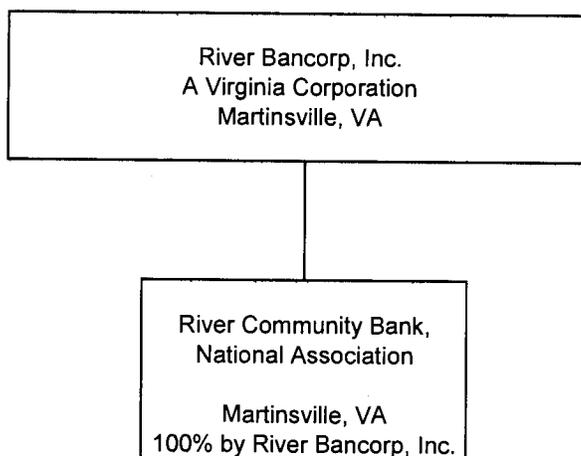
No

Form FR Y-6

**River Bancorp, Inc.
Martinsville, Virginia
Fiscal Year Ending December 31, 2013**

Report Item

- 1: The bank holding company prepares an annual report for its securities holders, but is not required to file a Form 10-KSB with the Securities and Exchange Commission. The BHC's Annual Report will be sent under separate cover.
- 2: Organizational Chart



- 2: b. Branch Report emailed on 1/27/2014.

Results: A list of branches for your holding company: RIVER BANCORP, INC. (3376425) of MARTINSVILLE, 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)	2856685	RIVER COMMUNITY BANK, NATIONAL ASSOCIATION	1 EAST MARKET STREET	MARTINSVILLE	VA	24112	MARTINSVILLE CITY	UNITED STATES	77239	0	RIVER COMMUNITY BANK, NATIONAL ASSOCIATION	2856685	
OK		Full Service	2971234	BASSETT BRANCH	380 RIVERSIDE DR	BASSETT	VA	24055	HENRY	UNITED STATES	360655	1	RIVER COMMUNITY BANK, NATIONAL ASSOCIATION	2856685	
OK		Full Service	3449048	DRAKES BRANCH	4677 MAIN STREET	DRAKES BRANCH	VA	23937	CHARLOTTE	UNITED STATES	451968	3	RIVER COMMUNITY BANK, NATIONAL ASSOCIATION	2856685	
OK		Full Service	3045655	STUART BRANCH	48 ANIMAL CLINIC ROAD	STUART	VA	24171	PATRICK	UNITED STATES	362705	2	RIVER COMMUNITY BANK, NATIONAL ASSOCIATION	2856685	

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River Bancorp, Inc.
Martinsville, Virginia
Fiscal Year Ending December 31, 2012

Report Item 3: Shareholders

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-12.

<u>(1)(a) Name & Address (City, State, Country)</u>	<u>(1)(b) Country of Citizenship or Incorporation</u>	<u>(1)(c) Number and Percentage of Each Class of Voting Securities</u>
William F. Hegarty and Gloria Hegarty, Raliegh, North Carolina, USA	United States	43,269 - 6% Common Stock
Bay Pond Partners, L.P. New York, New York, USA	United States	46,000 - 6.5% Common Stock

Shareholders 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.

None

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River Bancorp, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Directors and Officers

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address (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)
Ronald D. Haley Stuart, VA, USA	Commercial Banker	President & CEO	President & CEO River Community Bank, N.A.	None	0.01	None	N/A
Hunter H. Bost Durham, NC, USA	Private Investor	Chairman	Director River Community Bank, N.A.	Sherwood Partners, LLC - Member/Manager McDuff Capital - Member/Manager River Investors, LLC - Member/Manager Trace & Trust, Inc. - Board Member Energetix Climate, LLC - CFO Warwick Enterprises, LLC - Manager Datacraft Solutions - Minority Investor	2.05	None	Sherwood Partners (53%) McDuff Capital (50%)
Robert B. Burger, Jr. Moneta, VA, USA	Funeral Services	Director	Chairman River Community Bank, N.A.	General Manager Collins-McKee-Stone Funeral Homes Owner - Oar Knot Gifts, Wines, & Deli	0.04	None	Oar Knot Gifts, Wines, & Deli (75%)
Jimmie R. Mills Bassett, VA, USA	Auto Dealer	Director	Director River Community Bank, N.A.	President of Jim Mills Lincoln-Mercury, Inc. and President of Jim Mills Nissan, Inc.	0.01	None	Martinsville Nissan Inc, (25%) Jim Mills Automotive, Inc. (25%)
Kenneth E. Flynt Kernersville, NC, USA	Educator	Director	None	Associate Dean of the College of Business Western Carolina University	1.27	None	Deken Holdings, Inc. (50%)
Rickie E. Fulcher Stuart, VA, USA	Retail	Director	Director River Community Bank, N.A.	Director of Retail Operations Clarke Gas & Oil	0.06	None	N/A
S. Floyd Mays, Jr. Highland Springs, VA, USA	Insurance	Director	None	President Floyd Mays Insurance Agency, Inc. Owner - Credential America, Inc. President - Floyd's Tree Top Service, Inc.	4.52	None	Floyd Mays Insurance Agency, Inc (70%) Credential America, Inc. (80%) Floyd's Tree Top Service, Inc (100%)
John G. Mebane, III Durham, NC, USA	Retail	Director	None	Thundershirt, LLC - Owner/CFO Dialvision, LLC - Member	0.35	None	N/A
Louis R. Oberle, Jr Cary, NC, USA	Accountant	Director	None	Member/Manager Trailbreaker Consulting, LLC	0.71	None	None
Mary S. Handy Stuart, VA, USA	Accountant	Senior Vice President Chief Financial Officer	Executive Vice President - Chief Financial Officer River Community Bank, N.A.	Member K&M Transport, LLC	0.03	None	K&M Transport, LLC (49%)