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OMB Number 7100-0297
Approval expires December 31, 2015
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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.

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

12/31/2013
Month / Day / Year

I, JOHN M. PRESLEY

Reporter's Name, Street, and Mailing Address

FIRST CAPITAL BANCORP, INC

Name of the Holding Company Director and Official

Legal Title of Holding Company

MANAGING DIRECTOR & CEO

4222 COX ROAD

Title of the Holding Company Director and Official

(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.

GLEN ALLEN VA 23060

City State Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

WILLIAM W. RANSON EVP & CFO

Name Title

804-273-1176

Area Code / Phone Number / Extension

804-527-0195

Area Code / FAX Number

WRANSON@1CAPITALBANK.COM

E-mail Address

Signature of Holding Company Director and Official

~~FR Y-6~~ 1CAPITALBANK.COM

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

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. _____

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.

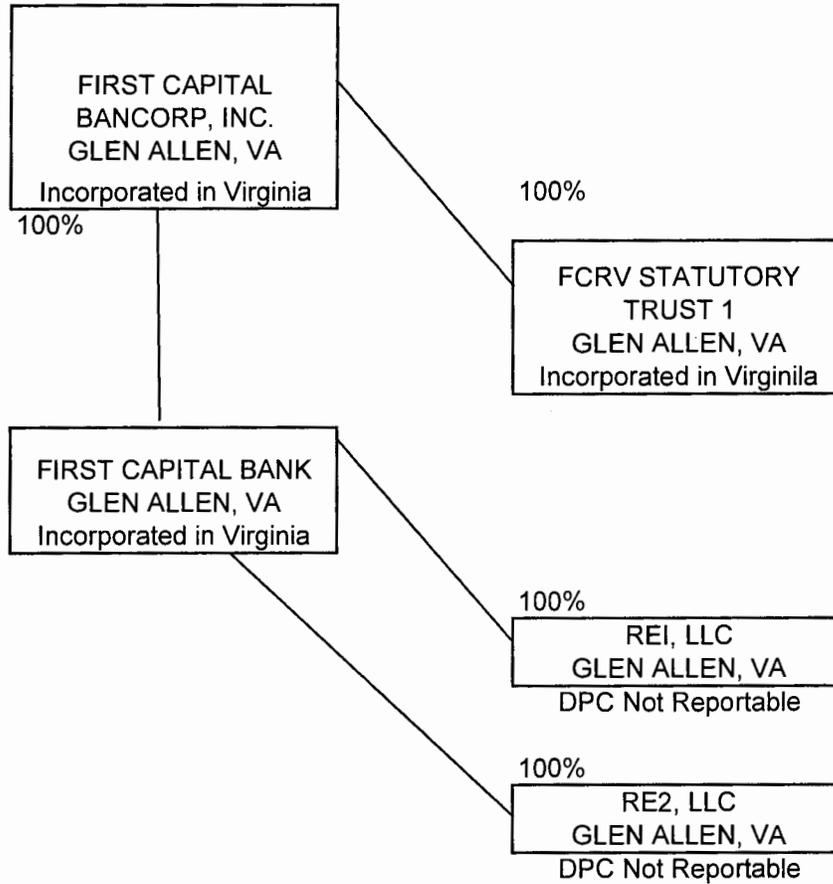
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Report Item:

- 1 The bank holding company prepares an annual report for its shareholders and is registered with the Securities and Exchange Commission.

2a: Organizational Chart



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)	2742153	FIRST CAPITAL BANK	11001 WEST BROAD STREET 409 SOUTH WASHINGTON HIGHWAY	GLEN ALLEN	VA	23060	HENRICO	UNITED STATES	61650	0	FIRST CAPITAL BANK	2742153	
OK		Full Service	3117927	ASHLAND BRANCH	409 SOUTH WASHINGTON HIGHWAY	ASHLAND	VA	23005	HANOVER	UNITED STATES	423260	1	FIRST CAPITAL BANK	2742153	
OK		Full Service	3817946	WESTMARK OFFICE BRANCH	11001 WEST BROAD STREET	GLEN ALLEN	VA	23060	HENRICO	UNITED STATES	Not Required	Not Required	FIRST CAPITAL BANK	2742153	
OK		Full Service	3811935	BON AIR BRANCH	2810 BUFORD ROAD	RICHMOND	VA	23235	CHESTERFIELD	UNITED STATES	478474	7	FIRST CAPITAL BANK	2742153	
OK		Full Service	3204313	CHESTERFIELD TOWN CENTER BRANCH	1580 KOGER CTR BLVD	RICHMOND	VA	23235	CHESTERFIELD	UNITED STATES	423261	2	FIRST CAPITAL BANK	2742153	
OK		Full Service	3586952	JAMES CENTER BRANCH	901 EAST CARY STREET	RICHMOND	VA	23219	RICHMOND CITY	UNITED STATES	465813	5	FIRST CAPITAL BANK	2742153	
OK		Full Service	3262425	STAPLES MILL BRANCH	1776 STAPLES MILL ROAD	RICHMOND	VA	23230	RICHMOND CITY	UNITED STATES	429960	3	FIRST CAPITAL BANK	2742153	
OK		Full Service	3471179	THREE CHOPT BRANCH	7100 THREE CHOPT ROAD	RICHMOND	VA	23226	RICHMOND CITY	UNITED STATES	465814	6	FIRST CAPITAL BANK	2742153	

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 First Capital Bancorp, Inc.
 Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			Shareholders not listed in 3(1)(a) through 3 (1) (c), that had ownership, control or holdilngs of 5% or more with power to vote during the fiscal year ending 12-31-13		
(1) (a) Name & Address (City, State, Country)	(1) (b) Country of Citizenship of Incorporation	(1) (c) Number and Percentage of Each Class of Voting Securities	(2) (a) Name & Address (City, State, Country)	(2) (b) Country of Citizenship of Incorporation	(2) (c) Number and Percentage of Each Class of Voting Securities
Kenneth R. Lehman Arlington, VA	U.S.A.	39% 4,869,075 Common Stock	Wellington Management Company, LLP Boston, MA	U.S.A.	6% 790,645 Dispositive Power Common Stock
		60% 2,434,537 Warrants on Common Stock	M3 Partners LP Salt Lake City, UT	U.S.A.	5% 675,611 Dispositive Power Common Stock
		1% 3,000 Restricted Common Stock			
By contractual agreement, Mr. Lehman is prohibited to vote more than 45% of the outstanding stock.					

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Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Include names of subsidiaries)	Title & Position with Other Businesses (Include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	List names of other companies (Includes Partnerships) If 25% of more of voting securities are held (List names of companies and percentage of voting securities held)
Gerald Blake					0.81%	N/A	
Henrico, VA	Owner Exit First Realty	Director	Director FCB	Owner Exit First Realty			Terraland LLC 50%. Exit First Realty 25% Harvest Homes Renovations 50%
Grant S. Grayson					1.71%	N/A	
Henrico, VA	Partner in the law firm of LeClair Ryan	Director & Chairman	Director & Chairman FCB	Partner in the law firm of LeClair Ryan			Wellco, LLC 50%
Yancey S. Jones					1.80%	N/A	
Ashland, VA	President/CEO of TSRC, Inc	Director	Director FCB	President/CEO of TSRC, Inc			TSRC, Inc. 29% ATC, LLC 50%
Robert G. Watts, Jr.					0.85%	N/A	
Henrico, VA	N/A	Director & President	Director & President FCB	N/A			
Richard W. Wright					2.23%	N/A	
Henrico, VA	President & Director of the Wright Group.	Director & Vice Chairman	Director & Vice Chairman FCB	President & Director of the Wright Group.			Wright Group Inc. 100% Xactly Wright LLC 50%
Gerald Yospin					0.65%	N/A	
Amelia, VA	Retired, Owner of commercial real estate	Director	Director FCB	N/A			11001 Midlothian LLC 50%, Lynchbury Retail LLC 50%

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Debra L. Richardson					0.49%	N/A	
Henrico, VA	President and owner of Business and Healthcare Solutions, PLC	Director	Director FCB	President and owner of Business and Healthcare Solutions, PLC			Business and Healthcare Solutions, PLC 100%
John M. Presley					3.30%	N/A	
Henrico, VA	N/A	Director & Managing Director & CEO	Director & Exec Vice President - FCB	N/A			
Kenneth Lehman					48.75%	N/A	
Arlington, VA	Private investor, attorney and banking entrepreneur.	Director	Director FCB	Private investor, attorney and banking entrepreneur.			
Martin Brill					0.85%	N/A	
Henrico, VA	President, CEO and principal shareholder of Compass Enterprises, Inc.	Director	Director FCB	President, CEO and principal shareholder of Compass Enterprises, Inc.			Compass Enterprises, Inc. 43.9% Compass Holdings of Ohio, LLC 42.5% Compass Holdings of Waterstone, LLC 42.5% Compass Holdings of Manassas, LLC 42.5% Compass Holdings of Ashburn, LLC 85%
Robert Whitlow					0.22%	N/A	

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(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% of more of voting securities are held (List names of companies and percentage of voting securities held)
Henrico, VA	Co-owner and President of Whitten Brothers Holding Company	Director	Director FCB	Co-owner and President of Whitten Brothers Holding Company			Whitten Brothers Holding Company 50% Whitten Brothers of ashland 50% Whitten, LLC 50% Whitten Auto Center 50% Whitten LLC 50% Whitten Land LLC 50% Whitten South 55% T & W Properties 50%

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Niel Amin Chesterfield, VA	CEO of Shamin Hotels, Inc.	Director	Director FCB	CEO of Shamin Hotels, Inc.	0.06%	N/A	Sharin RIC HMWD, LLC 45% Shamlin Chester HMWD, LLC 45% Brandermill Hotel LLC 28% Ashland HI LLC 30% Southpark Hotel LLC 45% MD Shamin Hospitality LLC 45% Denfield, LLC 49% Hospitality 201, LLC 46% Phillips Hospitality, LLC 40% Southpark HI, LLC 40% Roslyn Hotel, LLC 40% RIC Hotel, LLC 40% Audubon III, LLC 40% Audubon IV, LLC 40% Brook Hospitality, LLC 50% Henley SPW, LLC 50% Hambell, LLC 40% Kingsston, LLC 48%

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							St. Charles Hospitality, LLC 49%
							Hospitality Associates LLC 43%
							Centerbrooke Hospitality, LLC 40%
							VAB-ATL, LLC 38%
							Audubon II, LLC 33%
							Paradise II, LLC 35%
							Oaklake, LLC 25%
							Amherst Lending, LLC 50%
							Shamin Hotels and Affiliates 50%
							Dawn III, LLC 100%
William W. Ranson					0.55%	N/A	
Powhatan, VA	N/A	Executive Vice President & CFO	Executive Vice President & CFO - FCB	N/A			