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FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2015  
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Board of Governors of the Federal Reserve System



# FRB RICHMOND 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, Jane N. Henderson  
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.*

Signature of Holding Company Director and Official  
Jane N. Henderson 3.20.2014  
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 3628535  
C.I. \_\_\_\_\_

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

Reporter's Name, Street, and Mailing Address  
Virginia Community Capital, Inc.  
Legal Title of Holding Company  
930 Cambria Street, NE  
(Mailing Address of the Holding Company) Street / P.O. Box  
Christiansburg VA 24073  
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:  
Clyde A. Cornett, Jr. CFO  
Name Title  
540-260-3126 103  
Area Code / Phone Number / Extension  
540-260-3164  
Area Code / FAX Number  
ccornett@vccva.org  
E-mail Address  
vacommunitycapital.org  
Address (URL) for the Holding Company's web page

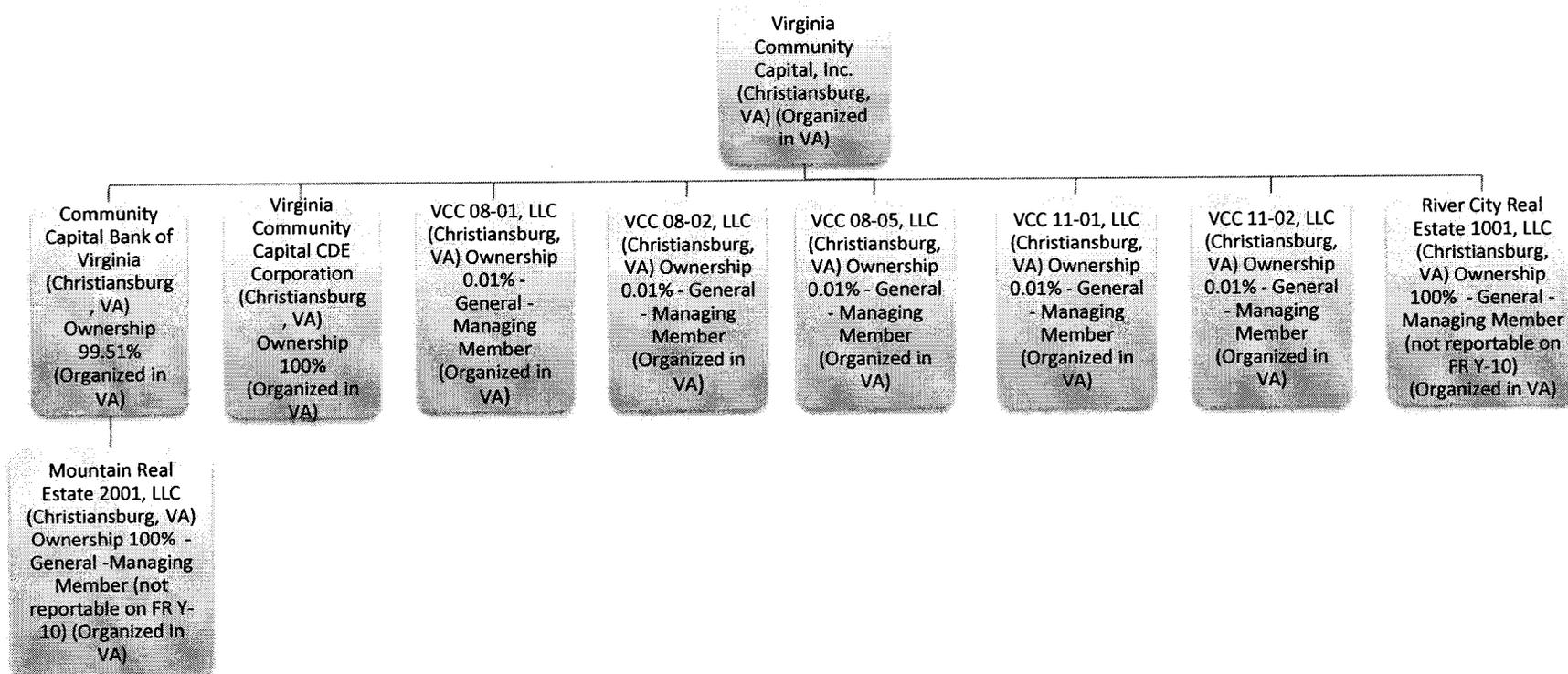
Does the reporter request confidential treatment for any portion of this submission?  
 Yes Please identify the report items to which this request applies:  
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential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

Form FR Y-6  
Virginia Community Capital, Inc.  
Christiansburg, Virginia 24073  
Fiscal Year Ending December 31, 2013

Report Item:

1. The organization's audited financial statements for the period ending December 31, 2013 will be sent under separate cover.

2a. Organizational Chart



Results: A list of branches for your holding company: VIRGINIA COMMUNITY CAPITAL, INC. (3628535) of CHRISTIANSBURG, 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)	3626858	COMMUNITY CAPITAL BANK OF VIRGINIA	930 CAMBRIA STREET NE	CHRISTIANSBURG	VA	24073	MONTGOMERY	UNITED STATES	461847		COMMUNITY CAPITAL BANK OF VIRGINIA	3626858	
OK		Full Service	4390240	RICHMOND BRANCH	100 WEST FRANKLIN STREET, SUITE 200	RICHMOND	VA	23220	RICHMOND CITY	UNITED STATES	Not Required	Not Required	COMMUNITY CAPITAL BANK OF VIRGINIA	3626858	

**Form FR Y-6**  
**Virginia Community Capital, Inc.**  
**Fiscal Year Ending December 31, 2013**

**Report Item 3: Security 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 12-31-13.**

**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 12-31-13.**

<b>(1)(a)</b> <b>Name,</b> <b>City, State, Country</b>	<b>(1)(b)</b> <b>Country or Citizenship</b> <b>or Incorporation</b>	<b>(1)(c)</b> <b>Number and Percentages of</b> <b>Each Class of Voting Securities</b>	<b>(2)(a)</b> <b>Name,</b> <b>City, State, Country</b>	<b>(2)(b)</b> <b>Country or Citizenship</b> <b>or Incorporation</b>	<b>(2)(c)</b> <b>Number and Percentages of</b> <b>Each Class of Voting Securities</b>
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Virginia Community Capital is a non-stock, not-for-profit, community development financial institution (CDFI), bank holding company.  
 There are no shareholders.

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Virginia Community Capital, Inc.  
Fiscal Year Ending December 31, 2013

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, 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 (Including 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% or more of voting securities are held (List names of companies and percentage of voting securities held)
Jane Henderson Richmond, VA (USA)	n/a	President Chief Executive Officer	President Chief Executive Officer Community Capital Bank of Virginia	n/a	n/a	0.06% Community Capital Bank of Virginia	None
Clyde A. Cornett, Jr. Christiansburg, VA (USA)	n/a	Senior Vice President Chief Financial Officer, Chief Operating Officer	Senior Vice President Chief Financial Officer, Chief Operating Officer Community Capital Bank of Virginia	n/a	n/a	0.00%	None
Robb Strader Richmond, VA (USA)	n/a	Senior Vice President Chief Risk Officer	Senior Vice President Chief Risk Officer Community Capital Bank of Virginia	n/a	n/a	0.00%	None
Kenneth Daniels Richmond, VA (USA)	Professor of Finance Virginia Commonwealth University	Director	Director	Professor of Finance Virginia Commonwealth University	n/a	0.06% Community Capital Bank of Virginia	None
Dixon B. Hanna Hilton Head Island, SC (USA)	Retired	Director	Director	Retired	n/a	0.06% Community Capital Bank of Virginia	None
Florence Kingston Newport News, VA (USA)	Director City of Newport News Department of Development	Director	Director	Director City of Newport News Department of Development	n/a	0.06% Community Capital Bank of Virginia	None
James Harkness, Jr. Roanoke, VA (USA)	Retired	Director	Director	Retired	n/a	0.06% Community Capital Bank of Virginia	None

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Virginia Community Capital, Inc.  
Fiscal Year Ending December 31, 2013

Report Item 4: Security Holders  
(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 (Including 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)
Michael Schewel Richmond, VA (USA)	Attorney (Partner) McGuire Woods	Director	N/A	Attorney (Partner) McGuire Woods Director, Multigrade Biomass Holdings, LLC Director, Merchants Terminal Corporation Director, Cadence Corporation CEO, Recast Energy, LLC Director, Virginia Life Sciences Investment Funds, LLC	n/a	0.06% Community Capital Bank of Virginia	Sibs Associates, LLP 33%
William Shelton Richmond, VA (USA)	Director of the Virginia Department of Housing and Community Development	Director	Director	Director of the Virginia Department of Housing and Community Development	n/a	0.06% Community Capital Bank of Virginia	None
Alvin Smuzynski Fairfax Station, VA (USA)	Retired	Director	Director	Retired	n/a	0.06% Community Capital Bank of Virginia	None
Charles H. Mills, III Potomac Falls, VA (USA)	CEO of Salera Employee Benefits Solutions	Director	Director	CEO of Salera Employee Benefits Solutions, LLC	n/a	0.06% Community Capital Bank of Virginia	Salera Employee Benefits Solutions, LLC 37.50%
Mary Dwyer Pembroke Great Falls, VA (USA)	Federal Lobbyist and Attorney Discover Financial Services	Director	N/A	Director & Senior Counsel Discover Financial Services	n/a	0.06% Community Capital Bank of Virginia	None