

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.

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

December 31, 2013

Month / Day / Year

I, C. F. Scott, III

Reporter's Name, Street, and Mailing Address

Virginia BanCorp, Inc.

Legal Title of Holding Company

407 North Ridge Road

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

Richmond

VA

23229

City

State

Zip Code

Name of the Holding Company Director and Official

Vice Chairman/ President/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.

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:

Karen C. Miller

Vice President

Name

Title

804-518-2604

Area Code / Phone Number / Extension

804-861-0118

Area Code / FAX Number

kmiller@vacommbank.com

E-mail Address

N/A

Signature of Holding Company Director and Official

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

Date of Signature

3-24-14

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

3776434

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.

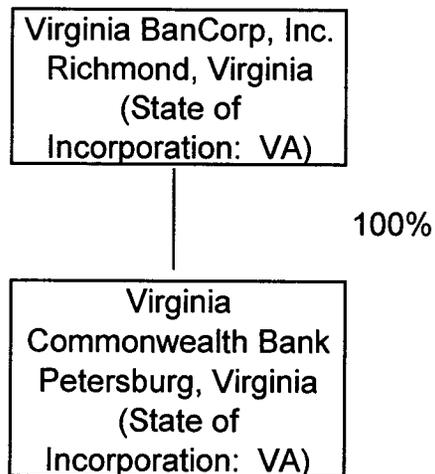
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Form FR Y-6  
Virginia BanCorp, Inc.  
407 North Ridge Road  
Richmond, Virginia 23229  
Fiscal Year Ending December 31, 2013

Report Item:

- 1) The bank holding company prepares an annual report for its securities holders. Two copies are enclosed.
- 2) Organizational Chart



Results: A list of branches for your depository institution: VIRGINIA COMMONWEALTH BANK (ID\_RSSD: 534774).  
 This depository institution is held by VIRGINIA BANCORP, INC. (3776436) of RICHMOND, 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*
OK		Full Service (Head Office)	534774	VIRGINIA COMMONWEALTH BANK	1965 WAKEFIELD STREET	PETERSBURG	VA	23805	PETERSBURG CITY	UNITED STATES	42576	0	VIRGINIA COMMONWEALTH BANK	534774
OK		Full Service	4101521	CHESTER BRANCH	4600 WEST HUNDRED ROAD	CHESTER	VA	23831	CHESTERFIELD	UNITED STATES	277031	100	VIRGINIA COMMONWEALTH BANK	534774
OK		Full Service	4101512	COLONIAL HEIGHTS BRANCH	3209 BOULEVARD	COLONIAL HEIGHTS	VA	23834	COLONIAL HEIGHTS CITY	UNITED STATES	277030	1	VIRGINIA COMMONWEALTH BANK	534774
OK		Full Service	4101585	HOPEWELL BRANCH	1421 WEST CITY POINT ROAD	HOPEWELL	VA	23860	HOPEWELL CITY	UNITED STATES	461425	107	VIRGINIA COMMONWEALTH BANK	534774
OK		Limited Service	4101503	PETERSBURG BRANCH	1955 SOUTH SYCAMORE STREET	PETERSBURG	VA	23805	PETERSBURG CITY	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	534774
OK		Full Service	4101576	COURTHOUSE ROAD BRANCH	1118 COURTHOUSE ROAD	RICHMOND	VA	23236	CHESTERFIELD	UNITED STATES	360553	106	VIRGINIA COMMONWEALTH BANK	534774
OK		Full Service	4101567	RIDGE ROAD BRANCH	405 NORTH RIDGE ROAD	RICHMOND	VA	23229	HENRICO	UNITED STATES	277035	105	VIRGINIA COMMONWEALTH BANK	534774
OK		Full Service	4101549	SUFFOLK BRANCH	1703 NORTH MAIN STREET	SUFFOLK	VA	23434	SUFFOLK CITY	UNITED STATES	277033	103	VIRGINIA COMMONWEALTH BANK	534774

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 Virginia BanCorp, Inc.  
 Fiscal Year Ending December 31, 2013

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
Pamela M. Comstock Colonial Heights, Virginia	USA	203,900 shares - 5.15% Common stock	none		
Virginia Commonwealth Bank Employee Stock Ownership Plan, Petersburg, VA	USA	618,209 shares - 15.63% Common stock			

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)
Robert E. Baxter, Midlothian Virginia	Retired President Saraco Corporation, a real estate holding company	Director	Director - Virginia Commonwealth Bank	n/a	1.48%	0.00%	n/a
James B. McNeer Petersburg, Virginia	Retired President, Richard Bland College	Director	Director - Virginia Commonwealth Bank	n/a	0.11%	0.00%	n/a
James P. Vanlandingham Petersburg, Virginia	President, Builders Supply Company of Petersburg	Director	Director - Virginia Commonwealth Bank	President/CEO/Director of Builders Supply Company of Petersburg, Inc.	0.20%	0.00%	n/a
C. Frank Scott, III Manakin-Sabot, Virginia	n/a	Vice Chairman, President, CEO, Director	President, Chief Executive Officer, Director - Virginia Commonwealth Bank	n/a	3.42%	0.00%	n/a
Larry C. Tucker Petersburg, Virginia	n/a	Chairman, Director	Chairman, Director - Virginia Commonwealth Bank	n/a	1.51%	0.00%	n/a
C. Phillips Ferguson Suffolk, Virginia	Commonwealth Attorney, City of Suffolk, Virginia	Director	Director - Virginia Commonwealth Bank	Commonwealth Attorney, City of Suffolk, Virginia	0.51%	0.00%	MIMI, Inc. - 25%

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 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)
Lawrence Ashworth Richmond, Virginia	Retired Bank Executive	Director	Director - Virginia Commonwealth Bank	n/a	0.01%	0.00%	n/a
Pamela M. Comstock Colonial Heights, Virginia	President, Gilbert C. Martin Company Building Contractors	Director	Director - Virginia Commonwealth Bank	President, Gilbert C. Martin Co; Director of Colonial Heights Development Corporation; Managing Partner of Nitram Properties, LLC and Dupuy Court Apartments, LLC	5.15%	0.00%	Gilbert C. Martin Company 55% Nitram Properties, LLC 100% Dupuy Court Apartments, LLC 55%
R.F. Burke Steele, Jr. Petersburg, Virginia	Medical Doctor	Director	Director - Virginia Commonwealth Bank	n/a	2.72%	0.00%	Dr. Steele Medical Practice - 100%
James A. Wilson, Jr. Petersburg, Virginia	n/a	VP/Treasurer	Executive Vice President, Treasurer, and Chief Financial Officer - Virginia Commonwealth Bank	Owner, Professional Salon Concepts, Inc.	0.91%	0.00%	Professional Salon Concepts, Inc. - 40% common stock
Vanessa C. Scott Petersburg, Virginia	n/a	Corporate Secretary	Senior Vice President, Secretary - Virginia Commonwealth Bank	n/a	0.00%	0.00%	n/a
Virginia Commonwealth Bank Employee Stock Ownership Plan Petersburg, Virginia	n/a	n/a	n/a	n/a	15.63%	0.00%	n/a