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**Board of Governors of the Federal Reserve System**



**Annual Report of Holding Companies—FR Y-6**

**FRB 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, A. Preston Moore, Jr.

Reporter's Name, Street, and Mailing Address

Virginia Community Bankshares, Inc

Name of the Holding Company Director and Official

President, Treasurer & CEO

Legal Title of Holding Company

114 Industrial Drive / P.O. Box 888

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.

Louisa

VA

23093

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:

Chris Gibson

CIO

Name

Title

540-967-2111 1123

Area Code / Phone Number / Extension

540-967-0709

Area Code / FAX Number

chris.gibson@vacmbk.com

E-mail Address

www.virginiacommunitybank.com

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

Signature of Holding Company Director and Official

*A. Preston Moore, Jr.*

3-24-14

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 1076103

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 Community Bankshares, Inc.  
Fiscal Year Ending December 31, 2013

**Item 2a: Organization Chart**

VIRGINIA COMMUNITY BANKSHARES, INC.  
LOUISA, VIRGINIA  
VIRGINIA

VIRGINIA COMMUNITY BANK  
100%  
LOUISA, VIRGINIA  
VIRGINIA

VCB SERVICES, INC.  
100%  
LOUISA, VIRGINIA  
VIRGINIA

Form FR Y-6

Virginia Community Bankshares, Inc  
Fiscal Year Ending December 31, 2013

Item 3: Securities Holders

3.1

Name & Address	Country of Citizenship	Total Number of Shares (Direct & Indirect) & Percentage of Shares Owned
Trust u/w Jacob Y. Plotkin C/O James N. Plotkin and Ronald M. Plotkin Richmond, VA	USA	39,700 Shares 5.29%
Davenport & Company, LLC Richmond, VA	USA	53,177 Shares 7.09%
A. Pierce Stone Louisa, VA	USA	54,000 Shares 7.20%
Virginia Community Bank E.S.O.P. Louisa, VA	USA	158,280 Shares 21.10%

3.2

NONE

**Form FR Y-6**

Virginia Community Bankshares, Inc  
Fiscal Year Ending December 31, 2013

**Item 4: Insiders**

(1) Name & Address	(2) Principal Occupation if other than with the BHC	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(a) Percentage of Voting Shares in Subsidiaries	(4)(c) List of other companies with 25% or more of voting securities held
William D. Cannon, Jr. Culpeper, VA	Real Estate	Director	N/A	Board Member (Culpeper Regional Hospital)	0.57%	None	N/A
John A. Hodge Louisa, VA	Retired	Director	N/A	N/A	1.31%	None	N/A
Paul B. Huffman Charlottesville, VA	N/A	N/A	SVP & CCO (VCB)	N/A	None	None	N/A
A. Preston Moore, Jr. Charlottesville, VA	N/A	President, Treasurer & CEO	President & CEO (VCB)	N/A	None	None	N/A
Kenneth J. Potter Charlottesville, VA	N/A	N/A	SVP & CFO (VCB)	N/A	None	None	N/A
Amy M. Schick Louisa, VA	N/A	Corporate Secretary	SVP & Corporate Secretary (VCB)	N/A	0.03%	None	N/A
H.B. Sedwick, III Orange, VA	Real Estate Construction	Director	N/A	N/A	0.13%	None	N/A
Ronald S. Spicer Mineral, VA	Retired	Director	N/A	Director & Treasurer (CV Corporation)	0.20%	None	N/A
A. Pierce Stone Louisa, VA	Retired	Chairman	Chairman (VCB)	Partner (Louisa First Corporation) Partner (East Side Investors) Partner (NECR, LLC) Director (Piedmont Communications, Inc.)	7.20%	None	N/A
William J. Vakos, III Spotsylvania, VA	Real Estate	Director	N/A	Director (Virginia Chamber of Commerce)	0.07%	None	N/A
Gregory K. Wolfrey Goochland, VA	Retired	Director	N/A	N/A	0.03%	None	N/A