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Board of Governors of the Federal Reserve System

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SUPERVISION, REGULATION
Annual Report of Holding Companies—FR Y-6
FEDERAL RESERVE SYSTEM

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

Reporter's Name, Street, and Mailing Address

Bay Banks of Virginia

Legal Title of Holding Company

P.O. Box 1869

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

Kilmarnock VA 22482

City State Zip Code

100 South Main Street, Kilmarnock, VA 22482

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Deborah M. Evans Treasurer and PFO

Name Title

804-435-5202

Area Code / Phone Number / Extension

804-435-0543

Area Code / FAX Number

devans@bankianc.com

E-mail Address

www.baybanks.com

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

I, Randal R. Greene

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.

Randal R. Greene

Signature of Holding Company Director and Official

3/28/14

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 _____
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

Bay Banks of Virginia, Inc.
100 South Main Street
P.O. Box 1869
Kilmarnock, Virginia 22482

For the Year Ended December 31, 2013

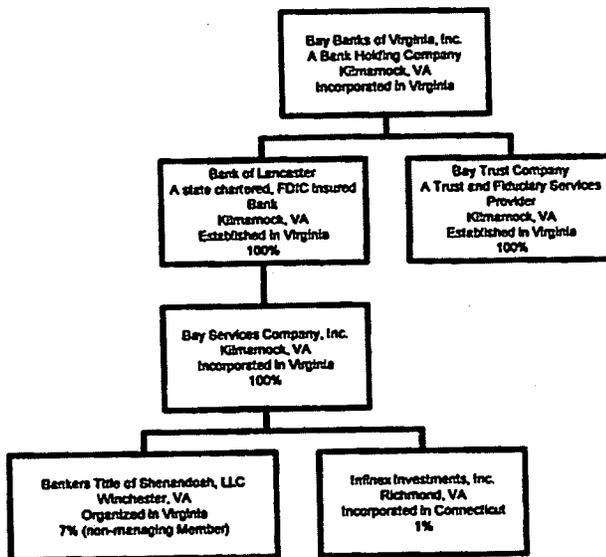
Form FR Y-6
Annual Report of Holding Companies

Item 1:	Annual Report to Shareholders	Not applicable (Form 10-K filed with SEC on 3/28/2014)
Item 2a:	Organization Chart	Attached
Item 2b:	Domestic Branch Listing	No corrections (e-mailed on 3/20/2014)
Item 3(1):	Securities Holders	Attached
Item 3(2):	Securities Holders	None
Item 4(1-4):	Insiders	Attached

Form FR Y-6

Item 2a - Organizational Chart

Bay Banks of Virginia, Inc.
Kilmarnock, Virginia
December 31, 2013



Results: A list of branches for your holding company: BAY BANKS OF VIRGINIA, INC. (2560665) of KILMARNOCK, 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)	34425	BANK OF LANCASTER	100 S MAIN STREET	KILMARNOCK	VA	22482	LANCASTER	UNITED STATES	7148		0 BANK OF LANCASTER	34425	
OK		Full Service	3802027	BURGESS BRANCH	15104 NORTHUMBERLAND HIGHWAY	BURGESS	VA	22432	NORTHUMBERLAND	UNITED STATES	479782		9 BANK OF LANCASTER	34425	
OK		Full Service	712022	CALLAO BRANCH	18 SANDY STREET	CALLAO	VA	22435	NORTHUMBERLAND	UNITED STATES	224131		7 BANK OF LANCASTER	34425	
OK		Full Service	3919167	COLONIAL BEACH BRANCH	680 MCKINNEY BOULEVARD	COLONIAL BEACH	VA	22443	WESTMORELAND	UNITED STATES	493359		10 BANK OF LANCASTER	34425	
OK		Full Service	2260657	NORTHSIDE BRANCH	432 N. MAIN STREET	KILMARNOCK	VA	22482	LANCASTER	UNITED STATES	264015		2 BANK OF LANCASTER	34425	
OK		Full Service	798428	MONTROSS BRANCH	15648 KINGS HIGHWAY	MONTROSS	VA	22520	WESTMORELAND	UNITED STATES	5382		4 BANK OF LANCASTER	34425	
OK		Full Service	800228	WARSAW BRANCH	4935 RICHMOND ROAD	WARSAW	VA	22572	RICHMOND	UNITED STATES	218507		5 BANK OF LANCASTER	34425	
OK		Full Service	1494286	WHITE STONE BRANCH	708 RAPPAHANNOCK DRIVE	WHITE STONE	VA	22578	LANCASTER	UNITED STATES	224127		1 BANK OF LANCASTER	34425	

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Report Item 3 (1): Securities Holders

Name & Address	Shares of Common Stock	Options on Common Stock	To
Julien Patterson Bonita Springs, FL, USA	295,812 5.9%	2,561 0.1%	
Sandler O'Neill Asset Management, LLC New York, NY, USA	476,200 9.5%	0 0.0%	
Stanley Woodward, Jr. & Marie Jose' B. Woodward Charlottesville, VA, USA	352,948 7.0%	0 0.0%	

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Report Item 4: Directors and Officers

(1)	(2)	(3)(a)	(3)(b)		(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address	Principal Occupation if other than with Bank Holding Company	Title or Position with Bank Holding Company	Title & Position with Subsidiaries (including names of subsidiaries)		Title & Position with other businesses (Include names of other businesses)	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subs	Names of other Companies if 25% or more of voting securities are held (including percentage held)
			<i>Bank of Lancaster</i>	<i>Bay Trust Company</i>				
Robert F. Hurliman Lancaster, VA	Retired, Director of Vehicle Logistics of DaimlerChrysler Corp.	Chairman of the Board and Director	N/A	Director	N/A	0.6%	N/A	None
Richard A. Farmer, III Warsaw, VA	Insurance Owner, Insurance Agency	Director	Chairman of the Board and Director	N/A	President, SIFA Corporation 1/a B H Baird Insurance Agency & Tidewater Auto Insurance Clinic (Warsaw, VA) Manager, R&S Properties, LLC (Montana) Director, Keystone Insurers Group	1.2%	N/A	100% - SIFA Corporation 50% - R&S Properties, LLC
Julien G. Patterson Bonita Springs, FL	Retired Founder and Past Chairman of Omniplex World Services Corporation	Director	N/A	N/A	Director - Northern Neck Insurance	6.0%	N/A	ICN Enterprises Omni Design Group Omni Sea Omni Ocean Omni Air
Randal R. Greene White Stone, VA	President & CEO of Bank of Lancaster	President and CEO and Director	President and CEO and Director	Director and Vice Chairman	Chief Manager - Creative Signs, LLC Chief Manager - Walnut Street Enterprises, LLC	1.2%	N/A	50% - Creative Signs, LLC 50% Walnut Street Enterprises, LLC
Kenneth O. Bransford, Jr. Kilmarnock, VA	Retired President Bank of Lancaster	Director	Vice Chairman and Director	Director	N/A	0.5%	N/A	None
Deborah M. Evans Wicomico Church, VA	CFO, Cashier & Sr. Vice President of Bank of Lancaster	CFO & Treasurer	CFO, Cashier and Senior Vice President	Treasurer	N/A	0.6%	N/A	None
Elizabeth H. Crowther Reedville, VA	President, Rappahannock Community College	Director	N/A	N/A	Director, Northern Neck Insurance	0.0%	N/A	100% - Night Sky, LLC
Douglas F. Jenkins Warsaw, VA	Executive Vice President and Chief Lending Officer of Bank of Lancaster	Vice President	Executive Vice President and Chief Lending Officer	N/A	N/A	0.7%	N/A	None
C. Dwight Clarke White Stone, VA	Partner Dehnert, Clarke & Co., P.C. (CPA Firm)	Director	Director	N/A	Vice President & Treasurer Dehnert, Clarke & Co., P.C.	0.2%	N/A	50% - Williams Steamboat, LLC 50% - Dehnert & Clarke