

MAR - 6 2014



Annual Report of Holding Companies — ~~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.

I, Roger C. Gillispie

Name of the Holding Company Director and Official
CEO and Director

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.

Roger Gillispie

Signature of Holding Company Director and Official

2-14-14

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 2623467
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 Bank Bankshares, Inc.

Legal Title of Holding Company

PO Box 3447

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

Danville VA 24543
City State Zip Code

336 Main Street, Danville, VA 24541

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Gilbert R Collins VP and Cashier

Name Title

434-793-6411

Area Code / Phone Number / Extension

434-797-5960

Area Code / FAX Number

gcollins@vabanktr.com

E-mail Address

vabanktr.com

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

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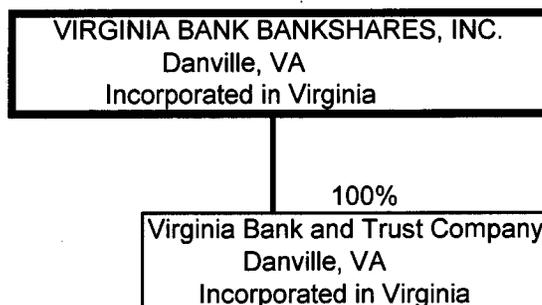
**Virginia Bank Bankshares, Inc.
Danville, Virginia
Fiscal Year Ending December 31, 2013**

Report Item

1: a. The BHC is not required to prepare form 10K with the SEC.

1: b. The BHC does prepare an annual report for its shareholders.

2a: Organizational Chart



2b. Branch List - Submitted via email on 2-6-14 to 'rich.fry6@rich.frb.org' -(no changes)

Results: A list of branches for your depository institution: VIRGINIA BANK AND TRUST COMPANY (ID_RSSD: 723822).
 This depository institution is held by VIRGINIA BANK BANKSHARES, INC. (2623467) of DANVILLE, 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)	723822	VIRGINIA BANK AND TRUST COMPANY	336 MAIN STREET	DANVILLE	VA	24541	DANVILLE CITY	UNITED STATES	10589	0	VIRGINIA BANK AND TRUST COMPANY	723822	
OK		Full Service	1927038	CHATHAM BRANCH	55 NORTH MAIN STREET	CHATHAM	VA	24531	PITTSYLVANIA	UNITED STATES	238036	4	VIRGINIA BANK AND TRUST COMPANY	723822	
OK		Full Service	1434394	AIRPORT BRANCH	1312 SOUTH BOSTON RD	DANVILLE	VA	24540	DANVILLE CITY	UNITED STATES	238035	3	VIRGINIA BANK AND TRUST COMPANY	723822	
OK		Full Service	3452794	BROSVILLE STATION BRANCH	10370 MARTINSVILLE HIGHWAY	DANVILLE	VA	24541	PITTSYLVANIA	UNITED STATES	452330	6	VIRGINIA BANK AND TRUST COMPANY	723822	
OK		Full Service	2763130	MOUNT HERMON OFFICE	4080 FRANKLIN TURNPIKE	DANVILLE	VA	24540	PITTSYLVANIA	UNITED STATES	238037	5	VIRGINIA BANK AND TRUST COMPANY	723822	
OK		Full Service	658223	NORTH DANVILLE BRANCH	3300 NORTH MAIN ST	DANVILLE	VA	24540	DANVILLE CITY	UNITED STATES	238034	2	VIRGINIA BANK AND TRUST COMPANY	723822	
OK		Full Service	169925	RIVERSIDE BRANCH	2600 RIVERSIDE DR	DANVILLE	VA	24540	DANVILLE CITY	UNITED STATES	238033	1	VIRGINIA BANK AND TRUST COMPANY	723822	
OK		Full Service	4228437	RUSTBURG BRANCH	1729 CALOHAN ROAD	RUSTBURG	VA	24588	CAMPBELL	UNITED STATES	521475	7	VIRGINIA BANK AND TRUST COMPANY	723822	

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Virginia Bank Bankshares, Inc.
 Danville, Virginia
 Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(C) (2)(a) (2)(b) (2)(C)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13			Shareholders 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		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country or Citizenship or Incorporation	(1)(C) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country or Citizenship or Incorporation	(2)(C) Number and Percentage of Each Class of Voting Securities
Milo B. Abercrombie Abercrombie Corporation Danville, VA 24541	USA	94,500 - 5.15% Common Stock 13,925 - 0.75% Common Stock	N/A		
Cede & Co. New York, NY 10004	USA	567,755 - 30.93% Common Stock			
Poquoson Tribe # 124 I.O.R.M. Danville, VA 24543	USA	183,904 - 10.02% Common Stock			

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Virginia Bank Bankshares, Inc.
Danville, Virginia
Fiscal Year Ending December 31, 2013

Report Item 4: Directors and Officers
(1) (2) (3)(a)(b)(C) and (4)(a)(b)(C)

(1) Names & 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% or more of voting securities are held (List names of companies and percentage of voting securities held)
John L. Foster Ringgold, VA 24586	Foster Insurance Agency	Director	Director Virginia Bank & Trust	Owner, Agent Foster Insurance	0.61%	N/A	Foster Insurance Agency 100%
Roger C. Gillispie Danville, VA 24541	President & CEO Virginia Bank & Trust	Director President & CEO	Director President & CEO Virginia Bank & Trust	N/A	0.19%	N/A	N/A
D. C. Hastings Ringgold, VA 24586	Retired President & CEO Virginia Bank & Trust	Director	Director Virginia Bank & Trust	N/A	1.17%	N/A	N/A
L. Frank King, Jr. Danville, VA 24540	Retired President & CEO Virginia Bank & Trust	Director	Director Virginia Bank & Trust	N/A	2.11%	N/A	N/A
Dr. Harry T. Kolendrianos Danville, VA 24540	Retired	Chairman	Chairman of Board Virginia Bank & Trust	N/A	1.85%	N/A	N/A
Donald W. Merricks Danville, Va. 24540	J W Squire Inc	Director	Director Virginia Bank & Trust	Owner J W Squire Inc & Rivercity Specialities	0.13%	N/A	J W Squire Inc & Rivercity Specialities 100%
Dr. Albert L. Payne Danville, VA 24541	Dentist	Vice Chairman	Vice Chairman of Board Virginia Bank & Trust	Dentist Albert L. Payne, DDS	0.38%	N/A	A.L. Payne, DDS 100%