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MAR-4 2014

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):
12/31/2013
Month / Day / Year

1. JOSEPH W. PAULINI
Name of the Holding Company Director and Official
CHAIRMAN OF THE BOARD
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
MILLENNIUM BANKSHARES CORPORATION
Legal Title of Holding Company
21430 CEDAR DRIVE # 200
(Mailing Address of the Holding Company) Street / P.O. Box
STERLING VA 20164
City State Zip Code

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:
MARK A. JEFFRIES, CFO
Name Title
703 464 1962
Area Code / Phone Number / Extension
866 218 1407
Area Code / FAX Number
mjeffries@millenniumbank.com
E-mail Address
www.millenniumbank.com
Address (URL) for the Holding Company's web page

Jul W Paulini
Signature of Holding Company Director and Official
02/26/2014
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

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RSSD ID 2767660
C.I. _____

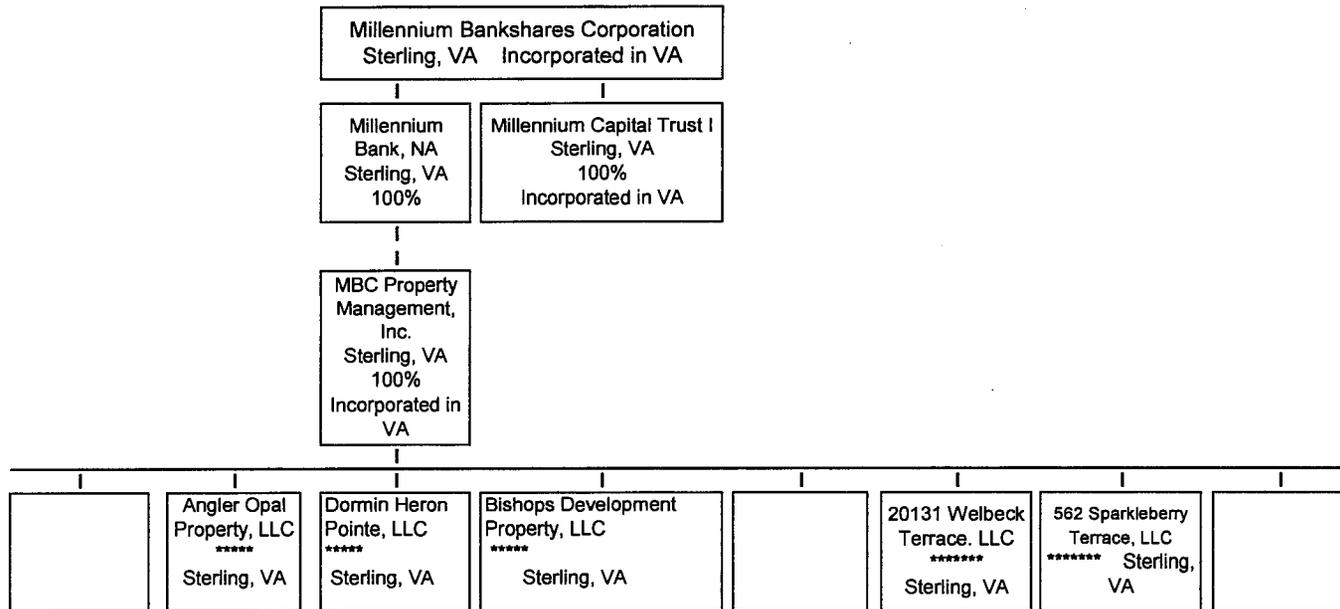
Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential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

Form FR Y-6

Millennium Bankshares Corporation
Sterling, VA
Fiscal Year Ending December 31, 2012

Report Item:

- 1) The bank holding company provides it's shareholders with the audited financial statements.
- 2) Organizational chart:



***** Not reportable on form FR Y-10.

Form FR Y-6

Millennium Bankshares Corporation
Sterling, VA
Fiscal Year Ending December 31, 2012

Report Item 3.1

<u>Name</u>	<u>Common Stock Beneficially Owned</u>	<u>Percentage Of Class</u>
Ross Branstetter **** McLean, VA U.S.A	24,100	13.48%
Frank E. Williams, Jr. **** Falls Church, VA U.S.A	25,466	14.24%
Barbara Wortley **** Boca Raton, Florida U.S.A	10,904	6.10%

**** = Estimates

Report Item 3.2

None

Form FR Y-6

Millennium Bankshares Corporation
Sterling, VA
Fiscal Year Ending December 31, 2013

Report Item 4

Name	Home Address	Principal Occupation if other than with Holding Co	Title & Position with Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses	Options Exercisable Within 60 days	Common Stock Beneficially Owned	Percentage Ownership	Companies with 25% or more Ownership Interest
Joseph W. Paulini	Vienna, Virginia	Consultant, International Manufacturing and Importing	Director and Chairman of the Board	Director, President & CEO, Chairman of the Board, Millennium Bank, N.A.	None.	115	483	0.27%	Express Greeting Cards, LLC-52% VERICORD, LLC - 50%
Robert T. Smoot	Great Falls, Virginia	Vice President - AECOM Federal Programs	Director,	Director Millennium Bank, N.A.	Owner, C-Squared Mgmt and Great Falls, VA	198	1,832	1.02%	C-Squared Mgmt & Dev LLC-100% East Holly Assoc. Prop. Mgmt.-25%
James W. Wolfe	Reston, Virginia	Owner/J Street Consulting, LLC	Director	Director Millennium Bank, N.A.	CEO, J Street Consulting, LLC Washington, DC	51	10	0.01%	J Street Consulting, LLC - 50% First Guard Technologies Corporation. - 33%
Fulkerson	Herndon, Virginia	Financial Consultant	None	Director Millennium Bank, N.A.	Financial Planner, Owner, Fulkerson Financial Group Herndon, VA	123	849	0.47%	Fulkerson Financial Grp 100%
Jeffery M. Johnson	Charlottesville, VA	Insurance	Director	Director Millennium Bank, N.A.		-	200	0.11%	
Gerald A. Hanweck	Vienna, VA	Professor of Finance	Director	Director Millennium Bank, N.A.	Professor of Finance George Mason University Fairfax, VA		111	0.06%	
Mark A. Jeffries	Leesburg, Virginia		EVP, Treasurer, CFO	Executive Vice President, Chief Financial Officer Millennium Bank, N.A.	None	60	0	0.00%	None.
						488	3,174	1.77%	
Total Outstanding @ 12/31/12		178,848							
Total Options Exercisable within 60 days		178,848							