



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, Robert R. Chapman III

Reporter's Name, Street, and Mailing Address

Bank of the James Financial Group, Inc.

Name of the Holding Company Director and Official

President & Director

Legal Title of Holding Company

828 Main St.

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.

Lynchburg VA 24504

City State Zip Code

same

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:

J. Todd Scruggs Sec - Treas

Name Title

434-455-7511

Area Code / Phone Number / Extension

434-455-7575

Area Code / FAX Number

tscruggs@bankofthejames.com

E-mail Address

www.bankofthejames.com

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

Signature of Holding Company Director and Official

27 FEB 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

For Federal Reserve Bank Use Only

RSSD ID 3217032
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

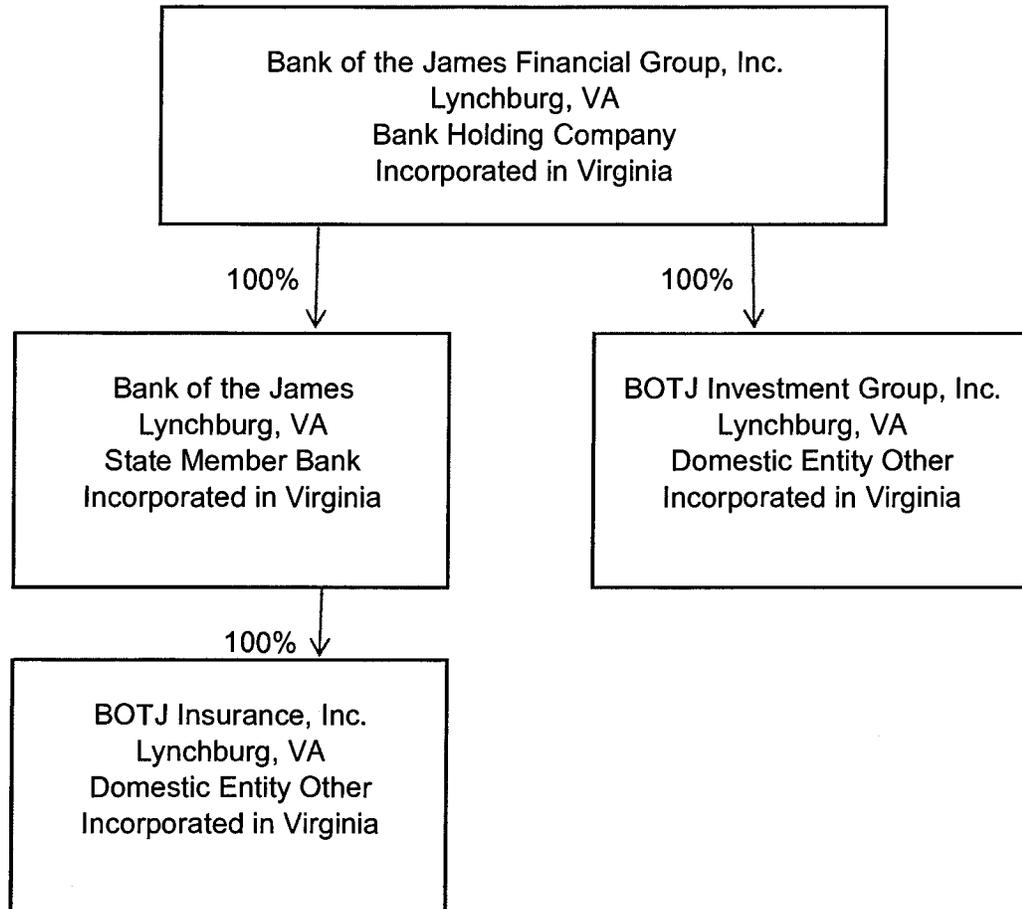
FR Y-6

**Bank of the James Financial Group, Inc.
Lynchburg, VA
Fiscal Year Ending December 31, 2013**

Report Item 1:

The bank holding company is registered with the Securities and Exchange Commission and therefore an annual report for its shareholders is not required to be enclosed.

Report Item 2a: Organizational Chart:



Report Item 2b:

The Branch Verification List for Bank of the James Financial Group, Inc. ID 3217032 was submitted via email to rich.fry6@rich.frb.org on February 27, 2014.

Report Item 3:

(1) There are no shareholders of record that directly or indirectly own, control, or hold with power to vote five (5) percent or more of any class of voting securities of Bank of the James Financial Group, Inc. as of its fiscal year ended December 31, 2013. There are no persons

Results: A list of branches for your depository institution: BANK OF THE JAMES (ID_RSSD: 2787770).
 This depository institution is held by BANK OF THE JAMES FINANCIAL GROUP, INC. (3217032) of LYNCHBURG, 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)	2787770	BANK OF THE JAMES	828 MAIN STREET	LYNCHBURG	VA	24504	LYNCHBURG CITY	UNITED STATES	Not Required	Not Required	BANK OF THE JAMES	2787770	
OK		Full Service	3843581	ALTAVISTA BRANCH	1110 MAIN STREET	ALTAVISTA	VA	24517	CAMPBELL	UNITED STATES	491970	8	BANK OF THE JAMES	2787770	
OK		Full Service	3558085	AMHERST BRANCH	164 SOUTH MAIN STREET	AMHERST	VA	24521	AMHERST	UNITED STATES	465460	6	BANK OF THE JAMES	2787770	
OK		Full Service	3847952	BEDFORD BRANCH	1405 OLD DOMINION BOULEVARD	BEDFORD	VA	24523	BEDFORD CITY	UNITED STATES	491969	7	BANK OF THE JAMES	2787770	
OK		Full Service	3235894	FOREST BRANCH	17000 FOREST ROAD	FOREST	VA	24551	BEDFORD	UNITED STATES	425198	3	BANK OF THE JAMES	2787770	
OK		Full Service	3441659	BOONSBORO BRANCH	4935 BOONSBORO ROAD SUITE C	LYNCHBURG	VA	24503	LYNCHBURG CITY	UNITED STATES	452499	5	BANK OF THE JAMES	2787770	
OK		Full Service	2962090	CHESTNUT HILL OFFICE BRANCH	5204 FORT AVENUE	LYNCHBURG	VA	24502	LYNCHBURG CITY	UNITED STATES	362096	1	BANK OF THE JAMES	2787770	
OK		Full Service	3302086	LYNCHBURG BRANCH	615 CHURCH STREET	LYNCHBURG	VA	24504	LYNCHBURG CITY	UNITED STATES	78173	0	BANK OF THE JAMES	2787770	
OK		Limited Service	4170563	WESTMINSTER CANTERBURY BRANCH	501 VES ROAD	LYNCHBURG	VA	24503	LYNCHBURG CITY	UNITED STATES	511455	9	BANK OF THE JAMES	2787770	
OK		Full Service	3119770	AMHERST HIGHWAY BRANCH	4698 SOUTH AMHERST HIGHWAY	MADISON HEIGHTS	VA	24572	AMHERST	UNITED STATES	364199	2	BANK OF THE JAMES	2787770	

that hold options or warrants or other securities or rights that can be converted or exercised for voting securities of Bank of the James Financial Group, Inc. which in the aggregate, and including voting shares currently held would equal or exceed 5 percent of such class of securities.

(2) There were no shareholders of record that directly or indirectly owned, controlled, or held with power to vote five (5) percent or more of any class of voting securities of Bank of the James Financial Group, Inc. at any time during its fiscal year ended December 31, 2013.

Report Item 4:

Attached

Form FR Y-6
Bank of the James Financial Group, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders
(1), (2), (3)a,b,c, and (4)a,b,c

(1) Name & 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% of more of voting securities are held (List names of companies and percentage of voting securities held)
Lewis C. Addison Amherst, VA	Executive Management	Director	Director Bank of the James	SVP - CFO Centra Health, Inc.	0.42%	None	None
John R. Alford, Jr. Lynchburg, VA	Attorney	Director	Director Bank of the James	Attorney - Partner Caskie & Frost, P.C.	0.30%	None	Camden Properties, LLC - 100% EC Delivery, Inc. - 50%
William C. Bryant III Forest, VA	Auctioneer, Appraiser, Realtor	Director	Director Bank of the James	President Counts Realty & Auction Group	0.69%	None	TIG, LLC - 33% Jamesview Investment, LLC - 100% Turner-Bryant, LLC - 50% WCB Construction, Inc. - 100% West Crossing, LLC - 30% Farmington Construction, LLC - 45% Colonial Title Insurance - 33% Advantage Title & Closing, LLC - 33% Woodland Investment Group, LLC - 36.67% Woodland Investment Properties, LLC - 35.63% Ted Counts Realty & Auction, Inc. - 100% Cityview By the James, LLC - 100% Timberland Investment Group, LLC - 50% Chesley Group, LLC - 50%
Robert R. Chapman III Lynchburg, VA	N/A	Director & President	Director, CEO & President - Bank of the James Director, CEO - BOTJ Investment Group, Inc.	N/A	3.55%	None	None
Donna S. Clark Lynchburg, VA	Furniture Sales	Director	Director Bank of the James	Sec. & General Counsel Schewel Furniture Co, Inc.	1.23%	None	Abbe Partnership - 25% Front Royal Building Associates - 25% Schewel - Altavista - 50% Schewel - Franklin - 25% Schewel - Oxford - 33% Schewel - South Hill - 33% Schewel - Williamston - 33% Schewel - Winchester - 33% Schewel Furniture Co., Inc. - 30% Blackstone Partners, LLC - 25% Peppers Ferry Partners LLC - 33%

Form FR Y-6
Bank of the James Financial Group, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders
(1), (2), (3)a,b,c, and (4)a,b,c

(1) Name & 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% of more of voting securities are held (List names of companies and percentage of voting securities held)
James F. Daly Lynchburg, VA	Hotel Development and Management	Director	Director Bank of the James	President Daly Seven, Inc.	1.24%	None	None
Julie P. Doyle Lynchburg, VA	Research & Product Testing	Director	Director Bank of the James	President & Executive Director - Education & Research Foundation, Inc.	0.08%	None	The E&R Foundation, Inc. - 50% 2095 Associates, LLC - 50%
Watt R. Foster, Jr. Brookneal, VA	Wholesale & Retail Fuel Sales	Director	Director Bank of the James	President & CEO Foster Fuels, Inc.	2.29%	None	Foster Fuels, Inc. - 100% Cody Forks, LLC - 100% Phelps Creek Angus Farm, Inc. - 100% Foster Family Farms - 25% WRF Properties - 100% Sports Properties, LLC - 100% 29 Properties, LLC - 100% Flat Creek Property, LLC - 50% F & C Property Development, LLC - 50% Hermitage Farms, LLC - 80% WRF Residential, LLC - 100% WRF Lake, LLC - 100% WRF Peaks of Otter, LLC - 100% WRF Danville, LLC - 100% WRF Lynchburg, LLC - 100% WRF Neighbors, LLC - 100% Foster Family Holdings, LLC - 100%
Donald M. Giles Lynchburg, VA	Leather Wholesaler	Director	Director Bank of the James	Chairman Moore & Giles, Inc.	1.91%	None	Moore & Giles, LLC 55%
Augustus A. Petticoles, Jr. Lynchburg, VA	Dentist	Director	Director Bank of the James	Dentist Dr. Augustus A. Petticoles, Jr. General Dentistry	0.06%	None	None

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Thomas W. Pettyjohn, Jr. Lynchburg, VA	Investment Advisory	Director & Chairman	Director & Chairman Bank of the James	Investment Advisor Davidson & Garrard, Inc.	0.47%	None	None
J. Todd Scruggs Lynchburg, VA	N/A	Director, Secretary & Treasurer	EVP, CFO, & Sec Bank of the James Director, VP & Sec/Treas - BOTJ Investment Group, Inc.	N/A	1.37%	None	SSS Investments, LLC - 33%
Harry P. Umberger Lynchburg, VA	N/A	N/A	EVP & Senior Credit Officer Bank of the James	N/A	0.14%	None	None
Angelia R. Johnson Lynchburg, VA	N/A	N/A	EVP & Retail Branch Administrator Bank of the James	N/A	0.00%	None	None
Brian E. Cash Lynchburg, VA	N/A	N/A	President, Mortgage Division Bank of the James	N/A	0.00%	None	None
Brandon P. Farmer Lynchburg, VA	N/A	N/A	EVP & Senior Operations Officer Bank of the James	N/A	0.02%	None	ABF Enterprises, LLC - 50%
Michael A. Syrek Lynchburg, VA	N/A	N/A	EVP & Chief Lending Officer Bank of the James	N/A	0.21%	None	None