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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

Board of Governors of the Federal Reserve System

FRB RICHMOND



Annual Report of Holding Companies—FR Y-6

COPY

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, Brian K. Plum

Name of the Holding Company Director and Official
President and Chief Executive Officer

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.

Signature of Holding Company Director and Official
03/16/2015

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 1426960
C.I.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Blue Ridge Bankshares, Inc.

Legal Title of Holding Company

17 West Main Street/PO Box 609

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

Luray VA 22835
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Amanda G. Story Chief Financial Officer

Name Title

540-843-5208

Area Code / Phone Number / Extension

540-743-5536

Area Code / FAX Number

astory@mybrb.com

E-mail Address

N/A

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

Does the reporter request confidential treatment for any portion of this submission?

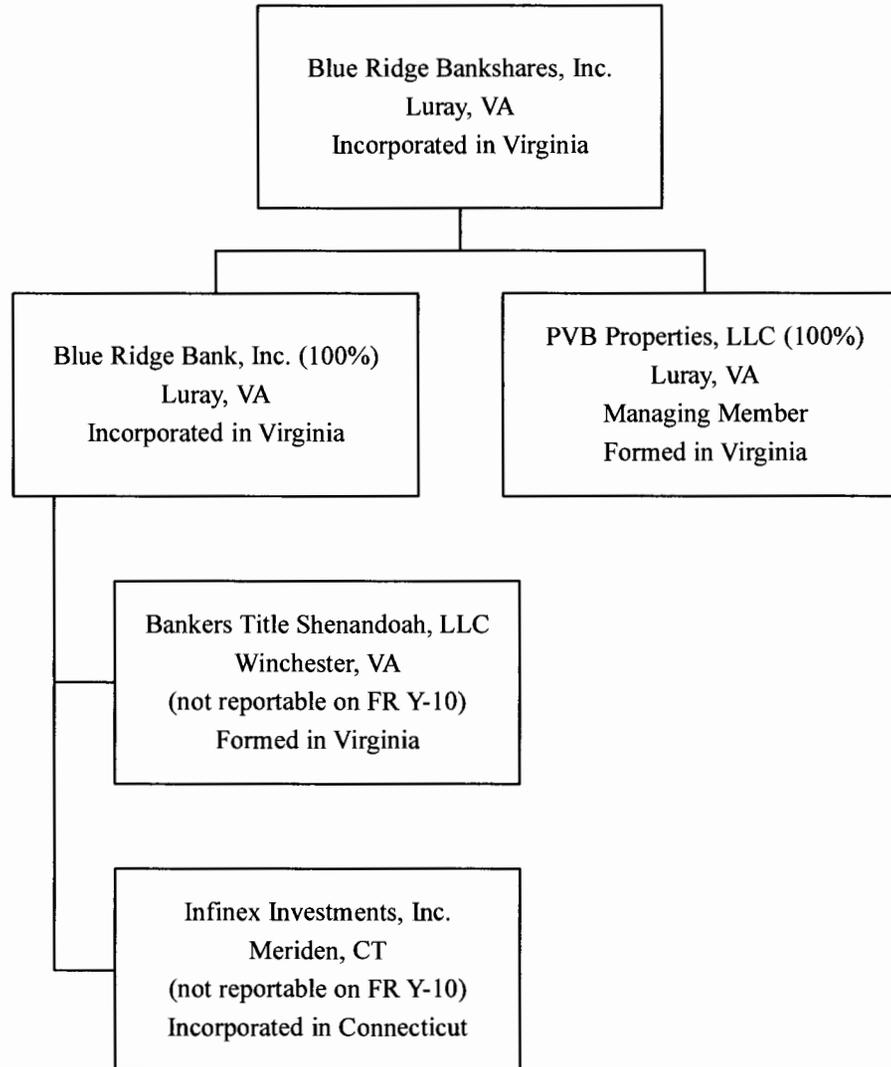
Yes Please identify the report items to which this request applies:

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

Blue Ridge Bankshares, Inc.
Organizational Chart
FR Y-6 Item 2a



Results: A list of branches for your depository institution: BLUE RIDGE BANK, INC. (ID_RSSD: 233527)
 This depository institution is held by BLUE RIDGE BANKSHARES, INC. (1426960) of LURAY, VA
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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*
OK	12/31/2014	Full Service (Head Office)	233527	BLUE RIDGE BANK, INC.	17 WEST MAIN STREET	LURAY	VA	22835	PAGE	UNITED STATES	4618	0	BLUE RIDGE BANK, INC.	233527
OK	12/31/2014	Full Service	3811971	CHARLOTTESVILLE BRANCH	1807 SEMINOLE TRAIL	CHARLOTTESVILLE	VA	22901	ALBEMARLE	UNITED STATES	478997	4	BLUE RIDGE BANK, INC.	233527
OK	12/31/2014	Full Service	4665685	HARRISONBURG BRANCH	563 NEFF AVENUE, SUITE B	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	Not Required	Not Required	BLUE RIDGE BANK, INC.	233527
OK	12/31/2014	Full Service	3181003	MCGAHEYSVILLE BRANCH	9972 SPOTSWOOD TRAIL	MC GAHEYSVILLE	VA	22840	ROCKINGHAM	UNITED STATES	419197	3	BLUE RIDGE BANK, INC.	233527
OK	12/31/2014	Full Service	3103265	SHENANDOAH BRANCH	600 SOUTH THIRD STREET	SHENANDOAH	VA	22849	PAGE	UNITED STATES	364016	2	BLUE RIDGE BANK, INC.	233527

Blue Ridge Bankshares, Inc.
Principal Shareholders
FR Y-6 Item 3

5% or More Owned at Year-End

Shareholder Name	City/State of Residence	Citizenship	Number of Shares Owned	Percent of Shares Owned
Siena Capital	Chicago, IL	United States of America	125,655	9.89%
Richard T. Spurzem	Charlottesville, VA	United States of America	125,600	9.89%
Larry Dees *	Luray, VA	United States of America	104,714	8.24%
Susan S. Dees *	Luray, VA	United States of America	104,714	8.24%

5% or More Owned During the Year, But Not at Year-End

Shareholder Name	City/State of Residence	Citizenship	Number of Shares Owned	Percent of Shares Owned
N/A				

Note: Blue Ridge Bankshares, Inc. has only one class of voting stock.

* Larry and Susan Dees are husband and wife. Though shares are individually owned, the ownership listed for each represents the combined interest.

Blue Ridge Bankshares, Inc.

List of Insiders

FR Y-6 Item 4

Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title and Position with Bank Holding Company	Title and Position with Subsidiaries *	Title and Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares; Subsidiaries **	Entities with 25% or more voting securities ownership
Mensel D. Dean, Jr. Bridgewater, VA, USA	Certified Public Accountant	Director	Director	Partner PBMares, LLP	1.57%	0.00%	First Street Mill, LLC (25%)
Larry Dees Luray, VA, USA	Retired	Chairman	Director	N/A	8.24%	0.00%	N/A
James E. Gander, II Luray, VA, USA	Farmer	Director	Director	N/A	0.37%	0.00%	N/A
John H. Graves Luray, VA, USA	President/ Chief Executive Officer	Director	Director	President/CEO Luray Caverns Corporation	0.10%	0.00%	Luray Caverns Corporation (33.3%)
Robert S. Janney Luray, VA, USA	Attorney	Director	Director	Manager Janney & Janney, PLC Owner Lex Properties Manager Janney Properties, LLC Vice-President Blue Ridge Land Title, Inc. Member Wasp Leg, LLC Manager Locke Willow Farm, LLC Manager Janney Investments, LLC	2.77%	0.00%	Janney & Janney, PLC (100%) Lex Properties (100%) Janney Properties, LLC (50%) Blue Ridge Land Title, Inc. (33.3%) Wasp Leg, LLC (50%) Locke Willow Farm, LLC (50%) Janney Investments, LLC (50%)
Richard L. Masincup Luray, VA, USA	Retired	Director	Director	N/A	3.78%	0.00%	N/A
Brian K. Plum Luray, VA, USA	N/A	Director President	Director & President/ Chief Executive Officer	Member GPSW Holdings, LLC	0.45%	0.00%	GPSW Holdings, LLC (25%)

Blue Ridge Bankshares, Inc.
List of Insiders
FR Y-6 Item 4

Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title and Position with Bank Holding Company	Title and Position with Subsidiaries *	Title and Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares; Subsidiaries **	Entities with 25% or more voting securities ownership
Richard T. Spurzem Charlottesville, VA, USA	Real Estate Investor	Director	Director	President Neighborhood Properties, Inc. President Neighborhood Development, Inc. Manager Neighborhood Investments, LLC Manager Neighborhood Investments-JR, LLC Manager Neighborhood Investments-BL, LLC Manager Neighborhood Investments-GP, LLC President Neighborhood Investments-WA, Inc. Manager Neighborhood Investments-TC, LLC Manager Neighborhood Investments-WP, LLC Manager Neighborhood Investments-DMV, LLC Manager Neighborhood Investments-LL, LLC Manager Neighborhood Investments-CA, LLC Manager Waynesboro Village, LLC	9.89%	0.00%	Neighborhood Properties, Inc. (100%) Neighborhood Development, Inc. (100%) Neighborhood Investments, LLC (100%) Neighborhood Investments-JR, LLC (100%) Neighborhood Investments-BL, LLC (100%) Neighborhood Investments-GP, LLC (100%) Neighborhood Investments-WA, Inc. (100%) Neighborhood Investments-TC, LLC (100%) Neighborhood Investments-WP, LLC (51%) Neighborhood Investments-DMV, LLC (51%) Neighborhood Investments-LL, LLC (51%) Neighborhood Investments-CA, LLC (51%) Waynesboro Village, LLC (49.9%)
William W. Stokes Charlottesville, VA, USA	Chief Financial Officer	Director	Director	Chief Financial Officer Bio-Cat, Inc.	0.16%	0.00%	N/A
Amanda G. Story Luray, VA, USA	N/A	Secretary	Chief Financial Officer	N/A	0.03%	0.00%	N/A
Malcolm R. Sullivan, Jr. Harrisonburg, VA, USA	President/ Chief Executive Officer	Director	Director	Chairman of Board/CFO Sullivan Mechanical Contractors, Inc. Manager Sullivan Group, LLC President Sullivan Group II, Inc. Manager Fox Trot Farm, LLC	0.46%	0.00%	Sullivan Mechanical Contractors, Inc. (28%) Sullivan Group, LLC (25%) Sullivan Group II, Inc. (50%) Fox Trot Farm, LLC (50%)

* All subsidiary titles are with Blue Ridge Bank, Inc.

** All subsidiaries are 100% owned by Blue Ridge Bankshares, Inc.