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.

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.

Randal R. Greene
Name of the Holding Company Director and Official
President and CEO

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 281, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Deborah M. Evans
Name

Treasurer and PFO
Title

Bay Banks of Virginia, Inc.
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
Name

Treasurer and PFO
Title

804-435-5202
Area Code / Phone Number / Extension

804-435-0543
Area Code / FAX Number
devans@banklanc.com
E-mail Address

www.baybanks.com
Address (URL) for the Holding Company's web page

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014

Month / Day / Year
N/A

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

Signature of Holding Company Director and Official
03/30/2015

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 25640605
C.1.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20560.
Bay Banks of Virginia, Inc.
100 South Main Street
P.O. Box 1869
Kilmarnock, Virginia 22482

For the Year Ended December 31, 2014

Form FR Y-6
Annual Report of Holding Companies

Item 1: Annual Report to Shareholders Not applicable (Form 10-K filed with SEC on 3/25/2015)

Item 2a: Organization Chart Attached

Item 2b: Domestic Branch Listing No corrections (e-mailed on 3/19/2015)

Item 3(1): Securities Holders Attached

Item 3(2): Securities Holders None

Item 4(1-4): Insiders Attached
<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Type</th>
<th>Branch ID #</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID #</th>
<th>Comments</th>
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</thead>
<tbody>
<tr>
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<td>Full Service</td>
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<td>100 MAIN STREET</td>
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<td>VA</td>
<td>22482</td>
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<td>UNITED STATES</td>
<td>7149</td>
<td>01 BANK OF LANCASTER</td>
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<td>34425</td>
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</tr>
<tr>
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<td>34425</td>
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</tbody>
</table>

Note: To verify 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.
## Report Item 3 (1): Securities Holders

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Shares of Common Stock</th>
<th>Options on Common Stock</th>
<th>Total Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Julien Patterson, Bonita Springs, FL, USA</td>
<td>295,812</td>
<td>3,561</td>
<td>299,373</td>
</tr>
<tr>
<td>Maltese Capital Management, LLC, New York, NY, USA</td>
<td>476,200</td>
<td>0</td>
<td>476,200</td>
</tr>
<tr>
<td>Stanley Woodward, Jr. &amp; Marie Jose’ B. Woodward, Charlottesville, VA, USA</td>
<td>352,948</td>
<td>0</td>
<td>352,948</td>
</tr>
</tbody>
</table>
**FORM FR-Y-6**  
December 31, 2014

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title of Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (including names of subsidiaries)</th>
<th>Title &amp; Position with other businesses (including names of other businesses)</th>
<th>Percentage of Voting shares in Bank Holding Co.</th>
<th>Percentage of Voting shares in Subs</th>
<th>Names of other Companies if 25% or more of voting securities are held (including percentage held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert F. Hurliman, Retired, Director of Vehicle Logistics of DaimlerChrysler Corp.</td>
<td>Chairman of the Board and Director</td>
<td>Chairman</td>
<td>N/A</td>
<td>President, SIFA Corporation</td>
<td>0.6%</td>
<td>N/A</td>
<td>None</td>
</tr>
<tr>
<td>Richard A. Farrar, III</td>
<td>Insurance Owner, Insurance Agency</td>
<td>Chairman of the Board and Director</td>
<td>N/A</td>
<td>President, B H Baird Insurance Agency &amp; Teledwater Auto Insurance Clinic (Warsaw, VA) Manager, R&amp;S Properties, LLC (Montana) Director, Keystone Insurers Group</td>
<td>1.1%</td>
<td>N/A</td>
<td>100% - SIFA Corporation 50% - R&amp;S Properties, LLC</td>
</tr>
<tr>
<td>Julian G. Patterson</td>
<td>Retired Founder and Past Chairman of Omnixplex World Services Corporation</td>
<td>Director</td>
<td>N/A</td>
<td>Director - Northern Neck Insurance</td>
<td>6.0%</td>
<td>N/A</td>
<td>Revocable Trust of Julian G. Patterson Dated January 24, 2003 *</td>
</tr>
<tr>
<td>Randal R. Greene, President &amp; CEO of Bank of Lancaster</td>
<td>President and CEO and Director</td>
<td>Director</td>
<td>N/A</td>
<td>Chief Manager - Creative Signs, LLC</td>
<td>1.2%</td>
<td>N/A</td>
<td>50% - Creative Signs, LLC 50% Walnut Street Enterprises, LLC 50% G &amp; S Properties 50% Woods and Greene</td>
</tr>
<tr>
<td>Kenneth O. Bransford, Jr.</td>
<td>Retired President Bank of Lancaster</td>
<td>Director</td>
<td>N/A</td>
<td>Director, Northern Neck Insurance</td>
<td>0.6%</td>
<td>N/A</td>
<td>None</td>
</tr>
<tr>
<td>Deborah M. Evans, CFO, Cashier &amp; Sr. Vice President of Bank of Lancaster</td>
<td>CFO, Cashier and Treasurer</td>
<td>CFO, Cashier and Treasurer</td>
<td>N/A</td>
<td></td>
<td>0.6%</td>
<td>N/A</td>
<td>None</td>
</tr>
<tr>
<td>Elizabeth H. Crowther, President, Rappahannock Community College</td>
<td>Director</td>
<td>N/A</td>
<td>Director, Northern Neck Insurance</td>
<td></td>
<td>0.0%</td>
<td>N/A</td>
<td>50% - Night Sky, LLC</td>
</tr>
<tr>
<td>Douglas F. Jenkins, Executive Vice President and Chief Lending Officer of Bank of Lancaster</td>
<td>Vice President</td>
<td>Executive Vice President and Chief Lending Officer</td>
<td>N/A</td>
<td></td>
<td>0.7%</td>
<td>N/A</td>
<td>None</td>
</tr>
<tr>
<td>C. Dwight Clarke, Partner Dehnert, Clarke &amp; Co., P.C. (CPA Firm)</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>Vice-President &amp; Treasurer Dehnert, Clarke &amp; Co., P.C.</td>
<td>0.2%</td>
<td>N/A</td>
<td>50% - Williams Steamboat, LLC 50% - Dehnert &amp; Clarke</td>
</tr>
</tbody>
</table>

*The Trust owns several entities of which voting securities of over 25% are held. If you have any questions, please contact the Corporate Secretary at Bay Banks of Virginia, Inc.*