### 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 26A 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.

L.C. Frank Scott, III  
Name of the Holding Company Director and Official  
CEO/President/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 Rule 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.

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)  
Legal Title of Holding Company  
Virginia BanCorp, Inc.  
Mailing Address of the Holding Company  
407 North Ridge Road  
Street  
P.O. Box  
City  
Richmond  
VA  
23229  
State  
Zip Code  
Physical Location (if different from mailing address)  
Person to whom questions about this report should be directed:  
Karen C. Miller  
Name  
Vice President  
Title  
804-518-2604  
Area Code / Phone Number / Extension  
804-861-0118  
Area Code / FAX Number  
kmmiller@vacommbank.com  
E-mail Address  
Address (URL) for the Holding Company's web page  

For federal Reserve Bank Use Only  

RSSDID  
37764.36  
C.I.

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 forms 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 20503.

10/2014
Report Item:

1) The bank holding company prepares an annual report for its securities holders. Two copies are enclosed.

2) Organizational Chart

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Virginia BanCorp, Inc.  
Richmond, Virginia  
(State of Incorporation: VA)
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100%  

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Virginia Commonwealth Bank  
Petersburg, Virginia  
(State of Incorporation: VA)
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<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID (RSSD*)</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State Code</th>
<th>Type</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID (RSSD*)</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>4101521</td>
<td>Full Service</td>
<td>534774</td>
<td>VIRGINIA COMMONWEALTH BANK</td>
<td>1421 WEST CITY POINT ROAD</td>
<td>RICHMOND</td>
<td>VA</td>
<td>23805</td>
<td>PETERSBURG</td>
<td>UNITED STATES</td>
<td>27931</td>
<td>106 VIRGINIA COMMONWEALTH BANK</td>
<td>534774</td>
<td></td>
</tr>
<tr>
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<td>4101556</td>
<td>Full Service</td>
<td>534774</td>
<td>VIRGINIA COMMONWEALTH BANK</td>
<td>1421 SOUTH SYCAMORE STREET</td>
<td>RICHMOND</td>
<td>VA</td>
<td>23805</td>
<td>PETERSBURG</td>
<td>UNITED STATES</td>
<td>27931</td>
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<td>VIRGINIA COMMONWEALTH BANK</td>
<td>1421 SOUTH SYCAMORE STREET</td>
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<td>VA</td>
<td>23805</td>
<td>PETERSBURG</td>
<td>UNITED STATES</td>
<td>27931</td>
<td>106 VIRGINIA COMMONWEALTH BANK</td>
<td>534774</td>
<td></td>
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</table>
Report Item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Name</th>
<th>Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pamela M. Comstock</td>
<td>USA</td>
<td>203,900 shares - 5.15% Common stock</td>
<td>none</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Colonial Heights, Virginia</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Virginia Commonwealth Bank Employee Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ownership Plan, Petersburg, VA</td>
<td>USA</td>
<td>618,209 shares - 15.63% Common stock</td>
<td>none</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name</td>
<td>City, State, Country</td>
<td>Occupation, if other than with Bank Holding Company</td>
<td>Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>Title &amp; Position with Other Businesses (include names of other businesses)</td>
<td>Percentage of Voting Shares in Bank Holding Company</td>
</tr>
<tr>
<td>-------------------------------------------</td>
<td>-----------------------------</td>
<td>-----------------------------------------------------</td>
<td>-----------------------------------------------------------------</td>
<td>-------------------------------------------------------------------</td>
<td>-------------------------------------------</td>
</tr>
<tr>
<td>Robert E. Baxter, Midlothian, Virginia</td>
<td></td>
<td>Retired President, Saraco Corporation, a real estate holding company</td>
<td>Director - Virginia Commonwealth Bank</td>
<td>n/a</td>
<td>1.48%</td>
</tr>
<tr>
<td>James B. McNeer, Petersburg, Virginia</td>
<td></td>
<td>Retired President, Richard Bland College</td>
<td>Director - Virginia Commonwealth Bank</td>
<td>n/a</td>
<td>0.11%</td>
</tr>
<tr>
<td>James P. Vanlandingham, Petersburg, Virginia</td>
<td></td>
<td>Retired President, Builders Supply Company of Petersburg</td>
<td>Director - Virginia Commonwealth Bank</td>
<td>Retired President/CEO/Director of Builders Supply Company of Petersburg, Inc.</td>
<td>0.20%</td>
</tr>
<tr>
<td>C. Frank Scott, III, Manakin-Sabot, Virginia</td>
<td></td>
<td>n/a</td>
<td>Vice Chairman, President, CEO, Director</td>
<td>n/a</td>
<td>3.42%</td>
</tr>
<tr>
<td>Larry C. Tucker, Petersburg, Virginia</td>
<td></td>
<td>n/a</td>
<td>Chairman, Director - Virginia Commonwealth Bank</td>
<td>n/a</td>
<td>1.51%</td>
</tr>
<tr>
<td>C. Phillips Ferguson, Suffolk, Virginia</td>
<td></td>
<td>Director - Virginia Commonwealth Bank</td>
<td>Director - Virginia Commonwealth Bank</td>
<td>Commonwealth Attorney, City of Suffolk, Virginia</td>
<td>0.51%</td>
</tr>
<tr>
<td>Name</td>
<td>City, State, Country</td>
<td>Principal Occupation, if other than with Bank Holding Company</td>
<td>Title &amp; Position with Bank Holding Company</td>
<td>Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>Title &amp; Position with Other Businesses (include names of other businesses)</td>
</tr>
<tr>
<td>-----------------------------</td>
<td>----------------------</td>
<td>---------------------------------------------------------------</td>
<td>-------------------------------------------</td>
<td>------------------------------------------------------------------</td>
<td>---------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Lawrence Ashworth</td>
<td>Richmond, Virginia</td>
<td>Retired Bank Executive</td>
<td>Director - Virginia Commonwealth Bank</td>
<td>President, Gilbert C. Martin Co; Director of Colonial Heights Development Corporation; Managing Partner of Nitram Properties, LLC and Dupuy Court Apartments, LLC</td>
<td>0.01% 5.15%</td>
</tr>
<tr>
<td>Pamela M. Comstock</td>
<td>Colonial Heights, Virginia</td>
<td>President, Gilbert C. Martin Company Building Contractors</td>
<td>Director - Virginia Commonwealth Bank</td>
<td></td>
<td>5.15%</td>
</tr>
<tr>
<td>R.F. Burke Steele, Jr.</td>
<td>Petersburg, Virginia</td>
<td>Medical Doctor</td>
<td>Director - Virginia Commonwealth Bank</td>
<td>Executive Vice President, Treasurer, and Chief Financial Officer - Virginia Commonwealth Bank</td>
<td>2.72%</td>
</tr>
<tr>
<td>James A. Wilson, Jr.</td>
<td>Petersburg, Virginia</td>
<td>n/a</td>
<td>VP/Treasurer</td>
<td>Owner, Professional Salon Concepts, Inc.</td>
<td>0.91%</td>
</tr>
<tr>
<td>Vanessa C. Scott</td>
<td>Petersburg, Virginia</td>
<td>n/a</td>
<td>Corporate Secretary</td>
<td>Senior Vice President, Secretary - Virginia Commonwealth Bank</td>
<td>0.00%</td>
</tr>
<tr>
<td>Virginia Commonwealth Bank</td>
<td>Petersburg, Virginia</td>
<td>n/a</td>
<td>n/a</td>
<td>n/a</td>
<td>15.63%</td>
</tr>
</tbody>
</table>