This Report is required by law, Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (d)(1)(A)); Section 8(e) 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 611(a)); 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 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

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 25890465
C.I. 1

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.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015

Month / Day / Year

N/A

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

Reporters’ Name, Street, and Mailing Address

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 Treasurer and PFO

Name Title

604-435-5202 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

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
Bay Banks of Virginia, Inc.
100 South Main Street
P.O. Box 1869
Kilmarnock, Virginia 22482

For the Year Ended December 31, 2015

Form FR Y-6
Annual Report of Holding Companies

<table>
<thead>
<tr>
<th>Item 1:</th>
<th>Annual Report to Shareholders</th>
<th>Not applicable (Form 10-K filed with SEC on 3/28/2016)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Item 2a: Organization Chart</td>
<td>Attached</td>
<td></td>
</tr>
<tr>
<td>Item 2b: Domestic Branch Listing</td>
<td>No corrections (e-mailed on 3/10/2016)</td>
<td></td>
</tr>
<tr>
<td>Item 3(1): Securities Holders</td>
<td>Attached</td>
<td></td>
</tr>
<tr>
<td>Item 3(2): Securities Holders</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Item 4(1-4): Insiders</td>
<td>Attached</td>
<td></td>
</tr>
</tbody>
</table>
Bay Banks of Virginia, Inc.
Kilmarnock, Virginia
December 31, 2015

Bay Banks of Virginia, Inc.
A Bank Holding Company
NO LEI
Kilmarnock, VA
Incorporated in Virginia

Bank of Lancaster
A state chartered, FDIC insured
Bank
NO LEI
Kilmarnock, VA
Established in Virginia
100%

Bay Services Company, Inc.
NO LEI
Kilmarnock, VA
Incorporated in Virginia
100%

Bankers Title of Shenandoah, LLC
NO LEI
Winchester, VA
Organized in Virginia
7% (non-managing Member)

Bay Trust Company
A Trust and Fiduciary Services Provider
NO LEI
Kilmarnock, VA
Established in Virginia
100%
### Results: A list of branches for your depository institution: BANK OF LANCASTER (ID_RSID: 34425)

This depository institution is held by RAY BANKS OF VIRGINIA, INC. (2560665) at KILMARNOCK, VA.

The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

**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.
- **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 form, 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 hard 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](https://y10online.federalreserve.gov).

*FDIC UNIRNUM, Office Number, and ID_RSID columns are for reference only. Verification of these values is not required.*

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSID*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNIRNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSID*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>34425</td>
<td>BANK OF LANCASTER</td>
<td>100 S MAIN STREET</td>
<td>KILMARNOCK</td>
<td>VA</td>
<td>22442</td>
<td>LANCASTER</td>
<td>UNITED STATES</td>
<td>71888</td>
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<td>BANK OF LANCASTER</td>
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<tr>
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<td>Full Service</td>
<td>38030976</td>
<td>BURGESS BRANCH</td>
<td>11004 NORTHUMBERLAND HIGHWAY</td>
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<td>VA</td>
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<td>UNITED STATES</td>
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<td>CALLAG BRANCH</td>
<td>58 SANDY ST STREET</td>
<td>CALLAG</td>
<td>VA</td>
<td>22445</td>
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<td>OK</td>
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<td>Full Service</td>
<td>5199917</td>
<td>COLONIAL BEACH BRANCH</td>
<td>680 MCKENHAY COURT</td>
<td>COLONIAL BEACH</td>
<td>VA</td>
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<td>UNITED STATES</td>
<td>490350</td>
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<td>HARTFIEL BRANCH</td>
<td>30800 GENERAL PULLER HIGHWAY</td>
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<td>VA</td>
<td>22470</td>
<td>WOODSIDE</td>
<td>UNITED STATES</td>
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<td>7864228</td>
<td>MONTROSS BRANCH</td>
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<td>Full Service</td>
<td>4755935</td>
<td>POTTerson AVENUE</td>
<td>10720 POTTerson AVENUE</td>
<td>POTTerson</td>
<td>VA</td>
<td>22331</td>
<td>RICHMOND</td>
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<tr>
<td>OK</td>
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<td>WASHINGTON BRANCH</td>
<td>495 RICHMOND ROAD</td>
<td>WASHINGTON</td>
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<td>228905</td>
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</tr>
<tr>
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<td>Full Service</td>
<td>3490985</td>
<td>WHITE STONE BRANCH</td>
<td>1188 RAPPAHANNOCK OFFICE</td>
<td>WHITE STONE</td>
<td>VA</td>
<td>22476</td>
<td>LANCASTER</td>
<td>UNITED STATES</td>
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<td>BANK OF LANCASTER</td>
<td>34425</td>
<td></td>
</tr>
</tbody>
</table>
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</td>
<td>299,873</td>
<td>4,061</td>
<td>303,934</td>
</tr>
<tr>
<td>Bonita Springs, FL, USA</td>
<td>6.0%</td>
<td>0.1%</td>
<td>6.1%</td>
</tr>
<tr>
<td>Maltese Capital Management, LLC</td>
<td>472,700</td>
<td>0</td>
<td>472,700</td>
</tr>
<tr>
<td>New York, NY, USA</td>
<td>9.5%</td>
<td>0.0%</td>
<td>9.5%</td>
</tr>
<tr>
<td>Stanley Woodward, Jr. &amp; Marie Jose' B. Woodward</td>
<td>352,948</td>
<td>0</td>
<td>352,948</td>
</tr>
<tr>
<td>Charlottesville, VA, USA</td>
<td>7.1%</td>
<td>0.0%</td>
<td>7.1%</td>
</tr>
<tr>
<td>Name &amp; Address</td>
<td>Principal Occupation if other than with Bank Holding Company</td>
<td>Title or Position with Bank Holding Company</td>
<td>Title &amp; Position with Subsidiaries (including names of subsidiaries)</td>
</tr>
<tr>
<td>----------------</td>
<td>---------------------------------------------------------------</td>
<td>---------------------------------------------</td>
<td>-------------------------------------------------------------------</td>
</tr>
<tr>
<td>Robert F. Hurtiman, Lancaster, VA, USA</td>
<td>Retired, Director of Vehicle Logistics of DaimlerChrysler Corp.</td>
<td>Chairman of the Board and Director</td>
<td>N/A</td>
</tr>
<tr>
<td>Richard A. Farrar, III, Warsaw, VA, USA</td>
<td>Insurance Owner, Insurance Agency</td>
<td>Director</td>
<td>Chairman of the Board and Director</td>
</tr>
<tr>
<td>Julien G. Patterson, Bonita Springs, FL, USA</td>
<td>Retired Founder and Past Chairman of Omniplex World Services Corporation</td>
<td>Director</td>
<td>N/A</td>
</tr>
<tr>
<td>Randal R. Greene, White Stone, VA, USA</td>
<td>President &amp; CEO of Bank of Lancaster</td>
<td>President and CEO and Director</td>
<td>Director and Vice Chairman</td>
</tr>
<tr>
<td>Kenneth O. Bransford, Jr., Kilmarnock, VA, USA</td>
<td>Retired President Bank of Lancaster</td>
<td>Director</td>
<td>Director</td>
</tr>
<tr>
<td>Deborah M. Evans, Wicomico Church, VA, USA</td>
<td>CFO, Cashier &amp; Sr. Vice President of Bank of Lancaster</td>
<td>CFO &amp; Treasurer</td>
<td>CFO, Cashier and Senior Vice President</td>
</tr>
<tr>
<td>Elizabeth H. Crowther, Reedsburg, VA, USA</td>
<td>President, Rappahannock Community College</td>
<td>Director</td>
<td>N/A</td>
</tr>
<tr>
<td>Douglas F. Jenkins, Warsaw, VA, USA</td>
<td>Executive Vice President and Chief Banking Officer of Bank of Lancaster</td>
<td>Vice President</td>
<td>Executive Vice President and Chief Banking Officer</td>
</tr>
<tr>
<td>C. Dwight Clarke, White Stone, VA, USA</td>
<td>Partner, Dehnert, Clarke &amp; Co., P.C. (CPA Firm)</td>
<td>Director</td>
<td>Director</td>
</tr>
</tbody>
</table>