

Board of Governors of the Federal Reserve System



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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Randal R. Greene

Name of the Holding Company Director and Official

President and CEO

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.

Randal R. Greene

Signature of Holding Company Director and Official

3/30/2017

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 _____

C.I. _____

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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, 2016

Month / Day / Year

None

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

Reporter's 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

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

Is confidential treatment requested for any portion of this report submission?.....

0=No

1=Yes

0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report ☐
2. a letter justifying this request has been provided separately..... ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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

For the Year Ended December 31, 2016

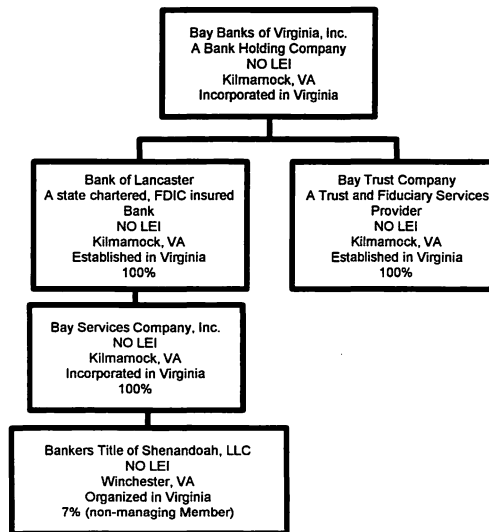
Form FR Y-6
Annual Report of Holding Companies

Item 1:	Annual Report to Shareholders	Not applicable (Form 10-K filed with SEC on 3/22/2017)
Item 2a:	Organization Chart	Attached
Item 2b:	Domestic Branch Listing	No corrections (e-mailed on 3/22/2017)
Item 3(1):	Securities Holders	Attached
Item 3(2):	Securities Holders	None
Item 4(1-4):	Insiders	Attached

Form FR Y-6

Item 2a - Organizational Chart

Bay Banks of Virginia, Inc.
Kilmarnock, Virginia
December 31, 2016



Results: A list of branches for your depository institution: **BANK OF LANCASTER (ID_RSSD: 34425)**.
This depository institution is held by **BAY BANKS OF VIRGINIA, INC. (2560665)** of **KILMARNOCK, VA**.
The data are as of **12/31/2016**. Data reflects information that was received and processed through **01/10/2017**.

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
OK		Full Service (Head Office)	34425	BANK OF LANCASTER	100 S MAIN STREET	KILMARNOCK	VA	22482
OK		Full Service	3802027	BURGESS BRANCH	15104 NORTHUMBERLAND HIGHWAY	BURGESS	VA	22432
OK		Full Service	712022	CALLAO BRANCH	18 SANDY STREET	CALLAO	VA	22435
OK		Full Service	3919167	COLONIAL BEACH BRANCH	680 MCKINNEY BOULEVARD	COLONIAL BEACH	VA	22443
OK		Full Service	4868208	HARTFIELD BRANCH	10880 GENERAL PULLER HIGHWAY	HARTFIELD	VA	23071
OK		Full Service	798428	MONTROSS BRANCH	15648 KINGS HIGHWAY	MONTROSS	VA	22520
OK		Limited Service	4751690	PARAGON PLACE	6800 PARAGON PLACE	RICHMOND	VA	23230
OK		Full Service	4776563	PATTERSON AVENUE OFFICE	5711 PATTERSON AVENUE	RICHMOND	VA	23226
OK		Full Service	4843906	ROBIOUS BRANCH	11450 ROBIOUS ROAD	RICHMOND	VA	23235
OK		Full Service	800228	WARSAW BRANCH	4935 RICHMOND ROAD	WARSAW	VA	22572
OK		Full Service	1494286	WHITE STONE BRANCH	708 RAPPAHANNOCK DRIVE	WHITE STONE	VA	22578

ate column.

County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
LANCASTER	UNITED STATES	7148	0	BANK OF LANCASTER	34425	
NORTHUMBERLAND	UNITED STATES	479782	9	BANK OF LANCASTER	34425	
NORTHUMBERLAND	UNITED STATES	224131	7	BANK OF LANCASTER	34425	
WESTMORELAND	UNITED STATES	493359	10	BANK OF LANCASTER	34425	
MIDDLESEX	UNITED STATES	Not Required	Not Required	BANK OF LANCASTER	34425	
WESTMORELAND	UNITED STATES	5382	4	BANK OF LANCASTER	34425	
HENRICO	UNITED STATES	Not Required	Not Required	BANK OF LANCASTER	34425	
RICHMOND CITY	UNITED STATES	Not Required	Not Required	BANK OF LANCASTER	34425	
CHESTERFIELD	UNITED STATES	Not Required	Not Required	BANK OF LANCASTER	34425	
RICHMOND	UNITED STATES	218507	5	BANK OF LANCASTER	34425	
LANCASTER	UNITED STATES	224127	1	BANK OF LANCASTER	34425	

FORM FR Y-6

December 31, 2015

Report Item 3 (1): Securities Holders

Name & Address	Shares of Common Stock	Options on Common Stock	Total Shares
Julien Patterson Bonita Springs, FL, USA	295,812 5.9%	3,561 0.1%	299,373 6.0%
Maltese Capital Management, LLC New York, NY, USA	469,700 9.4%	0 0.0%	469,700 9.4%
Stanley Woodward, Jr. & Marie Jose' B. Woodward Charlottesville, VA, USA	352,948 7.1%	0 0.0%	352,948 7.1%

FORM FR Y-6
December 31, 2016

Report Item 4: Directors and Officers

(1)	(2)	(3)(a)	(3)(b)		(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address	Principal Occupation if other than with Bank Holding Company	Title or Position with Bank Holding Company	Title & Position with Subsidiaries (including names of subsidiaries)		Title & Position with other businesses (Include names of other businesses)	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subs	Names of other Companies if 25% or more of voting securities are held (including percentage held)
			<i>Bank of Lancaster</i>	<i>Bay Trust Company</i>				
Robert F. Hurliman Lancaster, VA, USA	Retired, Director of Vehicle Logistics of DaimlerChrysler Corp.	Chairman of the Board and Director	N/A	Chairman	N/A	0.6%	N/A	None
Richard A. Famar, III Warsaw, VA, USA	Insurance Owner, Insurance Agency	Director	Chairman of the Board and Director	N/A	President, SIFA Corporation Manager, R&S Properties, LLC (Montana)	1.1%	N/A	100% - SIFA Corporation 50% - R&S Properties, LLC
Julien G. Patterson Bonita Springs, FL, USA	Retired Founder and Past Chairman of Omniplex World Services Corporation	Director	N/A	N/A	Director - Northern Neck Insurance	6.0%	N/A	50% - Omni Design Group Ownership Interest held by Julien G. Patterson Revocable Trust, Julien G. Patterson Trustee
Randal R. Greene White Stone, VA, USA	President & CEO of Bank of Lancaster	President and CEO and Director	President and CEO and Director	Director and Vice Chairman	Chief Manager - Creative Signs, LLC Chief Manager - Walnut Street Enterprises, LLC Partner - G & S Properties Partner - Woods and Greene	1.3%	N/A	50% - Creative Signs, LLC 50% Walnut Street Enterprises, LLC 50% G & S Properties 50% Woods and Greene
Deborah M. Evans Wicomico Church, VA, USA	CFO, Cashier & Sr. Vice President of Bank of Lancaster	CFO & Treasurer	CFO, Cashier and Senior Vice President	Treasurer	N/A	0.7%	N/A	None
Elizabeth H. Crowther Reedville, VA, USA	President, Rappahannock Community College	Director	N/A	N/A	Director, Northern Neck Insurance	0.1%	N/A	50% - Night Sky, LLC
Douglas F. Jenkins Warsaw, VA, USA	Executive Vice President and Chief Banking Officer of Bank of Lancaster	Executive Vice President	Executive Vice President and Chief Banking Officer	N/A	N/A	0.8%	N/A	None
C. Dwight Clarke White Stone, VA, USA	Partner Dehnert, Clarke & Co., P.C. (CPA Firm)	Director	Director	N/A	Vice President & Treasurer Dehnert, Clarke & Co., P.C.	0.2%	N/A	50% - Williams Steamboat, LLC 50% - Dehnert & Clarke