

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.

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.

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, A. Preston Moore, Jr

Name of the Holding Company Director and Official

President, Treasurer & 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.

A. Preston Moore, Jr

Signature of Holding Company Director and Official

04/28/2017

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. _____

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

Virginia Community Bankshares, Inc

Legal Title of Holding Company

114 Industrial Drive / P.O. Box 888

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

Louisa VA 23093

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Chris Gibson SVP & CIO

Name Title

540-967-2111 x 1123

Area Code / Phone Number / Extension

540-967-0709

Area Code / FAX Number

chris.gibson@vacmbk.com

E-mail Address

www.virginiacommunitybank.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	<input type="checkbox"/>
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		<input type="checkbox"/>
2. a letter justifying this request has been provided separately		<input type="checkbox"/>
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."		

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N/A

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

N/A

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Physical Location (if different from mailing address)

Form FR Y-6

Virginia Community Bankshares, Inc.
Fiscal Year Ending December 31, 2016

Item 2a: Organization Chart

VIRGINIA COMMUNITY BANKSHARES, INC.
NO LEI
LOUISA, VIRGINIA
VIRGINIA

VIRGINIA COMMUNITY BANK
NO LEI
100%
LOUISA, VIRGINIA
VIRGINIA

VCB SERVICES, INC.
NO LEI
100%
LOUISA, VIRGINIA
VIRGINIA

Form FR Y-6

Virginia Community Bankshares, Inc
Fiscal Year Ending December 31, 2016

Item 3: Securities Holders

3.1

<u>Name & Address</u>	<u>Country of Citizenship</u>	<u>Total Number of Shares (Direct & Indirect) & Percentage of Shares Owned</u>
A. Pierce Stone Louisa, VA	USA	59,600 Shares 7.95%
Davenport & Company, LLC E. Otto Williams, Jr Richmond, VA	USA	93,992 Shares 12.53%
Virginia Community Bank E.S.O.P. Michael N. Mulkey, CPA Virginia Beach, VA	USA	152,680 Shares 20.36%

3.2

NONE

Form FR Y-6

Virginia Community Bankshares, Inc
Fiscal Year Ending December 31, 2016

Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address	Principal Occupation if other than with the BHC	Title & Position with BHC	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting Shares in BHC	Percentage of Voting Shares in Subsidiaries	List of other companies with 25% or more of voting securities held
William D. Cannon, Jr. Culpeper, VA USA	Real Estate/Retired	Director	N/A	Board Member <i>(Culpeper Regional Hospital)</i>	2.71%	None	N/A
Thomas M. Crowder Goochland, VA USA	N/A	N/A	SVP - CFO & COO (VCB)	N/A	1.16%	None	N/A
John A. Hodge Louisa, VA USA	Retired	Director	N/A	Director <i>(Lake Country Marine)</i>	1.31%	None	N/A
Andrew C. Holzwarth Charlottesville, VA USA	Developer & Home Builder	Director	N/A	Principal <i>(Piedmont Realty Holdings I, II, & III)</i> Owner <i>(Red Fox Title)</i>	1.09%	None	N/A
A. Preston Moore, Jr Charlottesville, VA USA	N/A	Director, President, Treasurer & CEO	President & CEO (VCB)	N/A	0.64%	None	N/A
Amy M. Schick Louisa, VA USA	N/A	Corporate Secretary	SVP & Corporate Secretary (VCB)	N/A	0.05%	None	N/A
H.B. Sedwick, III Orange, VA USA	Real Estate Construction	Director	N/A	N/A	0.13%	None	N/A
Mark W. Sisk Richmond, VA USA	Business Owner	Chairman	N/A	President <i>(Dodd, Sisk, Whitlock Corp)</i> Managing Member <i>(M&M Leasing, LLC)</i> President <i>(Willie Trucking, Inc)</i> President <i>(Central VA Truck & Trailer Inc)</i> President <i>(Curtis Brokerage Services Inc)</i> President <i>(Allstate Transport Service Inc)</i> Manager <i>(Hartwood Service Co, LLC)</i> Managing Member <i>(S & L Property, LLC)</i>	2.84%	None	Willie Trucking, Inc (100%) Central VA Truck & Trailer Inc (100%) Curtis Brokerage Services Inc (100%) Allstate Transport Service Inc (100%) Hartwood Service Co, LLC (100%) S & L Property, LLC (51%)

(1) Name & Address	(2) Principal Occupation if other than with the BHC	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List of other companies with 25% or more of voting securities held
Ronald S. Spicer Mineral, VA USA	Retired	Director	N/A	N/A	0.20%	None	N/A
A. Pierce Stone Louisa, VA USA	Retired	N/A	N/A	Partner (Louisa First Corporation) Partner (East Side Investors) Partner (NECR, LLC) Director (Piedmont Communications, Inc.)	7.95%	None	Louisa First Corporation (50%)
Pamela H. Stone Louisa, VA USA	Retired	Director	N/A	Partner (Louisa First Corp.)	0.27%	None	
Gregory K. Wolfrey Goochland, VA USA	Retired	Director	N/A	N/A	0.03%	None	N/A
Davenport & Company, LLC E. Otto Williams, Jr Richmond, VA USA	N/A	N/A	N/A	N/A	12.53%	None	N/A
Virginia Community Bank E.S.O.P Michael N. Mulkey, CPA Virginia Beach, VA	N/A	N/A	N/A	N/A	20.36%	None	N/A

Results: A list of branches for your depository institution: [VIRGINIA COMMUNITY BANK \(ID_RSSD: 105222\)](#).
This depository institution is held by [VIRGINIA COMMUNITY BANKSHARES, INC. \(1076703\)](#) of LOUISA, 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	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	105222	VIRGINIA COMMUNITY BANK	408 EAST MAIN STREET	LOUISA	VA	23093	LOUISA	UNITED STATES	15540	0	VIRGINIA COMMUNITY BANK	105222	
OK		Full Service	2494715	CULPEPER OFFICE	701 SOUTH MAIN STREET	CULPEPER	VA	22701	CULPEPER	UNITED STATES	254406	5	VIRGINIA COMMUNITY BANK	105222	
OK		Full Service	2326517	BREEZEWOOD OFFICE	10645 COURTHOUSE ROAD	FREDERICKSBURG	VA	22407	SPOTSYLVANIA	UNITED STATES	254405	4	VIRGINIA COMMUNITY BANK	105222	
OK		Limited Service	1163809	COURTHOUSE BRANCH	217 MAIN STREET	LOUISA	VA	23093	LOUISA	UNITED STATES	254403	2	VIRGINIA COMMUNITY BANK	105222	
OK		Full Service	227526	MINERAL BRANCH	430 MINERAL AVE	MINERAL	VA	23117	LOUISA	UNITED STATES	254402	1	VIRGINIA COMMUNITY BANK	105222	
OK		Full Service	1887598	ORANGE BRANCH	169 MADISON ROAD	ORANGE	VA	22960	ORANGE	UNITED STATES	254404	3	VIRGINIA COMMUNITY BANK	105222	
OK		Full Service	3606654	ZIONS CROSSROAD BRANCH	10050 THREE NOTCH ROAD	TROY	VA	22974	LOUISA	UNITED STATES	466385	7	VIRGINIA COMMUNITY BANK	105222	