

Board of Governors of the Federal Reserve System

FRB RICHMOND



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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2017

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, Donald W. Merricks

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.

Virginia Bank Bankshares, Inc.

Legal Title of Holding Company

P.O. Box 3447

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

Danville VA 24543

City State Zip Code

336 Main Street, Danville, VA 24543

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Michelle Crenshaw CFO & Compliance Officer

Name Title

434-793-6411

Area Code / Phone Number / Extension

434-797-6411

Area Code / FAX Number

mcrenshaw@vabanktr.com

E-mail Address

www.vabanktr.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

03/19/2018

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 2623467
C.I.

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."

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.

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)

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Physical Location (if different from mailing address)

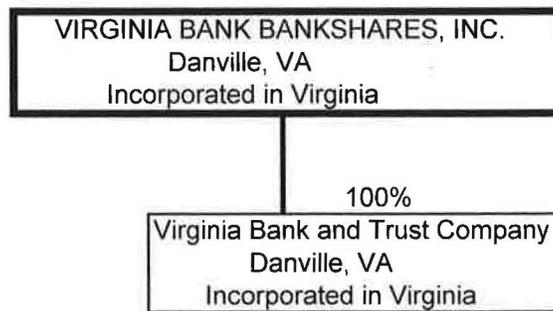
Form FR Y-6

**Virginia Bank Bankshares, Inc.
Danville, Virginia
Fiscal Year Ending December 31, 2017**

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
1: b. The BHC does prepare an annual report for its shareholders.

2a: Organizational Chart - No LEI



2b. Branch List - Listing from web site verified and e-mailed to Phyllis Strum 3-9-2018

Results: A list of branches for your depository institution: VIRGINIA BANK AND TRUST COMPANY (ID_RSSD: 723822).
 This depository institution is held by VIRGINIA BANK BANKSHARES, INC. (2623467) of DANVILLE, VA.
 The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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)	723822	VIRGINIA BANK AND TRUST COMPANY	336 MAIN STREET	DANVILLE	VA	24541	DANVILLE CITY	UNITED STATES	Not Required	Not Required	VIRGINIA BANK AND TRUST COMPANY	723822	
OK		Full Service	1927038	CHATHAM BRANCH	55 NORTH MAIN STREET	CHATHAM	VA	24531	PITTSYLVANIA	UNITED STATES	Not Required	Not Required	VIRGINIA BANK AND TRUST COMPANY	723822	
OK		Full Service	1434394	AIRPORT BRANCH	1312 SOUTH BOSTON RD	DANVILLE	VA	24540	DANVILLE CITY	UNITED STATES	Not Required	Not Required	VIRGINIA BANK AND TRUST COMPANY	723822	
OK		Full Service	3452794	BROSVILLE STATION BRANCH	10370 MARTINSVILLE HIGHWAY	DANVILLE	VA	24541	PITTSYLVANIA	UNITED STATES	Not Required	Not Required	VIRGINIA BANK AND TRUST COMPANY	723822	
OK		Full Service	2763130	MOUNT HERMON OFFICE	4080 FRANKLIN TURNPIKE	DANVILLE	VA	24540	PITTSYLVANIA	UNITED STATES	Not Required	Not Required	VIRGINIA BANK AND TRUST COMPANY	723822	
OK		Full Service	658223	NORTH DANVILLE BRANCH	3300 NORTH MAIN ST	DANVILLE	VA	24540	DANVILLE CITY	UNITED STATES	Not Required	Not Required	VIRGINIA BANK AND TRUST COMPANY	723822	
OK		Full Service	169925	RIVERSIDE BRANCH	2600 RIVERSIDE DR	DANVILLE	VA	24540	DANVILLE CITY	UNITED STATES	Not Required	Not Required	VIRGINIA BANK AND TRUST COMPANY	723822	
OK		Full Service	4228437	RUSTBURG BRANCH	1729 CALOHAN ROAD	RUSTBURG	VA	24588	CAMPBELL	UNITED STATES	Not Required	Not Required	VIRGINIA BANK AND TRUST COMPANY	723822	

Form FR Y-6

Virginia Bank Bankshares, Inc.
 Danville, Virginia
 Fiscal Year Ending December 31, 2017

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(C) (2)(a) (2)(b) (2)(C)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-17

Shareholders not listed in (3)(1)(a) through 3(1)(C) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-17

(1)(a) Name & Address (City, State, Country)	(1)(b) Country or Citizenship or Incorporation	(1)(C) Number and Percentage of Each Class of Voting Securities
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(2)(a) Name & Address (City, State, Country)	(2)(b) Country or Citizenship or Incorporation	(2)(C) Number and Percentage of Each Class of Voting Securities
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Milo B. Abercrombie Abercrombie Corporation Danville, VA 24541	USA	94,500 - 5.15% Common Stock 13,925 - 0.75% Common Stock
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N/A

Cede & Co. New York, NY 10004	USA	614,234 - 33.46% Common Stock
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Poquoson Tribe # 124 I.O.R.M. Danville, VA 24543	USA	183,904 - 10.02% Common Stock
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Virginia Bank Bankshares, Inc.
Danville, Virginia
Fiscal Year Ending December 31, 2017

Report Item 4: Directors and Officers
(1) (2) (3)(a)(b)(C) and (4)(a)(b)(C)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if Other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(C) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(C) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
John L. Foster Ringgold, VA 24586 (USA)	Foster Insurance Agency	Director	Director Virginia Bank & Trust	Owner, Agent Foster Insurance	0.61%	N/A	Foster Insurance Agency 100%
Roger C. Gillispie Danville, VA 24541 (USA)	Retired President & CEO Virginia Bank & Trust	Director	Director Virginia Bank & Trust	N/A	0.18%	N/A	N/A
D. C. Hastings Ringgold, VA 24586 (USA)	Retired President & CEO Virginia Bank & Trust	Director	Director Virginia Bank & Trust	N/A	1.18%	N/A	N/A
L. Frank King, Jr. Danville, VA 24540 (USA)	Retired President & CEO Virginia Bank & Trust	Director	Director Virginia Bank & Trust	N/A	2.12%	N/A	N/A
Dr. Harry T. Kolendrianos Danville, VA 24540 (USA)	Retired	Chairman	Chairman of Board Virginia Bank & Trust	N/A	1.88%	N/A	N/A
Donald W. Merricks Danville, Va. 24540 (USA)	President & CEO Virginia Bank & Trust	President and Director	President & CEO Virginia Bank & Trust	N/A	0.14%	N/A	N/A
Dr. Albert L. Payne Danville, VA 24541 (USA)	Dentist	Vice Chairman	Vice Chairman of Board Virginia Bank & Trust	Dentist Albert L. Payne, DDS	0.39%	N/A	A.L. Payne, DDS 100%
George W. Davis, III Danville, VA 24541 (USA)	Davis Storage	Director	Director Virginia Bank & Trust	N/A	0.02%	N/A	Davis Storage 100%
Tammy W. Warren Danville, VA 24540 (USA)	COO Negril, Inc.	Director	Director Virginia Bank & Trust	N/A	0.02%	N/A	N/A
William A. Emerson, Jr. Danville, VA 24540 (USA)	Partner - Stallings Collision Center	Director	Director Virginia Bank & Trust	N/A	0.08%	N/A	N/A
Eric Roberts South Boston, VA 24592 (USA)	Vice President Virginia Bank & Trust	Officer	Vice President Virginia Bank & Trust	N/A	0.11%	N/A	N/A
Robert Smith Jr. Milton, NC 27305 (USA)	Vice President Virginia Bank & Trust	Officer	Vice President Virginia Bank & Trust	N/A	0.70%	N/A	N/A
Cede & Co. New York, NY 10004 (USA)	N/A	N/A	N/A	N/A	33.46%	N/A	N/A
Poquoson Tribe # 124 I.O.R.M. Danville, VA 24543 (USA)	N/A	N/A	N/A	N/A	10.02%	N/A	N/A