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Approval expires November 30, 2019
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APR 24 2018

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, Randal R. Greene

Name of the Holding Company Director and Official

CEO/ Vice Chairman of the Board

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.

Bay Banks of Virginia, Inc.

Legal Title of Holding Company

1801 Bayberry Court

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

Richmond

VA

23226

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Judy Gavant

EVP/CFO

Name

Title

804-518-2606

Area Code / Phone Number / Extension

Area Code / FAX Number

judy.gavant@vcb.bank

E-mail Address

baybanks.com

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

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

4/20/18
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 256D665
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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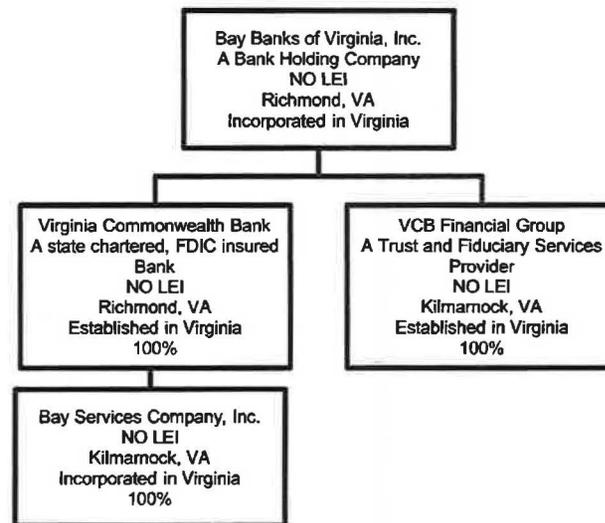
City State Zip Code

Physical Location (if different from mailing address)

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Item 2a - Organizational Chart

Bay Banks of Virginia, Inc.
Richmond, Virginia
December 31, 2017



Results: A list of branches for your holding company: BAY BANKS OF VIRGINIA, INC. (2560665) of RICHMOND, VA. The data are as of 17/01/2017. Data reflects information that was received and processed through 04/04/2018

Recognition 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 date of closure 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://filingline.federalreserve.gov>.

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

Data Action	Effective Date	Branch Service Type	Branch ID_RSBD*	Branch Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIKUM*	Office Number*	Head Office	Head Office ID_RSBD*	Comments
OK		Full Service (except Credit)	34425	WISDOM COMMONWEALTH BANK	1807 BATTERY COAST, SUITE 101	RICHMOND	VA	23228	HEMLOCK	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	39230	BRIDGE BRANCH	2524 NORTHUMBERLAND HIGHWAY	BRIDGE	VA	22838	NORTHUMBERLAND	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	71022	GALLO BRANCH	21 SANDY STREET	GALLO	VA	22455	NORTHUMBERLAND	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	30723	CHESTER BRANCH	850 WEST MONROE ROAD	CHESTER	VA	22811	SOUTHAMPTON	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	43052	COLONIAL HEIGHTS BRANCH	655 MONROE BOULEVARD	COLONIAL BEACH	VA	22443	WESTMORELAND	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	48828	COLONIAL HEIGHTS BRANCH	2222 BOULEVARD	COLONIAL HEIGHTS CITY	VA	22444	COLONIAL HEIGHTS CITY	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	41045	HARTFIELD BRANCH	1385 HORTICAL PULLEY HIGHWAY	HARTFIELD	VA	22890	WISSENER	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	51465	KILMARNOCK BRANCH	2421 WEST GLENVIEW ROAD	KILMARNOCK	VA	22729	WESTMORELAND	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	39463	KILMARNOCK BRANCH	2424 WEST GLENVIEW ROAD	KILMARNOCK	VA	22729	WESTMORELAND	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	39471	MONROE BRANCH	1528 WAREFIELD STREET	MONROE	VA	22865	WESTMORELAND	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	41053	PETERSBURG BRANCH	1555 SOUTH DICKMAN STREET	PETERSBURG	VA	22969	CHESLERFIELD	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	41054	COURTHOUSE ROAD BRANCH	1118 COURTHOUSE ROAD	RICHMOND	VA	23136	CHESLERFIELD	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	501383	BARHAM ROAD BRANCH	800 NORTH PARKWAY ROAD	RICHMOND	VA	23129	HEMLOCK	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	475663	PATTERSON AVENUE OFFICE	5711 PATTERSON AVENUE	RICHMOND	VA	23128	ROANOKE CITY	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	484306	ROBOLLS BRANCH	11450 ROBINSON AVENUE	RICHMOND	VA	23135	ROANOKE CITY	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	410159	SUFFOLK BRANCH	1705 NORTH MAIN STREET	SUFFOLK	VA	23144	SUFFOLK CITY	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	30028	WARSAW BRANCH	4925 RICHMOND ROAD	WARSAW	VA	22572	ROANOKE	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	446436	WHITE STONE BRANCH	708 RAPPANNOCK DRIVE	WHITE STONE	VA	22578	LANCASTER	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	

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Report Item 3 (1): Securities Holders

Name & Address	Shares of Common Stock	Options on Common Stock	Total Shares
EJF Capital, LLC Arlington, VA, USA	819,827 6.2%	0 0.0%	819,827 6.1%
Bay Banks Employee Stock Ownership Plans, Richmond, VA, USA	758,968 5.7%	0 0.0%	758,968 5.6%

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Report Item 3 (2 a): 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%

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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>Virginia Commonwealth Bank VCB Financial Group</i>					
C. Frank Scott, III Manakin-Sabot, Virginia, USA	N/A	Chairman of the Board	President and Director	Chairman of the Board	President, Appomattox Education Foundation	1.6%	N/A	
Randal R. Greene White Stone, VA, USA	President & CEO of Virginia Commonwealth Bank	Vice Chairman of the Board and Director	CEO and Vice Chairman	Vice Chairman	Chief Manager - Creative Signs, LLC Chief Manager - Walnut Street Enterprises, LLC Partner - G & S Properties Partner - Woods and Greene	0.7%	N/A	50% - Creative Signs, LLC 50% Walnut Street Enterprises, LLC 50% G & S Properties 50% Woods and Greene
Richard A. Farmer, III Warsaw, VA, USA	President, B.H. Baird Insurance Agency	Director	Chairman of the Board	N/A	President, SIFA Corporation Manager, R&S Properties, LLC	0.4%	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	2.6%	N/A	50% - Omni Design Group Ownership Interest held by Julien G. Patterson Revocable Trust, Julien G. Patterson Trustee
Lawrence Ashworth Richmond, VA, USA	Retired Bank Executive	Director	Director	N/A		0.0%	N/A	
Elizabeth H. Crowther Reedville, VA, USA	President, Rappahannock Community College	Director	N/A	Director	Director, Northern Neck Insurance Director, Lilian Lumber Company Director, Bon Secours Hospital Systems	0.0%	N/A	50% - Night Sky, LLC 100% Lilian Lumber Company
James B. McNeer Petersburg, VA, USA	Retired President Richard Bland College	Director	Director	N/A		0.1%	N/A	
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. Manager - Williams Steamboat, LLC	0.1%	N/A	50% - Williams Steamboat, LLC 50% - Dehnert & Clarke
Larry C. Tucker Petersburg, VA, USA	n/a	Director	Director	N/A		0.6%	N/A	
James P. Vanlandingham Petersburg, VA, USA	Retired President, Builders Supply Company of Petersburg	Director	Director	N/A	Retired President/CEO/Director of Builders Supply Company of Petersburg, Inc.	0.1%	N/A	
James A. Wilson, Jr. Petersburg, VA, USA	Executive Vice President and Chief Financial Officer of Virginia Commonwealth Bank	CFO	Chief Financial Officer of Virginia Commonwealth Bank	CFO	Owner, Professional Salon Concepts, Inc.	0.9%	N/A	40% - Professional Salon Concepts, Inc.
Deborah M. Evans Wicomico Church, VA, USA	CAO Sr. Vice President of Virginia Commonwealth Bank	SVP	CAO Senior Vice President	Treasurer	N/A	0.3%	N/A	None
Douglas F. Jenkins Warsaw, VA, USA	Executive Vice President and Chief Banking Officer of Virginia Commonwealth Bank	Executive Vice President	Executive Vice President and Chief Banking Officer	N/A	N/A	0.4%	N/A	None

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)
C. Rodes Boyd Jr. Richmond, VA, USA	Executive Vice President and Chief Lending Officer of Virginia Commonwealth Bank	Executive Vice President	Virginia Commonwealth Bank Executive Vice President and Chief Lending Officer	VCB Financial Group N/A	Director - BancAlliance	0.1%	N/A	None
Gary L. Armsrong Richmond, VA, USA	Executive Vice President Richmond Market Executive Virginia Commonwealth Bank	Executive Vice President	Executive Vice President Richmond Market Executive	N/A		0.1%	N/A	None
Eric F. Nost Kilmarnock, VA, USA	Chief Executive Officer of VCB Financial Group	Executive Vice President	Executive Vice President	President and CEO of VCB Financial Group	N/A	0.0%	N/A	None