

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6
FRB RICHMOND

APR 8 2019

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

04/03/2019

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 1076703
C.I. _____

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

December 31, 2018

Month / Day / Year

N/A

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

P.O. Box 888

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

Louisa

VA

23093

City

State

Zip Code

114 Industrial Drive

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 10123

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

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)

Form FR Y-6

Virginia Community Bankshares, Inc.
Fiscal Year Ending December 31, 2018

Item 2a: Organization Chart

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

VIRGINIA COMMUNITY BANK
549300IUOIT30T6K4P85
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, 2018

Item 3: Securities Holders

3.1

Name & Address	Country of Citizenship	Total Number of Shares (Direct & Indirect) & Percentage of Shares Owned
A. Pierce Stone Louisa, VA	USA	46,450 Shares 6.46%
Mark W. Sisk Richmond, VA	USA	47,070 Shares 6.55%

3.2

Charles Schwab & Co Inc Scott Vickary Phoenix, AZ	USA	46,527 Shares 6.20%
Davenport & Company, LLC E. Otto Williams, Jr Richmond, VA	USA	90,807 Shares 12.11%
Virginia Community Bank E.S.O.P. Michael N. Mulkey, CPA Virginia Beach, VA	USA	150,830 Shares 20.11%

Form FR Y-6

Virginia Community Bankshares, Inc
Fiscal Year Ending December 31, 2018

Item 4: Insiders

(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
Thomas M. Crowder Goochland, VA USA	N/A	Director	EVP - CFO & COO (VCB)	N/A	1.95%	None	N/A
Andrew C. Holzwarth Charlottesville, VA USA	Developer & Home Builder	Director	N/A	Principal (Piedmont Realty Holdings I, III) Owner (Red Fox Title)	4.16%	None	N/A
A. Preston Moore, Jr Charlottesville, VA USA	N/A	Director, President, Treasurer & CEO	CEO (VCB)	N/A	2.72%	None	N/A
James A. Motley, Jr Mechanicsville, VA USA	N/A	N/A	EVP - CCO (VCB)	N/A	0.20%	None	N/A
Amy M. Schick Louisa, VA USA	N/A	Corporate Secretary	SVP & Corporate Secretary (VCB)	N/A	0.96%	None	N/A
H.B. Sedwick, III Orange, VA USA	Real Estate Construction	Director	N/A	N/A	0.71%	None	N/A
Mark W. Sisk Richmond, VA USA	Business Owner	Chairman	N/A	President (Dodd, Sisk, Whitlock Corp) Managing Member (M&M Leasing, LLC President (Willie Trucking, Inc) President (Central VA Truck & Trailer Inc) President (Curtis Brokerage Services Inc) President (Allstate Transport Service Inc) Manager (Hartwood Service Co, LLC) Managing Member (S & L Property, LLC)	6.55%	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)	(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
Ronald S. Spicer Mineral, VA USA	Retired	Director	N/A	N/A	0.21%	None	N/A
Pamela H. Stone Louisa, VA USA	Retired	Director	N/A	Partner (Louisa First Corp.)	0.28%	None	
Gregory K. Wolfrey Farmville, VA USA	Retired	Director	N/A	N/A	0.03%	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.)	6.46%	None	Louisa First Corporation (50%)

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 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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	Not Required	Not Required	VIRGINIA COMMUNITY BANK	105222	
Ok		Full Service	2494715	CULPEPER OFFICE	701 SOUTH MAIN STREET	CULPEPER	VA	22701	CULPEPER	UNITED STATES	Not Required	Not Required	VIRGINIA COMMUNITY BANK	105222	
Ok		Full Service	2326517	BREEZEWOOD OFFICE	10645 COURTHOUSE ROAD	FREDERICKSBURG	VA	22407	SPOTSYLVANIA	UNITED STATES	Not Required	Not Required	VIRGINIA COMMUNITY BANK	105222	
Ok		Limited Service	1163809	COURTHOUSE BRANCH	217 MAIN STREET	LOUISA	VA	23093	LOUISA	UNITED STATES	Not Required	Not Required	VIRGINIA COMMUNITY BANK	105222	
Ok		Full Service	227526	MINERAL BRANCH	430 MINERAL AVE	MINERAL	VA	23117	LOUISA	UNITED STATES	Not Required	Not Required	VIRGINIA COMMUNITY BANK	105222	
Ok		Full Service	1887598	ORANGE BRANCH	169 MADISON ROAD	ORANGE	VA	22960	ORANGE	UNITED STATES	Not Required	Not Required	VIRGINIA COMMUNITY BANK	105222	
Ok		Full Service	3606654	ZIONS CROSSROAD BRANCH	10050 THREE NOTCH ROAD	TROY	VA	22974	LOUISA	UNITED STATES	Not Required	Not Required	VIRGINIA COMMUNITY BANK	105222	