

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

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.

*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

3/25/19  
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, 2018

Month / Day / Year

N/A

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

1801 Bayberry Court, Suite 101

(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

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

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Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

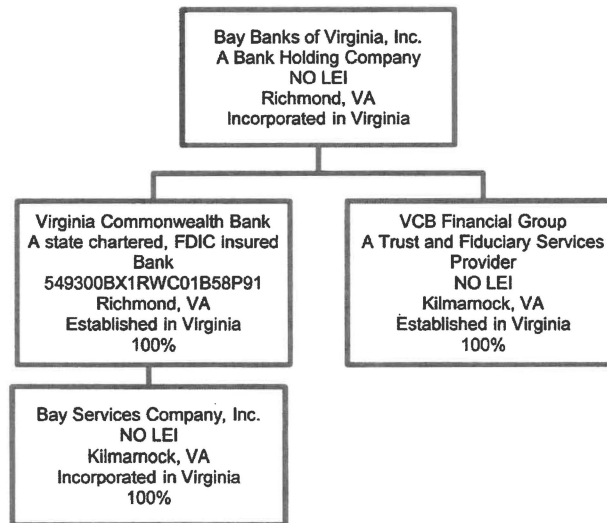
City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6

Item 2a - Organizational Chart

Bay Banks of Virginia, Inc.  
Richmond, Virginia  
December 31, 2018



Results: A list of branches for your holding company: **BAY BANKS OF VIRGINIA, INC. (2560665)** of **RICHMOND, 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)	34425	VIRGINIA COMMONWEALTH BANK	1801 BAYBERRY COURT, SUITE 101	RICHMOND	VA	23226	HENRICO	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	3802027	BURGESS BRANCH	15104 NORTHUMBERLAND HIGHWAY	BURGESS	VA	22432	NORTHUMBERLAND	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	712022	CALLAO BRANCH	18 SANDY STREET	CALLAO	VA	22435	NORTHUMBERLAND	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	4101521	CHESTER BRANCH	4600 WEST HUNDRED ROAD	CHESTER	VA	23831	CHESTERFIELD	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	3919167	COLONIAL BEACH BRANCH	680 MCKINNEY BOULEVARD	COLONIAL BEACH	VA	22443	WESTMORELAND	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	4101512	COLONIAL HEIGHTS BRANCH	3209 BOULEVARD	COLONIAL HEIGHTS	VA	23834	COLONIAL HEIGHTS CITY	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	4868208	HARTFIELD BRANCH	10880 GENERAL PULLER HIGHWAY	HARTFIELD	VA	23071	MIDDLESEX	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	4101585	HOPEWELL BRANCH	1421 WEST CITY POINT ROAD	HOPEWELL	VA	23860	HOPEWELL CITY	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	5161858	KILMARNOCK BRANCH	100 SOUTH MAIN STREET	KILMARNOCK	VA	22482	LANCASTER	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	798428	MONTROSS BRANCH	15648 KINGS HIGHWAY	MONTROSS	VA	22520	WESTMORELAND	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	534774	MONUMENT BRANCH	1965 WAKEFIELD STREET	PETERSBURG	VA	23805	PETERSBURG CITY	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
Close	9/22/2017	Limited Service	4101503	PETERSBURG BRANCH	1955 SOUTH SYCAMORE STREET	PETERSBURG	VA	23805	PETERSBURG CITY	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	4101576	COURTHOUSE ROAD BRANCH	1118 COURTHOUSE ROAD	RICHMOND	VA	23236	CHESTERFIELD	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	5013283	PARHAM ROAD BRANCH	900 NORTH PARHAM ROAD	RICHMOND	VA	23229	HENRICO	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	4776563	PATTERSON AVENUE OFFICE	5711 PATTERSON AVENUE	RICHMOND	VA	23226	RICHMOND CITY	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	4843906	ROBIOUS BRANCH	11450 ROBIOUS ROAD	RICHMOND	VA	21235	CHESTERFIELD	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	4101549	SUFFOLK BRANCH	1703 NORTH MAIN STREET	SUFFOLK	VA	23434	SUFFOLK CITY	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	5281055	VIRGINIA BEACH BRANCH	300 3RD STREET, SUITE 104	VIRGINIA BEACH	VA	23451	VIRGINIA BEACH CITY	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	800228	WARSAW BRANCH	4935 RICHMOND ROAD	WARSAW	VA	22572	RICHMOND	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	
OK		Full Service	1494286	WHITE STONE BRANCH	708 RAPPAHANNOCK DRIVE	WHITE STONE	VA	22578	LANCASTER	UNITED STATES	Not Required	Not Required	VIRGINIA COMMONWEALTH BANK	34425	

**FORM FR Y-6**

December 31, 2018

**Report Item 3 (1): Securities Holders**

<b>Name &amp; Address</b>	<b>Shares of Common Stock</b>	<b>Options on Common Stock</b>	<b>Total Shares</b>
Maltese Capital Management LLC New York, NY, USA	869,829 6.6%	0 0.0%	869,829 6.5%
EJF Capital, LLC Arlington, VA, USA	860,797 6.5%	0 0.0%	860,797 6.4%
Bay Banks Employee Stock Ownership Plans, Richmond, VA, USA	758,776 5.7%	0 0.0%	758,776 5.7%
JCSD Capital, LLC Walnut Creek, California, USA	696,683 5.3%	0 0.0%	696,683 5.2%

# FORM FR Y-6

December 31, 2018

## Report Item 3 (2 a): Securities Holders

Name & Address	Shares of Common Stock	Options on Common Stock	Total Shares
none			
none			
none			



**FORM FR Y-6**  
December 31, 2018

**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	1.7%	N/A	50% - 107 A,B, C 78th, VA Beach
Randal R. Greene Richmond, 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	0.8%	N/A	100% - Creative Signs, LLC 100% Walnut Street Enterprises, LLC 50% G & S Properties 50% Woods and Greene
Richard A. Farmar, III Warsaw, VA, USA	President, B.H. Baird Insurance Agency	Director	Chairman of the Board	N/A	President, SIFA Corporation	0.5%	N/A	100% - SIFA Corporation 50% - FARMAR Properties, LLC
Julien G. Patterson Bonita Springs, FL, USA	Retired Founder and Past Chairman of Omniplex World Services Corporation	Director	N/A	N/A	N/A	2.7%	N/A	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	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 40% Lilian Lumber Company
James B. McNeer Petersburg, VA, USA	Retired President Richard Bland College	Director	Director	N/A	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 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	Retired President/CEO of Petersburg/Ford automobile dealership	Director	Director	N/A	N/A	0.6%	N/A	
James P. Vanlandingham Petersburg, VA, USA	Retired President, Builders Supply Company of Petersburg	Director	Director	N/A	N/A	0.1%	N/A	
Vance Spilman Richmond, VA, USA	CEO of LeafSpring Schools	Director	N/A	Director	Director LeafSpring School, LLC Director, Prism, LLC Director, Rainbow Stations, LLC Director, Drakes Island Properties	0.1%	N/A	
Judy Gavant Midlothian, VA, USA	Executive Vice President and Chief Financial Officer of Virginia Commonwealth Bank	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer	CFO	N/A	0.2%	N/A	
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
C. Rodes Boyd Jr. Richmond, VA, USA	Executive Vice President and Chief Lending Officer of	Executive Vice President	Executive Vice President and Chief Lending	N/A	N/A	0.2%	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)
	Virginia Commonwealth Bank		<i>Virginia Commonwealth Bank</i>	<i>VCB Financial Group</i>				
			Officer					
Eric F. Nost Kilmamock, VA, USA	Chief Executive Officer of VCB Financial Group	Executive Vice President	Executive Vice President	President and CEO of VCB Financial Group	N/A	0.1%	N/A	None