

THE FREEDOM BANK OF VIRGINIA
10555 Main Street
Fairfax, Virginia 22030
703-242-5300

July 9, 2014

Dear Shareholder:

You are cordially invited to attend the 2014 Annual Meeting of Shareholders of The Freedom Bank of Virginia. The meeting will be held at Westwood Country Club, 800 Maple Avenue East (Grand Ballroom), Vienna, Virginia on Tuesday, August 19, 2014 at 10:00 a.m., Eastern Daylight Savings Time. The attached Notice of the Annual Meeting and Proxy Statement provide details of the business to be conducted at the Annual Meeting.

It is important that your shares are represented and voted at the meeting whether you are able to attend the meeting in person. Please complete, date, sign and return the enclosed proxy card today, even if you plan to attend the Annual Meeting. This will not prevent you from voting in person, but will ensure that your vote is counted if you are unable to attend. You may also vote by telephone or electronically over the Internet by following the instructions on the proxy card. **For the reasons set forth in the proxy statement, the Board unanimously recommends that you vote "FOR" the election of each nominee for director and FOR each matter to be considered.**

Your interest and continued support of The Freedom Bank of Virginia is sincerely appreciated.

Sincerely,



Richard C. Litman
Chairman of the Board



Craig S. Underhill
President and Chief Executive Officer

THE FREEDOM BANK OF VIRGINIA

NOTICE OF 2014 ANNUAL MEETING OF SHAREHOLDERS

Tuesday, August 19, 2014

10:00 a.m. Eastern Daylight Savings Time

The Grand Ballroom, Westwood Country Club, 800 Maple Avenue East, Vienna, Virginia 22180

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the "Annual Meeting") of The Freedom Bank of Virginia (the "Bank") will be held for the following purposes:

ITEMS OF BUSINESS:

1. To elect directors from among the nominees described in the attached Proxy Statement.
2. To ratify the appointment of Thompson Greenspon as the independent registered public accounting firm for the year ending December 31, 2014.
3. To approve an increase in the number of authorized shares from 5,000,000 to 15,000,000 as recommended by Management and the Board of Directors of the Bank. The increase will allow sufficient shares for future stock splits as well as stock issuance to provide capital for growth.

RECORD DATE:

July 16, 2014. Only shareholders of record at the close of business on the record date are entitled to receive notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof.

PROXY VOTING:

Your vote is important. We encourage you to mark, date, sign and return the enclosed proxy/voting instruction card or, if you prefer, to vote by telephone or by using the Internet.

July 9, 2014

By Order of the Board of Directors



Cynthia Carter Atwater
Secretary

Important notice regarding the availability of proxy materials for the Annual Meeting of Shareholders to be held on August 19, 2014. Our Proxy Statement and Annual Report to Shareholders are available at www.freedombankva.com.

Proxy Statement

The Freedom Bank of Virginia is providing you with these proxy materials in connection with the solicitation by and on behalf of the Board of Directors (the “Board”) of the enclosed proxy to be used at its 2014 Annual Meeting of Shareholders (the “Annual Meeting”) of The Freedom Bank of Virginia (the “Bank”). The Notice of Internet Availability of Proxy Materials (the “Notice”), this Proxy Statement and the Bank’s 2013 annual report (the “2013 Annual Report”) were mailed to shareholders of record on or about August 1, 2014.

GENERAL INFORMATION

2014 Annual Meeting of Shareholders

The Freedom Bank of Virginia’s 2014 Annual Meeting of Shareholders is scheduled for Tuesday, August 19, 2014 at 10:00 a.m. Eastern Daylight Savings Time. The Annual Meeting will be held in the grand ballroom at Westwood Country Club, 800 Maple Avenue East, Vienna, Virginia 22180. All owners of The Freedom Bank of Virginia’s common stock (the “Common Stock”), on July 16, 2014, the record date (the “Record Date”), are eligible to receive notice of, and to vote at, the Annual Meeting.

Revocation and Voting or Proxies

Execution of a proxy will not affect a shareholder’s right to attend the Annual Meeting and to vote in person. Any shareholder who has executed and returned a proxy may revoke it by attending the Annual Meeting and requesting to vote in person. A shareholder may also revoke his proxy at any time before it is exercised by filing a written notice with the Bank or by submitting a proxy bearing a later date. Proxies will extend to, and will be voted at, any properly adjourned session of the Annual Meeting. If a shareholder specifies how the proxy is to be voted with respect to any proposal for which a choice is provided, the proxy will be voted in accordance with such specifications. If a shareholder fails to specify with respect to a proposal, the proxy will be voted “FOR” the election of the director nominees named in Proposal One; and “FOR” the ratification of appointment of auditors in Proposal Two; and, “FOR” the approval to the number of authorized shares increase in Proposal Three, as set forth in the accompanying Notice and further described herein.

Voting Rights of Shareholders

Only those shareholders of record at the close of business on July 16, 2014 are entitled to notice of and to vote at the Annual Meeting, or any adjournments thereof. The number of shares of common stock of The Freedom Bank of Virginia outstanding and entitled to vote at the Annual Meeting is 3,815,029. Each share of common stock is entitled to one vote. Shares may not be voted at the meeting unless the shareholder is present or represented by proxy. A shareholder can be represented through the return of a physical proxy or by utilizing the telephone or Internet voting procedures.

The telephone and Internet voting procedures are designed to authenticate shareholders by use of a control number and allow shareholders to confirm that their instructions have been properly recorded. The method by which you vote will in no way limit your right to change your vote at the Annual Meeting if you later decide to attend in person. A shareholder giving a proxy may revoke it at any time before it is exercised by giving written notice of such revocation or by delivering a later date proxy, in either case, to Cynthia Carter Atwater, Corporate Secretary, at the address set forth above, or by the vote of the shareholder in person at the Annual Meeting.

The presence in person or by proxy of the holders of a majority of the outstanding common stock will constitute a quorum for the transaction of business at the meeting. Broker non-votes will be counted as being present or represented at the meeting for purposes of establishing a quorum, but, under NYSE rules, brokers will not be permitted to vote on the election of directors unless specific voting instructions are provided to the broker. The Bank, therefore, encourages shareholders or other beneficial owners of shares whose shares are held in the name of a broker, bank or other intermediary to direct their vote for all agenda items on the form of proxy sent by the broker, bank or other intermediary.

Solicitation of Proxies

The cost of solicitation of proxies will be borne by the Bank. Solicitation will be made only by the use of mail, and if necessary, may be made in person or by telephone by officers and employees of the Bank. We anticipate that brokerage houses and other nominees, custodians, and fiduciaries will be requested to forward the proxy solicitation material to the beneficial owners of the stock held of record by such persons, and the Bank will reimburse them for their charges and expenses in this connection. Proxies properly executed will be voted at the meeting, or any adjournment thereof, in accordance with instructions. Unless otherwise instructed, proxies will be voted "FOR" the proposed actions.

PROPOSAL ONE:

ELECTION OF DIRECTORS

The By-Laws of the Bank provide that the business and affairs of the Bank shall be managed and controlled by a Board of Directors having no fewer than five (5) and no more than twenty (20) members. By resolution of the Board of Directors, dated June 18, 2014, the number was reduced from eleven (11) directors to ten (10) directors. The Board believes that, at this time, ten (10) directors are adequate to direct the business and affairs of the Bank.

The Bank’s Articles of Incorporation provide that the terms of office of the directors shall be staggered by dividing them into three classes with each class consisting of one-third of the total, as near as may be. The current directors, the class to which they were elected and expiration date of their terms are as follows:

<u>Name</u>	<u>Class</u>	<u>Expiration of Term</u>
Cynthia Carter Atwater	Class I	Annual Meeting in 2014
H. Jason Gold	Class I	Annual Meeting in 2014
Alvin E. Nashman, Ph.D.	Class I	Annual Meeting in 2014
G. Thomas Collins, Jr.	Class III	Annual Meeting in 2015
Terry L. Collins, Ph.D.	Class III	Annual Meeting in 2015
Norman P. Horn	Class III	Annual Meeting in 2015
David C. Karlgaard, Ph.D.	Class II	Annual Meeting in 2016
Richard C. Litman	Class II	Annual Meeting in 2016
John T. Rohrback	Class II	Annual Meeting in 2016
Craig S. Underhill	Class II	Annual Meeting in 2016

Nominees to the Board of Directors - Terms Expiring in 2014 (Class I)

Cynthia Carter Atwater

Director

Cynthia Carter Atwater (58) has served as a director of the Bank since 2003 and is the Corporate Secretary. Ms. Atwater is a Principal of Digital Benefit Advisors, Reston, Virginia and was formerly President and Chief Executive Officer of CCA Consulting, Inc. Ms. Atwater served on the Advisory Board of the Bank as both Chairwoman and Vice Chairwoman until 2003.

H. Jason Gold

Director

H. Jason Gold (60) has served as a director of the Bank since May 2003. Mr. Gold has been a partner with the law firm of Wiley Rein LLP, McLean, Virginia since 2002. Mr. Gold served as President of the law firm of Gold Morrison & Laughlin, P.C. from 1985 until 2002. Mr. Gold served on the Advisory Board of the Bank from 2001 until 2003.

Alvin E. Nashman, Ph.D.

Director

Alvin E. Nashman, Ph.D. (88) has served as a director of the Bank since February 23, 2007. Dr. Nashman was a founding director of James Monroe Bank. He served as director from 1997 to 2006 when it was acquired by Mercantile Bancshares. Dr. Nashman was Head of the Systems Group, Computer Sciences Corporation, from 1965 until his retirement in 1992.

Incumbent Directors Serving on the Board - Terms Expiring in 2015 (Class III)

G. Thomas Collins, Jr.

Director

G. Thomas Collins, Jr. (69) has served as a director of the Bank since 1999. Mr. Collins is a founding and organizing director of the Bank. He has been a Certified Public Accountant since 1971 and was a former Partner at Goodman & Company, LLC, McLean, Virginia. Prior to that, Mr. Collins served as President of the accounting firm of Collins, Forbes & Company.

Terry L. Collins, Ph.D.

Director

Terry L. Collins, Ph.D. (69) has served as a director of the Bank since February 23, 2007. Dr. Collins was a founding director of James Monroe Bank, where he served as a director from 1998 to 2006 when it was acquired by Mercantile Bancshares. Dr. Collins is the former Chairman of the Board, CEO, and President of Argon ST, and was one of three founders of Argon Engineering Associates, Inc. (Argon Engineering). Dr. Collins served as Chairman of the Board and Chief Executive Officer of Argon Engineering from its inception in 1997 until its merger with SenSy Tech in 2004. From 1995 until 1997, Dr. Collins was the general manager of the Falls Church Division of Raytheon E-Systems. From 1989 until 1995, Dr. Collins was the President of Engineering Research Associates, a wholly owned subsidiary of E-Systems Corporation. Dr. Collins served as the senior member of the engineering management team at Engineering Research Associates from 1979 until its acquisition by E-Systems Corporation in 1989.

Norman P. Horn

Director

Norman P. Horn (83) has served as a director of the Bank since February 23, 2007. Mr. Horn was a founding director of James Monroe Bank where he served as a director from 1997 to 2006, when it was acquired by Mercantile Bancshares. Mr. Horn was a founding director of Bank of the Potomac, where he served as a director from 1988 until it was sold in 1995. Mr. Horn was a Principal in the accounting firm Homes, Lowry, Horn & Johnson, Ltd. until 1997.

Incumbent Directors Serving on the Board - Terms Expiring in 2016 (Class II)

David C. Karlgaard, Ph.D.

Director

David C. Karlgaard, Ph.D. (68) has served as a director of the Bank since February 23, 2007. Dr. Karlgaard was a founding director of James Monroe Bank where he served as a director from 1997 to 2006 when it was acquired by Mercantile Bancshares. Dr. Karlgaard was co-founder of PEC Solutions, Inc. and served as the company's Chairman of the Board and Chief Executive Officer until it was acquired by Nortel Government Solutions in 2005. Dr. Karlgaard retired from Nortel in 2007.

Richard C. Litman

Chairman

Richard C. Litman (58) has served as Chairman of the Board since February 23, 2007. Mr. Litman was a director of the Bank of Northern Virginia from 1995 to 1996, and a founding director of James Monroe Bank where he served as a director from 1997 to 2006. Both banks were acquired. Mr. Litman holds a Juris Doctor degree, cum laude, and two advanced law degrees, including one in Forensic Science and the other, a LL.M. in Patent & Trade Regulation Law from The National Law Center of George Washington University, obtained during a post-graduate fellowship awarded by the Food and Drug Law Institute.

Mr. Litman has practiced law in the region for 33 years. In 1983, he formed Litman Law Offices, Ltd, a Northern Virginia law firm handling matters involving Intellectual Property and Technology Law. It was acquired in 2013 by Becker & Poliakoff, PA.

John T. Rohrback

Vice Chairman

John T. Rohrback (69) has served as a director of the Bank since August 2004 and Vice Chairman since August 2013. He served as Chief Executive Officer of the Bank from 2004 to 2011. He was hired in 2001 as Executive Vice President and Senior Lending Officer. Mr. Rohrback was President and Chief Executive Officer, as well as a director of Heritage Bank from 1996 until 1999. Prior to this, Mr. Rohrback was Executive Vice President, as well as a director of Hallmark Bank and Trust until its acquisition by F & M National Corporation in 1996. Mr. Rohrback began his banking career in 1965 at Signet Banking Corporation, serving in various positions including Senior Vice President and Director of Signet Bank, N.A.

Craig S. Underhill

President and Chief Executive Officer

Craig S. Underhill (55) has served as director, President and Chief Executive Officer of the Bank since August 2011; prior to that date, he served as President and Chief Operating Officer from September 2010 to August 2011. He was hired in March 2007 as Executive Vice President and Chief Lending Officer. Prior to joining the Bank, Mr. Underhill was Chief Lending Officer with Potomac Bank of Virginia. Mr. Underhill has more than 30 years of commercial banking experience in northern Virginia and a background in most types of commercial lending with a specialty in financing government contractors.

The Board of Directors unanimously recommends that Shareholders vote “FOR” the election of the above nominees for Director.

CORPORATE GOVERNANCE

Board and Committee Meetings

The Board of Directors (the “Board”) of the Bank generally meets on a monthly basis, holding additional special meetings as needed. During fiscal 2013, the Board held 13 meetings. Each director attended in person or via telephone at least 75% of the Board meetings and Committees meetings to which they were assigned. The Bank has not adopted a formal policy on Board members’ attendance at its Annual Meeting of Shareholders, although all directors are encouraged to attend. Ten of eleven directors attended the Bank’s 2013 Annual Meeting of Shareholders.

The Board has six standing committees: Audit Committee; Compensation & Benefits Committee; Corporate Governance (Nomination / Proxy) Committee; Directors Loan Committee; Strategic Planning Committee; and, FBV Capital Advisors Advisory Committee. Additional operational committees are composed of Board members and officers of the Bank.

Audit Committee

Members: Committee Chair, G. Thomas Collins, Jr. and Messrs. Horn and Karlgaard. The Audit Committee reviews internal audit functions and is responsible for adequate audit procedures to ensure and protect against improper and unsound practices, for the protection of all assets and records of the Bank. The Board of Directors approved the Audit Committee selection of a certified public accounting firm to perform an independent annual audit of the books and records of the Bank and its subsidiary. The results of the audit performed by the independent certified public accounting Firm, as well as results of all examinations performed were presented to the Audit Committee and the Board of Directors. During the period from January 1, 2013 and December 31, 2013, the Audit Committee held three meetings.

Compensation & Benefits Committee

Members: Committee Chairwoman, Cynthia Carter Atwater, Messrs. Gold, Horn, Litman, and Rohrback. The Committee provides overall guidance to the Board recommending the level of compensation of each executive officer and officers of the Bank to the Board and for making recommendations for the remuneration and benefits of the employees of the Bank. During the period from January 1, 2013 and December 31, 2013, the Compensation & Benefits Committee met three times.

Corporate Governance (Nomination/Proxy) Committee

Members: Committee Chair, Terry L. Collins, Ms. Atwater, Messrs. Gold, Horn, Litman, Rohrback and Underhill. The committee is responsible for, among other things, evaluating the efforts of The Freedom Bank of Virginia to maintain effective corporate governance practices and conducting the search for, evaluation of, and proposing to the Board of Directors, qualified, competent, and worthy candidates, from which the Board of Directors makes its selections for either the Board of Directors or the Advisory Board.

Qualification for consideration as a director nominee may vary according to the particular areas of expertise being sought as a complement to the existing Board composition. The committee may, at its discretion, consider candidates proposed by shareholders of the Bank. Such recommendations must include financial and biographical information, and an indication of the consent of the proposed nominee to serve. During the period from January 1, 2013 and December 31, 2013, the Corporate Governance (Nomination / Proxy) Committee held one meeting.

Directors Loan Committee

Members: Committee Chair, Richard C. Litman and Messrs. Horn, Nashman, Rohrback and Underhill. The Directors Loan Committee generally meets weekly and reviews loan requests within the committee's authority. During the period from January 1, 2013 and December 31, 2013, the Directors Loan Committee met 48 times.

Strategic Planning Committee

Members: Committee Chair, H. Jason Gold and Ms. Atwater, Messrs. Litman, Nashman, Rohrback and Underhill. The Strategic Planning Committee met one time in 2013.

FBV Capital Advisors Advisory Committee

Members: Committee Chair, Craig S. Underhill and Messrs. Terry Collins, Karlgaard, Litman and Nashman. The Advisory Committee is recently formed and met four times during 2013 and now generally meets monthly.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table reports the beneficial ownership, including 500 shares representing director's qualifying shares of the Bank's stock by each director, and directors and executive officers as a group for the period ending June 30, 2014. Options and warrants to purchase 686,749 additional shares also were outstanding. The following table reports the beneficial ownership of the Bank's common stock by each current director; and the current directors and executive officers as a group and includes the options and warrants to purchase 783,577 shares. Except as indicated below, the Bank knows of no other person or persons, other than street name nominee owners, who, beneficially on record, own in excess of 5% of the Bank's common stock.

Name of Beneficial Owner	Amount of Common Stock and Nature of Beneficial Ownership (1)	Percent of Ownership Including Exercisable Options (2)
Cynthia Carter Atwater (3)	97,326	2.16%
G. Thomas Collins, Jr. (4)	61,028	1.36%
Terry L. Collins (5)	207,748	4.61%
H. Jason Gold (6)	52,554	1.17%
Norman P. Horn (7)	49,670	1.10%
David C. Karlgaard (8)	234,331	5.21%
Richard C. Litman (9)	284,580	6.32%
Michael A. Miranda (10)	120,940	2.69%
Alvin E. Nashman (11)	220,931	4.91%
John T. Rohrback (12)	98,567	2.19%
Craig S. Underhill (13)	198,582	4.41%
Karin M. Johns (14)	42,001	0.93%
C. Kevin Curtis (15)	27,500	0.61%
Robert D. Willey, Jr. (16)	8,052	0.18%
All Directors, Director Nominees and Executive Officers as a Group (contains 14 individuals)	1,703,810	37.85%

- (1) For purposes of this table, a person is deemed to be the beneficial owner of any shares of common stock with respect to which he or she had sole or shared voting and/or investment power, including any shares which he or she has the right to acquire at a future date. The table includes shares held directly, shares held jointly with family members, shares held in trust, shares held in retirement accounts or retirement funds for the benefit of named individuals, and other forms of ownership over which the person named in the table possesses voting and investment power.

- (2) Based on 3,815,029 shares outstanding on June 30, 2014.
- (3) The shares attributed to Ms. Atwater include 46,980 shares as to which Ms. Atwater has voting and investment power, and 12,012 shares as to which she shares voting and investment power with her husband. Also included in the total shares owned are options and warrants, to purchase 38,334 shares of the Bank's common stock.
- (4) The shares attributed to Mr. Collins include 10,274 shares as to which Mr. Collins has voting and investment power and 16,489 shares as to which he shares voting and investment power with his wife. Also included in the total shares owned are options and warrants to purchase 34,265 shares of the Bank's common stock.
- (5) The shares attributed to Dr. Collins include 112,257 shares as to which Dr. Collins has voting and investment power. Also included in the total shares owned are options and warrants to purchase 95,491 shares of the Bank's common stock.
- (6) The shares attributed to Mr. Gold include 2,044 shares as to which Mr. Gold has voting and investment power, 12,868 voting and investment shares with his wife. Also included in the total shares owned are options and warrants to purchase 37,642 shares of the Bank's common stock.
- (7) The shares attributed to Mr. Horn include 26,655 shares as to which Mr. Horn has voting and investment power. Also included in the total shares owned are options and warrants to purchase 23,015 shares of the Bank's common stock.
- (8) The shares attributed to Dr. Karlgaard include 162,600 shares as to which Dr. Karlgaard has voting and investment power. Also included in the total shares owned are options and warrants to purchase 71,731 shares of the Bank's common stock.
- (9) The shares attributed to Mr. Litman include 168,032 shares as to which Mr. Litman has voting and investment power. Also included in the total shares owned are options and warrants to purchase 116,548 shares of the Bank's common stock.
- (10) The shares attributed to Mr. Miranda include 14,976 shares as to which Mr. Miranda had voting and investment power and 66,316 shares as to which he shared voting and investment power with his wife. Also included in the total shares owned are options and warrants to purchase 39,648 shares of the Bank's common stock.

Co-founder and organizing director Miranda passed away in January 2014.

- (11) The shares attributed to Dr. Nashman include 125,440 shares as to which Dr. Nashman has voting and investment power. Also included in the total shares owned are options and warrants to purchase 95,491 shares of the Bank's common stock.
- (12) The shares attributed to Mr. Rohrback include 38,166 shares as to which Mr. Rohrback has voting and investment power. Also included in the total shares owned are options and warrants to purchase 60,401 shares of the Bank's common stock.

- (13) The shares attributed to Mr. Underhill include 29,304 shares as to which Mr. Underhill has voting and investment power and 64,118 shares voting and investment power with his wife. Also included in the total shares owned are options to purchase 105,160 shares of the Bank's common stock.
- (14) The shares attributed to Ms. Johns include 11,374 shares as to which Ms. Johns has voting and investment power and 328 shares as to which she shares voting and investment power with her son. Also included in the total shares owned are options and warrants to purchase 30,299 shares of the Bank's common stock.
- (15) The total shares attributed to Mr. Curtis include options to purchase 27,500 shares of the Bank's common stock.
- (16) The total shares attributed to Mr. Willey include options to purchase 8,052 shares of the Bank's common stock.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee of the Bank is responsible for recommending the level of compensation of each executive officer of the Bank to the Board. The President & CEO does not participate in any Board or Compensation Committee discussions related to his compensation and does not vote on his compensation. He does recommend salary levels for the Bank's other executive officers. The Board makes the ultimate determination of the compensation for these individuals.

The Committee uses salary surveys from the Virginia Bankers Associations salary and benefits surveys as well as publicly available information from local banks in determining the compensation and benefits for employees.

THE MEMBERS OF THE COMPENSATION COMMITTEE

Cynthia Carter Atwater, Chairwoman
Norman P. Horn
David C. Karlgaard

EXECUTIVE COMPENSATION

The following table sets forth summary information of compensation awarded to, earned by or paid to the President & Chief Executive Officer of the Bank and three other highest compensated executive officers (the “named executive officers”) for 2013.

Summary Compensation Table

Name & Principal Position	Year	Salary (\$)	Bonus (1) (\$)	Automobile Allowance (\$)	Company Paid Insurance Premiums (\$)	Total (\$)
Craig S. Underhill President & CEO	2013	275,000	50,000	7,200	10,050	342,250
Karin M. Johns EVP & Chief Financial Officer	2013	169,590	24,000	-	13,137	206,727
C. Kevin Curtis EVP & Chief Lending Officer	2013	230,000	35,000	6,000	16,445	287,445
Robert D. Willey, Jr. EVP & Senior Credit Officer	2013	195,225	35,000	-	13,464	243,871

(1) The overall performance of the Bank and performance of an individual over the previous year are taken into account in determining the current year’s bonus level.

EXECUTIVE OFFICERS

Set forth below is information with respect to the current executive officers of the Bank and their relevant business experience:

Craig S. Underhill

President and Chief Executive Officer

See “Proposal One: Election of Directors” for information about Mr. Underhill, who is an incumbent director whose term expires in 2016 (Class II).

Karin M. Johns

Executive Vice President and Chief Financial Officer

Karin M. Johns (62) has served as Executive Vice President and Chief Financial Officer since 2003. Ms. Johns was hired as Senior Vice President and Cashier in July 2001. Ms. Johns is responsible for day-to-day financial management of the Bank, its investment portfolio, and oversees IT operations. Ms. Johns has more than 35 years in community banking and regional banking.

Robert D. Willey, Jr.

Executive Vice President, Senior Credit Officer

Robert D. Willey, Jr. (68) has served as Executive Vice President and Senior Credit Officer since April 2011. Before joining the Bank, Mr. Willey served as Chief Lending Officer with Congressional Bank in Bethesda, Maryland. Mr. Willey has over 30 years experience in commercial banking in northern Virginia.

C. Kevin Curtis

Executive Vice President, Chief Lending Officer

Kevin Curtis (53) has served as Executive Vice President and Chief Lending Officer since March 2013; prior to that date, he served as Executive Vice President, Corporate Banking since joining the Bank in October 2012. Before joining the Bank, Mr. Curtis served as the Virginia President for WashingtonFirst Bank. Mr. Curtis has over 20 years experience in commercial banking in northern Virginia.

Outstanding Equity Awards

The following table includes certain information with respect to all unexercised options held by the named executive officers at December 31, 2013. At December 31, 2013, none of the named executive officers held unvested restricted stock.

Name	Outstanding Equity Awards at Fiscal Year End		
	Common Shares Unexercised Options (#) Exercisable	Option Exercise Price (\$)	Option Expiration Date
Craig S. Underhill	21,600	6.90	12/21/21
	7,092	7.16	06/19/22
	10,908	7.16	01/01/23
	1,999	7.33	12/18/24
	1,999	7.33	12/18/25
	2,002	7.33	12/18/26
Karin M. Johns	4,320	6.90	12/21/21
	14,184	7.16	06/19/22
	1,656	7.16	01/01/23
	1,000	7.33	12/18/24
	1,000	7.33	12/18/25
	1,001	7.33	12/18/26
C. Kevin Curtis	4,999	7.33	10/15/24
	4,999	7.33	10/15/25
	5,002	7.33	10/15/26
Robert D. Willey, Jr.	4,320	6.90	12/21/21
	1,000	7.33	12/18/24
	1,000	7.33	12/18/25
	1,001	7.33	12/18/26

Amounts and the number of all options and warrants outstanding as of December 31, 2013 have been adjusted for the six-for-five stock split on August 13, 2013.

Employment Agreements and Potential Payments Upon Termination or Change-in-Control

In August 2010, the Bank entered into an employment agreement with the Bank's current President and Chief Executive Officer, Craig S. Underhill. The agreement provides for a base salary, a performance bonus, annual adjustments to compensation and other benefits. The agreement had an initial term of 17 months and will be automatically renewed for successive 12 month terms until employment is terminated under specific conditions as provided in the agreement. Mr. Underhill is subject to termination as a director in the event he is no longer Chief Executive Officer.

In June 2006, the Bank entered into an employment agreement with the Bank's current Executive Vice President & Chief Financial Officer, Karin M. Johns. The agreement provides for base salary, performance bonuses, and other benefits. The agreement had an initial term of one year with options to extend for additional one year periods until employment is terminated under specific conditions provided in the agreement.

In January 2007, the Bank entered into an employment agreement with the Bank's current Senior Vice President, Loan Administration & Information Officer, Kimberly J. Ryman. The agreement provides for base salary, performance bonuses, and other benefits. The agreement had an initial term of one year and will be automatically renewed for successive twelve (12) month terms until employment is terminated under specific conditions provided in the agreement.

In October 2012, the Bank entered into an employment agreement with the Bank's current Executive Vice President & Chief Lending Officer, C. Kevin Curtis. The agreement provides for base salary in the event of a Change of Control, and has an initial term of 14 months and will be automatically renewed for successive twelve (12) month terms until employment is terminated under specific conditions as provided in the agreement. The agreement will expire according to the term of the agreement after the date of the Change-in-Control, with no renewal thereafter.

Retirement Benefits

The Bank has a voluntary, contributory 401(k) plan that allows eligible employees to contribute a fixed percentage of their compensation. The Board approved a 3% of the Bank's profit discretionary profit sharing contribution to be made for the year ending December 31, 2013.

DIRECTOR COMPENSATION

During 2013, outside (non-employee) directors received a fee of \$500 per Board Meeting and \$250 per committee meeting attended. The chairman received double the standard compensation of the other directors per Board and committee meeting attended. Outside directors received compensation totaling \$168,250 for meetings attended. Directors who are employed by the Bank do not receive additional compensation from the Bank for their service on the Board. In 2013, the chairman received a monthly stipend of \$3,600 for service on the Board and meeting attendance.

The following sets forth the compensation accrued by the Bank to each member of the Board of Directors during the year ended December 31, 2013.

	Stipend	Fee	Total
Director	(\$)	(\$)	(\$)
Cynthia Carter Atwater		7,750	7,750
Terry L. Collins		7,750	7,750
G. Thomas Collins, Jr.		10,750	10,750
H. Jason Gold		6,500	6,500
Norman P. Horn		21,750	21,750
David C. Karlgaard		11,750	11,750
Richard C. Litman	43,200	41,500	84,700
Michael A. Miranda		20,500	20,500
Alvin E. Nashman		20,750	20,750
John T. Rohrback		19,500	19,500

INTEREST OF MANAGEMENT IN CERTAIN TRANSACTIONS

There are no existing or proposed transactions between the Bank with its directors and executive officers other than those contemplated in the ordinary course of banking business and disclosed herein.

At no time during the period from January 1, 2013 to December 31, 2013, did extensions of credit to directors, officers, employees, or their associates exceed 21% of the equity capital of the Bank.

From January 1, 2013 to December 31, 2013, the maximum outstanding credit extended to the directors and policy making officers, and their associates, as a group was \$3,165,168 which represented 19.86% of the Bank's equity capital. The outstanding indebtedness on December 31, 2013 was \$3,145,213, which represented 18.74% of the Bank's equity capital. The credit extensions are either secured or unsecured and include direct loans to makers and indirect extensions as endorsers.

RELATIONSHIP WITH INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors appointed Thompson Greenspon of Fairfax, Virginia as the independent registered public accounting firm to render audit services to the Bank for the year ending December 31, 2013. These services consisted primarily of the examination and audit of the Bank's financial statements, tax reporting assistance and other auditing and accounting matters.

The following table presents the fees for professional audit services rendered by Thompson Greenspon for the audit of the Bank's financial statements for years ended December 31, 2013 and 2012, and fees billed for other services rendered by Thompson Greenspon.

	2013	2012
Audit fees(1)	\$45,000	\$45,000
Audit related fees	6,750	7,500
Tax Fees(2)	6,650	4,350
All other Fees(3)	4,520	11,725
Total	\$62,920	\$68,575

- (1) Audit fees consist of fees incurred in connection with the audit of our annual financial statements and the review of the interim financial statements included in our quarterly reports filed with the Federal Reserve Board.
- (2) Tax fees consist of fees incurred in connection with tax compliance, tax advice and tax planning services.
- (3) All other fees relate to a variety of different accounting issues.

All of the above services were pre-approved by the Bank's Audit Committee. The Audit Committee considers the provision of all of the above services to be compatible with maintaining the independence of the Bank's independent registered public accounting firm, Thompson Greenspon.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee assists the Board in overseeing and monitoring the integrity of the Bank's financial reporting process, its compliance with legal and regulatory requirements and the quality of its internal and external audit processes.

Management is responsible for the preparation, presentation and integrity of the Bank's financial statements, accounting and financial reporting principles, internal controls and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. The Audit Committee serves a board-level oversight role. Drawing upon its members experience in business, financial and accounting matters, it provides advice, counsel and direction to management and the auditors.

In fulfilling its oversight responsibilities for the fiscal year 2013 financial statements;

- The Audit Committee reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2013 with management and Thompson Greenspon, the Bank's independent accountants;
- The Audit Committee discussed with Thompson Greenspon the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the auditors' communication with those charged with governance and Statement on Auditing Standards No. 115 relating to communicating internal control related matters identified in an audit, as necessary; and
- The Audit Committee discussed with Thompson Greenspon its independence.

The Audit Committee also considered taxation matters and other areas of oversight relating to the financial reporting and audit and tracking process.

THE MEMBERS OF THE AUDIT COMMITTEE

G. Thomas Collins, Chairman
Norman P. Horn
David C. Karlgaard

PROPOSAL TWO:

RATIFICATION OF APPOINTMENT OF AUDITORS

The Audit Committee of the Bank has appointed Thompson Greenspon of Fairfax, Virginia, as the independent registered public accounting firm to perform the audit of the Bank's financial statements for the year ending December 31, 2014. Upon the recommendation of the Audit Committee, the Board has selected Thompson Greenspon as the Bank's independent registered public accounting firm for the current fiscal year ending December 31, 2014.

The Bank has been advised that representatives of Thompson Greenspon are expected to be present at the Annual Meeting. Its representative will have an opportunity to make a statement if so desired and will be available to respond to appropriate questions.

The Board of Directors unanimously recommends that Shareholders vote "FOR" the ratification of the appointment of Thompson Greenspon as the Bank's independent registered public accounting firm for the year ending December 31, 2014.

**PROPOSAL THREE: APPROVE AUTHORIZED SHARES INCREASE TO
15,000,000**

The Board of Directors and Management have recommended the approval of an increase in the number of authorized shares from 5,000,000 to 15,000,000. The increase will allow sufficient shares for future stock splits as well as stock issuance to provide capital for growth.

The Board of Directors unanimously recommends that Shareholders vote “FOR” the approval of an increase in the number of authorized shares from 5,000,000 to 15,000,000.

GENERAL COUNSEL AND LEGAL SERVICE

The Board of Directors selected Robert A. Payne, Attorney-at-Law, to serve as general counsel for the Bank. Mr. Payne is expected to be present at the Shareholders Meeting and will address any legal matters that may be properly brought before the meeting.

The Board of Directors selected Wayne M. Lee, managing shareholder of Lee Lowinger P.C., McLean, Virginia, to represent the Bank in connection with securities matters pertaining to the Bank.

SHAREHOLDER PROPOSALS FOR 2015 ANNUAL MEETING

Any proposal to be considered for inclusion in the Bank's proxy materials in connection with the 2015 Annual Meeting must be in proper form and must be received by the Bank's Chief Executive Officer, at the Bank's principal office in Fairfax, Virginia, not less than 60 days prior to the anniversary of the date on which the Bank first mailed its proxy materials for the preceding year's annual meeting.

The proxy solicited by the Board of Directors for the 2015 Annual Meeting will confer discretionary authority to the proxy holders to vote in accordance with their best judgment on any shareholder proposal presented at the meeting if the Bank has not received proper notice of such proposal.

ANNUAL REPORTS

A copy of the Bank's Annual Report for the year ended December 31, 2013 accompanies this proxy statement. Upon receipt of a written request, the Bank will furnish without charge a copy of the 2013 Annual Report. Such written requests should be directed to the Chief Financial Officer, The Freedom Bank of Virginia, PO Box 4510, Fairfax, VA 22038-4510. The Annual Report is not considered proxy-soliciting materials.

OTHER MATTERS

Each proxy solicited hereby also confers discretionary authority on the Board of Directors of the Bank to vote the proxy with respect to the election of any person as a director if the nominee is unable to serve or for good cause will not serve, matters incident to the conduct of the meeting, and upon such other matters as may properly come before the Annual Meeting other than the matters described above in this proxy statement. However, if any other matters should properly come before the meeting, it is intended that the proxies solicited hereby will be voted with respect to those other matters in accordance with the judgment of the persons voting the proxies.

YOUR VOTE IS IMPORTANT! WE URGE YOU TO SIGN AND DATE THE PROXY CARD AND RETURN IT TODAY OR YOU MAY VOTE BY TELEPHONE OR ELECTRONICALLY OVER THE INTERNET BY FOLLOWING THE INSTRUCTIONS ON THE PROXY CARD.