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Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System

MAR 21 2014



Annual Report of Holding Companies — ~~FBI~~ RICHMOND

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013

Month / Day / Year

I, Lawrence E. Foley, President

Reporter's Name, Street, and Mailing Address
Romney Bankshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

P.O. Box 876

Title of the Holding Company Director and Official

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

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.

Romney WV 26757
City State Zip Code
95 East Main Street, Romney WV 26757

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:

Dean K. Young

Name Title

304-822-3541

Area Code / Phone Number / Extension

304-822-3547

Area Code / FAX Number

youngd@bankofromney.net

E-mail Address

www.bankofromney.net

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

Signature of Holding Company Director and Official

Date of Signature

3-17-14

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 1417324
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

**ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6
ROMNEY BANKSHARES, INC.**

Report Item		
1a	Form 10K	None
1b	Annual Report to Shareholders	Attached
2	Organizational Chart	Attached
2b	Domestic Branch Schedule	Attached
3	Shareholders	Attached
4	Directors and Officers	Attached

**Romney Bankshares, Inc.
Romney, West Virginia
Fiscal Year Ending December 31, 2013
Item 2**

State of Incorporation

West Virginia

**Romney Bankshares, Inc.
Romney, West Virginia**

100%

Owned by Romney Bankshares Inc.

West Virginia

**The Bank of Romney
Romney, West Virginia**

100%

**Owned by The Bank of Romney
Managing Member of LLC**

West Virginia

**The Bank of Romney
Insurance Center, LLC
Romney, West Virginia**

**ROMNEY BANKSHARES, INC.
ROMNEY, WEST VIRGINIA
SUPPLEMENT TO ORGANIZATIONAL CHART**

- A) THERE ARE NO COMPANIES IN WHICH EXCESS OF 5 PERCENT OF THE SHARES OF ANY CLASS OF VOTING SECURITIES ARE CONTROLLED AS A RESULT OF DEBT PREVIOUSLY CONTRACTED.
- B) THERE ARE NO COMPANIES HELD IN A FIDUCIARY CAPACITY DIRECTLY OR INDIRECTLY, BY THE BANK HOLDING COMPANY THAT EXCEEDS 5 PERCENT.
- C) THERE ARE NO BANKS OR BANK HOLDING COMPANIES HELD, DIRECTLY OR INDIRECTLY, BY THE SUBSIDIARY BANK.
- D) THE BANK HOLDING COMPANY HAS NO INVESTMENTS IN SHARES OF ANY CLASS OF NON-VOTING EQUITY WHICH ARE GREATER THAN OR EQUAL TO 25 PERCENT OF THE NON-VOTING EQUITY OF ANY BANK OR BANK HOLDING COMPANY THAT IS OTHERWISE CONTROLLED.

**ROMNEY BANKSHARES, INC.
ROMNEY, WEST VIRGINIA**

**Report Item 3: Shareholders Who Own More than 5% of Bank Holding Company
as of 12-31-2013**

Name and Address	Citizenship	Number of Shares Owned	Percent of Class Owned
Estate of Ralph W. Haines Romney, West Virginia	USA	32,224 - Common Stock	6.0%
Linda Jane Haines Romney, West Virginia	USA	40,376 - Common Stock	7.5%

* No other individual owned 5% or more during 2013

ROMNEY BANKSHARES, INC.
ROMNEY, WEST VIRGINIA
DIRECTORS AND OFFICERS
 Item 4

1-Name and Address	2-Principal Occupation Other Than Holding Company	3a-Position with Bank Holding Company	3b- Title & Position with Subsidiaries	3c/4c- Title, Position & Ownership with other Businesses	4a-Percent of Voting Shares in Holding Co.	4b-Percent Voting Shares in Subsidiary
Marlin C. Biggs Romney, West Virginia	N/A	Chairman of the Board	None	None	0.2%	None
Lawrence E. Foley Romney, West Virginia	N/A	Director & President	President & CEO of The Bank of Romney	None	1.0%	None
Lowell Hott Augusta, West Virginia	Veterinarian	Director	None	*	0.8%	None
John W Pancake Romney, West Virginia	Retired- Agent State Farm Insurance	Director	None	None	0.1%	None
William C. Keaton Springfield, West Virginia	Attorney	Director	None	**	0.6%	None
Thomas L. Williams, Jr. Romney, West Virginia	Retired Executive The Bank of Romney	Director/Secretary	None	None	0.2%	None
Charles E. See Romney, West Virginia	Retired Owner & Publisher of Hampshire Review and Weekender	Director	None	***	0.5%	None
Linda Jane Haines Romney, West Virginia	Doctor of Psychiatry	Director	None	None	7.5%	None
Robert E. Mayhew Romney, West Virginia	Retired President of Mayhew Chevrolet	Director	None	****	1.3%	None
Dean K. Young Romney, West Virginia	N/A	Vice President & Treasurer	Vice President/CFO The Bank of Romney	None	0.3%	None
Grand Total					12.5%	

* Principal shareholder and President of Augusta Animal Hosp - 100% * Hollyhock Farm 100%

* Old Hampshire LTD-75%

** Principal member of Keaton, Frazer & Milleson, PLLC Attorneys at Law - 37%

*** Principal shareholder of Cornwell and Ailes, Inc. - 70%

*** Romney Realty Inc- Owned by Cornwell and Ailes - 80%

*** Shareholder in Cornwell Homes, Inc. - 25%

*** Shareholder in Jefferson Publishing - 50%

**** Shareholder in K.B. Mayhew Holdings - 50%

Results: A list of branches for your depository institution: BANK OF ROMNEY, THE (ID_RSSD: 722432).
 This depository institution is held by ROMNEY BANKSHARES, INC. (1417324) of ROMNEY, WV.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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	Effective Date	Branch Service Type	Branch ID RSSD*	Popular Name	Street Address	City	State	Zip	County	Country	FDIC UNINUM*	Office	F
OK	12/31/2013	Full Service (Head	722432	BANK OF ROMNEY, THE	95 EAST MAIN STREET	ROMNEY	WV	26757	HAMPSHIR	UNITED	531		0
OK	12/31/2013	Full Service	1357448	AUGUSTA BRANCH	ROUTE 50	AUGUSTA	WV	26704	HAMPSHIR	UNITED	186146		2
OK	12/31/2013	Full Service	784636	CAPON BRIDGE BRANCH	ROUTE 50	CAPON BRIDGE	WV	26711	HAMPSHIR	UNITED	186145		1
OK	12/31/2013	Full Service	3184330	PAW PAW BRANCH	63 WINCHESTER ST	PAW PAW	WV	25434	MORGAN	UNITED	365063		4
OK	12/31/2013	Full Service	3595114	SUNRISE BRANCH	ROUTE 50 AND STAYMAN	ROMNEY	WV	26757	HAMPSHIR	UNITED	462574		5
OK	12/31/2013	Full Service	2891855	SPRINGFIELD OFFICE	ROUTE 28 NORTH	SPRINGFIELD	WV	26763	HAMPSHIR	UNITED	357186		3