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Approval expires December 31, 2015
Page 1 of 2

MAR 24 2014

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6 **FRB 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, J. Robert Buchanan

Name of the Holding Company Director and Official

President/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.

Reporter's Name, Street, and Mailing Address

First Region Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 1050

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

Richlands VA 24641

City State Zip Code

315 Railroad Avenue, Richlands, VA 24641

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:

Serena W. McClanahan AVP/Asst. Sec./Asst. Treas.

Name Title

276-963-1520

Area Code / Phone Number / Extension

276-964-4958

Area Code / FAX Number

serenamccclanahan@firstsentinelbank.com

E-mail Address

J Robert Buchanan

Signature of Holding Company Director and Official

3-11-14

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 2702250
C.I. _____

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

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

A

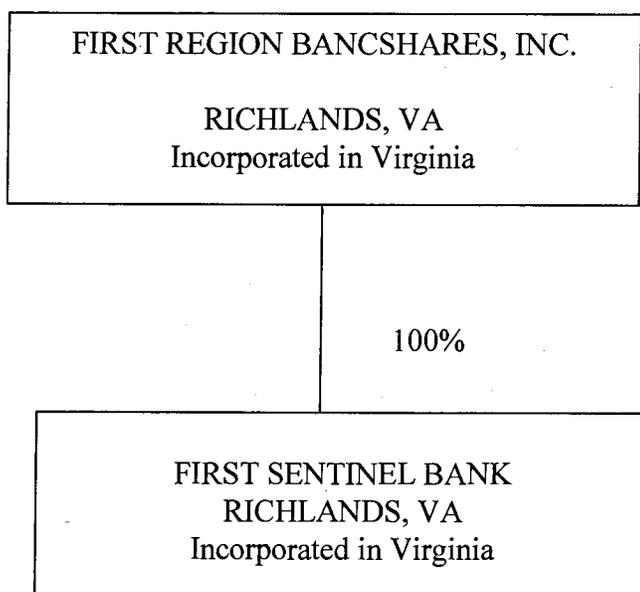
**FIRST REGION BANCSHARES, INC.
RICHLANDS, VIRGINIA
FISCAL YEAR ENDING DECEMBER 31, 2013**

Report Item

1: a. The BHC is not required to prepare form 10K with the SEC.

1: b. The BHC does prepare an annual report for its shareholders.
Enclosed are two copies of the annual report

2: Organizational Chart



2(2a): NONE

2(2b): NONE

2(3): NONE

2(3a): NONE

2(3b): NONE

2(4): NONE

2(5): NONE

2(6): NONE

2(7): NONE

2(8): NONE

2(9): NONE

2b: Submitted via email on 3/20/2014

Results: A list of branches for your depository institution: FIRST SENTINEL BANK (ID_RSSD: 920975).
 This depository institution is held by FIRST REGION BANCSHARES, INC. (2702250) of RICHLANDS, VA.
 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 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)	920975	FIRST SENTINEL BANK	315 RAILROAD AVENUE	RICHLANDS	VA	24641	TAZEWELL	UNITED STATES	44762	0	FIRST SENTINEL BANK	920975	
OK		Full Service	3599288	BLUEFIELD BRANCH	801 S. COLLEGE AVENUE, SUITE 5	BLUEFIELD	VA	24605-173	TAZEWELL	UNITED STATES	467278	4	FIRST SENTINEL BANK	920975	
OK		Full Service	3456886	LEBANON BRANCH	66 TOWNVIEW DRIVE	LEBANON	VA	24266	RUSSELL	UNITED STATES	453525	3	FIRST SENTINEL BANK	920975	
OK		Full Service	1881710	TAZEWELL BRANCH	200 VALLEY VIEW STREET	NORTH TAZEWELL	VA	24630	TAZEWELL	UNITED STATES	286257	1	FIRST SENTINEL BANK	920975	
OK		Full Service	3073751	CLAYPOOL HILL BRANCH	12678 GOV. G.C. PEERY HIGHWAY	POUNDING MILL	VA	24637	TAZEWELL	UNITED STATES	362850	2	FIRST SENTINEL BANK	920975	

FORM FR Y-6

Report Item 3: Shareholders

(1)(a)(1)(b)(1)(c)

(2)(a)(2)(b)(2)(c) NONE

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of December 31, 2013

(1)(a) Name & Address	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
William Lee Hale Trust Bland, VA	USA	180,340 – 21.26%
George W. McCall III Richlands, VA	USA	81,166 – 9.57%
Kathryn M. Culpepper Richlands, VA	USA	53,311 – 6.28%
First Sentinel Bank – ESOP Richlands, VA	USA	49,368 – 5.82%

FORM FR Y-6

Report Item 4: Directors and Officers

(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include Names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of of companies and percentage of voting securities held)
George W. McCall Richlands, VA	N/A	Sr. Exec. Vice President Vice Chairman of the Board Director	Sr. Exec. Vice President Vice Chairman of the Board Director First Sentinel Bank	Director/V. Pres. E. Morgan Farms Director/Secretary/Treasurer McCall Enterprises, Inc. Director/Secretary/Treasurer Lumac	9.57%	N/A	E. Morgan Farms (33 1/3%) N/A N/A
A. G. Brewster Cedar Bluff, VA	Businessman	Director	Director First Sentinel Bank	N/A	Less than 1%	N/A	N/A

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include Names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of of companies and percentage of voting securities held)
Paul E. Williams Richlands, VA	Businessman	Director/Chairman	Director/Chairman First Sentinel Bank	N/A	Less than 1%	N/A	N/A
John D. Jessee Lebanon, VA	Vice Pres./CFO	Director	Director First Sentinel Bank	N/A	Less than 1%	N/A	N/A
Randall L. Deel Haysi, VA	N/A	Secretary/Treasurer/COO Sr. Vice President	Secretary/Treasurer/COO Sr. Vice President First Sentinel Bank	Treasurer/Director D. Deel Trucking, Inc. Director/Treasurer D. Deel, Inc. Owner Deel Bookkeeping Service	Less than 1%	N/A	N/A Deel Bookkeeping Service (100%)
William Lee Hale Trust Bland, VA	N/A	N/A	N/A	N/A	21.26%	N/A	N/A
John M McCall II Richlands, VA	Businessman	Director	Director First Sentinel Bank	Vice President McCall Enterprises Vice President Lumac President Integrity Motors, Inc.	Less than 1%	N/A	N/A N/A Integrity Motors, Inc. (100%)

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include Names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of of companies and percentage of voting securities held)
J. Robert Buchanan Tazewell, VA	N/A	President/CEO Director	CEO Director First Sentinel Bank	Co-Owner Family Farm	Less than 1%	N/A	Family Farm (50%)
Jack B. Cunningham II Pounding Mill, VA	Agent	Director	Director First Sentinel Bank	N/A	Less than 1%	N/A	N/A
John C. Thompson Bland, VA	N/A	Senior Vice President	President Chief Lending Officer/ First Sentinel Bank	President T & T Developers, Inc.	Less than 1%	N/A	T & T Developers, Inc. (25%)
Scott C. Cole Tazewell, VA	Pharmacist	Director	Director First Sentinel Bank	Vice President Olde Virginia Pharmacy	Less than 1%	N/A	Olde Virginia Pharmacy (50%)
Phillip C. Justice, Jr. Grundy, VA	Lawyer	Director	Director First Sentinel Bank	President Justice Law Office	1.97%	N/A	Justice Law Office (100%)
				President Contract Leasing			Contract Leasing (100%)
				Director E. Morgan Farms			E. Morgan Farms (33 1/3%)
				Director Alternative Community Corrections			Alternative Community Corrections (50%)
Matthew Tiller	N/A	N/A	Chief Credit Officer/ Sr. Vice President First Sentinel Bank	Vice President T & T Developers, Inc.	N/A	N/A	T & T Developers, Inc. (50%)