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.

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.

I, Lawrence E. Foley, President
Name of the Holding Company Director and Official
President
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.

Signature of Holding Company Director and Official
02/03/2016
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 14173224
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015
Month / Day / Year
N/A

Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters Name, Street, and Mailing Address
Romney Bankshares, Inc.
PO Box 976
Mailing Address of the Holding Company Street / P.O. Box
Romney, WV 26757
City State Zip Code
95 East Main Street, Romney, WV 26757
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Dean K. Young
Vice President & CFO
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.2 hours per response, including time to gather and maintain data in the required form 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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
<table>
<thead>
<tr>
<th>Report Item</th>
<th>Description</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a</td>
<td>Form 10K</td>
<td>None</td>
</tr>
<tr>
<td>1b</td>
<td>Annual Report to Shareholders</td>
<td>Attached</td>
</tr>
<tr>
<td>2</td>
<td>Organizational Chart</td>
<td>Attached</td>
</tr>
<tr>
<td>2b</td>
<td>Domestic Branch Schedule</td>
<td>Attached</td>
</tr>
<tr>
<td>3</td>
<td>Shareholders</td>
<td>Attached</td>
</tr>
<tr>
<td>4</td>
<td>Directors and Officers</td>
<td>Attached</td>
</tr>
</tbody>
</table>
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.
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.

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://ylonline.federalreserve.gov.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD</th>
<th>Comment</th>
</tr>
</thead>
<tbody>
<tr>
<td>ok</td>
<td>12/31/2015</td>
<td>Full Service (Head Office)</td>
<td>722432</td>
<td>BANK OF ROMNEY, THE</td>
<td>95 EAST MAIN STREET</td>
<td>ROMNEY</td>
<td>WV</td>
<td>26757</td>
<td>HAMPSHIR</td>
<td>UNITED STATES</td>
<td>531</td>
<td>BANK OF ROMNEY, THE</td>
<td>722432</td>
<td></td>
<td></td>
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<tr>
<td>ok</td>
<td>12/31/2015</td>
<td>Full Service (Head Office)</td>
<td>1357448</td>
<td>AUGUSTA BRANCH</td>
<td>ROUTE 50</td>
<td>AUGUSTA</td>
<td>WV</td>
<td>26704</td>
<td>HAMPSHIR</td>
<td>UNITED STATES</td>
<td>146146</td>
<td>BANK OF ROMNEY, THE</td>
<td>722432</td>
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<td></td>
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<td>12/31/2015</td>
<td>Full Service (Head Office)</td>
<td>784636</td>
<td>AUGUSTA BRANCH</td>
<td>ROUTE 50</td>
<td>AUGUSTA</td>
<td>WV</td>
<td>26711</td>
<td>HAMPSHIR</td>
<td>UNITED STATES</td>
<td>146145</td>
<td>BANK OF ROMNEY, THE</td>
<td>722432</td>
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<td></td>
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<tr>
<td>ok</td>
<td>12/31/2015</td>
<td>Full Service (Head Office)</td>
<td>3184330</td>
<td>PAW PAW BRANCH</td>
<td>63 WINCHESTER ST</td>
<td>TAYLOR</td>
<td>WV</td>
<td>25434</td>
<td>MORGAN</td>
<td>UNITED STATES</td>
<td>365063</td>
<td>BANK OF ROMNEY, THE</td>
<td>722432</td>
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<tr>
<td>ok</td>
<td>12/31/2015</td>
<td>Full Service (Head Office)</td>
<td>3595114</td>
<td>SUNRISE BRANCH</td>
<td>ROUTE 50 AND STAYMAN DRIVE</td>
<td>ROMNEY</td>
<td>WV</td>
<td>26757</td>
<td>HAMPSHIR</td>
<td>UNITED STATES</td>
<td>462574</td>
<td>BANK OF ROMNEY, THE</td>
<td>722432</td>
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<td></td>
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<tr>
<td>ok</td>
<td>12/12/2015</td>
<td>Full Service (Head Office)</td>
<td>2891855</td>
<td>SPRINGFIELD OFFICE</td>
<td>ROUTE 28 NORTH</td>
<td>SPRINGFIELD</td>
<td>WV</td>
<td>26763</td>
<td>HAMPSHIR</td>
<td>UNITED STATES</td>
<td>357186</td>
<td>BANK OF ROMNEY, THE</td>
<td>722432</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3: Shareholders Who Own More than 5% of Bank Holding Company as of 12-31-2015

<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Citizenship</th>
<th>Number of Shares Owned</th>
<th>Percent of Class Owned</th>
</tr>
</thead>
<tbody>
<tr>
<td>Linda Jane Haines</td>
<td>USA</td>
<td>70,200 - Common Stock</td>
<td>13.30%</td>
</tr>
<tr>
<td>Romney, West Virginia</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* No other individual owned 5% or more during 2015
<table>
<thead>
<tr>
<th>Name and Address</th>
<th>2-Principal Occupation &amp; Other Than Holding Company</th>
<th>3a-Position with Bank Holding Company</th>
<th>3b- Title &amp; Position with Subsidiaries</th>
<th>3c/4c- Title, Position &amp; Ownership with other Businesses</th>
<th>4a-Percent of Voting Shares in Holding Co.</th>
<th>4b-Percent Voting Shares in Subsidiary</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lawrence E. Foley, Romney, WV</td>
<td>N/A</td>
<td>Director &amp; President</td>
<td>President &amp; CEO of The Bank of Romney</td>
<td>None</td>
<td>1.0%</td>
<td>None</td>
</tr>
<tr>
<td>Lowell Hott, Augusta, WV</td>
<td>Veterinarian</td>
<td>Director</td>
<td>None</td>
<td>*</td>
<td>0.8%</td>
<td>None</td>
</tr>
<tr>
<td>William C. Keaton, Springfield, WV</td>
<td>Attorney</td>
<td>Director</td>
<td>None</td>
<td>**</td>
<td>0.6%</td>
<td>None</td>
</tr>
<tr>
<td>Thomas L. Williams, Jr., Romney, WV</td>
<td>Retired Executive</td>
<td>Director/Secretary</td>
<td>None</td>
<td>None</td>
<td>0.2%</td>
<td>None</td>
</tr>
<tr>
<td>Charles E. See, Romney, WV</td>
<td>Retired Owner &amp; Publisher of Hampshire Review &amp; Weekender</td>
<td>Director</td>
<td>None</td>
<td>***</td>
<td>0.5%</td>
<td>None</td>
</tr>
<tr>
<td>Linda Jane Haines, Romney, WV</td>
<td>Doctor of Psychiatry</td>
<td>Director</td>
<td>None</td>
<td>None</td>
<td>13.3%</td>
<td>None</td>
</tr>
<tr>
<td>Robert E. Mayhew, Romney, WV</td>
<td>Retired President of Mayhew Chevrolet</td>
<td>Director</td>
<td>None</td>
<td>****</td>
<td>1.3%</td>
<td>None</td>
</tr>
<tr>
<td>Dean K. Young, Romney, WV</td>
<td>N/A</td>
<td>Vice President &amp; Treasurer</td>
<td>Vice President/CFO of The Bank of Romney</td>
<td>None</td>
<td>0.3%</td>
<td>None</td>
</tr>
</tbody>
</table>

Grand Total: **18.0%**

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

* Principal shareholder and President of Old Hampshire LTD-75%

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

*** Principal shareholder of Cornwell & 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%