

Board of Governors of the Federal Reserve System

MAR 29 2019



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)); 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.

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.

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, John C. Thompson

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.

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

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. _____

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

December 31, 2018

Month / Day / Year

No LEI

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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)

Person to whom questions about this report should be directed:

Serena W. McClanahan VP/Controller/Sec/Treas

Name

Title

276-963-1520

Area Code / Phone Number / Extension

276-964-4958

Area Code / FAX Number

serenamccclanahan@firstsentinelbank.com

E-mail Address

None

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."

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 12/31/2018. 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)	920975	FIRST SENTINEL BANK	315 RAILROAD AVENUE	RICHLANDS	VA	24641	TAZEWELL	UNITED STATES	Not Required	Not Required	FIRST SENTINEL BANK	920975	
OK		Full Service	5212675	BLAND BRANCH	427 MAIN STREET	BLAND	VA	24315	BLAND	UNITED STATES	Not Required	Not Required	FIRST SENTINEL BANK	920975	
OK		Full Service	3599288	BLUEFIELD BRANCH	801 S. COLLEGE AVENUE, SUITE 5	BLUEFIELD	VA	24605-1753	TAZEWELL	UNITED STATES	Not Required	Not Required	FIRST SENTINEL BANK	920975	
OK		Full Service	3456886	LEBANON BRANCH	66 TOWNVIEW DRIVE	LEBANON	VA	24266	RUSSELL	UNITED STATES	Not Required	Not Required	FIRST SENTINEL BANK	920975	
OK		Full Service	1881710	TAZEWELL BRANCH	200 VALLEY VIEW STREET	NORTH TAZEWELL	VA	24630	TAZEWELL	UNITED STATES	Not Required	Not Required	FIRST SENTINEL BANK	920975	
OK		Full Service	3073751	CLAYPOOL HILL BRANCH	12678 GOV. G.C. PEERY HIGHWAY	POUNDING MILL	VA	24637	TAZEWELL	UNITED STATES	Not Required	Not Required	FIRST SENTINEL BANK	920975	
OK		Full Service	4855169	WYTHEVILLE BRANCH	1105 NORTH FOURTH STREET	WYTHEVILLE	VA	24382	WYTHE	UNITED STATES	Not Required	Not Required	FIRST SENTINEL BANK	920975	

A

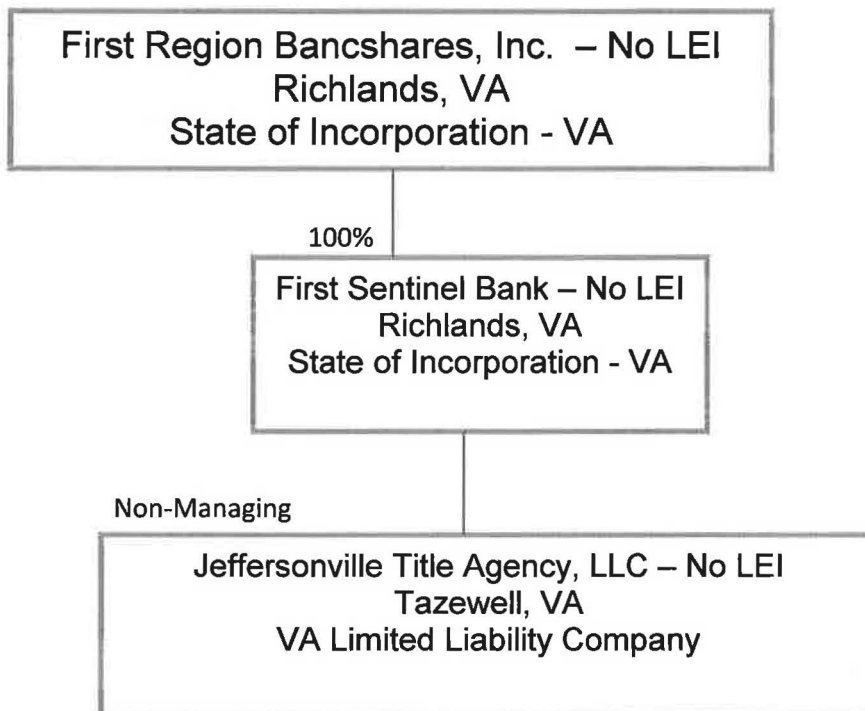
**FIRST REGION BANCSHARES, INC.
RICHLANDS, VIRGINIA
FISCAL YEAR ENDING DECEMBER 31, 2018**

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

2a: Organizational Chart



- 2(1): NONE
- 2(2): NONE
- 2(3): NONE
- 2(4): NONE
- 2(5): NONE
- 2(6): NONE
- 2(7): NONE
- 2(8): NONE
- 2(9): NONE
- 2(10): NONE

2b: Submitted via UPS on 3/28/2019

FORM FR Y-6**Report Item 3: Shareholders**

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of
December 31, 2018

(1)(a) Name & Address	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
George W. McCall III Richlands, VA	USA	78,677 – 10.58%
First Sentinel Bank – ESOP Richlands, VA	USA	65,180 – 8.76%
Trustee for the First Sentinel Bank ESOP: George W. McCall III Richlands, VA	USA	143,857 – 19.34%
Trustee for the First Sentinel Bank ESOP: John C. Thompson Bland, VA	USA	68,950 – 9.27%
Trustee for the First Sentinel Bank ESOP: Scott C. Cole Tazewell, VA	USA	67,938 – 9.13%
Trustee for the First Sentinel Bank ESOP: Phillip C. Justice, Jr. Grundy, VA	USA	85,230 – 11.46%
Kathryn M. Culpepper	USA	47,162 – 6.34%

Richlands, VA

Vera Sue Peters Richlands, VA	USA	18,940 - 2.55%
----------------------------------	-----	----------------

Vera Sue Peters, Cust. For Ava M. Peters Richlands, VA	USA	543 - 0.07%
--	-----	-------------

Vera Sue Peters, Cust. For Ely Sue Peters Richlands, VA	USA	543 - 0.07%
---	-----	-------------

Vera Sue Peters, Cust. For Jena S. Peters Richlands, VA	USA	543 - 0.07%
---	-----	-------------

Vera Sue Peters, Cust. For William Clay Peters Richlands, VA	USA	543 - 0.07%
--	-----	-------------

Vera Sue Peters, Trustee Rachel Peters Trust Richlands	USA	5,620 - 0.80%
--	-----	---------------

Vera Sue Peters, Trustee Eric Peters Trust Richlands, VA	USA	5,620 - 0.80%
--	-----	---------------

Vera Sue Peters, Trustee William Chadwick Peters Trust Richlands, VA	USA	5,620 - 0.80%
--	-----	---------------

Vera Sue Peters Total		37,972 - 5.23%
-----------------------	--	----------------

(2)(a) Name & Address	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
--------------------------	--	---

None

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	Executive Chairman Chairman of the Board Director	Executive Chairman Chairman of the Board Director First Sentinel Bank	Director/V. Pres. E. Morgan Farms	10.58%	N/A	E. Morgan Farms (33 1/3%)
				Director/Secretary/Treasurer McCall Enterprises, Inc.			N/A
				Member/Secretary/Treasurer Lumac			N/A
				Hiram Farms Sole Owner			Hiram Farms (100%)
A. G. Brewster Cedar Bluff, VA	Retired Businessman	Director/Vice Chairman	Director/Vice Chairman 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)
John D. Jessee Lebanon, VA	Vice Pres./CFO	Director	Director First Sentinel Bank	N/A	Less than 1%	N/A	N/A
John C. Thompson Bland, VA	N/A	President/CEO Director	President/CEO Director 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	President Olde Virginia Pharmacy President Dominion Alternative Energy, LLC	Less than 1%	N/A	Olde Virginia Pharmacy (100%) Dominion Alternative Energy, LLC (45%)
Phillip C. Justice, Jr. Grundy, VA	Lawyer	Director	Director First Sentinel Bank	President Justice Law Office President Contract Leasing Director E. Morgan Farms Owner Justice Arms Owner Twin Oak Farms	2.71%	N/A	Justice Law Office (100%) Contract Leasing (100%) E. Morgan Farms (33 1/3%) Justice Arms (100%) Twin Oak Farms (100%)
John J. Breedlove Cedar Bluff, VA	General Manager	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)
Matthew Tiller Tazewell, VA	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%)
Hilary A. B. Paisley Wytheville, VA	N/A	Chief Financial Officer Sr. Vice President	Chief Financial Officer Sr. Vice President First Sentinel Bank	Owner P. Squared, LLC	Less than 1%	N/A	P. Squared, LLC (100%)