Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1) 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.

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, Lawrence E. Foley
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 any 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 Report (top-tier holding company’s fiscal year-end):
December 31, 2018
Month / Day / Year

N/A
Reporter’s Legal Entity Identifier (LEI) (20 Character LEI Code)

Romney Bankshares, Inc.
Legal Title of Holding Company

PO Box 876
(Mailing Address of the Holding Company) Street / P.O. Box
Romney, WV 26757
City State Zip Code

Physical Location (if different from mailing address)
95 E. Main ST, Romney, WV 26757

Person to whom questions about this report should be directed:
Dean K. Young
Name Title
EVP/CFO

Area Code / FAX Number
304-822-3541
Area Code / Phone Number / Extension
304-822-3547

E-mail Address
youngd@bankofromney.net

Address (URL) for the Holding Company’s web page
www.bankofromney.net

Is confidential treatment requested for any portion of this report submission? 0 = No 1 = Yes
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.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

03/2016
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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</tr>
<tr>
<td>City State Zip Code</td>
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<td>Physical Location (if different from mailing address)</td>
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<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

12/2012
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.
<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>
<tr>
<td>State of Incorporation</td>
<td>Romney Bankshares, Inc. Romney, West Virginia</td>
<td>&quot;No LEI&quot;</td>
</tr>
<tr>
<td>------------------------</td>
<td>---------------------------------------------</td>
<td>---------</td>
</tr>
</tbody>
</table>


<table>
<thead>
<tr>
<th>100% Owned by Romney Bankshares Inc.</th>
<th>The Bank of Romney Romney, West Virginia</th>
<th>LEI 254900IV7U7HAN6U7T54</th>
</tr>
</thead>
</table>


<table>
<thead>
<tr>
<th>100% Owned by The Bank of Romney Managing Member of LLC</th>
<th>The Bank of Romney Insurance Center, LLC Romney, West Virginia</th>
<th>&quot;No LEI&quot;</th>
</tr>
</thead>
</table>
Results: A list of branches for your depository institution: BANK OF ROMNEY, THE (ID_RSSD: 722432).

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 date, 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 hard copy 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.

<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>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></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>HAMPShIRE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF ROMNEY, THE</td>
<td>722432</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>13379646</td>
<td>AUGUSTA BRANCH</td>
<td>ROUTE 50</td>
<td>AUGUSTA</td>
<td>WV</td>
<td>26704</td>
<td>HAMPShIRE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF ROMNEY, THE</td>
<td>722432</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>7846396</td>
<td>CAPON BRIDGE BRANCH</td>
<td>ROUTE 50</td>
<td>CAPON BRIDGE</td>
<td>WV</td>
<td>26713</td>
<td>HAMPShIRE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF ROMNEY, THE</td>
<td>722432</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3184330</td>
<td>FAIR FAIR BRANCH</td>
<td>63 WASHINGTON ST</td>
<td>FAIR FAIR</td>
<td>WV</td>
<td>25434</td>
<td>MORGAN</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF ROMNEY, THE</td>
<td>722432</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3184330</td>
<td>SUNRISE BRANCH</td>
<td>ROUTE 50 AND STAYMAN DRIVE</td>
<td>ROMNEY</td>
<td>WV</td>
<td>26727</td>
<td>HAMPShIRE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF ROMNEY, THE</td>
<td>722432</td>
<td></td>
</tr>
<tr>
<td>Add</td>
<td>3/1/2018</td>
<td>Full Service</td>
<td>28916851</td>
<td>SPRINGFIELD OFFICE</td>
<td>ROUTE 28 NORTH</td>
<td>SPRINGFIELD</td>
<td>WV</td>
<td>26763</td>
<td>HAMPShIRE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF ROMNEY, THE</td>
<td>722432</td>
<td></td>
</tr>
<tr>
<td>Add</td>
<td>3/1/2018</td>
<td>Full Service</td>
<td>28916851</td>
<td>SUNRISE OFFICE</td>
<td>100 NORTH MAIN ST</td>
<td>SUNRISE</td>
<td>WV</td>
<td>26444</td>
<td>HAMPShIRE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>BANK OF ROMNEY, THE</td>
<td>722432</td>
<td></td>
</tr>
</tbody>
</table>

County Country:
- HAMPSHIRE UNITED STATES
- MORGAN UNITED STATES
- HAMPSHIRE UNITED STATES
- HAMPSHIRE UNITED STATES
- HAMPSHIRE UNITED STATES
- HAMPSHIRE UNITED STATES

County Country:
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* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.
Report Item 3: Shareholders Who Own More than 5% of Bank Holding Company as of 12-31-2018

<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>69,979 - Common Stock</td>
<td>13.4%</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 2018

3.2 - N/A
<table>
<thead>
<tr>
<th>1-Name and Address</th>
<th>2-Principal Occupation 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 of Voting Shares in Subsidiary</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lawrence E. Foley</td>
<td>N/A</td>
<td>Director &amp; President</td>
<td>President &amp; CEO of The Bank of Romney</td>
<td>None</td>
<td>1.2%</td>
<td>None</td>
</tr>
<tr>
<td>Lowell Hott</td>
<td>Veterinarian</td>
<td>Director</td>
<td>None</td>
<td>*</td>
<td>0.7%</td>
<td>None</td>
</tr>
<tr>
<td>William C. Keaton</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.</td>
<td>Retired Executive</td>
<td>Director/Chairman</td>
<td>None</td>
<td>None</td>
<td>0.2%</td>
<td>None</td>
</tr>
<tr>
<td>Charles E. See</td>
<td>Retired Owner &amp; Publisher of</td>
<td>Director/Secretary</td>
<td>None</td>
<td>***</td>
<td>0.5%</td>
<td>None</td>
</tr>
<tr>
<td>Linda Jane Haines</td>
<td>Doctor of Psychiatry</td>
<td>Director</td>
<td>None</td>
<td>None</td>
<td>13.4%</td>
<td>None</td>
</tr>
<tr>
<td>W. Jefferson Richman</td>
<td>Pharmacist</td>
<td>Director</td>
<td>None</td>
<td>****</td>
<td>0.1%</td>
<td>None</td>
</tr>
<tr>
<td>Dean K. Young</td>
<td>N/A</td>
<td>Vice President &amp; Treasurer</td>
<td>Exec Vice President &amp; CFO of</td>
<td>None</td>
<td>0.3%</td>
<td>None</td>
</tr>
<tr>
<td>Richard W. Smith, Jr</td>
<td>Retail/Convenience Store Owner</td>
<td>Director</td>
<td>None</td>
<td>*****</td>
<td>0.8%</td>
<td>None</td>
</tr>
<tr>
<td>** Grand Total</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>All Directors and Officers live in the USA</strong></td>
</tr>
<tr>
<td>* Principal shareholder and President of Augusta Animal Hosp - 100%</td>
<td>* Hollyhock Farm 100%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>* Old Hampshire LTD 75%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>**Principal member of Keaton, Frazier &amp; Milleson, PLLC Attorneys at Law - 37%</td>
</tr>
<tr>
<td>** Principal member of Keaton, Frazier &amp; Milleson, PLLC Attorneys at Law - 37%</td>
<td>** Principal shareholder of Cornwell and Ailes, Inc. - 70%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>*** Principal shareholder of Cornwell and Ailes, Inc. - 70%</td>
<td>*** Romney Realty Inc - Owned by Cornwell and Ailes - 80%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>**** Shareholder in Cornwell Homes, Inc. - 25%</td>
<td>**** Shareholder in Jefferson Publishing - 50%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>***** Sole Proprietor of Mud Run Farm - 100%</td>
<td>***** Single Member of RWS LLC &amp; PDS LLC - 100%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>****** Single Member of RWS LLC &amp; PDS LLC - 100%</td>
<td>****** Sole Member of Pam-Rick LLC &amp; Pam-Rik LLC - 100%</td>
<td></td>
<td></td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>