

Board of Governors of the Federal Reserve System

APR - 1 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.

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 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

C.I.

1417324

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.

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)

Reporter's Name, Street, and Mailing Address

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

95 E. Main ST, Romney, WV 26757

Physical Location (If different from mailing address)

Person to whom questions about this report should be directed:

Dean K. Young

EVP/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

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."

## 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.*

|                                                                                                                                                                                                                |                                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Legal Title of Subsidiary Holding Company<br><br>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box<br><br>City State Zip Code<br><br>Physical Location (if different from mailing address) | Legal Title of Subsidiary Holding Company<br><br>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box<br><br>City State Zip Code<br><br>Physical Location (if different from mailing address) |
| Legal Title of Subsidiary Holding Company<br><br>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box<br><br>City State Zip Code<br><br>Physical Location (if different from mailing address) | Legal Title of Subsidiary Holding Company<br><br>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box<br><br>City State Zip Code<br><br>Physical Location (if different from mailing address) |
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| Legal Title of Subsidiary Holding Company<br><br>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box<br><br>City State Zip Code<br><br>Physical Location (if different from mailing address) | Legal Title of Subsidiary Holding Company<br><br>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box<br><br>City State Zip Code<br><br>Physical Location (if different from mailing address) |

**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.

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

| <b>Report<br/>Item</b> |                               |          |
|------------------------|-------------------------------|----------|
| 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, 2018**  
**Item 2**

**State of Incorporation**

**West Virginia**

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

"No LEI"

**100%**  
**Owned by Romney Bankshares Inc.**

**West Virginia**

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

**LEI**  
**254900IV7U7HAN6U7T54**

**100%**  
**Owned by The Bank of Romney**  
**Managing Member of LLC**

**West Virginia**

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

"No LEI"

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 12/31/2018. 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) | 722432          | BANK OF ROMNEY, THE | 95 EAST MAIN STREET        | ROMNEY       | WV    | 26757    | HAMPSHIRE | UNITED STATES | Not Required | Not Required   | BANK OF ROMNEY, THE | 722432               |          |
| ok          |                | Full Service               | 1357448         | AUGUSTA BRANCH      | ROUTE 50                   | AUGUSTA      | WV    | 26704    | HAMPSHIRE | UNITED STATES | Not Required | Not Required   | BANK OF ROMNEY, THE | 722432               |          |
| ok          |                | Full Service               | 784636          | CAPON BRIDGE BRANCH | ROUTE 50                   | CAPON BRIDGE | WV    | 26711    | HAMPSHIRE | UNITED STATES | Not Required | Not Required   | BANK OF ROMNEY, THE | 722432               |          |
| ok          |                | Full Service               | 3184330         | PAW PAW BRANCH      | 63 WINCHESTER ST           | PAW PAW      | WV    | 25434    | MORGAN    | UNITED STATES | Not Required | Not Required   | BANK OF ROMNEY, THE | 722432               |          |
| ok          |                | Full Service               | 3595114         | SUNRISE BRANCH      | ROUTE 50 AND STAYMAN DRIVE | ROMNEY       | WV    | 26757    | HAMPSHIRE | UNITED STATES | Not Required | Not Required   | BANK OF ROMNEY, THE | 722432               |          |
| ok          |                | Full Service               | 2891855         | SPRINGFIELD OFFICE  | ROUTE 28 NORTH             | SPRINGFIELD  | WV    | 26763    | HAMPSHIRE | UNITED STATES | Not Required | Not Required   | BANK OF ROMNEY, THE | 722432               |          |
| Add         | 3/1/2018       | Full Service               |                 | SLANESVILLE OFFICE  | 100 NORTH MAIN ST          | SLANESVILLE  | WV    | 25444    | HAMPSHIRE | UNITED STATES | Not Required | Not Required   | BANK OF ROMNEY, THE | 722432               |          |

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

**Report Item 3: Shareholders Who Own More than 5% of Bank Holding Company  
as of 12-31-2018**

| <b>Name and Address</b>                    | <b>Citizenship</b> | <b>Number of Shares Owned</b> | <b>Percent of<br/>Class Owned</b> |
|--------------------------------------------|--------------------|-------------------------------|-----------------------------------|
| Linda Jane Haines<br>Romney, West Virginia | USA                | 69,979 - Common Stock         | 13.4%                             |

✓ \* No other individual owned 5% or more during 2018

✓ 3.2 - N/A

**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 |
|-----------------------------------------------------|----------------------------------------------------------------|---------------------------------------|-----------------------------------------------|----------------------------------------------------------|--------------------------------------------|----------------------------------------|
| Lawrence E. Foley<br>Romney, West Virginia          | N/A                                                            | Director & President                  | President & CEO of The Bank of Romney         | None                                                     | 1.2%                                       | None                                   |
| Lowell Hott<br>Augusta, West Virginia               | Veterinarian                                                   | Director                              | None                                          | *                                                        | 0.7%                                       | None                                   |
| William C. Keaton<br>Springfield, West Virginia     | Attorney                                                       | Director                              | None                                          | **                                                       | 0.6%                                       | None                                   |
| Thomas L. Williams, Jr.<br>Romney, West Virginia    | Retired Executive<br>The Bank of Romney                        | Director/Chairman                     | None                                          | None                                                     | 0.2%                                       | None                                   |
| Charles E. See<br>Romney, West Virginia             | Retired Owner & Publisher of<br>Hampshire Review and Weekender | Director/Secretary                    | None                                          | ***                                                      | 0.5%                                       | None                                   |
| Linda Jane Haines<br>Romney, West Virginia          | Doctor of Psychiatry                                           | Director                              | None                                          | None                                                     | 13.4%                                      | None                                   |
| W. Jefferson Richman<br>Purgitsville, West Virginia | Pharmacist                                                     | Director                              | None                                          | ****                                                     | 0.1%                                       | None                                   |
| Dean K. Young<br>Romney, West Virginia              | N/A                                                            | Vice President& Treasurer             | Exec Vice President/CFO<br>The Bank of Romney | None                                                     | 0.3%                                       | None                                   |
| Richard W. Smith, Jr<br>Capon Bridge, West Virginia | Retail/Convenience Store Owner                                 | Director                              | None                                          | *****                                                    | 0.8%                                       | None                                   |
| Grand Total                                         |                                                                |                                       |                                               |                                                          | <u>17.9%</u>                               |                                        |

**All Directors and Officers live in the USA**

\* 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%

\*\*\*\* Sole Proprietor of Mud Run Farm - 100%

\*\*\*\*\* Single Member of RWS LLC & PDS LLC - 100%

\*\*\*\*\* Sole Member of Pam-Rick LLC & Pam-Rik LLC - 100%