

Board of Governors of the Federal Reserve System



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)(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, **Ted E. Whitehurst**

Name of the Holding Company Director and Official

President and 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

06/19/2019

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. _____

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

549300IF706JVN443981

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

Reporter's Name, Street, and Mailing Address

PB Financial Corporation

Legal Title of Holding Company

450 N. Winstead Ave PO Box 7727

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

Rocky Mount

NC

27804

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

David E. Keul

CFO

Name

Title

252-467-2989

Area Code / Phone Number / Extension

252-443-9242

Area Code / FAX Number

dkeul@pbknc.com

E-mail Address

www.pbknc.com

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

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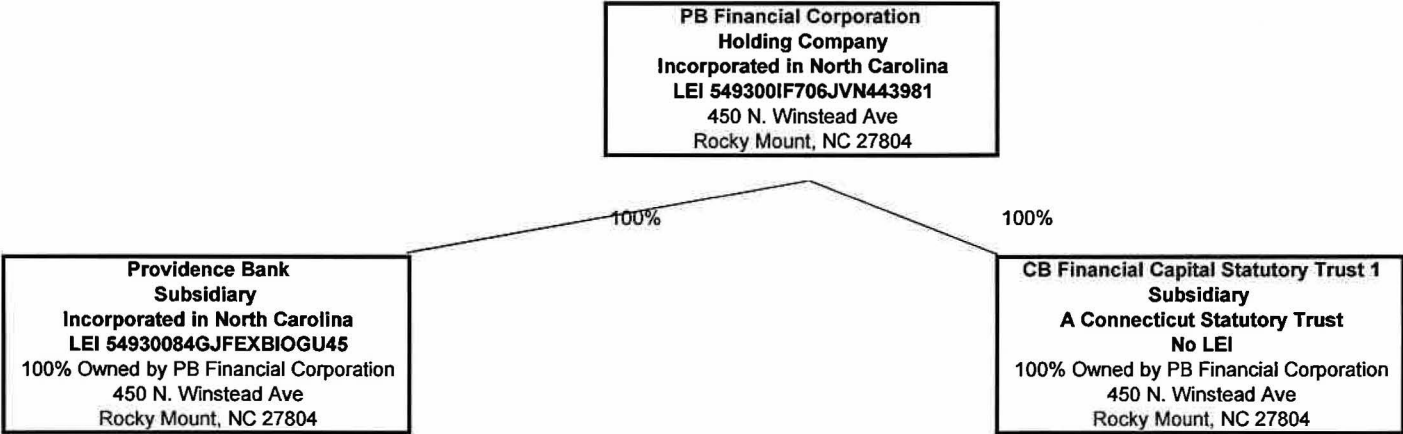
2. a letter justifying this request has been provided separately ...

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NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Report Item 2

1 The Bank Holding Company prepares a consolidated annual report for its shareholders.
2A Organizational Chart



2B Providence Bank has four domestic branch besides the main office

Results: A list of branches for your holding company: PB FINANCIAL CORPORATION (5165070) of ROCKY MOUNT, NC.
The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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)	3404506	PROVIDENCE BANK	450 NORTH WINSTEAD AVENUE	ROCKY MOUNT	NC	27804	NASH	UNITED STATES	Not Required	Not Required	PROVIDENCE BANK	3404506	
OK		Full Service	5214370	NASHVILLE BRANCH	241 WEST WASHINGTON STREET	NASHVILLE	NC	27856	NASH	UNITED STATES	Not Required	Not Required	PROVIDENCE BANK	3404506	
OK		Full Service	5214361	SUNSET BRANCH	2401 SUNSET AVENUE	ROCKY MOUNT	NC	27804	NASH	UNITED STATES	Not Required	Not Required	PROVIDENCE BANK	3404506	
OK		Full Service	3675669	TARBORO BRANCH	325 NORTH MAIN STREET	TARBORO	NC	27886	EDGEcombe	UNITED STATES	Not Required	Not Required	PROVIDENCE BANK	3404506	
OK		Full Service	2895835	WILSON BRANCH	3710 NASH STREET NORTH	WILSON	NC	27896	WILSON	UNITED STATES	Not Required	Not Required	PROVIDENCE BANK	3404506	

Report Item 3: Shareholders**Form FR Y-6
PB Financial Corporation
FYE December 31, 2018**

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of FYE 12/31/2018				
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number of voting shares Class		Percentage
Steve A Wordsworth, Rocky Mount, NC/USA	USA	177,000	Common Stock	8.13%
Barrington Drive LLC, Tarboro, NC/USA	USA	160,000	Common Stock	7.35%
Martin H Brinkley TTEE Jerry L Wordsworth 2018 Blind Trust, Rocky Mount, NC/USA	USA	149,200	Common Stock	6.85%
Richard C. Anderson, Tarboro, NC/USA	USA	141,271	Common Stock	6.45%
		11,889	Options on Common Stock	0.54%
Michael W. Boddie, Rocky Mount, NC/USA	USA	120,774	Common Stock	5.52%
		11,889	Options on Common Stock	0.54%

Report Item 3.2 List of individuals/companies that held 5% or more voting securities during the year but not at the end of the year	
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NONE

1	2	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address							
(City, State, Country)	Principal Occupation if other than holding company	Title Position with holding company	Title Position with subsidiaries	Title Position with other businesses	% of voting shares with holding company	% of voting shares with subsidiaries	All Privately Held Companies
Richard C. Anderson, Tarboro, NC/USA	Farming	Director - Chairman of the Board	Director - Chairman of the Board	Owner/Operator Anderson Farms, (100%), President Creekside Farms, Inc. (50%), Polly Ridge Farms Inc. (50%), ACH 1 LLC (33%), ACH 2 LLC (33%), ATPC LLC (100%), Dunbar Farms (100%), Eastern Carolina Mfg. (50%), Hurry Clean LLC (50%), ABC Holdings LLC (50%), A and R Properties (50%), Glenco Properties LLC (100%), Industrial Properties LLC (100%), Red Hill Partners (100%) and Ralside Industries (100%)	7.00%	0%	Owner/Operator Anderson Farms, (100%), President Creekside Farms, Inc. (50%), Polly Ridge Farms Inc. (50%), ACH 1 LLC (33%), ACH 2 LLC (33%), ATPC LLC (100%), Dunbar Farms (100%), Eastern Carolina Mfg. (50%), Hurry Clean LLC (50%), ABC Holdings LLC (50%), A and R Properties (50%), Glenco Properties LLC (100%), Industrial Properties LLC (100%), Red Hill Partners (100%) and Ralside Industries (100%)
Michael W. Boddie, Rocky Mount, NC/USA	Franchisor - Fast Food Restaurants	Director	Director	President of Boddie-Noell Enterprises, Bay Foods (25%)	6.06%	0%	President of Boddie-Noell Enterprises, Bay Foods (25%)
Joseph B. Brewer III, Rocky Mount, NC/USA	Franchisor - Fast Food Restaurants	Director - Secretary	Director - Secretary	President of Brewer Foods Inc. (48%), BWB Partnership (33%), WUWU LLC (50%) and BW Partnership (50%)	3.64%	0%	President of Brewer Foods Inc. (48%), BWB Partnership (33%), WUWU LLC (50%) and BW Partnership (50%)
William F. Davis, Rocky Mount, NC/USA	Highway Construction	Director	Director	Vice President and CFO, Barnhill Contracting Company, AW Partners (50%)	2.38%	0%	Vice President and CFO, Barnhill Contracting Company, AW Partners (50%)
Wiley B. Gillam III, Harrellsville, NC/USA	Farming	Director	Director	Owner, Gillam & Mason, Inc. (100%) and BuddGillam Adventures Inc. (49%)	2.41%	0%	Owner, Gillam & Mason, Inc. (100%) and BuddGillam Adventures Inc. (49%)
Douglas K. Martin, Raleigh, NC/USA	CPA	Director	Director	Manager, Brigade Properties, LLC	1.81%	0%	Manager, Brigade Properties, LLC
Bryan T. Mayo, Tarboro, NC/USA	Textile	Director	Director	Vice President Sales and Production, Mayo Knitting Mills, Piney Grove Farms Inc. (33%), Conference Colors LLC (85%), Mayo Investments LLC (25%)	1.86%	0%	Vice President Sales and Production, Mayo Knitting Mills, Piney Grove Farms Inc. (33%), Conference Colors LLC (85%), Mayo Investments LLC (25%)
MeVin M. Mitchell, Rocky Mount, NC/USA	Insurance Agency	Director	Director	President, MeVin M. Mitchell Insurance Agency, Inc. (100%), AMAM LLC (100%)	2.72%	0%	President, MeVin M. Mitchell Insurance Agency, Inc. (100%), AMAM LLC (100%)
Ted E. Whitehurst, Rocky Mount, NC/USA		President & CEO and Director	President & CEO and Director	N/A	4.29%	0%	N/A
David E. Keul, Rocky Mount, NC/USA		Executive Vice President, Chief Financial Officer and Treasurer	Executive Vice President, Chief Financial Officer and Treasurer	N/A	0.87%	0%	N/A