

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK
OF CLEVELAND

2014 MAR 20 P 3:04

STATISTICS & ANALYSIS
DEPARTMENT

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)); 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.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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.

I, Fred A. O'Dell

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
C.I.

326 4193

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

North Valley Bancshares

Legal Title of Holding Company

PO Box 1115

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

Zanesville

OH

43701

City

State

Zip Code

2775 Maysville Pike, Zanesville Ohio 43701

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Thomas G. Petrokubi

SVP / CFO

Name

Title

740-450-2265 248

Area Code / Phone Number / Extension

740-450-2120

Area Code / FAX Number

tpetrokubi@nvboh.com

E-mail Address

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☒ No

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK
OF CLEVELAND

2014 APR 18 A 7:47

STATISTICS & ANALYSIS
DEPARTMENT

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

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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, Fred A. O'Dell

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.

Fred A. O'Dell

Signature of Holding Company Director and Official

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

North Valley Bancshares

Legal Title of Holding Company

PO Box 1115

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

Zanesville

OH

43701

City

State

Zip Code

2775 Maysville Pike, Zanesville Ohio 43701

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Thomas G. Petrokubi

SVP / CFO

Name

Title

740-450-2265 248

Area Code / Phone Number / Extension

740-450-2120

Area Code / FAX Number

tpetrokubi@nvboh.com

E-mail Address

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☒ No

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.

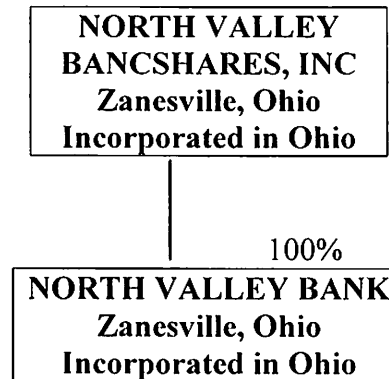
FORM FR Y-6

North Valley Bancshares, Inc
Zanesville, Ohio
Fiscal Year Ending December 31, 2013

Report Item 1: Annual Report to Shareholders.

North Valley Bancshares prepares an annual report for its shareholders and is not registered with the SEC.
The 2013 Annual Report will be sent under separate cover.

Report Item 2a: Organization Chart



Report Item 2b: Domestic branch listing provided to the Federal Reserve Bank via email to structure@clev.frb.org on January 8, 2014.

Results: A list of branches for your depository institution: NORTH VALLEY BANK (ID_RSSD: 783910).
This depository institution is held by NORTH VALLEY BANCSHARES, INC. (3264193) of ZANESVILLE, OH.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	783910	NORTH VALLEY BANK	2775 MAYSVILLE PIKE	ZANESVILLE	OH	43701	MUSKINGUM	UNITED STATES	1510		0 NORTH VALLEY BANK	783910	
ok		Full Service	2919870	CORNING BRANCH	112 NORTH VALLEY STREET	CORNING	OH	43730	PERRY	UNITED STATES	360285		2 NORTH VALLEY BANK	783910	
ok		Full Service	3361784	10 THIRD STREET BRANCH	10 THIRD STREET	MALTA	OH	43758	MORGAN	UNITED STATES	4440		1 NORTH VALLEY BANK	783910	
ok		Full Service	3660254	MAYSVILLE PIKE BRANCH	2775 MAYSVILLE PIKE	ZANESVILLE	OH	43701	MUSKINGUM	UNITED STATES	Not Required	Not Required	NORTH VALLEY BANK	783910	
ok		Full Service	4499189	NORTH MAPLE BRANCH	3636 MAPLE AVE	ZANESVILLE	OH	43701	MUSKINGUM	UNITED STATES	Not Required	Not Required	NORTH VALLEY BANK	783910	

Form FR Y-6
North Valley Bancshares, Inc.
Fiscal Year Ending December 31, 2013

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of Fiscal year ending 12/31/13	Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/13

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of Fiscal year ending 12/31/13

Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/13

[illegible]

FORM FR Y-6
NORTH VALLEY BANCSHARES, INC.
FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item 4: Insiders

(1),(2),(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) & 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 (include partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
William Altier Zanesville, Ohio	Oil & Gas Business	Director	North Valley Bank Director		1.72%		
				Chairman Altheirs Oil Inc.			N/A

Date: 2-14-14

Signature William S. Altier

FORM FR Y-6
NORTH VALLEY BANCSHARES, INC.
FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item 4: Insiders

(1),(2),(3)(a)(b)(c) and (4)(a)(b)(c)

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Bryan Graham Zanesville, Ohio	Automobile Dealer	Director	North Valley Bank Director		14.73%		
				President & Director - Graham Auto Group Co.			
				Vice President Buckingham Coal Co.			Buckingham Coal Company (49.5%)
				Director & Vice President Shelly & Sands Inc			
				Managing Member Dutro Real Estate LLC			Dutro Real Estate LLC (49.5%)
				Member Richland Real Estate			Richland Real Estate (49.5%)
				Member Zane Zenith Real Estate			Zane Zenith Real Estate (48.87%)

Date: 1-21-14

Signature B. Smith

FORM FR Y-6
NORTH VALLEY BANCSHARES, INC.
FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item 4: Insiders

(1),(2),(3)(a)(b)(c) and (4)(a)(b)(c)

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Clay P. Graham Zanesville, Ohio	Attorney/Businessman	Director	North Valley Bank Director		15.17%		
				Chairman - Graham & Graham Co., LPA			Graham & Graham Co., LPA (100%)
				Executive Chairman - Zane - Zenith Inc.			Zane - Zenith Inc (51.13%)
				Vice President & Director - W.H Barker Inc			W.H. Barker Inc (25%)
				Vice President & Director - Burley Clay Products			Burley Clay Products (25%)
				Vice President & Director - ACCCO Inc.			ACCCO Inc. (25%)
				Executive Chairman - Buckingham Coal Company			Buckingham Coal Company (50.6%)
				Vice President & Director - Valley Clay Mining Co.			Valley Clay Mining Co. (25%)
				Executive Chairman, - Shelly & Sands, Inc. (and subsidiaries)			Shelly & Sands, Inc. (46.75%)
				Managing Member Dutro Real Estate LLC			Dutro Real Estate LLC (50.5%)
				Chairman - Graham Auto Group Co. (and subsidiaries)			Graham Auto Group Co. (50.5%)
				Managing Member Richland Real Estate			Richland /Real Estate LLC (50.5%)

Date: 2.10.14

Signature 

FORM FR Y-6
NORTH VALLEY BANCSHARES, INC.
FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item 4: Insiders

(1),(2),(3)(a)(b)(c) and (4)(a)(b)(c)

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J. Thomas Hill Somerset, Ohio	Certified Public Accountant	Director	North Valley Bank Director		1.18%		N/A
				President - McLain, Hill, Rugg & Associates			

Date: _____

Signature 

FORM FR Y-6
NORTH VALLEY BANCSHARES, INC.
FISCAL YEAR ENDING DECEMBER 31, 2013

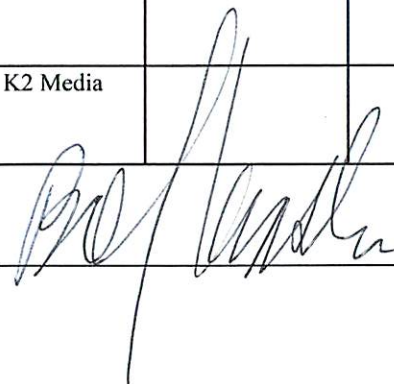
Report Item 4: Insiders

(1),(2),(3)(a)(b)(c) and (4)(a)(b)(c)

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Bob Kessler Zanesville OH	Businessman	Director	North Valley Bank Director		0.27%	N/A	
				President - Kessler Sign Co.			Kessler Sign Co. (60%)
				Partner - Kessler Company			Kessler Company (60%)
				Partner - Kesco Investments			Kesco Investments (33%)
				Partner - Kessler Group			Kessler Group (25%)
				Preident - Kess-Motel			Kess-Motel (33%)
				Member - RRD603010			RRD603010 (33%)
				Secretaty - K2 Media Inc.			K2 Media Inc. (25%)

Date: _____

Signature



FORM FR Y-6
NORTH VALLEY BANCSHARES, INC.
FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item 4: Insiders

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Fred A. O'Dell Newark, Ohio		Director & President and CEO	North Valley Bank Director, President & CEO	N/A	0.53%		N/A

Date: 1/21/2013

Signature Fred A. O'Dell

FORM FR Y-6
NORTH VALLEY BANCSHARES, INC.
FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item 4: Insiders

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Thomas G. Petrokubi Galena, Ohio		Treasurer	North Valley Bank Senior Vice President & CFO	N/A	0.06%		N/A

Date: 1/21/14

Signature 

FORM FR Y-6
NORTH VALLEY BANCSHARES, INC.
FISCAL YEAR ENDING DECEMBER 31, 2013

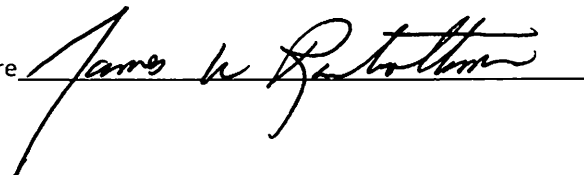
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James W. Ransbottom Roseville, Ohio	Businessman & Attorney	Director & Chairman	North Valley Bank Director & Chairman of the Board		7.13%	N/A	
							W.H. Barker Inc (25%)
							Burley Clay Products (25%)
							ACCCO Inc. (25%)
							Valley Clay Mining Co. (25%)
				President - N.O.K. Oil & Gas Inc.			N.O.K. Oil & Gas Inc. (100%)
				President - Southside Equipment Management Co.			Southside Equipment Management Co. (50%)
				Owner - Southside Real Estate Management LLC			Southside Real Estate Management LLC (100%)

Date: _____

Signature



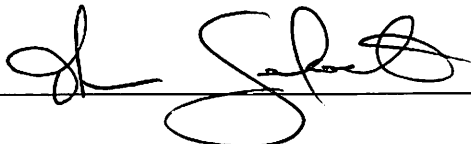
FORM FR Y-6
NORTH VALLEY BANCSHARES, INC.
FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item 4: Insiders

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Thomas J. Selock Zanesville, Ohio		Secretary	North Valley Bank Senior Vice President & Chief Operating Officer	N/A	0.20%		N/A

Date: 1/21/14

Signature 

FORM FR Y-6
NORTH VALLEY BANCSHARES, INC.
FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item 4: Insiders

(1),(2),(3)(a)(b)(c) and (4)(a)(b)(c)

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Larry Wade Zanesville, Ohio	Hotelier	Director	North Valley Bank Director		0.40%		
				Vice President - Muskingum Motel Corp			Muskingum Motel Corp (50%)
				Vice President - Town House Motor Lodge			Town House Motor Lodge (50%)
				Vice President - Equity Lodging			Equity Lodging (25%)

Date: 1-20-14

Signature

Larry Wade

FORM FR Y-6
NORTH VALLEY BANCSHARES, INC.
FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item 4: Insiders

(1),(2),(3)(a)(b)(c) and (4)(a)(b)(c)

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John Wait Granville, Ohio	Retired Banker	Director	North Valley Bank Director	N/A	0.07%		N/A

Date: 1-20-14

Signature _____

