

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, James H. Nicholson

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

March 30, 2018

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, 2017

Month / Day / Year

549300HPK3 YMV2JK.CB12

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

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

Ohio

43702-1115

City

State

Zip Code

2775 Maysville Pike, Zanesville OH 43701

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Thomas Petrokubi

SVP & CFO

Name

Title

740-450-2265 ex 248

Area Code / Phone Number / Extension

740-450-2120

Area Code / FAX Number

tpetrokubi@nvboh.com

E-mail Address

WWW.NVBOH.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..... ☐

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."

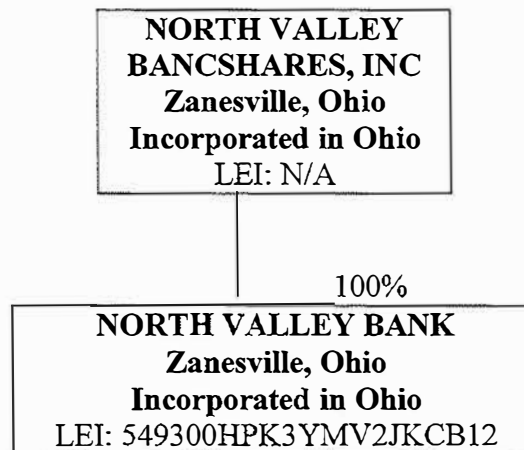
**FORM FR Y-6**

**North Valley Bancshares, Inc**  
**Zanesville, Ohio**  
**Fiscal Year Ending December 31, 2017**

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 2017 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](mailto:structure@clev.frb.org) on March 27, 2018.

**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 **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

**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	Not Required	Not Required	NORTH VALLEY BANK	783910	
OK		Full Service	4875747	BUCKEYE LAKE OFFICE	5245 WALNUT ROAD	BUCKEYE LAKE	OH	43008	LICKING	UNITED STATES	Not Required	Not Required	NORTH VALLEY BANK	783910	
OK		Full Service	2919870	CORNING BRANCH	112 NORTH VALLEY STREET	CORNING	OH	43730	PERRY	UNITED STATES	Not Required	Not Required	NORTH VALLEY BANK	783910	
OK		Full Service	3361784	10 THIRD STREET BRANCH	10 THIRD STREET	MALTA	OH	43758	MORGAN	UNITED STATES	Not Required	Not Required	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, 2017**

(1)(a)(b)(c) and (2)(a)(b)(c)

<b>Current Shareholders with ownership, control or holdings of 5% or more</b>	<b>Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control</b>
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12/31/17

		(1) (c)			(2) (c)
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Report Item 4: Insiders  
(1),(2),(3)(a)(b)(c)  
and (4)(a)(b)©

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**FORM FR Y-6**  
**NORTH VALLEY BANCSHARES, INC.**  
**FISCAL YEAR ENDING DECEMBER 31, 2017**

Report Item 4: Insiders

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

and (4)(a)(b)©

(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)	Title (3)(c) & 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)
Bryan Graham Zanesville, Ohio	Automobile Dealer	Director	North Valley Bank Director	N/A	16.04%	N/A	N/A
				President & Director - Graham Auto Group Co.			Graham Auto Group (49.5%)
				Director & Vice President Shelly & Sands Inc			Shelly & Sands (45.75%)
				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%)

**FORM FR Y-6**  
**NORTH VALLEY BANCSHARES, INC.**  
**FISCAL YEAR ENDING DECEMBER 31, 2017**

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Clay P. Graham Zanesville, Ohio	Attorney/Businessman	Director, Chairman	North Valley Bank Director & Chairman	N/A	16.39%	N/A	N/A
				Executive Chairman - Graham & Graham Co.,			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, - Shelly & Sands, Inc. (and subsidiaries)			Shelly & Sands, Inc. (47.95%)
				Managing Member Dutro Real Estate LLC			Dutro Real Estate LLC (50.5%)
				Executive Chairman - Graham Auto Group Co. (and subsidiaries)			Graham Auto Group Co. (50.5%)
				Managing Member Richland Real Estate			Richland Real Estate LLC (50.5%)

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**NORTH VALLEY BANCSHARES, INC.**  
**FISCAL YEAR ENDING DECEMBER 31, 2017**

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J. Thomas Hill Somerset, Ohio	Certified Public Accountant	Director	North Valley Bank Director	N/A	1.30%	N/A	N/A
				President - McLain, Hill, Rugg & Associates			N/A
				Partner - MHR Realty			MHR Realty - (50%)
				Partner - 601 Realty LLC			601 Realty LLC (20%)



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**FISCAL YEAR ENDING DECEMBER 31, 2017**

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Robert Kessler Zanesville OH	Businessman	Director	North Valley Bank Director	N/A	0.45%	N/A	N/A
				President - Kessler Sign Co.			Kessler Sign Co. (60%)
				Partner - Kessler Company			Kessler Co. (60%)
				Partner - Kesco Investments			Kesco Investmetns (33%)
				Partner - Kessler Group			Kessler Group (25%)
				President - Kess Motel			Kess - Motel (33%)
				Member - RRD603010			RRD603010 (33%)
				Secretary - K2 Media Inc.			K2 Media Inc (25%)

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**NORTH VALLEY BANCSHARES, INC.**  
**FISCAL YEAR ENDING DECEMBER 31, 2017**

### Report Item 4: Insiders

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and (4)(a)(b)©

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Report Item 4: Insiders  
(1),(2),(3)(a)(b)(c)  
and (4)(a)(b)©

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**FORM FR Y-6**  
**NORTH VALLEY BANCSHARES, INC.**  
**FISCAL YEAR ENDING DECEMBER 31, 2017**

### Report Item 4: Insiders

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and (4)(a)(b)©

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**FORM FR Y-6**  
**NORTH VALLEY BANCSHARES, INC.**  
**FISCAL YEAR ENDING DECEMBER 31, 2017**

## Report Item 4: Insiders

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and (4)(a)(b)©

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**FORM FR Y-6**  
**NORTH VALLEY BANCSHARES, INC.**  
**FISCAL YEAR ENDING DECEMBER 31, 2017**

Report Item 4: Insiders

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Jeff R. Sidwell Zanesville, Ohio	N/A	Director	North Valley Bank Director	N/A	1.38%	N/A	N/A
				Owner - Operator Sidwell Materials, Inc.& Subsidiaries			Sidwell Materials Inc. (100%)
				Sidco Development			Sidco Development (100%)
				ZVS Ltd.			ZVS Ltd. (33.3%)
				Quasar Energy			Quasar Energy (25%)
				Priority Equip. Rental			Priority Equip. Finance (12.5%)
				Priority Equip. Finance			Priority Equip. Finance (33.3%)
				A+ Equip. Leasing			A+ Equip. Leasing (20%)
				Southtown Gym LLC			Southtown Gym LLC (100%)

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(1),(2),(3)(a)(b)©  
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