

Board of Governors of the Federal Reserve System **FEDERAL RESERVE BANK OF CLEVELAND**



Annual Report of Holding Companies—FR Y-6

2014 MAR 27 P. 3:55
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.

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

December 31, 2013

Month / Day / Year

I, **Dean J. Miller**

Reporter's Name, Street, and Mailing Address

First BancShares Inc.

Legal Title of Holding Company

120 North Street/PO Box 210

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

Bellevue OH 44811

City State Zip Code

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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

David E Jarvis Vice President

Name Title

419-483-7340

Area Code / Phone Number / Extension

419-483-0006

Area Code / FAX Number

jarvisd@fnblifetime.com

E-mail Address

N/A

Signature of Holding Company Director and Official

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

Date of Signature

3/24/14

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

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

For Federal Reserve Bank Use Only

RSSD ID **1091258**
C.I. _____

**First BancShares, Inc.
120 North Street
Bellevue OH 44811
419-483-7340**

Report Item 1: Enclosed are copies of the Annual Consolidated report of First BancShares, Inc. and its subsidiary, The First National Bank, Bellevue, Ohio as of December 31, 2013.

Report Item 2A: The First National Bank of Bellevue(Incorporated in Ohio) and First Bellevue Properties(Incorporated in Ohio), Inc.,120 North Street, Huron County, Bellevue, Ohio 44811, are wholly owned subsidiaries of First BancShares, Inc., a holding company. First BancShares, Inc. is Incorporated in Ohio.

(1) None

(2) None

(3) None

Report Item 2B: See Attachment.

Report Item 3: None

Report Item 4: See Attachment

Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF BELLEVUE, THE (ID_RSSD: 243414).
 This depository institution is held by FIRST BANCSHARES INC. (1071258) of BELLEVUE, 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)	243414	FIRST NATIONAL BANK OF BELLEVUE, THE	120 NORTH STREET	BELLEVUE	OH	44811	HURON	UNITED STATES	4366	0	FIRST NATIONAL BANK OF BELLEVUE, THE	243414	
OK		Full Service	1192724	CATAWBA BRANCH	200 SOUTHEAST CATAWBA ROAD	PORT CLINTON	OH	43452	OTTAWA	UNITED STATES	210601	3	FIRST NATIONAL BANK OF BELLEVUE, THE	243414	
OK		Full Service	2571595	PORT CLINTON BRANCH	117 WEST PERRY STREET	PORT CLINTON	OH	43452	OTTAWA	UNITED STATES	210603	5	FIRST NATIONAL BANK OF BELLEVUE, THE	243414	
OK		Full Service	1847211	PUT-IN-BAY BRANCH	180 ERIE STREET	PUT-IN-BAY	OH	43456	OTTAWA	UNITED STATES	210602	4	FIRST NATIONAL BANK OF BELLEVUE, THE	243414	
OK		Full Service	2628631	SANDUSKY BRANCH	3410 VENICE ROAD	SANDUSKY	OH	44870	ERIE	UNITED STATES	210604	6	FIRST NATIONAL BANK OF BELLEVUE, THE	243414	

FIRST BANCSHARES, INC.

December 31, 2013

Name & Address	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (include partnerships) if 25% or more of voting securities are held.
Sharon L. Barnes Huron, OH USA	Organics Recycling Specialist	Director	Director (First National Bank) (First Bellevue Properties, Inc.)	Vice President Barnes Nursery, Inc.	0.1052%	N/A	N/A
John A. Coppeler Port Clinton, OH USA	Attorney	Director	Director (First National Bank) (First Bellevue Properties, Inc.)	Partner Flynn, Py & Kruse L.P.A.	1.1706%	N/A	Washington Building, Inc. - (28.6%)
Gordon A. Gibbs Bellevue, OH USA	Retired - Farm Implement Dealership Owner	Director Emeritus	Director (First National Bank) (First Bellevue Properties, Inc.)	N/A	1.1212%	N/A	KGMM Properties, LLC - Partner - (50%)
Donna J. Jenkins Norwalk, OH USA	Retired CPA	Director	Director (First National Bank) (First Bellevue Properties, Inc.)	N/A	0.4209%	N/A	N/A
Stanley E. Manbeck Marblehead, OH USA	Financial Consultant	Director	Director (First National Bank) (First Bellevue Properties, Inc.)	Owner Stanley E. Manbeck, CLU	3.5718%	N/A	Stanley E. Manbeck, CLU - (100%)
Steven L. Mays, DVM Bellevue, OH USA	Veterinarian	Director & Chairman	Director (First National Bank) (First Bellevue Properties, Inc.)	Owner Countryview Animal Hospital	1.0863%	N/A	Countryview Animal Hospital - (100%)
Dean J. Miller Bellevue, OH USA	N/A	Director & President/CEO	Director/Chairman/President/CEO (First National Bank) (First Bellevue Properties, Inc.)	N/A	0.9135%	N/A	N/A
Melvin H. Miller Port Clinton, OH USA	Retired Contractor	Director	Director (First National Bank) (First Bellevue Properties, Inc.)	N/A	0.2104%	N/A	N/A
James V. Stouffer Port Clinton, OH USA	Corporate Management	Director	Director (First National Bank) (First Bellevue Properties, Inc.)	President/CEO Catawba-Cleveland Development Co.	0.1052%	N/A	Catawba-Cleveland Development Co. (50%)
Michael K. Winthrop Bellevue, OH USA	Hospital Administrator	Director	Director (First National Bank) (First Bellevue Properties, Inc.)	President/CEO The Bellevue Hospital	0.1997%	N/A	N/A

Executive Officers

Brian K. Harr Clyde, OH USA	N/A	N/A	Sr. Vice President/CLO (First National Bank)	N/A	0.1231%	N/A	N/A
Deborah L. Hawkins Bellevue, OH USA	N/A	Vice President & Secretary	Sr. Vice President/Secretary (First National Bank) Vice President/Secretary (First Bellevue Properties, Inc.)	N/A	0.4709%	N/A	N/A
David E. Jarvis Bellevue, OH USA	N/A	N/A	Vice President/CTO (First National Bank)	N/A	0.5893%	N/A	N/A
Edmund M. Schafer Port Clinton, OH USA	N/A	Vice President & Treasurer	Sr. Vice President/CFO (First National Bank) Vice President/Treasurer (First Bellevue Properties, Inc.)	N/A	0.4209%	N/A	N/A
Melissa A. Walker Port Clinton, OH USA	N/A	N/A	Vice President/Retail Mgr. (First National Bank)	N/A	0.0598%	N/A	N/A