

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



2014 MAR 20 P 3:00  
Annual Report of Holding Companies—FR Y-6  
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, John O. Keirns  
Name of the Holding Company Director and Official  
President & CEO  
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

FNB Shares, Inc.  
Legal Title of Holding Company  
86 N. Kennebec Ave. PO Box 208  
(Mailing Address of the Holding Company) Street / P.O. Box  
McConelsville OH 43756  
City State Zip Code

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.

86 N. Kennebec Ave.  
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:

Angie Bankes Executive Secretary  
Name Title  
740-962-3911 Ext.1127  
Area Code / Phone Number / Extension  
740-962-6535  
Area Code / FAX Number  
angiebankes@first-national.com  
E-mail Address

[Signature]  
Signature of Holding Company Director and Official

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

Date of Signature

3/18/14

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

For Federal Reserve Bank Use Only

RSSD ID 1137891  
C.I. \_\_\_\_\_

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 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.

<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p>
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FIRST NATIONAL BANK OF McCONNELLSVILLE  
ORGANIZATION CHART

FNB SHARES INC.  
McConnelsville, OH  
INCORPORATED OHIO USA



FIRST NATIONAL BANK OF McCONNELLSVILLE  
McConnelsville, OH  
INCORPORATED OHIO USA

<b>100% Ownership</b>
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Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF MCCONNELSVILLE, THE (ID\_RSSD: 44929).

This depository institution is held by FNB SHARES, INC. (1137891) of MCCONNELSVILLE, OH.

The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	44929	FIRST NATIONAL BANK OF MCCONNELSVILLE, THE	86 NORTH KENNEBEC AVENUE	MCCONNELSVILLE	OH	43756	MORGAN	UNITED STATES	4447		FIRST NATIONAL BANK OF MCCONNELSVILLE, THE	44929	
OK		Full Service	3274763	ATHENS OFFICE	1012 EAST STATE STREET	ATHENS	OH	45701	ATHENS	UNITED STATES	428675		FIRST NATIONAL BANK OF MCCONNELSVILLE, THE	44929	
Close	11/29/2013	ATM Service	826611	CHESTERHILL BRANCH	7400 MARION STREET	CHESTERHILL	OH	43728	MORGAN	UNITED STATES	4375		FIRST NATIONAL BANK OF MCCONNELSVILLE, THE	44929	
OK		Full Service	610025	GLOUSTER BRANCH	16 TOLEDO STREET	GLOUSTER	OH	45732	ATHENS	UNITED STATES	181608		FIRST NATIONAL BANK OF MCCONNELSVILLE, THE	44929	
OK		Full Service	901929	WEST MAIN STREET BRANCH	107 WEST MAIN STREET	JUNCTION CITY	OH	43748	PERRY	UNITED STATES	4047		FIRST NATIONAL BANK OF MCCONNELSVILLE, THE	44929	
OK		Full Service	201124	11 PUBLIC SQUARE BRANCH	11 PUBLIC SQUARE	NELSONVILLE	OH	45764	ATHENS	UNITED STATES	305		FIRST NATIONAL BANK OF MCCONNELSVILLE, THE	44929	
OK		Full Service	687120	STOCKPORT BRANCH	1870 BROADWAY STREET	STOCKPORT	OH	43787	MORGAN	UNITED STATES	211691		FIRST NATIONAL BANK OF MCCONNELSVILLE, THE	44929	

**FNB SHARES, INC.**  
**McConnelsville, Ohio**  
**Information for Form FR Y-6**  
**December 31, 2013**

**Report Item 3: Shareholders**

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c) (Common Stock)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 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 N/A

(1)(a) Name & Address City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country or Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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Francis C. Smith Dublin, OH	USA	32,630 10.01%			
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Robert W. Finley, Sr. Lockport, IL	USA	24,000 7.36%			
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NOTE: 325,932 Number of Outstanding Shares as of 12-31-13

**FNB SHARES, INC.**  
**McCONNELSVILLE, OHIO**  
**December 31, 2013**

**FNB Shares, Inc. Directors**  
**Outstanding Shares 325,932**

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3) (a) Title & Position with Bank Holding Company	(3) (b) Title & 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 (includes Partnerships) if 25% or more of voting securities are held (List names of companies and percentages of voting securities held)
John O. Keirms McConnelsville, OH	None	President & CEO Director	President & CEO Director	N/A	2,069 0.63%	None	N/A
John W. Finley McConnelsville, OH	Finley Fire Equipment Co-Owner  Finley Rentals, LLC	Director	Director	President & CEO- Finley Fire Equipment  Finley Rentals, LLC	1,921 0.58%	None	80%  100%
Richard J. Huck, Jr. McConnelsville, OH	Funeral Home Owner	Director Vice Chairman of Board	Director	VP & Co-Owner- Miller Huck Funeral Home Partner & Co-Owner Miller Huck Furniture Store	1,705 0.52%	None	50%  50%
Brenda E. James Stockport, OH	Insurance Agent	Director  Director	Director	James Insurance Agency Partnership with Matthews Insurance  North End Athens, LLC	2,641 0.81%	None	8%  16%
Paul D. Ryan Thornville, OH	Retired Postmaster		Director	Retired Postmaster Junction City, Ohio Post Office	3,230 0.99%	None	N/A

**FNB SHARES, INC.  
McCONNELSVILLE, OHIO**

<p>Thomas W. Parfitt Athens, OH</p>	<p>CPA</p>	<p>Director</p>	<p>Director</p>	<p>Thomas W. Parfitt, CPA Offices- Athens and Waverly, OH</p> <p>President- Athens Sport Cycles, Inc.</p> <p>Partner- Allpower Equipment, LLC</p> <p>Owner, Vallery Ford Waverly, OH</p>	<p>2,907 0.89%</p>	<p>None</p>	<p>100%</p> <p>33 1/3%</p> <p>50%</p> <p>100%</p>
<p>Francis C. Smith Dublin, OH</p>	<p>Retired Engineer</p>	<p>Director Chairman of the Board</p>	<p>Director Chairman of the Board</p>	<p>Burgess &amp; Niple Limited (Retired)</p>	<p>32,630 10.01%</p>	<p>None</p>	<p>N/A</p>
<p>Timothy W. Scholl McConnelsville, OH</p>	<p>None</p>	<p>Director</p>	<p>Retired Executive Vice Pres. CFO</p> <p>Director</p>	<p>MS Consultants, Inc.</p>	<p>340 0.10%</p>	<p>None</p>	<p>N/A</p>
<p>Frederic J. Smith Dublin, OH</p>	<p>Engineer</p>	<p>Director</p>	<p>Director</p>	<p>MS Consultants, Inc.</p>	<p>1,185 0.36%</p>	<p>None</p>	<p>N/A</p>