

FEDERAL RESERVE BANK
OF CLEVELAND

Board of Governors of the Federal Reserve System

2014 MAR 24 A 10:19



Annual Report of Holding Companies

FR Y-6 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):
12/31/2013
Month / Day / Year

I, Philip L. Evans
Name of the Holding Company Director and Official
President/CEO/Director
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Kingston Bancshares, Inc.
Legal Title of Holding Company
P.O. Box 613
(Mailing Address of the Holding Company) Street / P.O. Box
Kingston, OH 45644
City State Zip Code
2 N. Main Street, Kingston OH 45644
Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:
Philip L. Evans President/CEO
Name Title
(740) 642-2191
Area Code / Phone Number / Extension
(740) 642-2195
Area Code / FAX Number
knb@bright.net
E-mail 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.

Philip L. Evans President/CEO
Signature of Holding Company Director and Official
3/19/14
Date of Signature

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

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

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RSSD ID 2246400
C.I. _____

KINGSTON BANCSHARES, INC.

FR Y-6

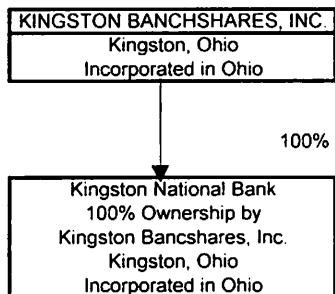
December 31, 2013

Report Item 1:

The bank holding company prepares an annual report for its shareholders.
Enclosed are two copies of the annual report.

Report Item 2 (a):

Organization Chart



Report Item 2 (b):

Domestic Branch Listing

See Next Page

Report Item 3(1):

Current Shareholders with ownership, control or holdings of 5% or more with power to vote:

(1)(a) Name & Address	(1)(b) Country of Citizenship	(1)(c) Number & Percentage of Common Stock with Voting Rights
Ruth D. Will McArthur, Ohio	USA	11,103 - 8.6657% Common Stock

NOTE: Only common shares of stock are issued and authorized.

Report Item 3(2):

Shareholders with ownership, control or holdings of 5% or more during the fiscal year with power to vote (not qualifying for item 3(1) at year end):

(2)(a) Name & Address	(2)(b) Country of Citizenship	(2)(c) Number & Percentage of Common Stock with Voting
None		

Results: A list of branches for your depository institution: KINGSTON NATIONAL BANK (ID_RSSD: 966722).
 This depository institution is held by KINGSTON BANCSHARES, INC. (2246400) of KINGSTON, 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)	966722	KINGSTON NATIONAL BANK	2 NORTH MAIN	KINGSTON	OH	45644	ROSS	UNITED STATES	4432	0	KINGSTON NATIONAL BANK	966722	
OK		Full Service	252014	ADELPHI BRANCH	11811 MAIN STREET	ADELPHI	OH	43101	ROSS	UNITED STATES	1373	2	KINGSTON NATIONAL BANK	966722	
OK		Full Service	3673786	CLEARCREEK VALLEY BRANCH	132 WEST MAIN STREET	AMANDA	OH	43102	FAIRFIELD	UNITED STATES	211606	5	KINGSTON NATIONAL BANK	966722	
ADD	2/1/2013	Full Service		KINGSTON NATIONAL BANK	790 WESTERN AVE.	CHILLICOTHE	OH	45601	ROSS	UNITED STATES			KINGSTON NATIONAL BANK	966722	
OK		Full Service	3387645	KINGSTON NATIONAL BANK	5101 S. UNION ST.	SOUTH BLOOMFIELD	OH	43103	PICKAWAY	UNITED STATES	441700	6	KINGSTON NATIONAL BANK	966722	

KINGSTON BANCSHARES, INC.

FR Y-6

December 31, 2013

Report Item 4:
Insiders

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List name of other co. if 25% or more of voting securities are held
Kevin Bennington Circleville, Ohio,USA	Attorney-At-Law	Director	Director	Owner	0.03%	N/A	Bennington & Bennington LTD (100%)
William R. Brown Clarksburg, Ohio,USA	Retired Educator/ Guidance Counselor	Director	Director	N/A	1.24%	N/A	N/A
Eugene Carter Kingston, Ohio,USA	Farmer	Director	Director	N/A	1.87%	N/A	N/A
Michael Haller Chillicothe, Ohio,USA	Funeral Director	Director	Director	President	0.05%	N/A	Haller Funeral Home LLC (51%) SCI Properties LLC (25%)
James Hurtt Clarksburg, Ohio,USA	Farmer	Director	Director	Partner, Hurtt Brothers Farm	1.09%	N/A	Hurtt Brothers Farm Partnership (50%)
Timothy Nusbaum Chillicothe, Ohio,USA	Pediatric Dentist	Director	Director	President/Owner	0.27%	N/A	The Nusbaum Co (50%), Tim Nusbaum DDS, Inc. (100%) B&T Nusbaum LLC (50%)
Jeff Reichelderfer Circleville, Ohio, USA	Farmer	Director	Director	N/A	0.20%	N/A	N/A
Connie Hamilton Chillicothe, Ohio,USA	Corporate Secretary/ Treasurer	Director	Director	Sec/Treas, Ross Co. Redi Mix; Partner, TodCon	0.16%	N/A	N/A
Philip L. Evans Circleville, Ohio,USA	Bank President/CEO	Director	President/CEO Director	N/A	0.11%	N/A	N/A
Elizabeth Ann Blake Kingston, Ohio,USA	Bank Vice President	Director	Vice President Director	N/A	0.08%	N/A	N/A
Paul L. Corson Circleville, Ohio,USA	Bank Vice President	None	Senior Vice President	N/A	0.03%	N/A	N/A
Larry E. Ellinger Rockbridge, Ohio,USA	Bank Senior Loan Officer	None	Senior Loan Officer	N/A	0.31%	N/A	N/A
Susan M. Hixson Chillicothe, Ohio,USA	Bank CFO	None	CFO	N/A	0.004%	N/A	N/A
Ruth D. Will McArthur, Ohio,USA	Homemaker	Principal Shareholder	None	N/A	8.67%	N/A	N/A