

FEDERAL RESERVE BANK
OF CLEVELAND
2014 MAR 21 A 10:39
MONITORING & ANALYSIS
DEPARTMENT

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)); 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
December 31, 2013

Month / Day / Year

I, Anthony S. Thorne
Name of the Bank Holding Company Director and Official
President
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Midwest Bancshares, Inc.
Legal Title of Bank Holding Company
101 E. 'A' Street
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Wellston OH 45692
City State Zip Code

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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:
Anthony S. Thorne President
Name Title
740-384-2146
Area Code / Phone Number / Extension
740-384-6925
Area Code / FAX Number
Anthony S. Thorne (asthorne@fnbwellston.com)
E-mail Address

Anthony S. Thorne
Signature of Bank Holding Company Director and Official
MARCH 19, 2014
Date of Signature

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

For bank 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

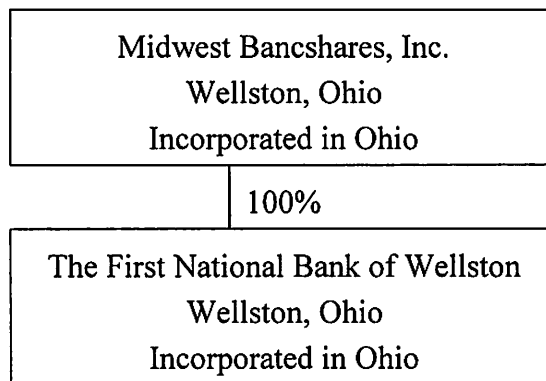
For Federal Reserve Bank Use Only
RSSD ID 3656529
C.I. _____

Form FR Y-6

Fiscal Year Ending December 31, 2013

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC does prepare an annual report for its shareholders. (Copy Enclosed)
- 2: Organizational Chart



Supplement to Organizational Chart:

- 2.a Copy Attached
- 2.b None
- 2.c None
- 2.d None

**Form FR Y-6
Midwest Bancshares, Inc.
Wellston, Ohio**

December 31, 2013

**Report Item 3: Shareholders
(1)(a)(1)(b)(1)(c)(2)(a)(2)(b)(2)(c)**

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)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-13

(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 of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Richard H. Billman, III Jackson, Ohio [REDACTED]	USA	11,250	5.99%	N/A	N/A	N/A

Form FR Y-6
Midwest Bancshares, Inc.
Wellston, Ohio
December 31, 2013

Report Item 4: Directors and Officers
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(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)
Anthony S. Thorne Jackson, Ohio [REDACTED]	Banker	President and Director	President & Director The First National Bank of Wellston	N/A	0.5%	N/A	N/A
Randall R. Adams Jackson, Ohio [REDACTED]	CPA	Director	Director – FNB	ADAMS, TOPE, MOORE, C.P.A	0.68%	N/A	N/A
Richard H. Billman, III Jackson, Ohio [REDACTED]	Optometrist	Director Chairman	Director – FNB Chairman	Richard H. Billman, II, OD	5.99%	N/A	N/A
Lawrence A. Heiser Jackson, Ohio [REDACTED]	Attorney	Director	Director – FNB	OTHS, HEISER, MILLER, PARTNER	1.10%	N/A	N/A
Matthew G. Fields	Theater Owner	Director	Director – FNB	Tri-City Theaters Owners	0.05%	N/A	N/A

Results: A list of branches for your holding company: MIDWEST BANCSHARES, INC. (3656529) of WELLSTON, OH. The data are as of 12/31/2013. Data reflects information that was received and processed through 02/24/2014.

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)	325824	FIRST NATIONAL BANK OF WELLSTON, THE	101 EAST "A" STREET	WELLSTON	OH	45692	JACKSON	UNITED STATES	4509	0	FIRST NATIONAL BANK OF WELLSTON, THE	325824	
OK		Full Service	2259875	JACKSON OFFICE	590 EAST MAIN STREET	JACKSON	OH	45640	JACKSON	UNITED STATES	211992	1	FIRST NATIONAL BANK OF WELLSTON, THE	325824	