

FEDERAL RESERVE BANK
OF CLEVELAND

2014 MAR 20 P 3:04

STATISTICS & ANALYSIS
DEPARTMENT

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)); 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, Todd A. Hilverding

Name of the Holding Company Director and Official

President, CEO and Director

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.

Reporter's Name, Street, and Mailing Address

Muskingum Valley Bancshares, Inc.

Legal Title of Holding Company

501 Fifth Street P O Box 128

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

Beverly OH 45715

City State Zip Code

Same as Above

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:

Todd A. Hilverding President & CEO

Name Title

740-984-2381

Area Code / Phone Number / Extension

740-984-2386

Area Code / FAX Number

thilverding@thecitizens.com

E-mail Address

None

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

Signature of Holding Company Director and Official

03/17/2014

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 1071856
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

**FR Y-6 Report
FYE 12/31/2013
Muskingum Valley Bancshares, Inc.
Beverly, Ohio**

Report Item Number 1(a) - Form 10-K

None required: Muskingum Valley Bancshares, Inc. is not registered with the S.E.C.

Report Item Number 1(b) - Annual Report to Shareholders

Enclosed

**FR Y-6 Report
FYE 12/31/2013
Muskingum Valley Bancshares, Inc.
Beverly, Ohio**

Report Item Number 2(a) - Organization Chart

- (1) Organization Chart for Holding Company

**Muskingum Valley Bancshares, Inc.
Beverly, OH
Incorporated in Ohio**

100% Ownership
of Voting Shares

The Citizens Bank Company
Beverly, Ohio 45715
Incorporated in Ohio

- (2) Direct Holdings of 5% to 25% of Other Companies

None

- (3) Indirect Holdings of 5% to 25% of Other Companies

None

Results: A list of branches for your depository institution: CITIZENS BANK COMPANY, THE (ID_RSSD: 1010015). This depository institution is held by MUSKINGUM VALLEY BANKSHARES, INC (1071856) of BEVERLY, 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)	1010015	CITIZENS BANK COMPANY, THE	5TH STREET & ULLMAN STREET	BEVERLY	OH	45715	WASHINGTON	UNITED STATES	6579	0	CITIZENS BANK COMPANY, THE	1010015	
OK		Full Service	52410	BARTLETT	2301 STATE ROUTE 550	CUTLER	OH	45724	WASHINGTON	UNITED STATES	Not Required	Not Required	CITIZENS BANK COMPANY, THE	1010015	
OK		Full Service	54517	LITTLE HOCKING BRANCH	315 ORCHARD DR	LITTLE HOCKING	OH	45742	WASHINGTON	UNITED STATES	Not Required	Not Required	CITIZENS BANK COMPANY, THE	1010015	
OK		Full Service	3269778	MARIETTA BRANCH	116 2ND STREET	MARIETTA	OH	45750	WASHINGTON	UNITED STATES	222093	1	CITIZENS BANK COMPANY, THE	1010015	
OK		Full Service	180715	BARLOW-VINCENT BRANCH	8515 STATE ROUTE 339	VINCENT	OH	45784	WASHINGTON	UNITED STATES	Not Required	Not Required	CITIZENS BANK COMPANY, THE	1010015	

**FR Y-6 Report
FYE 12/31/2013
Muskingum Valley Bancshares, Inc.
Beverly, Ohio**

Report Item Number 2(b)

Submitted via email on March 13, 2014.

**FR Y-6 Report
FYE 12/31/2013
Muskingum Valley Bancshares, Inc.
Beverly, Ohio**

Report Item No. 3 - Shareholders

- (1) Shareholders owning 5 percent or more of the voting shares as of December 31, 2013

	<u>Shares Owned</u>	<u>Percent of Ownership</u>
Ullman Family Trust	20,244	5.12%

- (2) List of any shareholder not listed above that owned or controlled five percent or more of any class of voting securities

None

FR Y-6 Report FYE 12/31/2013	Report Item Number 4	Muskingum Valley Bancshares, Inc.			
<u>Name and Address</u>	<u>Title and Position Holding Company and Its Subsidiary</u>	<u>Shares & Percentage of Voting Shares in Holding Company</u>		<u>Title and Principal Occupation Other Than With Holding Company</u>	<u>Beverly, Ohio or Control Greater Than 25% in Other Than the Holding Company</u>
J. Ronald Elliott 504 Pinecrest Dr. Beverly, Ohio	Director of Holding Company Chairman of the Board and Director of The Citizens Bank Company	10,420	2.64%	Retired	None
Todd Hilverding 14880 Waterford Rd. Waterford, Ohio	President & CEO & Director of Holding Company Pres., CEO & Director of The Citizens Bank Company	1,662	0.42%	President & CEO The Citizens Bank Company	None
John R. Miller 15039 Waterford Rd. Waterford, Ohio	Director of Holding Company Director of The Citizens Bank Company	2,214	0.56%	President Miller Plumbing & Electric Inc. Beverly, Ohio	100% Ownership
Mark A. Mondo P O Box 250 Reno, Ohio	Director of Holding Company	221	0.06%	President Mondo Polymer Technologies, Inc. President, Mark A. Mondo Building & Excavating, Inc. Pres., Mustang Aerial Services, Inc. Pres., Cocoa Bean Realty LLC Pres., Hershey Bear LLC Reno, Ohio	50% Ownership 50% Ownership 50% Ownership 50% Ownership 50% Ownership
Harold Offenberger, Jr. 14745 Muskingum River Rd. Lowell, Ohio	Director of Holding Company Director of The Citizens Bank Company	8,315	2.10%	Retired	None
Charles F. Seaman P.O. Box 6 Barlow, Ohio	Director of Holding Company Director of The Citizens Bank Company	50	0.01%	President Seaman General Stores, Inc. Barlow, Ohio	100% Ownership
Robert L. Sherlock 19 Sherlock Rd. Waterford, Ohio	Director of Holding Company Director of The Citizens Bank Company	12,452	3.15%	President Sherlock Distributors. Inc. Beverly, Ohio	100% Ownership
Kenneth D. Williams 237 Mooreland Road Belpre, Ohio	Vice President & Director of Holding Company	0	0.00%	Retired	None
Thomas P. Witten 19170 State Route 60 Beverly, Ohio	Director of Holding Company	503	0.13%	Vice President Witten's Produce Patch, Inc.	33 1/3% Ownership