

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



2014 MAR 25 A 10:48
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.

I, **Mark R. Witmer**

Name of the Holding Company Director and Official
President & Chief Executive Officer

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.

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.


Signature of Holding Company Director and Official

3/24/2014
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 **1137985**
C.I. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

National Bancshares Corporation

Legal Title of Holding Company

112 West Market Street, PO Box 57

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

Orrville

OH

44667

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

James R VanSickle

SVP, Chief Financial Officer

Name

Title

330-765-0612

Area Code / Phone Number / Extension

330-682-4644

Area Code / FAX Number

jayvansickle@discoverfirstnational.com

E-mail Address

www.discoverfirstnational.com

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

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."

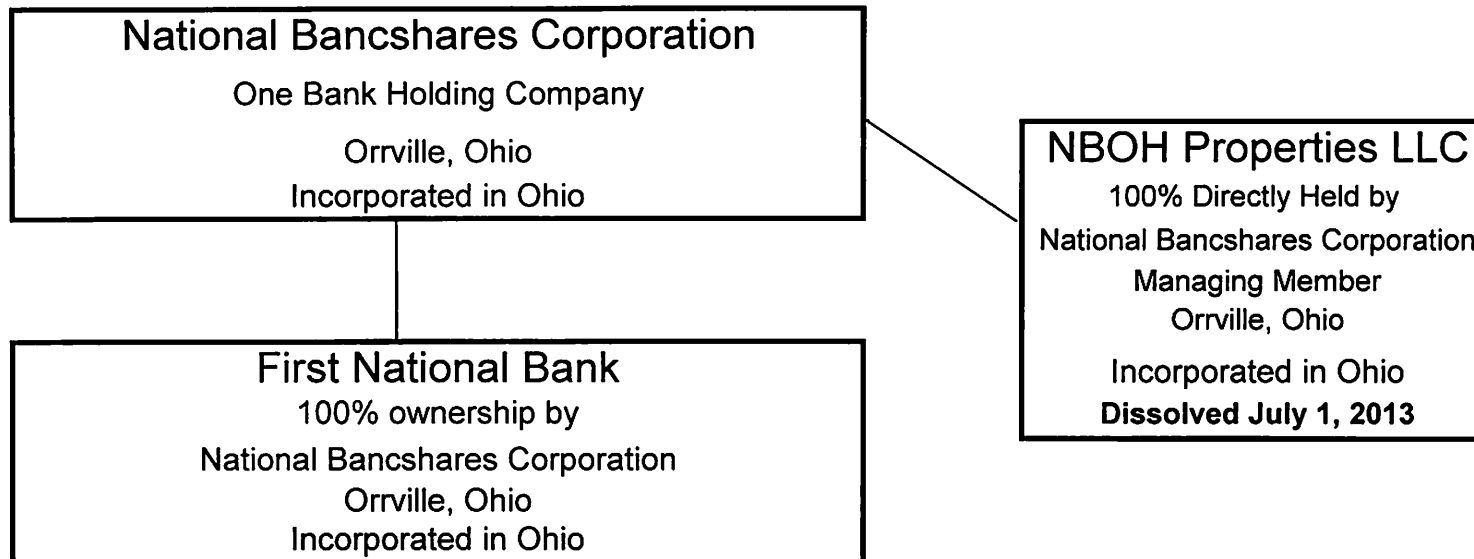
No

Form FR Y-6
National Bancshares Corporation
Fiscal Year Ending December 31, 2013

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National Bancshares Corporation
Orrville, Ohio
Fiscal Year Ending December 31, 2013

Report Item 2a: Organization Chart



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National Bancshares Corporation
Orrville, Ohio
Fiscal Year Ending December 31, 2013

Report Item 2b: Domestic Branch Listing

Submitted via email on March 24, 2014

Results: A list of branches for your depository institution: FIRST NATIONAL BANK (ID_RSSD 217620).
 This depository institution is held by NATIONAL BANCSHARES CORPORATION (1137985) of ORRVILLE, 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)	217620	FIRST NATIONAL BANK	112 W. MARKET STREET	ORRVILLE	OH	44667	WAYNE	UNITED	4466	0	FIRST NATIONAL	217620	
ok		Full Service	504227	MIDWAY BRANCH	7227 EAST LINCOLN WAY	APPLE CREEK	OH	44606	WAYNE	UNITED	211814	6	FIRST NATIONAL	217620	
ok		Full Service	503725	DALTON BRANCH	12 WEST MAIN ST	DALTON	OH	44618	WAYNE	UNITED	211811	2	FIRST NATIONAL	217620	
ok		Full Service	380926	KIDRON BRANCH	4950 KIDRON ROAD	KIDRON	OH	44636	WAYNE	UNITED	211812	3	FIRST NATIONAL	217620	
ok		Full Service	992020	LODI BRANCH	106 AINSWORTH	LODI	OH	44254	MEDINA	UNITED	6836	8	FIRST NATIONAL	217620	
ok		Full Service	989271	MASSILLON BRANCH	211 LINCOLN WAY EAST	MASSILLON	OH	44646	STARK	UNITED	42944	11	FIRST NATIONAL	217620	
ok		Full Service	3535651	MAYFLOWER OFFICE	2312 LINCOLN WAY NW	MASSILLON	OH	44647	STARK	UNITED	278875	12	FIRST NATIONAL	217620	
ok		Full Service	626521	MOUNT EATON BRANCH	15974 EAST MAIN STREET	MOUNT	OH	44659	WAYNE	UNITED	211813	4	FIRST NATIONAL	217620	
ok		Full Service	381428	WEST HIGH STREET	1320 W HIGH ST	ORRVILLE	OH	44667	WAYNE	UNITED	211810	1	FIRST NATIONAL	217620	
ok		Full Service	4552422	SALEM BRANCH	100 CONTINENTAL DRIVE	SALEM	OH	44460	COLUMBIANA	UNITED	Not Required	Not Required	FIRST NATIONAL	217620	
ok		Full Service	685519	SEVILLE OFFICE	4885 ATLANTIC DRIVE	SEVILLE	OH	44273	MEDINA	UNITED	210655	9	FIRST NATIONAL	217620	
ok		Full Service	218122	SMITHVILLE BRANCH	153 EAST MAIN STREET	SMITHVILLE	OH	44677	WAYNE	UNITED	4054	5	FIRST NATIONAL	217620	
ok		Full Service	3368662	BURBANK ROAD OFFICE	4192 BURBANK ROAD	WOOSTER	OH	44691	WAYNE	UNITED	442361	14	FIRST NATIONAL	217620	
ok		Full Service	2804695	CLEVELAND ROAD OFFICE	1725 CLEVELAND ROAD	WOOSTER	OH	44691	WAYNE	UNITED	211816	10	FIRST NATIONAL	217620	

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Report Item 3: Securities holders

- (1) There are two shareholders of record, as of 12/31/13, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the bank holding company.

<u>Name</u>	<u>City/State/Country</u>	<u>Country Incorporated</u>	<u>Number of Shares</u>	<u>Percent of Shares</u>
MacNealy Hoover Investment Management	Canton, OH USA	USA	146,448	6.58%
(2) James R. Smail	Wooster, OH USA	USA	306,454	13.78%

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Report Item 4: Insiders

Name, City and State/Country	Principal Occupation If Other Than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiary	Companies if 25% or More Voting Securities Are Held
John P. Cook, CPA, Ph. D. Wooster, OH, USA	Shareholder in Accounting Firm	Director	Director First National Bank	Partner	0.16%		50% Owner of Long, Cook & Samsa, Inc.
Bobbi E. Douglas Wooster, OH, USA	Executive Director Social Services Organizations	Director	Director First National Bank	Executive Director STEPS at Liberty Center Every Woman's House	0.11%		NA
John W. Kropf Orville, OH, USA	Attorney-At-Law	Director	Chairman of the Board First National Bank	Attorney-At-Law Kropf, Wagner, Lutz & VanSickle LLP	1.69%	12.75% First Kropf Title, LLC	25% Owner of Kropf, Wagner & VanSickle, L.L.C.
John L. Muhlbach, Jr. Massillon, OH, USA	Vice President Insurance Company	Director	Director First National Bank	Vice President AA Hammersmith Insurance	0.20%		NA
Victor B. Schantz Orville, OH, USA	President Custom Organ Manufacturer	Director	Director First National Bank	President Custom Organ Manufacturer	0.51%		NA 37% Owner of Schantz Organ Company
Steve Schmid Wooster, OH, USA	President Dairy Products Manufacturer	Director	Director First National Bank	President Dairy Enterprises, Inc.	0.55%		NA
James R. Smail Wooster, OH, USA	Chairman, Director & CEO Energy, Financial and Ranching Companies	Director	Director First National Bank	Chairman, Director & CEO J. R. Smail, Inc. Mesa Coal Corporation Monitor Ranch, Inc. Monitor Land & Cattle Co., LLC Methane Exploration Corporation Monitor Bancorp, Inc. Wooster Gas, Inc. Orion Petro Corporation D.A. Waldron & Associates, Inc. Drillers Transport System, Inc. STS Oil Co., Inc. Zimmerly Cattle Co., LLC Poulson Drilling, Inc. Rig Systems, Inc. Hagen Well Service, LLC	13.78%		100% Owner of J. R. Smail, Inc. Mesa Coal Corporation Monitor Ranch, Inc. Monitor Land & Cattle Co., LLC Methane Exploration Corporation 67% Owner of Monitor Bancorp, Inc. 50% Owner of Wooster Gas, Inc. Orion Petro Corporation D.A. Waldron & Associates, Inc. Drillers Transport System, Inc. STS Oil Co., Inc. Zimmerly Cattle Co., LLC 40% Owner of Poulson Drilling, Inc. 37.5% Owner of Rig Systems, Inc. 33.33% Owner of Hagen Well Service, LLC

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Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

Name, City and State/Country	Principal Occupation If Other Than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiary	Companies if 25% or More Voting Securities Are Held
Thomas R. Poe Rocky River, OH, USA	NA	NA	Senior V.P. & Senior Loan Officer First National Bank	NA	0.14%		NA
James R. VanSickle Wooster, OH, USA	NA	Senior V.P. & Chief Financial Officer	Senior V.P. & Chief Financial Officer First National Bank	NA	0.25%		NA
Howard J. Wenger Dalton, OH, USA	President Excavating and Building Materials Company	Director	Director First National Bank	President Wenger Excavating Inc. Lake Region Oil Inc. Northstar Asphalt Inc. Massillon Materials, Inc. Stark Materials, Inc.	4.04%		100% Owner of Wenger Excavating Inc. Lake Region Oil Inc. Northstar Asphalt Inc. Massillon Materials, Inc. Stark Materials, Inc.
Mark R. Witmer Dalton, OH, USA	NA	NA	President & Chief Executive Officer First National Bank	NA	0.04%		NA
Albert Yeagley Orville, OH, USA	Vice President of Industry and Government Affairs Manufacturer	Director	Director First National Bank	Vice President of Industry and Government Affairs J.M. Smucker Company	0.18%		NA
MacNealy Hoover Investment Management Canton, OH, USA	NA	NA	NA	NA	6.58%	None	NA