

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK  
OF CLEVELAND

2014 MAR 27 P 3:54  
STATISTICS & ANALYSIS  
DEPARTMENT



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, G. Courtney Haning

Reporter's Name, Street, and Mailing Address

Peoples National BancShares, Inc  
Legal Title of Holding Company

Name of the Holding Company Director and Official

110 N. Main Street P.O. Box 111  
(Mailing Address of the Holding Company) Street / P.O. Box

President & COB  
Title of the Holding Company Director and Official

New Lexington Ohio 43764  
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.

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:

Connie S. Mottern Treasurer  
Name Title

740-342-5111 EXT 31  
Area Code / Phone Number / Extension

740-342-9571  
Area Code / FAX Number

cmottern@peoplesnational.com  
E-mail Address

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

Signature of Holding Company Director and Official

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 2438399  
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

Peoples National BancShares, Inc.  
New Lexington, Ohio

2013 ANNUAL REPORT OF BANK HOLDING COMPANIES (FR Y-6)

1a: Form 10-K filed with the Securities and Exchange Commission.

None

1b: Annual reports to shareholders.

Three annual reports enclosed.

2: Organization Chart

Peoples National BancShares, Inc.  
Financial Services Holding Company  
110 North Main Street  
New Lexington, Ohio 43764  
Incorporated in Ohio

The Peoples National Bank  
110 North Main Street  
New Lexington, Ohio 43764  
100% Owned and Controlled by Peoples National BancShares, Inc.  
Incorporated in Ohio

Report Item 2b: Domestic Branch listing provided to Federal Reserve Bank  
Submitted Via Email on (03-06-2014)

**Result:** A list of branches for your depository institution - PEOPLES NATIONAL BANK, THE (ID\_RSSD 431323)  
 This depository institution is held by PEOPLES NATIONAL BANKSHARES, INC. (2436396) of NEW LEXINGTON, 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)	431323	PEOPLES NATIONAL BANK, THE	110 N MAIN ST	NEW LEXINGTON	OH	43764	PERRY	UNITED STATES	4462	0	PEOPLES NATIONAL BANK, THE	431323	
OK		Full Service	2856555	JUNCTION CITY BRANCH	106 EAST MAIN STREET	JUNCTION CITY	OH	43748	PERRY	UNITED STATES	211805	2	PEOPLES NATIONAL BANK, THE	431323	
OK		Full Service	2025463	PLAZA BRANCH	375 LINCOLN PARK DR	NEW LEXINGTON	OH	43764	PERRY	UNITED STATES	211804	1	PEOPLES NATIONAL BANK, THE	431323	
OK		Full Service	3667860	ROSEVILLE BRANCH	55 NORTH MAIN STREET	ROSEVILLE	OH	43777	MUSKINGUM	UNITED STATES	269477	4	PEOPLES NATIONAL BANK, THE	431323	
OK		Full Service	3150483	THORNPORT BRANCH	14806 ZION ROAD	THORNVILLE	OH	43076	PERRY	UNITED STATES	419617	3	PEOPLES NATIONAL BANK, THE	431323	

**3: SHAREHOLDERS**

**3(1) Shareholders of Record as of fiscal year-end with 5% or more of voting securities of the bank holding company: 12/31/2013**

<u>Name &amp; Address</u>	<u>Country of Citizenship</u>	<u>No. of Shares</u>	<u>Percentage</u>
Edna Mae Lindamood New Lexington, OH USA	USA	26,529 Common Stock	12.31
Terry L. Rugg New Lexington, OH USA	USA	16,001 Common Stock	7.43
Lawrence E Nash New Lexington, OH, USA	USA	14,987 Common Stock	6.96
Thomas A. Lewis Zanesville, OH USA	USA	11,631 Common Stock	5.40

**3(2) Shareholders of record during the fiscal year, not in 3(1), with 5% or more of voting securities of the bank holding company; 12/31/2013**

William H. Roberts III Oxford, OH USA	USA	17,937 Common Stock	7.66
Estate of Jay O. Newlon Wilmington DE, USA	USA	14,000 Common Stock	5.98

**INSIDERS**

**4(1) Name, City, State, Country? & 4(2) Principal Occupation, if other than with the bank holding company organization.**

<u>Name &amp; City, State, Country</u>	<u>Principal Occupation</u>
David L. Carney	President/Owner

Thornville, OH USA	Certified Refrigeration, Inc.
G. Courtney Haning New Lexington, OH USA	
Thomas A. Lewis Zanesville, OH USA	Attorney-Thomas A. Lewis Co LPA
Larry A. Lindamood New Lexington, OH USA	Retired Truck Driver
Lawrence E. Nash New Lexington, OH USA	Dentist/Part Owner Perry County Dental Group
Terry L. Rugg New Lexington, OH USA	Vice President/Certified Public Accountant McLain, Hill, Rugg & Associates, Inc.
Patricia L. Weese USA	Collection Investigator Internal Revenue Service
Brenda J. Wright Junction City, OH USA	
Connie S. Mottern New Lexington, OH USA	
Edna Mae Lindamood New Lexington, OH USA	Retired Housewife

4(3)a,b,c: Title or Position with the bank holding co., direct or indirect subsidiaries, Any other business company, if person is a director, trustee, partner, or officer.

Title or Position

David L. Carney - Director - Peoples National BancShares, Inc. & Peoples National Bank. Mr. Carney is the Owner & President of Certified Refrigeration Inc.

G. Courtney Haning - Chairman, President, CEO - Peoples National Bancshares, Inc., & Peoples National Bank, Director- Rocky Brands, Inc.

Thomas A. Lewis - Director - Peoples National BancShares, Inc. & Peoples National Bank. Mr. Lewis is owner of Thomas A. Lewis Co LPA. Mr. Lewis also has a partial interest in Half Century LIMITED LLC

Larry M. Lindamood - Director- Peoples National BancShares, Inc. & Peoples National Bank. Mr. Lindamood is a Retired Truck Driver.

Lawrence E. Nash - Director - Peoples National BancShares, Inc. & Peoples National Bank. Mr. Nash is Part Owner of Perry County Dental Group where he conducts his Dental Practice & Perry County Flight Services, Inc.

Terry L. Rugg - Director - Peoples National BancShares, Inc. & Peoples National Bank. Mr. Rugg is also affiliated with the following businesses; McLain, Hill, Rugg & Associates, Inc.- CPA Firm, MHR Partnership- Investments, McLain, Hill, Rugg, Realty PLL, Terry Rugg rental properties, J. T. Investments Partnership, M. T. J. Investments Partnership, 4-R Partnership, T&E Rentals Partnership, 601 Realty LLC, Zanesville Investment Club Partnership and M.E.K. Real Estate LLC.

Patricia L. Weese - Director- Peoples National BancShares, Inc. & Peoples National Bank. Ms. Weese is employed by the Internal Revenue Service as a Collection Investigator.

Brenda J. Wright - Secretary - Peoples National BancShares, Inc., Executive Vice-President & Secretary of the Board, Peoples National Bank. Ms. Wright has no other business affiliations.

Connie S. Mottern - Assistant Secretary/Treasurer Peoples National BancShares, Inc., Vice-President & Cashier, Peoples National Bank. Ms. Mottern has no other business affiliations.

4(4): Number and Percentage of each class of voting securities held in;  
a). the bank holding Co. b). Direct and indirect subsidiaries c). Any  
other business if 25% or more of voting securities held;

- a). Peoples National BancShares, Inc &  
b). The Peoples National Bank

Name	No. of Shares	Percentage
David L. Carney	2,000 Common Stock	.93
G. Courtney Haning	5,000 Common Stock	2.32
Thomas A. Lewis	11,631 Common Stock	5.40
Larry M. Lindamood	4,189 Common Stock	2.02
Edna Mae Lindamood	26,529 Common Stock	12.31
Lawrence E. Nash	14,987 Common Stock	6.96
Terry L. Rugg	16,001 Common Stock	7.43
Patricia L. Weese	4,516 Common Stock	2.10
Brenda J. Wright	1264 Common Stock	.59
Connie S. Mottern	130 Common Stock	.06

(c) Other Business, if 25% or more of voting securities held;

Name	Business Name	Percentage
Terry L. Rugg	MHR Investments Partnership	32.34%
	McLain, Hill, Rugg Realty PLL	33.33%
	J.T. Investments Partnership	50.00%
	4-R Partnership	25.00%

	T & E Rentals Partnership	50.00%
	MEK Real Estate LLC	50.00%
David L. Carney	Certified Refrigeration, Inc.	100%
Thomas A. Lewis	Thomas A. Lewis Co., LPA	100%
	Half Century Limited LLC	50%
Lawrence E. Nash	Perry County Dental Group Inc.	51%
	Perry County Flight Service, Inc.	100%