

FEDERAL RESERVE BANK
OF CLEVELAND

2014 APR -2 P 12:44

STATISTICS AND 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, Kevin T Lewis

Reporter's Name, Street, and Mailing Address

Portage Bancshares, Inc.

Name of the Holding Company Director and Official

Board Director

Legal Title of Holding Company

1311 East Main St.

Title of the Holding Company Director and Official

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

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.

Ravenna OH 44266

City State Zip Code

Same

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:

Donald D Herman

CFO

Name

Title

330-296-8090

Area Code / Phone Number / Extension

330-296-1499

Area Code / FAX Number

dherman@pcbbank.com

E-mail Address

Kevin T. Lewis
Signature of Holding Company Director and Official

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

Date of Signature

3-28-14

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 2668589
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

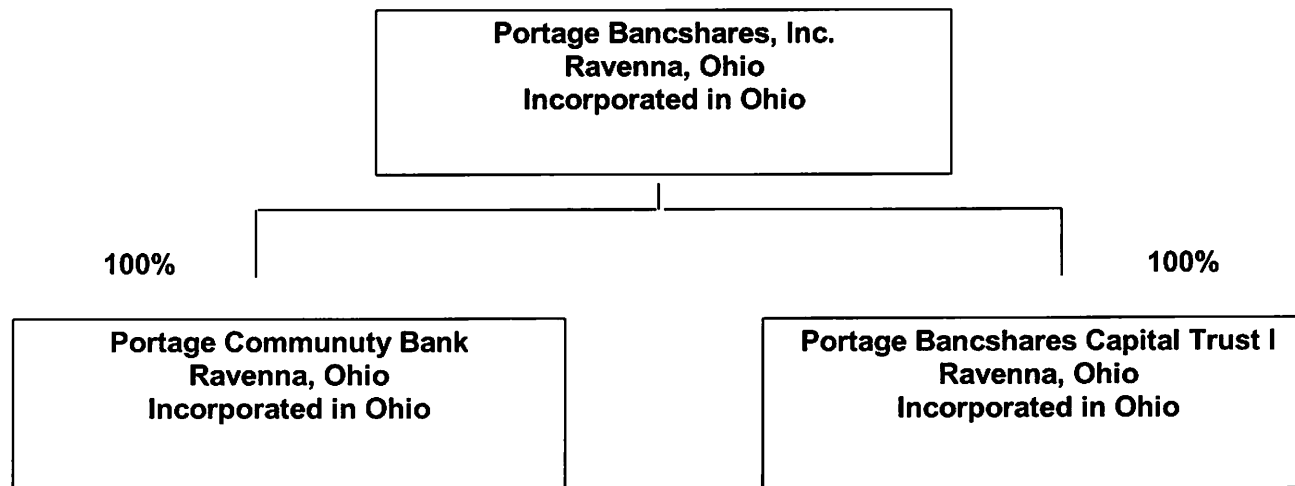
Form FR Y-6

**Portage Bancshares, Inc.
Ravenna, Ohio
Fiscal Year Ending December 31, 2013**

Report Item

1.] The BHC is not required to prepare form 10K with the SEC. The BHC prepares an annual report for it's shareholders, but 2013 reports are not yet available. We will send two copies of our 2013 annual report upon completion.

2.] Organizational Chart:



Form FR Y-6
December 31, 2013

Report Item 3: Shareholders

1.a 1.b 1.c 2.a 2.b 2.c

Current Shareholders with ownership, control of holdings of 5% or more with power to vote as of 12/31/2013

Shareholders not listed in 3]1.a - 3]1.c that had ownership, control or holdings of 5% or more with power to vote during the fiscal YE 12/31/2013

1.a
Name & Address
(City, State, Country)

1.b
Country of Citizenship
or Incorporation

1.c
Number & Percentage of each
Class of Voting Securities

2.a
Name & Address
(City, State, Country)

2.b
Country of Citizenship
or Incorporation

2.c
Number & Percentage of each
Class of Voting Securities

N/A

N/A

**Form FR Y-6
December 31, 2013**

**Report Item 4: Directors and Officers
1, 2, 3a.b.c and 4a.b.c.**

1 Name & Address (City, State Country)	2 Principal Occupation if other than with Bank Holding Company	3a Title & Position with Bank Holding Company	3b Title & Position with Subsidiary	3c Title & Position with Other Businesses	4a Percentage of Voting Shares in Bank Holding Company	4b Percentage of Voting Shares in Subsidiary	4c List Name of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of securities held)
Tim Crock Kent, Ohio	Retired	Board Member Secretary	Board Member	Retired	2.07%	N/A	None
James Damicone Ravenna, Ohio	Small Business Owner		Board Member	Owner, Dunkin Donuts	1.83%	N/A	Damicone Operating Ltd. (50%) Damicone Limited, LLC (50%) Damicone II, LLC (50%) Damicone Real Estate (100%) Infusion Consultants (50%)
Emilio Ferrara Kent, Ohio	Retired	Board Member	Board Member	Retired	3.73%	N/A	F & P (50%) Windmill Lakes Golf Club (74%)
Richard Leonard Stevensville, MD	Retired	Board Member	Board Member	Retired	1.44%	N/A	None
Margaret Medzie Ravenna, Ohio	VP Development & Donor Engagement	Board Chair	Board Member	Akron Community Foundation	2.75%	N/A	None
Aaron Moats Ravenna, Ohio	Optometrist	Board Member	Board Member	Optometrist, Dr. Aaron A. Moats	1.89%	N/A	Partners Optical Supply, Inc. (100%)
Tom Siciliano Rootstown, Ohio	Small Business Owner	Board Member & Treasurer	Board Member	Owner, Siciliano's Pizza	1.81%	N/A	Siciliano's Pizzeria (100%) Pirate Properties (33%)
Connie M. Bennett Ravenna, Ohio	N/A	N/A	V.P. & COO	N/A	2.24%	N/A	None
Richard J. Coe Ravenna, Ohio	N/A	Board Member	Board Member & CEO	N/A	2.79%	N/A	None
Jill M. Conard Ravenna, Ohio	N/A	N/A	Board Secretary V.P.	N/A	1.69%	N/A	None
Donald D. Herman	N/A	N/A	V.P. & CFO	N/A	1.58%	N/A	None
Kevin T. Lewis	N/A	Board Member	Board Member President	N/A	2.24%	N/A	None

Results: A list of branches for your depository institution: PORTAGE COMMUNITY BANK (ID_RSSD: 2668598).
 This depository institution is held by PORTAGE BANCSHARES, INC. (2668589) of RAVENNA, 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)	2668598	PORTAGE COMMUNITY BANK	1311 EAST MAIN STREET	RAVENNA	OH	44266	PORTAGE	UNITED STATES	61532	0	PORTAGE COMMUNITY BANK	2668598	
OK		Full Service	3675744	KENT OFFICE	1532 SOUTH WATER STREET	KENT	OH	44240	PORTAGE	UNITED STATES	465910	1	PORTAGE COMMUNITY BANK	2668598	