

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
 OF CLEVELAND



Annual Report of Holding Companies — FR Y-6

2014 MAR 27 10:33
 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.

Date of Report (top-tier holding company's fiscal year-end):
12/31/2013
 Month / Day / Year

I, J. Anthony Gorrell

Reporter's Name, Street, and Mailing Address

Name of the Holding Company Director and Official
Treasurer

Sutton Bancshares, Inc.

Title of the Holding Company Director and Official

Legal Title of Holding Company

1 South Main Street, PO Box 505

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.

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

Attica OH 44807
 City State Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

J. Anthony Gorrell Treasurer
 Name Title

Signature of Holding Company Director and Official
J. Anthony Gorrell

419-426-6269
 Area Code / Phone Number / Extension

Date of Signature

419-426-3041
 Area Code / FAX Number

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

tgorrell@suttonbank.com
 E-mail Address

For Federal Reserve Bank Use Only
 RSSD ID 1134500
 C.I. _____

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

Sutton Bancshares, Inc.
Attica, Ohio
FR Y-6 Report Items
12/31/13

- Report Item
- 1 Sutton Bancshares, Inc. prepares an annual report for it's shareholders. Two copies are enclosed.
 - 2a. Sutton Bancshares, Inc. 1 South Main Street, Attica, Ohio 44807 owns 100% of the voting stock of Sutton Bank. Sutton Bank is located at 1 South Main Street, Attica, Ohio 44807. Sutton Bancshares, Inc. owns no other subsidiaries.

Sutton Bancshares, Inc. and Sutton Bank are both incorporated in Ohio.
 - 2b. See Attached
 - 3.1 See attached
 - 3.2 None
 - 4 See attached

Results: A list of branches for your depository institution: SUTTON BANK (ID_RSSD: 110413).
 This depository institution is held by SUTTON BANCSHARES, INC. (1134500) of ATTICA, OH.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

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) | 110413 | SUTTON BANK | 1 SOUTH MAIN STREET | ATTICA | OH | 44807 | SENECA | UNITED STATES | 4045 | 0 | SUTTON BANK | 110413 | |
| ok | | Full Service | 2949925 | ASHLAND CLAREMONT BRANCH | 1804 CLAREMONT AVE. | ASHLAND | OH | 44805 | ASHLAND | UNITED STATES | 357456 | 6 | SUTTON BANK | 110413 | |
| ok | | Full Service | 3657281 | EAST MAIN STREET BRANCH | 1521 EAST MAIN STREET | ASHLAND | OH | 44805 | ASHLAND | UNITED STATES | 463540 | 9 | SUTTON BANK | 110413 | |
| ok | | Full Service | 3919439 | MANSFIELD BRANCH | 595 LEXINGTON AVENUE | MANSFIELD | OH | 44907 | RICHLAND | UNITED STATES | 467323 | 10 | SUTTON BANK | 110413 | |
| ok | | Full Service | 3313206 | MANSFIELD BRANCH | 863 NORTH LEXINGTON-SPRINGMILL ROAD | MANSFIELD | OH | 44906 | RICHLAND | UNITED STATES | 432335 | 8 | SUTTON BANK | 110413 | |
| ok | | Full Service | 2289715 | NEW LONDON OFFICE | 51 PARK AVENUE | NEW LONDON | OH | 44851 | HURON | UNITED STATES | 208558 | 3 | SUTTON BANK | 110413 | |
| ok | | Full Service | 2233549 | WALTON STREET DRIVE-IN | 301 EAST WALTON STREET | WILLARD | OH | 44890 | HURON | UNITED STATES | 208557 | 2 | SUTTON BANK | 110413 | |
| add | 9/24/2012 | Full Service | | TIFFIN BRANCH | 709 WEST MARKET STREET | TIFFIN | OH | 44883 | SENECA | UNITED STATES | 533902 | 11 | SUTTON BANK | 110413 | |

Sutton Bancshares, Inc.
Attica, Ohio
FR Y-6 Report Item 3(1)
12/31/13

Jerrold W. Eitle
Attica, Ohio
Citizenship: USA
Shares: 15,142 / 6.08%

Sutton State Bank 401(k) Savings Plan / ESOP
Attica, Ohio
Country of Incorporation: USA
Shares: 28,062 / 11.26%

Sutton Bancshares, Inc.
Attica, Ohio
FR Y-6 Report Item 4
12/31/13

| Name / City / State | Title-Holding Company Title-Sutton Bank | Shares Ownership | Occupation (Other than with BHC) | 4(c) Occupation Ownership % |
|--|--|-----------------------------|---|--|
| Jerrold W. Eitle Attica, Ohio | Director/Secretary-SBS Director-SB | 6.08% | Owner Eitle Machine, Inc. | 100% |
| Eric A. Gillett Attica, Ohio | Director, Pres. – SBS Director, Vice Chairman & CEO-SB | 2.37% | None | N/A |
| J. Anthony Gorrell. Tiffin, Ohio | Director, Treasurer-SBS Director, EVP & CFO-SB | 0.75% | None | N/A |
| Donald L. Mennel Fostoria, Ohio | Director/Chairman-SBS Director-SB | 3.29% | Chairman Mennel Milling | 15% |
| Thomas Showman Willard, Ohio | Director, Vice Pres.-SBS Director, Pres. - SB | 0.74% | None | N/A |
| Dinesh C. Thekdi, M.D. Tiffin, Ohio | Director-SBS Director-SB | 1.92% | Retired Physician | N/A |
| Harvey N. Young Ashland, Ohio | Director-SBS Director/Chairman-SB | 0.24% | Retired Banker | N/A |
| Sutton State Bank 401(k) Savings Plan / ESOP | N/A | 11.26% | N/A | N/A |

Item 4(b) is None / N/A as Sutton Bancshares, Inc. owes 100% of Sutton Bank