

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYSIS
DEPARTMENT

2015 MAR 27 P 3:18

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, 2014
Month / Day / Year

N/A
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

G. Courtney Haning
Name of the Holding Company Director and Official
CEO & Chairman of the Board
Title of the Holding Company Director and Official

Peoples National BancShares, Inc.
Legal Title of Holding Company

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.

110 N. Main Street P O Box 111
(Mailing Address of the Holding Company) Street / P.O. Box
New Lexington OH 43764
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.

Same
Physical Location (if different from mailing address)

Connie S. Mottern Treasurer
Name Title

[Signature]
Signature of Holding Company Director and Official

740-342-5111 EXT31
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

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**

2014 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.

One annual report 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 Early via Email on (03-17-2014)**

Results: A list of branches for your holding company: PEOPLES NATIONAL BANCSHARES, INC. (2438399) of NEW LEXINGTON, OH.
The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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: 12/31/2014

<u>Name & 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	17,251 Common Stock	8.00
Lawrence E Nash New Lexington, OH, USA	USA	17,156 Common Stock	7.96
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; 12/31/2014

N/A

INSIDERS

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

<u>Name & City, State, Country</u>	<u>Principal Occupation</u>
G. Courtney Haning New Lexington, OH USA	
Larry L. Householder Glenford, OH USA	Businessman/Consultant/Investor

Thomas A. Lewis Zanesville, OH USA	Attorney-Thomas A. Lewis Co LPA
Edna Mae Lindamood New Lexington, OH USA	Retired Housewife
Christopher P. Mooney Hebron, Oh USA	President Star Engineering
Lawrence E. Nash New Lexington, OH USA	Dentist/Part Owner Perry County Dental Group
Richard J. Newlon New Lexington, OH USA	President- Newlon Tire Inc.
Terry L. Rugg New Lexington, OH USA	Vice President/Certified Public Accountant McLain, Hill, Rugg & Associates, Inc.
Steven R Thompson New Lexington, OH USA	President- Thompson Insurance
Patricia L. Weese New Lexington, OH USA	Collection Investigator Internal Revenue Service
Brenda J. Wright Junction City, OH USA	
Connie S. Mottern New Lexington, OH USA	

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

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

Larry L. Householder - Director - Peoples National Bancshares, Inc. & Peoples National Bank. Mr. Householder is the owner of Householder LTD.

Mr. Householder is affiliated with the following businesses; Sand Mountain Minerals LLC, Mountaineer Coal Company, PWC-Perry Warehouse Company, Pioneer Lodging LLC.

Christopher P Mooney - Director-Peoples National Bancshares, Inc. & Peoples National Bank. Mr. Mooney is President of Star Engineering, Inc. and is affiliated with the following businesses; CJTM LLC Inc., Canal Investments LLC, CMLH Holding LLC -DBA Gosnell Services LLC

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.

Richard J. Newlon - Director- Peoples National Bancshares, Inc. & Peoples National Bank. Mr. Newlon is President & Owner of Newlon Tire, 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.

Steven R. Thompson- Director- Peoples National Bancshares, Inc. Mr. Thompson is President of Thompson Insurance & partner of Thompson Rentals.

Patricia L. Weese - Director- Peoples National Bancshares, Inc. 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
G. Courtney Haning	4,000 Common Stock	1.86
Larry L. Householder	8,250 Common Stock	3.83
Thomas A. Lewis	11,631 Common Stock	5.40
Edna Mae Lindamood	26,529 Common Stock	12.31
Christopher P. Mooney	6,500 Common Stock	3.01
Lawrence E. Nash	17,156 Common Stock	7.96
Richard J. Newlon	4,919 Common Stock	2.28
Terry L. Rugg	17,251 Common Stock	8.00
Steven R. Thompson	2,390 Common Stock	1.11
Patricia L. Weese	4,826 Common Stock	2.24
Brenda J. Wright	1,514 Common Stock	.70
Connie S. Mottern	135	.0625

Common Stock

(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%
Lawrence E. Nash	Perry County Dental Group Inc.	51%
	Perry County Flight Service, Inc.	100%
Larry L. Householder	Sand Mountain Minerals LLC	33%
	Mountaineer Coal Company	75%
	PCW-Perry Warehouse Company	50%
	Pioneer Lodging LLC	25%
Christopher P. Mooney	Star Engineering LLC	32%
	CJTM LLC Inc.	33%
	Canal Investments	50%
	CMLH Holding Inc.-	
	DBA Gosnell Services Inc.	50%