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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

4 James H. Nicholson

Name of the Holding Company Director and Official

President & CEO

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 the information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent cobject to public release of information regarding that individual The Federal Reserve may assume, in the absence of a request to confidential treatment submitted in accordance with the Board "Rules Regarding Availability of Information," 12 C.F.R. Part 26 that the Reporter and individual consent to public release of a
details in the report concerning that individual. Signature of Holding Company Director and Official 3 29-20 19
Date of Signature
For holding companies <u>not</u> registered with the SEC—Indicate status of Annual Report to Shareholders:
is not prepared
For Federal Reserve Bank Use Only
RSSD ID
C.I.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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 co OMB control number.	llection unless i	t displays a	currently valid
Date of Report (top-ti	er holding comp	any's fiscal	year-end):
December 31, 20	18		
Month / Day / Year	~~~		
N/A			
Reporter's Legal Entity Ident	ifier (LEI) (20-Charac	ter LEI Code)	
Reporter's Name, Stre	et, and Mailing	Address	
North Valley Bancsl	hares, Inc.		
Legal Title of Holding Compa	any	1	
PO Box 1115			
(Mailing Address of the Hold	ing Company) Street	/ P.O. Box	
Zanesville	Ohio	4 3	702-1115
City	State	Zip	Code
2775 Maysville Pike			
Physical Location (if differen	t from mailing addres	s)	
Person to whom ques	tions about this r	eport should	d be directed:
Tricia Lyons		CEO	
Name	Tille		
740-450-2265 ext 2	07		48
Area Code / Phone Number	/ Extension		
740-450-2120			
Area Code / FAX Number			
tlyons@nvboh.com			
E-mail Address			
www.nvboh.com			
Address (URL) for the Holdin	ig Company's web pa	ıge	
Is confidential treatment this report submission?			0=No 1=Yes 0
In accordance with the C (check only one),	General Instructions	for this repor	t
a letter justifying the with the report		•	ng □
2. a letter justifying th	is request has bee	n provided se	eparately 🔲
NOTE: Information for w must be provided as "confidential."	d separately and la		ng requested

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503. 03/2018

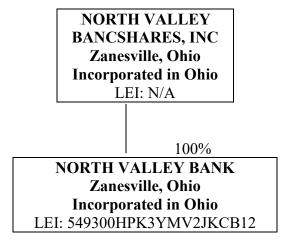
FORM FR Y-6

North Valley Bancshares, Inc Zanesville, Ohio Fiscal Year Ending December 31, 2018

Report Item 1: Annual Report to Shareholders.

North Valley Bancshares prepares an annual report for its shareholders and is not registered with the SEC. The 2018 Annual Report will be sent under separate cover.

Report Item 2a: Organization Chart



Report Item 2b: Domestic branch listing provided to the Federal Reserve Bank via email to structure@clev.frb.org on February 8, 2019.

Form FR Y-6 North Valley Bancshares, Inc. Fiscal Year Ending December 31, 2018

Report Item 3: Shareholders (1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of Fiscal year ending 12/31/18			Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/18				
(1)(a) Name & Address (City, State, Country)	Name & Address Country of Citizenship		(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each class of Voting Securities		
Bryan H. Graham Zanesville, Ohio	USA	81,825 – 16.51% common stock	Gerald N. Little Naples, FL	USA	27,479 - 5.54% Common stock		
Clay P. Graham Zanesville, Ohio	USA	83,064 – 16.76% Common stock					

and (4)(a)(b)©					-	-	
(1) Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of Subsidiaries)	& Position with Other Businesses (include names	(4)(A) Percentage of Voting Shares in Bank	(4)(b) Percentage of Voting	(4)(c) List names of Other companies (include partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
William Altier	Oil & Gas Business	Director	North Valley Bank	N/A	1.85%	N/A	N/A
Zanesville, Ohio			Director				
				Chairman Altheirs Oil Inc.			N/A

and (4)(a)(b)©							
(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of Subsidiaries)	& Position with Other Businesses (include names	(4)(A) Percentage of Voting Shares in Bank		(4)(c) List names of Other companies (include partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Bryan Graham Zanesville, Ohio	Automobile Dealer	Director	North Valley Bank Director	N/A	16.51%	N/A	N/A
				President & Director - Graham Auto Group Co.			Graham Auto Group (49.5%)
				Director & Vice President Shelly & Sands Inc			Shelly & Sands (45.75%)
				Managing Member Dutro Real Estate LLC			Dutro Real Estate LLC (49.5%)
				Member Richland Real Estate			Richland Real Estate (49.5%)
				Member Zane Zenith Real Estate			Zane Zenith Real Estate (48.87%)

and (4)(a)(b)©							(4)(c)
1) Names & Address City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(A) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of Other companies (include partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Clay P. Graham	Attorney/Businessman	Director, Chairman	North Valley Bank	N/A	16.76%	N/A	N/A
Zanesville, Ohio			Director & Chairman				
				Executive Chairman - Graham & Graham Co.,			Graham & Graham Co., LPA (100%)
				Executive Chairman - Zane - Zenith Inc.			Zane - Zenith Inc (51.13%)
				Vice President & Director - W.H Barker Inc			W.H. Barker Inc (25%)
				Vice President & Director - Burley Clay Products			Burley Clay Products (25%)
				Vice President & Director - ACCCO Inc.			ACCCO Inc. (25%)
				Executive Chairman, - Shelly & Sands, Inc. (and subsidiaries)			Shelly & Sands, Inc. (47.95%)
				Managing Member Dutro Real Estate LLC			Dutro Real Estate LLC (50.5%)
				Executive Chairman - Graham Auto Group Co. (and subsidiaries)			Graham Auto Group Co. (50.5%)
				Managing Member Richland Real Estate			Richland /Real Estate LLC (50.5%)

and (4)(a)(b)©						
(1) Names & Address (City, State, Country) J. Thomas Hill Somerset, Ohio	Principal Occupation if other than with Bank Holding	(3)(a) Title & Position with Bank Holding Company Director	(3)(b) Title & Position with Subsidiaries (Include names of Subsidiaries) North Valley Bank Director	& Position with Other Businesses (include names	(4)(A) Percentage of Voting Shares in Bank Holding Company	(4)(c) List names of Other companies (include partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) N/A
Bomerset, Omo			Director			
				President - McLain, Hill, Rugg & Associates		N/A
				Partner - MHR Realty		MHR Realty - (50%)
				Partner - 601 Realty LLC		601 Realty LLC (20%)

and (4)(a)(b)©						-	
(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	& Position with	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(A) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of Other companies (include partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Robert Kessler Zanesville OH	Businessman	Director	North Valley Bank Director	N/A	0.45%	N/A	N/A
				President - Kessler Sign Co.			Kessler Sign Co. (60%)
				Partner - Kessler Company			Kessler Co. (60%)
				Partner - Kesco Investments			Kesco Investmetns (33%)
				Partner - Kessler Group			Kessler Group (25%)
				President - Kess Motel			Kess - Motel (33%)
				Member - RRD603010			RRD603010 (33%)
				Secretary - K2 Media Inc.			K2 Media Inc (25%)

and (4)(a)(b)©	_		_	_			
(1) Names & Address (City, State, Country) James Nicholson	Principal Occupation if other than with Bank Holding	Title & Position with	(3)(b) Title & Position with Subsidiaries (Include names of Subsidiaries) North Valley Bank	& Position with Other Businesses (include names	(4)(A) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting	(4)(c) List names of Other companies (include partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) N/A
North Canton, Ohio		President and CEO	Director, President & CEO				

and (4)(a)(b)©							
(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of Subsidiaries)	& Position with Other	(4)(A) Percentage of Voting Shares in Bank	(4)(b) Percentage of Voting	(4)(c) List names of Other companies (include partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Thomas G. Petrokubi Galena, Ohio	N/A	Treasurer	North Valley Bank Senior Vice President & CFO	N/A		N/A	N/A

and (4)(a)(b)©					-	-	
(1) Names & Address (City, State, Country) Timothy L. Ryan Buckeye Lake, OH	Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company Director	& Position with Subsidiaries (Include names of Subsidiaries)	& Position with Other Businesses (include names of other businesses)	(4)(A) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of	(4)(c) List names of Other companies (include partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) N/A
				TLR & Associates			TLR & Associates
				TLR & Associates			(100%)

and (4)(a)(b)©							
(1) Names & Address (City, State, Country) Thomas J. Selock Zanesville, Ohio	(2) Principal Occupation if other than with Bank Holding Company N/A	(3)(a) Title & Position with Bank Holding Company Secretary	(3)(b) Title & Position with Subsidiaries (Include names of Subsidiaries) North Valley Bank Senior Vice President & COO	& Position with Other Businesses (include names of other businesses)	(4)(A) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting	(4)(c) List names of Other companies (include partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) N/A
			L 230				

and (4)(a)(b)©							
(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(A) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of Other companies (include partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Jeff R. Sidwell Zanesville, Ohio	N/A	Director	North Valley Bank Director	N/A	1.58%	N/A	N/A
				Owner - Operator Sidwell Materials, Inc.& Subsidiaries			Sidwell Materials Inc. (100%)
				Sidco Development			Sidco Development (100%)
				Bulleit Logistics LTD			Bulleit Logistics LTD (33.3%)
				Quasar Energy			Quasar Energy (25%)
				Priority Equip. Rental			Priority Equip. Finance (12.5%)
				Priority Equip. Finance			Priority Equip. Finance (33.3%)
				A+ Equip. Leasing			A+ Equip. Leasing (20%)
				Southtown Gym LLC			Southtown Gym LLC (100%)
				Grow Ohio, LLC			Grow Oho, LLC (40%)

	_						
(1) Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	& Position with Subsidiaries (Include names of Subsidiaries)	& Position with Other Businesses (include names of other businesses)	(4)(A) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of Other companies (include partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
John Wait	Retired Banker		•	N/A	0.07%	N/A	N/A
Granville, Ohio			Director				

Results: A list of branches for your depository institution: NORTH VALLEY BANK (ID_RSSD: 783910).

This depository institution is held by NORTH VALLEY BANCSHARES, INC. (3264193) of ZANESVILLE, OH.

The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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
ОК		Full Service (Head Office)	783910	NORTH VALLEY BANK	2775 MAYSVILLE PIKE	ZANESVILLE	OH	43701	MUSKINGUM	UNITED STATES	Not Required	Not Required	NORTH VALLEY BANK	783910)
ОК		Full Service	4875747	BUCKEYE LAKE OFFICE	5245 WALNUT ROAD	BUCKEYE LAKE	ОН	43008	LICKING	UNITED STATES	Not Required	Not Required	NORTH VALLEY BANK	783910)
ОК		Full Service	2919870	CORNING BRANCH	112 NORTH VALLEY STREET	CORNING	OH	43730	PERRY	UNITED STATES	Not Required	Not Required	NORTH VALLEY BANK	783910)
ОК		Full Service	3361784	10 THIRD STREET BRANCH	10 THIRD STREET	MALTA	ОН	43758	MORGAN	UNITED STATES	Not Required	Not Required	NORTH VALLEY BANK	783910)
ОК		Full Service	5325249	BUSINESS BANKING OFFICE	11 N 4TH ST	ZANESVILLE	OH	43701	MUSKINGUM	UNITED STATES	Not Required	Not Required	NORTH VALLEY BANK	783910)
ОК		Full Service	3660254	MAYSVILLE PIKE BRANCH	2775 MAYSVILLE PIKE	ZANESVILLE	ОН	43701	MUSKINGUM	UNITED STATES	Not Required	Not Required	NORTH VALLEY BANK	783910)
ОК		Full Service	4499189	NORTH MAPLE BRANCH	3636 MAPLE AVE	ZANESVILLE	ОН	43701	MUSKINGUM	UNITED STATES	Not Required	Not Required	NORTH VALLEY BANK	783910)