

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, **Lee M Ellis**

Reporter's Name, Street, and Mailing Address

MCNB Banks Inc

Name of the Holding Company Director and Official

Legal Title of Holding Company

Secretary/Treasurer

PO Box 549

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.

Welch **WV** **24801**
City State Zip Code

75 Wyoming Street

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:

Jill Lester **Asst VP/Bkp Supervisor**

Name Title

304-436-4112-235

Area Code / Phone Number / Extension

304-436-5603

Area Code / FAX Number

jill.lester@mcnbbanks.com

E-mail Address

www.mcnbbanks.com

Signature of Holding Company Director and Official

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

03/19/2014

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 **2913083**
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-Y6
MCNB Banks, Inc
December 31, 2013
Report Item 2: Organization Chart

MCNB Banks, Inc.
PO Box 549
Welch, WV 24801
United States
Incorporated State of WV

100%

MCNB Bank and Trust Co.
PO Box 549
Welch, WV 24801
United States
Incorporated State of WV

Results: A list of branches for your depository institution: MCNB BANK AND TRUST CO. (ID_RSSD: 20633).
 This depository institution is held by MCNB BANKS, INC. (2913083) of WELCH, WV.
 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 | Effective | Branch Service Type | Branch | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC | Office | Head Office | Head Office | Comments |
|------|-----------|----------------------------|---------|-------------------------|---------------------------|-----------|-------|----------|----------|---------------|--------|--------|-------------------------|-------------|----------|
| OK | | Full Service (Head Office) | 20633 | MCNB BANK AND TRUST CO. | 75 WYOMING ST | WELCH | WV | 24801 | MCDOWELL | UNITED STATES | 4575 | 0 | MCNB BANK AND TRUST CO. | 20633 | |
| OK | | Full Service | 3820964 | BECKLEY BRANCH | 85 JEROME VAN METER DRIVE | BECKLEY | WV | 25801 | RALEIGH | UNITED STATES | 456461 | 9 | MCNB BANK AND TRUST CO. | 20633 | |
| OK' | | Full Service | 3994669 | BLUEFIELD BRANCH | 3152 EAST CUMBERLAND ROAD | BLUEFIELD | WV | 24701 | MERCER | UNITED STATES | 362808 | 4 | MCNB BANK AND TRUST CO. | 20633 | |
| OK | | Full Service | 3676385 | RITTER DRIVE BRANCH | 1122 RITTER DR | DANIELS | WV | 25832 | RALEIGH | UNITED STATES | 456462 | 10 | MCNB BANK AND TRUST CO. | 20633 | |
| OK | | Full Service | 3178179 | PRINCETON BRANCH | 322 S WALKER ST | PRINCETON | WV | 24740 | MERCER | UNITED STATES | 418542 | 6 | MCNB BANK AND TRUST CO. | 20633 | |
| OK' | | Limited Service | 730530 | WELCH DRIVE-IN BRANCH | 94 HOWARD ST | WELCH | WV | 24801 | MCDOWELL | UNITED STATES | 212213 | 1 | MCNB BANK AND TRUST CO. | 20633 | |

Director Holdings
As Of 12/31/13

| MCNB BANKS, INC. | | | | | | | |
|--|--|--|---|--|--|--|--|
| YEAR ENDING DECEMBER 31 2013 | | | | | | | |
| Report item 4: Insiders | | | | | | | |
| (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c) | | | | | | | |
| SHAREHOLDER (1) | OCCUPATION (2) | HOLDING COMPANY POSITION (3)(a) | TITLE & POSITION SUBSIDIARIES (3)(b) | TITLE & POSITION OTHE BUSINESSES (3)(c) | PERCENT. VOTING SHARES IN BANK HOLDING COMPANY (4)(a) | PERCENT. VOTING SHARES IN SUBSIDIARIES (4)(b) | % OF VOTING SECURITY IN BUSINESS (4)(c) |
| Directors of MCNB Banks, Inc. | | | | | | | |
| H C Lewis Jr Welch WV 24801 | Owner/ H C Lewis Oil Company and Kwik Serve Mark | Chairman | Member | Owner | 2 | N/A | 52% |
| William Horne Welch WV 24801 | Horne Holdings, LLC | Vice Chairman | Member | Owner/ | 1 | N/A | 100% |
| Lee Ellis McCarr KY 41544 | President & CEO MCNB Banks | Secretary/ Treasurer | President & CEO | N/A | 1 | N/A | N/A |
| Carl Urps | Urps Metal Co | | Member | Owner | 2 | N/A | 100% |
| Martha Callaway | Retired | | Member | N/A | 1 | | |
| Arvel Wyatt | Pharmacist Flat Iron Drug | President | Member | Pharmacist Flat Iron Drug | 3 | N/A | 50% |

Insider Holdings
As Of 12/31/13

| Directors MCNB Banks Inc. | OWNED | BENEFICIALLY | % | TOTAL% | HOW BENE |
|--|------------------|-----------------------|---------|------------------|-----------|
| Directors MCNB Banks Inc. | | | | | |
| Martha Callaway | 16000 | | 1.447% | 1.447 | |
| Lee Ellis | 20 | | 0.002% | | |
| Lee Ellis & Jennifer Ellis JTWROS | 266 | | 0.024% | 0.026% | |
| H C Lewis Jr | 23894 | | 2.161% | | |
| H C Lewis Jr | | 1090 | 0.099% | 2.260% | ALPA - BE |
| William H Horne | 14624 | | 1.323% | | |
| William H Horne | | 1480 | 0.134% | 1.457% | ALPA - BE |
| Carl Urps & Ruth Ann Urps JTWROS | 11108 | | 1.005% | | |
| Carl Urps | 4636 | | 0.419% | | |
| Carl Urps & Ruth Ann Urps | 1898 | | 0.172% | 1.596% | ALPA - BE |
| Arvel Wyatt | 3696 | | 0.334% | | |
| Arvel Wyatt & Janet Wyatt JTWROS | 33921 | | 3.068% | 3.402% | |
| | | | | | |
| Others | | | | | |
| | | | | | |
| Alpa & Company (see Sheet 3 for details) | 139352 | | 12.603% | 12.6 | |
| TOTAL OWNED DIRECTLY & BENEFICIALLY | 249415 | 2570 251985 | | 14.134408 | |
| | | | | | |
| TOTAL SHARES OUTSTANDING (22,008 Treasury Shares) | 1,105,739 | | | | |
| | | | | | |