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FR Y-6  
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Approval expires December 31, 2015  
Page 1 of 2

Board of Governors of the Federal Reserve System

JUN 3 - 2015



# FRB RICHMOND 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.

I, Lee M Ellis

Name of the Holding Company Director and Official

Secretary/Treasurer

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 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.

Signature of Holding Company Director and Official

05/27/2015

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. \_\_\_\_\_

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)

Reporter's Name, Street, and Mailing Address

MCNB Banks Inc.

Legal Title of Holding Company

PO Box 549

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

Welch WV 24801

City State Zip Code

75 Wyoming Street

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jill Lester AVP/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

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

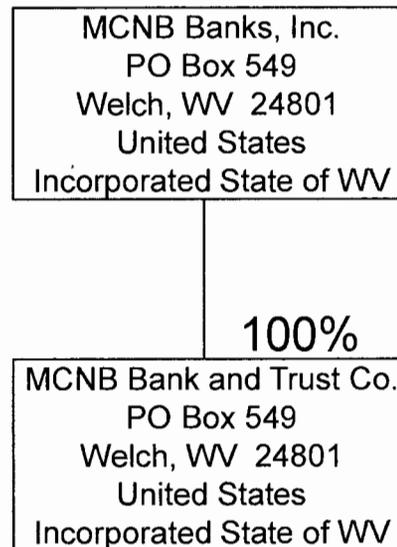
Does the reporter request confidential treatment for any portion of this submission?

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

Form FR-Y6  
MCNB Banks, Inc  
December 31, 2014  
Report Item 2: Organization Chart



Results: A list of branches for your holding company: MCNB BANKS, INC. (2913083) of WELCH, WV.  
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)	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	4647430	RICHLANDS BRANCH	3102 CEDAR VALLEY DRIVE	RICHLANDS	VA	24641	TAZEWELL	UNITED STATES	Not Required	Not Required	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	

MCNB Banks, Inc.  
12/31/14  
FR Y-6

Item 3

3.1

Alpa & Company (10.868%) 120,176 shares  
P O Box 549  
Welch, WV 24801  
The United States of America

3.2 n/a

MCNB BANKS, INC.							
YEAR ENDING DECEMBER 31, 2014							
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)
<b>Directors of MCNB Banks, Inc.</b>							
H C Lewis Jr Welch WV 24801	Owner/ H C Lewis Oil Company and Kwik Serve Mark	Chairman	Member	Owner	2	N/A	52%
Ronald D. Hassan	Owner/Hassan Law		Member	Owner	1	N/A	100%
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	N/A	
Arvel Wyatt	Pharmacist Flat Iron Drug	President	Member	Pharmacist Flat Iron Drug	3	N/A	50%

Insider Holdings  
As Of 12/31/14

Directors MCNB Banks Inc.	OWNED	BENEFICIALLY	%	TOTAL%	HOW BENE
<b>Directors MCNB Banks Inc.</b>					
Martha Callaway	16000		1.447%	<b>1.447%</b>	
Lee Ellis	20		0.002%		
Lee Ellis & Jennifer Ellis JTWROS	266		0.024%	<b>0.026%</b>	
H C Lewis Jr	23894		2.161%		
H C Lewis Jr		1044	0.094%	<b>2.255%</b>	ALPA - BE
Ronald D. Hassan	9132		0.826%		
		100	0.009%	<b>0.835%</b>	ALPA - BE
William H Horne	17340		1.568%		
William H Horne		241	0.022%	<b>1.590%</b>	ALPA - BE
Carl Urps & Ruth Ann Urps JTWROS	11108		1.005%		
Carl Urps	4636		0.419%		
Carl Urps & Ruth Ann Urps	1898		0.172%	<b>1.596%</b>	ALPA - BE
Arvel Wyatt	3696		0.334%		
Arvel Wyatt & Janet Wyatt JTWROS	33921		3.068%	<b>3.402%</b>	
<b>TOTAL OWNED DIRECTLY &amp; BENEFICIALLY</b>	121911	1385		<b>11.151%</b>	
<b>Others</b>					
Alpa & Company (see Sheet 3 for details)	120176		10.868%		
<b>TOTAL SHARES OUTSTANDING (22,008 Treasury Shares)</b>	<b>1,105,739</b>				