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(b)(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 officer of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior officer 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 as an LLC, see the General Instructions for the authorized individual who must sign the report.

1. Name of the Holding Company Director and Officer

Joseph Camp
President

2. Title of the Holding Company Director and Officer

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report data 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 Officer

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
C.I.

Date of Report (top-tier holding company's fiscal year-end):
12/31/2016

Month / Day / Year

Report's Legal Entity Identifier (LEI) (20-Character LEI Code)

Report's Name, Street, and Mailing Address

Morgantown Bancshares Inc.
P.O. Box 135, 245 High Street
Morgantown, WV 26507

City
State
Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Joseph C. Camp
President

Name
Title

Area Code / Phone Number / Extension
304-292-8411

Area Code / FAX Number
304-292-1637

Email Address
jcamp@citizensbankwv.com

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

is confidential treatment requested for any portion of this report submission? ☐ Yes ☐ No

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report
2. a letter justifying this request has been provided separately

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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.
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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12/2012
Report Item

1 Morgantown Bancshares, Inc. is not required to prepare Form 10K with the SEC.

Morgantown Bancshares, Inc. does prepare an annual report for its shareholders.
This report is not completed yet and will be forwarded when completed.

2 Organization Chart

<table>
<thead>
<tr>
<th>LEI</th>
<th>Morgantown Bancshares, Inc.</th>
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<tr>
<td></td>
<td>Morgantown, West Virginia</td>
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<td>USA</td>
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<td>Incorporated in West Virginia</td>
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2b Submitted via email on 3/31/17

3 Shareholders

3.1 Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/16:

- James Camp
  Morgantown, West Virginia
  U.S. Citizen
  5,567 shares 39%

- Joseph Camp
  Morgantown, West Virginia
  U.S. Citizen
  6,676 shares 47%

- Brian Camp
  Morgantown, West Virginia
  U.S. Citizen
  1010 shares 7%

3.2 Any shareholder with ownership, control or holdings of 5% or more at any time during the year but not at the end of the year.

NONE
4 Insiders

Executive Officers

(1) Joseph Camp, Morgantown, West Virginia, U.S.A.
(2) N/A
(3a) Director and President
(3b) Director and President of Citizens Bank of Morgantown, Inc.
(3c) N/A
(4a) 47% directly
(4b) None
(4c) N/A

(1) Andrew Hardesty, Morgantown, West Virginia, U.S.A.
(2) N/A
(3a) Vice President
(3b) Vice President Lending of Citizens Bank of Morgantown, Inc.
(3c) N/A
(4a) 3% directly
(4b) None
(4c) N/A

(1) Brian Camp, Morgantown, West Virginia, U.S.A.
(2) N/A
(3a) Vice President
(3b) Vice President and CFO of Citizens Bank of Morgantown, Inc.
(3c) N/A
(4a) 7% directly
(4b) None
(4c) N/A

Directors Not Already Listed

(1) Ashok B. Abbott, Morgantown, West Virginia, U.S.A.
(2) Professor, West Virginia University
(3a) Director
(3b) Director of Citizens Bank of Morgantown, Inc.
(3c) N/A
(4a) .3% directly
(4b) None
(4c) N/A

(1) Charles C. Wise, Ill, Morgantown, West Virginia, U.S.A.
(2) Attorney
(3a) Director
(3b) Director of Citizens Bank of Morgantown, Inc.
(3c) N/A
(4a) .3% directly
(4b) None
(4c) N/A
(1) James H. Berry, Morgantown, West Virginia, U.S.A.
(2) Physician
(3a) Director
(3b) Director of Citizens Bank of Morgantown, Inc.
(3c) N/A
(4a) .4% directly
(4b) None
(4c) N/A

(1) John A. Barnes, Morgantown, West Virginia, U.S.A.
(2) Insurance Agent
(3a) Director
(3b) Director of Citizens Bank of Morgantown, Inc.
(3c) N/A
(4a) .3% directly
(4b) None
(4c) N/A

Principal Shareholders Not Already Listed
(1) James C. Camp, Morgantown, West Virginia, U.S.A.
(2) N/A
(3a) Stockholder
(3b) Employee of Citizens Bank of Morgantown, Inc.
(3c) N/A
(4a) 39% directly
(4b) None
(4c) N/A
Results: A list of branches for your depository institution: CITIZENS BANK OF MORGANTOWN, INC (15_ESS: 897337).

This depository institution is held by MORGANTOWN BANCSHARES, INC (2638582) of MORGANTOWN, WV.

The data are as of 12/31/2016. Data reflects information that was received and processed through 02/10/2017.

Reconciliation and Verification Steps:
1. In the Date 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.
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 it saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are emailing this to your FRB contact, put your Institution name, city and state in the subject line of the email.

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://dhs.occ.federalreserve.gov.

FDIC UNINUM, Office Number, and 10_ESS columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID, ESS</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID, ESS</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>897337</td>
<td>CITIZENS BANK OF MORGANTOWN, INC</td>
<td>203 HIGH STREET</td>
<td>MORGANTOWN</td>
<td>WV</td>
<td>26505</td>
<td>MONTGOMERY</td>
<td>UNITED STATES</td>
<td>26505</td>
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