

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. § 184(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.
I, **John A. Batson**

Name of the Holding Company Director and Official
Sec/ Treas/ Director

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
John A. Batson
01/29/2019

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. _____

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 collection unless it displays a currently valid OMB control number.

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

December 31, 2018

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Northwest Bancshares Corporation

Legal Title of Holding Company

P.O. Box 280

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

Benton

LA

71006

City

State

Zip Code

104 Sibley, Benton, LA 71006

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

John A. Batson

Sec/ Treas/ Director

Name

Title

318-965-9691

Area Code / Phone Number / Extension

318-965-9696

Area Code / FAX Number

bank@fnhbenton.com

Email Address

www.fnhbenton.com

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

Is confidential treatment requested for any portion of this report submission? 0=No
1=Yes

0

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.

Report Item 1: No Annual reports to shareholders

Report Item 2: Organization Chart
Northwest Bancshares Corporation "LEI:N/A"
located in Benton, Bossier Parish, Louisiana, USA
is incorporated under the Business Corporation Law of Louisiana.
It owns 100% of the stock of First National Bank of Benton "LEI:N/A", its only subsidiary,
located in Benton, Bossier Parish, Louisiana.
The holding company does not own any other equity securities.

Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF BENTON (ID_RSSD: 47452). This depository institution is held by NORTHWEST BANCSHARES CORPORATION (1982176) of BENTON, LA. The data are as of 12/31/2018. Data reflects information that was received and processed through 07/07/2019.

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	Country	Country	UNITED STATES	Not Required	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	47452	FIRST NATIONAL BANK OF BENTON	104 SIBLEY DRIVE	BENTON	LA	71006	BOSSIER	UNITED STATES	Not Required	Not Required			FIRST NATIONAL BANK OF BENTON	47452	

Report Item 3(1):

Shareholders

The Company has only one class of stock of which the 5 percent or more owners are as follows:

- 1 Jack A. Batson
Shreveport, Louisiana
United States Citizen
18,900 shares
23.54% of stock outstanding
- 2 John Andrew Batson
Shreveport, Louisiana
United States Citizen
4,000 shares
4.98% of stock outstanding
5,000 shares held by JBA Partnership, Nominee
6.23% of stock outstanding
- 3 Anna Elizabeth Batson
Memphis, Tennessee
United States Citizen
3,000 shares
3.74% of stock outstanding
5,000 shares held by JBA Partnership, Nominee
6.23% of stock outstanding
- 4 Amy Alexander Batson
Memphis, Tennessee
United States Citizen
3,750 shares
4.67% of outstanding stock
5,000 shares held by JBA Partnership, Nominee
6.23% of outstanding stock
- 5 Carl A. Batson
Baton Rouge, Louisiana
United States Citizen
2,966 shares
3.69% of outstanding stock
1,484 shares held by Emmett E. Batson Testamentary Trust
1.85% of outstanding stock
- 6 Lea Anna Batson
Baton Rouge, Louisiana
United States Citizen
2,966 shares
3.69% of outstanding stock
1,484 shares held by Emmett E. Testamentary Trust
1.85% of outstanding stock

Total of Batson's percentage of stock: 66.70%

7 Justin M. Whittington
Benton, Louisiana
United States Citizen
2,300 shares
2.86% of outstanding stock
5,000 shares held by Whittington Family Investment Company, LLC
6.23% of outstanding stock

8 Julian Whittington
Benton, Louisiana
United States Citizen
2,200 shares held by Julian Whittington
2.74% of outstanding stock
5,000 shares held by Whittington Family Investment Company, LLC
6.23% of outstanding stock

Total of Whittington's percentage of stock: 18.06%

Report Item 4: Insiders

Name and Address	Principal Occupation if other than with holding company	Title & Position with holding company	Title & Position with Subsidiaries (includes names of subsidiaries)	Title & Position with other businesses (includes names of other businesses)	Percentage of Voting Securities in holding company	Percentage of Voting Securities in Subsidiaries (include name of	List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Jack Batson Shreveport, LA	Banker CPA (currently inactive)	Director , President, Geo	First National Bank VP , Director	Jack Batson, Inc. President	23.54%	none	Jack Batson, Inc. 25% Highland Commodities, Inc. 50%
Elmo E. Bagley, Jr. Shreveport, LA	Retired Banker	Director	First National Bank of Benton Director	n/a	0.12%	none	n/a
Justin Whittington Bossier City, LA	Forester	Director, Chairman of the Board	First National Bank of Benton Director Chairman of the Board	Whittington Family Investment Company, LLC Member Don M. Whittington Family Trust Co trustee	9.09%	none	Whittington Family Investment Company, LLC 50.00% Don M. Whittington Farm, Inc. 50%
Carl A. Batson Baton Rouge, LA	Commercial Realtor	Principal Securities Holder	none	Wise River, LLC Manager	5.54%	none	Wise River, LLC 100% Audobon Office Investment, LLC 25% Bfk Investment One, LLC 25% Bfk Investment One, LLC 25% Airline Manchac, LLC 50% Metro Drive, LLC 33.33%
				Emmett E. Batson Testamentary Trust Trustee			

Lea A. Batson	Baton Rouge, La	Attorney	Principal Securities Holder	none	Emmett E. Batson Testamentary Trust Trustee	5.54%	none	Louisiana Saint Ferdinand, Inc. 25%
Amy A. Batson	Memphis, TN	CPA	Principal Securities Holder	none	JBA Partnership Vice President	10.90%	none	JBA Partnership 33.33%
John A. Batson	Shreveport, LA	Banker	Director, Secretary, Treasurer of Benton First National Bank	JBA Partnership Vice President	11.21%	none	JBA Partnership 33.33%	
Anna Batson	Memphis, TN	CPA (currently inactive)	Principal Securities Holder	none	JBA Partnership Vice President	9.97%	none	JBA Partnership 33.33%
James D. Southerland	Plain Dealing, LA	Attorney	Director of Benton First National Bank	n/a	0.12%	none	n/a	
Julian Whittington	Benton, LA	Law enforcement	Principal Securities Holder	none	Whittington Family Investment Company, LLC Member	8.97%	none	Whittington Family Investment Company, LLC 50.00%
								Don M. Whittington Farm, Inc. 50%
								Sheriff of Bossier Parish