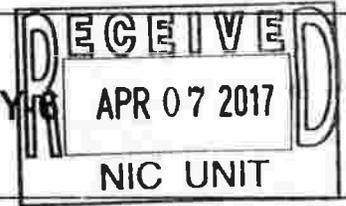


Board of Governors of the Federal Reserve System



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.

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.

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.

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

12-31-2016

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 Batson sec/treas

Name Title

318 965-9691

Area Code / Phone Number / Extension

318 965-9696

Area Code / FAX Number

bank@fnbbenton.com

E-mail Address

fnbbenton.com

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

John A. Batson
 Name of the Holding Company Director and Official

Sec/ Treas

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

3-28-17

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 1982176
 C.I.

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

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."

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 12/31/2016. Data reflects information that was received and processed through 01/10/2017

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 Procedures

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	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSP*	Comments
OK		Full Service (Head Office)	47452	FIRST NATIONAL BANK OF BENTON	104 SIBLEY DRIVE	BENTON	LA	71006	BOSSHER	UNITED STATES	17351	0	FIRST NATIONAL BANK OF BENTON	47452	

Report Item 3(1): Shareholders

A. 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
23.6% of stock outstanding
- (2) John Andrew Batson
Shreveport, Louisiana
United States Citizen
4,000 shares
5% of stock outstanding
5,000 shares held by JBA Partnership, Nominee
6.2% of stock outstanding
- (3) Anna Elizabeth Batson
Memphis, Tennessee
United States Citizen
3,000 shares
3.7% of stock outstanding
5,000 shares held by JBA Partnership, Nominee
6.2% of stock outstanding
- (4) Amy Alexander Batson
Memphis, Tennessee
United States Citizen
3,750 shares
4.7% of stock outstanding
5,000 shares held by JBA Partnership, Nominee
6.2% of stock outstanding
- (5) Don M. Whittington
Benton, Louisiana
United States Citizen
2,200 shares
2.74% of stock outstanding
10,000 shares held by Whittington Family Investment Company, LLC
12.47% of stock outstanding
1,100 shares held by Justin M. Whittington
1.37% of stock outstanding
1,100 shares held by Julian Whittington
1.37% of stock outstanding
(See Note 1 on Report Item 4)

(6) Carl A. Batson
Baton Rouge, Louisiana
United States Citizen
2,966 shares
3.70% of stock outstanding
1,484 shares held by Emmett E. Batson Testamentary Trust
1.84% of stock outstanding

(7) Lea Anne Batson
Baton Rouge, Louisiana
United States Citizen
2,966 shares
3.7% of stock outstanding
1,484 shares held by Emmett E. Batson Testamentary Trust
1.84% of stock outstanding

(8) Justin M. Whittington
Bossier City, Louisiana
United States Citizen
100 shares
.12% of stock outstanding

A AMENDED **D**
AUG 14 2017

AMENDED
AUG 14 2017

Report Item 4: Insiders
31-Dec-16

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 Subsidiary)	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 71106	Banker	Director , President, CEO	First National Bank of Benton VP , Director	Jack Batson, Inc. President Highland Commodities, Inc. President	23.60%	none	Jack Batson, Inc. 25% Highland Commodities, Inc. 50%
Don M. Whittington Benton, LA 71006	Rancher and Investor	Director, Chairman	First National Bank of Benton Director, Chairman	Whittington Family Investment Company, LLC Member, Manager	17.95% (see Note 1)	none	Whittington Family Investment Company, LLC 28.70%
Elmo E. Bagley, Jr. Shreveport, LA 71107	Retired Banker	Director	First National Bank of Benton Director	Don M. Whittington Farm, Inc. President, Director	0.12%	none	Don M. Whittington Farm, Inc. 50% n/a
Justin Whittington Bossier City, LA 71111	Forester	Director	First National Bank of Benton Director	Whittington Family Investment Company, LLC Member	0.12%	none	Whittington Family Investment Company, LLC 26.75%
Carl A. Batson Baton Rouge, LA 70806	Commercial Realtor	none	none	Don M. Whittington Family Trust Co trustee Wise River, LLC Manager	5.54%	none	Don M. Whittington Farm, Inc. 25% Wise River, LLC 100%
				Audubon Office Investment, LLC Member			Audubon Office Investment, LLC 25%
				BFK Investment One, LLC Member			BFK Investment One, LLC 25%

AMENDED

AUG 14 2017

Lea A. Batson Baton Rouge, La 70808	Attorney	none	none	Emmett E. Batson Testamentary Trust Trustee	5.54%	none	Louisiana Saint Ferdinand, Inc. 25%
Amy A. Batson Memphis, TN 38120	CPA	none	none	JBA Partnership Vice President	10.90%	none	JBA Partnership 33.33%
John A. Batson Shreveport, LA 71006	Banker	Director, Secretary, Treasurer	First National Bank of Benton CEO, President, Director, Secretary	Highland Commodities, Inc. Treasurer	11.20%	none	JBA Partnership 33.33%
Aigna Batson Memphis, TN 38120	CPA (currently inactive)	none	none	JBA Partnership Vice President	9.90%	none	JBA Partnership 33.33%
				Airline Manchac, LLC Member			Airline Manchac, LLC 50%
				Metro Drive, LLC Member			Metro Drive, LLC 33.33%

Note: Don M. Whittington owns the voting rights of 12,700 shares held in the name of Whittington Family Investment Company, LLC (10,000 shares), Justin Whittington (1,100 shares), and Julian Whittington (1,600 shares).
The voting rights of Don M. Whittington on these Northwest Bancshares Corporation shares are for life.