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.

I, R. DOUGLAS NAYLOR
Name of the Holding Company Director and Official

PRESIDENT & C.E.O.
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.

R. Douglas Naylor
Signature of Holding Company Director and Official

January 12, 2018
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/ 2017
Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

FIRST BLANCHESTER BANCSHARES, INC.
Legal Title of Holding Company

P.O. BOX 127
(Mailing Address of the Holding Company) Street / P.O. Box

BLANCHESTER | OH | 45107
City | State | Zip Code

121 E. MAIN ST, BLANCHESTER, OHIO 45107
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

ERIN WHITAKER | SENIOR VICE PRESIDENT
Name | Title

937/783-2451
Area Code / Phone Number / Extension

937/783-4277
Area Code / FAX Number

ewhitaker@fnbblanchester.com
E-mail Address

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: ANNUAL REPORTS TO SHAREHOLDERS

a) NO – NOT REGISTERED WITH SECURITIES & EXCHANGE COMMISSION
b) ANNUAL REPORTS
   1. BALANCE SHEET – EXHIBIT 1
   2. INCOME STATEMENT – EXHIBIT 2
   3. STATEMENTS OF CHANGE IN STOCKHOLDERS EQUITY –EXHIBIT 3
   4. STATEMENT OF CASH FLOW – EXHIBIT 4

REPORT ITEM 2:

1) - ORGANIZATIONAL CHART – EXHIBIT 5
2) – NONE
3) - NONE

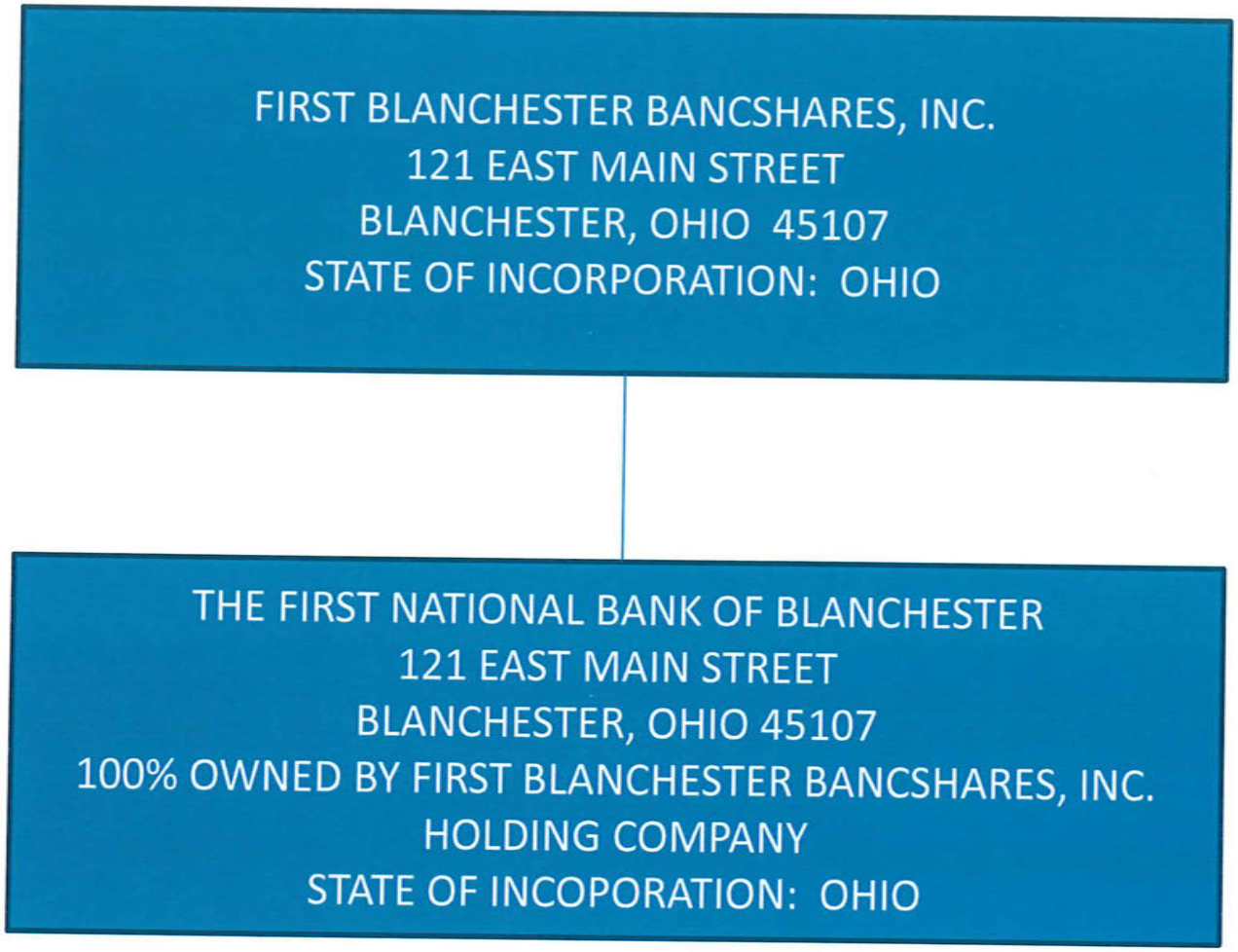
a) – N/A
b) – DOMESTIC BRANCH LISTING
c) – N/A
d) – N/A

REPORT ITEM 3: SHAREHOLDERS – EXHIBIT 6

1. - see EXHIBIT 6
2. - see EXHIBIT 6

REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

REPORT II
ORGANIZATION: EXHIBIT 5



LEI IS n/a

Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF BLANCHESTER, THE (ID_RSSD: 735414).
This depository institution is held by FIRST BLANCHESTER BANCSHARES, INC. (1859193) of BLANCHESTER, OH.
The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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)	735414	FIRST NATIONAL BANK OF BLANCHESTER, THE	121 EAST MAIN STREET	BLANCHESTER	OH	45107	CLINTON	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF BLANCHESTER, THE	735414	

REPORT ITEM 3: SHAREHOLDERS – EXHIBIT 6

Section 1: Shareholders owning 5% or more of the bank holding company at the end of the fiscal year

a.) **Ann F. Brown Trustee**
Ann Ferneau Brown Trust
Russell E. Brown Trust
Wilmington, OH
b.) USA
c.) 6,242 shares 10.85%

a.) **Donald Hadley, Trustee of**
Donald S. Hadley Descendants
Pleasant Plain, Ohio
b.) USA
c.) 6,065 Shares 10.54%

a.) **Nancy Bates, Trustee of Harold Garrison Trust**
Hillsborough, CA
b.) USA
c.) 5,553 shares 9.65%

a.) **Jacqueline Osborne Mears**
Portage, Ohio
b.) USA
c.) 5,000 shares 8.69%

a.) **Dava Biehl**
Cincinnati, OH
b.) USA
c.) 3,500 shares 6.08%

a.) **Kenen Edgington**
Bigfork, MT
b.) USA
c.) 3,482 shares 6.05%

a.) **G. Thomas Penquite**
Blanchester, OH
b.) USA
c.) 2,995 shares 5.21%

a.) **Sarah E. Lowman**
Blanchester, OH 45107
b.) USA
c.) 2,880 shares 5.01%

Section 2.: Shareholders owning 5% or more during the year N/A

REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   Ann Ferneau Brown
   Wilmington, Ohio

2. PRINCIPAL OCCUPATION
   Retired

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Principal Shareholder
   B. Bank
      N/A

   C. Other Business Company
      N/A

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      3,219 -5.5946% The Ann Ferneau Brown Trust, Ann Brown, Trustee
      3,023- 5.2540 The Russell E. Brown Trust, Ann F. Brown, Trustee
   TOTAL 6,242- 10.8486%

   B. Bank
      None

   C. Other Business
      None

REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   Donald S. Hadley, Trustee of
   Pleasant Plain, Ohio

2. PRINCIPAL OCCUPATION
   Retired Business Owner

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Principal shareholder
   B. Bank
      N/A

   C. Other Business Company
      N/A

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      6,065 – 10.5410%

   B. Bank
      None

   C. Other Business
      None

REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   David E. Brown
   Loveland, Ohio

2. PRINCIPAL OCCUPATION
   Certified Public Accountant

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Director

   B. Bank
      Director

   C. Other Business Company
      The Castellini Group- Director of Financial Analysis

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      100 – .1738%

   B. Bank
      None

   C. Other Business
      None

REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   G. Rodney Lane
   Blanchester, Ohio

2. PRINCIPAL OCCUPATION
   Retired

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Director

   B. Bank
      Director

   C. Other Business Company
      None

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      1,220 Shares – 2.12037%

   B. Bank
      None

   C. Other Business
      None

REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   Michael M. Cottle
   Ripley, Ohio

2. PRINCIPAL OCCUPATION
   Retired banker

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Chairman/Director

   B. Bank
      Chairman/Director

   C. Other Business Company
      None

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      100 shares - .1738%

   B. Bank
      None

   C. Other Business
      None

REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   Ronald J. McHenry
   Pleasant Plain, Ohio

2. PRINCIPAL OCCUPATION
   Attorney

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Director

   B. Bank
      Director

   C. Other Business Company
      1. Lyons, McHenry & Dunlap- Partner

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      200 - .34760%

   B. Bank
      None

   C. Other Business
      1. 50%

REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   S. Allen Dohan
   Cincinnati, Ohio

2. PRINCIPAL OCCUPATION
   Owner – Allen Company
   President & Chief Executive Officer

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Director

   B. Bank
      Director

   C. Other Business Company
      Allen Company – President & Chief Executive Officer

4. NUMBER OF SHARES & PERCENTAGES
   A. Bank Holding Company
      100 Shares - .1738%

   B. Bank
      None

   C. Other Business
      100%

REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   R. Douglas Naylor
   Blanchester, Ohio

2. PRINCIPAL OCCUPATION
   Banker

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      President & C.E.O.

   B. Bank
      President & C.E.O.

   C. Other Business Company
      None

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      100 shares - .1738%

   B. Bank
      None

   C. Other Business
      None

REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   F. Wayne West
   Blanchester, Ohio

2. PRINCIPAL OCCUPATION
   Retired

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Director/Secretary

   B. Bank
      Director/Secretary

   C. Other Business Company
      None

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      100 Shares - .1738%

   B. Bank
      None

   C. Other Business
      None