

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, Marlene Barkheimer

Name of the Holding Company Director and Official

President/CEO

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.*

*Marlene Barkheimer*

Signature of Holding Company Director and Official

03/31/2019

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. \_\_\_\_\_

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

Community Independent Bancorp, Inc

Legal Title of Holding Company

11 South Main Street

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

West Salem OH 44287

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Brenda Strunk Treasurer

Name Title

(419)496-2641

Area Code / Phone Number / Extension

(419)853-1101

Area Code / FAX Number

exec@farmersstate-oh.com

E-mail Address

N/A

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."

COMMUNITY INDEPENDENT BANCORP, INC.  
11 SOUTH MAIN ST. P.O. BOX 801  
WEST SALEM, OHIO 44287

**ANNUAL REPORT OF BANK HOLDING COMPANIES FR-Y6**

**ITEM 1 : BANK HOLDING COMPANY FINANCIAL STATEMENTS**

B. ANNUAL REPORTS TO SHAREHOLDERS - The annual report to shareholders for the year ended December 31, 2018, required by this section is attached to this filing as Exhibit 1.

**ITEM 2a: ORGANIZATION CHART**

Community Independent Bancorp, Inc. owns 100% of the stock of Farmers State Bank. In addition, it owns 100% of the non-voting stock of CIB Insurance Agency, Inc. The voting class of stock for the insurance agency is, by Ohio Revised Code, held by natural persons. These persons act as directors for the corporation. Community Independent Bancorp, Inc. also owns 100% of the stock of CIB Appraisal Service, Inc. Exhibit 2 shows the relationship of these corporations.

**ITEM 2b: Domestic Branch Listing**

The Domestic Branch Listing required by this section was emailed to Structure@clev.frb.org.

**ITEM 3: SHAREHOLDERS**

1. The following table sets forth, as of December 31, 2018, the name and address of each person who owns of record or who is known by the Board of Directors to be the beneficial owner of more than five percent (%) of the Corporation's outstanding common stock, the number of shares beneficially owned by such person and the percentage of the Corporation's outstanding common stock so owned.

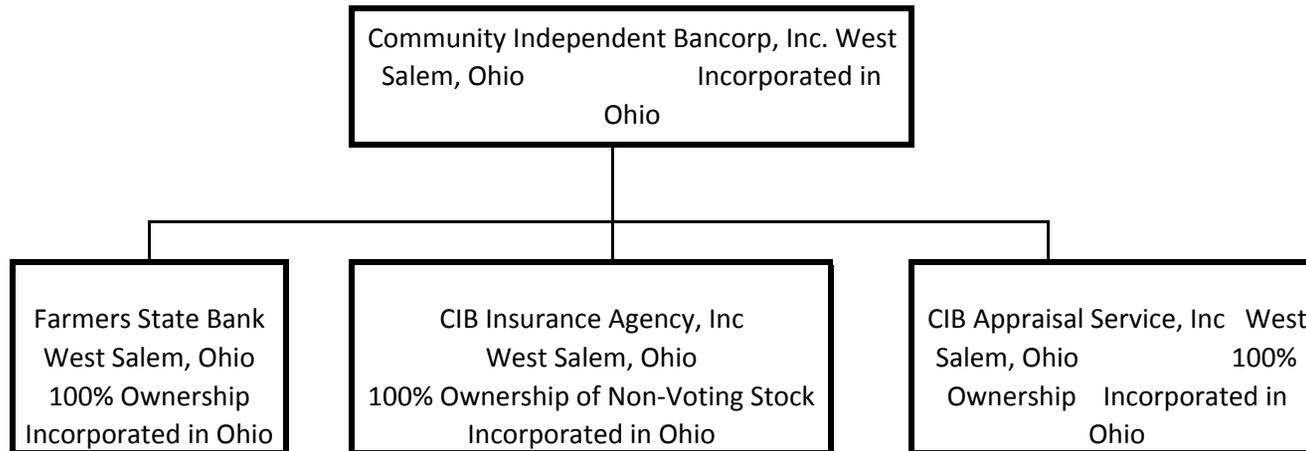
<u>Name and Address</u>	<u>Shares Beneficially Owned</u>	<u>% of Outstanding Common Stock Beneficially Owned</u>
1. Smarco Inc. (ESOP) Millersburg, OH USA	28,678	7.38%
2. N/A		

**ITEM 4. DIRECTORS AND OFFICERS**

The information requested by this item is attached to this filing as Exhibit 3.

Exhibit 2

Form FR Y-6



\*LEI is N/A unless noted

**Results:** A list of branches for your depository institution: **FARMERS STATE BANK (ID\_RSSD: 327220)**.  
 This depository institution is held by **COMMUNITY INDEPENDENT BANCORP, INC. (1883219) of WEST SALEM, OH**.  
 The data are as of **12/31/2018**. Data reflects information that was received and processed through **01/06/2019**.

**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	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	327220	FARMERS STATE BANK	11 SOUTH MAIN ST.	WEST SALEM	OH	44287	WAYNE	UNITED STATES	Not Required	Not Required	FARMERS STATE BANK	327220	
OK		Full Service	1847202	ASHLAND BRANCH	2017 BANEY RD.	ASHLAND	OH	44805	ASHLAND	UNITED STATES	Not Required	Not Required	FARMERS STATE BANK	327220	
OK		Full Service	3667507	EAST MAIN STREET BRANCH	1690 E MAIN ST	ASHLAND	OH	44805	ASHLAND	UNITED STATES	Not Required	Not Required	FARMERS STATE BANK	327220	
OK		Full Service	3398333	MARSHALLVILLE BRANCH	10 N. MAIN ST.	MARSHALLVILLE	OH	44645	WAYNE	UNITED STATES	Not Required	Not Required	FARMERS STATE BANK	327220	
OK		Full Service	3667516	RITTMAN BRANCH	205 NORTH MAIN STREET	RITTMAN	OH	44270	WAYNE	UNITED STATES	Not Required	Not Required	FARMERS STATE BANK	327220	

## FORM FR Y-6

31-Dec-18

## Report Item: 4 Directors and Officers

(1)Name, City, State, Country	(2)Principal Occupation if other than with BHC	(3)(a)Title & Position w/ BHC	(3)(b)Title & Position w/ Bank	(3)(b)Title & Position w/ Insurance Co.	(3)(b)Title & Position w/ Appraisal Co.	(3)(c) Title & Position w/ other Business	(4)(a)(b) % of voting shares in BHC and Subs	(4)(c) Other Companies if 25% or more of voting shares held
Marlene K Barkheimer West Salem,OH, USA	N/A	President & CEO, Director	President & CEO, Director	President & Director	President & Director	Please see attached	4.88% BHC 20.0% INS	N/A
Jeffrey Buren West Salem OH, USA	Buren Ins Group, Inc.	Director	Director	Director	Director	N/A	1.29% BHC	The Buren Insurance Group Inc (49%) Secured Advantage LLC (46%) Buren Group Limited (50%)
Daniel McNaull, Ashland, OH, USA	General Manager, Firelands Electric Co-op	Director	Director	Director	Director	Please see attached	1.12% BHC 20.0% Ins	Ashland Implement (25%) MCX Corp (25%)
Bruce Keener West Salem, Oh, USA	owner Commodity Blenders, Inc. and Bruce Keener Trucking, Inc.	Director	Director	Director	Director	N/A	4.78% BHC	Commodity Blenders (50%) Bruce Keener Trucking (50%) Commodity Blenders Grain Inc (100%)
Carlton Schlatter, West Salem, OH, USA	President, Tri-County Animal Clinic	Chairman	Chairman	Chairman	Chairman	Please see attached	1.34% BHC 20.0% Ins	Tri-County Animal Clinic (50%)
Betty E Eichel, West Salem, OH, USA	N/A	Secretary	Secretary	Secretary	Secretary	N/A	.36% BHC	N/A
Brenda Strunk, West Salem, OH, USA	N/A	N/A	VP & CFO	N/A	N/A	N/A	.27% BHC	N/A

**FORM FR Y-6**

**31-Dec-18**

**Report Item: 4 Directors and Officers**

(1)Name, City, State, Country	(2)Principal Occupation if other than with BHC	(3)(a)Title & Position w/ BHC	(3)(b)Title & Position w/ Bank	(3)(b)Title & Position w/ Insurance Co.	(3)(b)Title & Position w/ Appraisal Co.	(3)(c) Title & Position w/ other Business	(4)(a)(b) % of voting shares in BHC and Subs	(4)(c) Other Companies if 25% or more of voting shares held
Frances Samson, Orrville, OH, USA	N/A	Director	VP/SR Lender & Director	Director	Director	N/A	.14% BHC	N/A
Darren Eikleberry, West Salem, OH, USA	N/A	N/A	CIO	N/A	N/A	N/A	.34% BHC	N/A

**Marlene K Barkheimer (3)(c) attachement**

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Wooster Local Foods Co-Op, Inc, (Treasurer)  
 Friends of Hospice, Wayne Co., Ohio, (Treasurer/Director)  
 Wayne Co. Community Foundation (Director)  
 Epcor (Director)  
 AU- COBE (Advisory Board Director)  
 Lodi Community Hospital (Director)  
 Cleveland Clinic General Systems Board (Director)

**Dan McNaull (3)(c) attachement**

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Ohio Rural Electric Co-Op, Trustee  
 Firelands Electric Co-op, General Manager

**Carl Schlatter (3)(c) attachement**

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Gateway Woods Childrens home, Director

**Frances Samson (3)(c) attachment**

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Wayne County Children's Services (Director)