

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, David E. Richey

Name of the Holding Company Director and Official

Vice President/CFO

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

03/13/2019

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

First State Bancorp, Inc.

Legal Title of Holding Company

19230 State Route 136

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

Winchester

OH

45697

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

David Richey

VP/CFO

Name

Title

937-695-0331

Area Code / Phone Number / Extension

937-695-6026

Area Code / FAX Number

drichey@fsb4me.com

E-mail Address

www.fsb4me.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

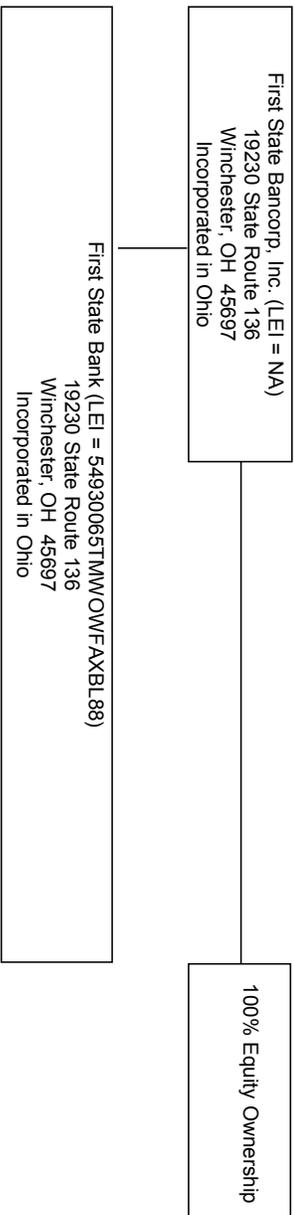
2. a letter justifying this request has been provided separately ...

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

Report Item 1: Annual Reports to Shareholders

First State Bancorp, Inc. does prepare an annual report for its shareholders and is not registered with the SEC. As specified by the Federal Reserve Bank of Cleveland, 1 copy is enclosed.

Report Item 2a: Organizational Chart



Report Item 2b: Domestic Branch Listing

An updated domestic branch listing for First State Bank was uploaded to Reporting Central on 3/13/19.

Report Item 3: Securities holders

Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12/31/18.

| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities |
|--|--|---|
| Ernest J. McFarland Manchester, OH USA | USA | 39,770 - 5.02% Common Stock |

(2)(a)(b)(c)-Not Applicable

Form FRY-6
 First State Bancorp, Inc.
 Fiscal Year Ending December 31, 2018

Report Item 4: Insiders

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with BHC | (3)(a) Title & Position with BHC | (3)(b) Title & Position with Subs | (3)(c) Title & Position with Other Bus | (4)(a) % of Voting Shares in BHC | (4)(b) % of Voting Shares in Subs | (4)(c) Other companies that are owned 25% or more of voting securities |
|--|---|--|---|--|--|---|--|
| Chris Baxla Seaman, OH USA | Farm Equipment Dealership Owner | Chairman | N/A | President/CEO, Baxla Tractor Sales | 23,754 - 3.00% | N/A | Baxla Tractor Sales, Inc. - 54%; BTS, one - 54% BTS, two - 54% BTS, three - 54% Baxla Farms - 100% |
| Michael Pell West Union, OH USA | N/A | President/ CEO/Director | President/CEO (First State Bank) | N/A | 8,035 - 1.02% | N/A | RAE Properties, LLC - 50% |
| Matthew A. Greene Peebles, OH USA | Doctor of Chiropractic | Director | N/A | Owner/Operator of Greene Chiropractic | 2,786 - 0.36% | N/A | Greene Chiropractic Center - 100% |
| Alan W. Foster Winchester, OH USA | Attorney at Law | Director | N/A | Owner/Operator of Foster Law Office | 5,085 - 0.65% | N/A | Alan W. Foster - Attorney at Law - 100% |
| Barry L. McFarland West Union, OH USA | Auto Dealership Owner | Director | N/A | Owner/Operator of Barry's Chevrolet | 9,714 - 1.23% | N/A | Barry's Chevrolet - Buick, Inc. - 51% McFarland Chev Buick, Inc. - 51% McFarland Murray Chev - 46% Commac Foods, Inc. - 33% Big Bear Lake Family Resort LLC - 50% Great Foods Inc - 33% West Union Development 33% |
| Daniel R. Naylor Winchester, OH USA | Retired | Director | N/A | None | 26,283 - 3.32% | N/A | N/A |
| William L. Shelby Seaman, OH USA | Retired | Director | N/A | None | 3,728 - 0.47% | N/A | N/A |

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 First State Bancorp, Inc.
 Fiscal Year Ending December 31, 2018

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with BHC | (3)(a) Title & Position with BHC | (3)(b) Title & Position with Subs | Owner/Operator of Applegates Hardware | (4)(a) % of Voting Shares in BHC | (4)(b) % of Voting Shares in Subs | (4)(c) Other companies that are owned 25% or more of voting securities |
|--|---|--|---|--|--|---|--|
| Tony Applegate Georgetown, OH USA | Hardware Store Owner | Director | N/A | Owner/Operator of Applegates Hardware | 1,902 - 0.24% | N/A | Jo-Mar Properties, LLC - 50% Applegates Hardware, LLC - 50% LT Associates, LLC - 50% 107 N. Main, LLC - 50% 61 Stephens Avenue LLC - 25% |
| David E. Richey Winchester, OH USA | N/A | Director/Secretary (First State Bank) | VP/CFO (First State Bank) | N/A | 1,789 - 0.23% | N/A | N/A |

Results: A list of branches for your depository institution: **FIRST STATE BANK (ID: RSSD: 294023)**. This depository institution is held by **FIRST STATE BANCORP, INC. (2376941) OF WINCHESTER, 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://10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID, RSSD columns are for reference only. Verification of these values is not required.

| Data / FRB 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) | 294023 | FIRST STATE BANK | 19230 STATE ROUTE 136 | WINCHESTER | OH | 45697-0128 | ADAMS | UNITED STATES | Not Required | Not Required | FIRST STATE BANK | | 294023 | |
| OK | Full Service | 853970 | SANT BERNARD BRANCH | 4901 VINE STREET | CINCINNATI | OH | 45217-1263 | HAMILTON | UNITED STATES | Not Required | Not Required | FIRST STATE BANK | | 294023 | |
| OK | Full Service | 5296936 | FAYETTEVILLE BRANCH | 19975 US 68 | FAYETTEVILLE | OH | 45118 | BROWN | UNITED STATES | Not Required | Not Required | FIRST STATE BANK | | 294023 | |
| OK | Full Service | 2390899 | GEORGETOWN BRANCH | 4928 STATE ROUTE 125 | GEORGETOWN | OH | 45121 | BROWN | UNITED STATES | Not Required | Not Required | FIRST STATE BANK | | 294023 | |
| OK | Full Service | 4521370 | HILLSBORO BRANCH | 730 HARRY SALINGER ROAD | HILLSBORO | OH | 45133 | HIGHLAND | UNITED STATES | Not Required | Not Required | FIRST STATE BANK | | 294023 | |
| OK | Full Service | 3293271 | MANCHESTER BRANCH | 210 PINE ST | MANCHESTER | OH | 45144 | ADAMS | UNITED STATES | Not Required | Not Required | FIRST STATE BANK | | 294023 | |
| OK | Full Service | 3458312 | MOUNT ORAB BRANCH | 501 WEST MAIN STREET | MOUNT ORAB | OH | 45154 | BROWN | UNITED STATES | Not Required | Not Required | FIRST STATE BANK | | 294023 | |
| OK | Full Service | 2505532 | PEEBLES BRANCH | 145 NORTH MAIN STREET | PEEBLES | OH | 45660 | ADAMS | UNITED STATES | Not Required | Not Required | FIRST STATE BANK | | 294023 | |
| OK | Full Service | 911129 | RIPLEY BRANCH | 252 SOUTH MAIN STREET | RIPLEY | OH | 45167 | BROWN | UNITED STATES | Not Required | Not Required | FIRST STATE BANK | | 294023 | |
| OK | Full Service | 386423 | SEAMAN BRANCH | 105 SOUTH MAIN STREET | SEAMAN | OH | 45679 | ADAMS | UNITED STATES | Not Required | Not Required | FIRST STATE BANK | | 294023 | |
| OK | Full Service | 5081862 | WASHINGTON COURT HOUSE BRANCH | 543 CLINTON AVENUE | WASHINGTON COURT HOUSE | OH | 43160 | FAVETTE | UNITED STATES | Not Required | Not Required | FIRST STATE BANK | | 294023 | |
| OK | Full Service | 1392757 | WEST UNION BRANCH | 409 W. MAIN ST. | WEST UNION | OH | 45693 | ADAMS | UNITED STATES | Not Required | Not Required | FIRST STATE BANK | | 294023 | |
| OK | Full Service | 5901074 | WILMINGTON BRANCH | 832 ROMBACH AVENUE | WILMINGTON | OH | 45177 | CLINTON | UNITED STATES | Not Required | Not Required | FIRST STATE BANK | | 294023 | |