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 611(a)); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(o)(1), and 5460(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 shall 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.

R. DOUGLAS NAYLOR
President & CEO
Name 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
01/14/2020
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, 2019
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 STREET, 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
937/7783-2451 Area Code / Phone Number / Extension
937/7783-4277 Area Code / FAX Number
ewhitaker@fnbbanchester.com E-mail Address

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

Is confidential treatment requested for any portion of this report submission? ☐ No ☑ 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.”

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.

12/2019
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

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

FIRST BLANCHESTER BANCSHARES, INC.
BLANCHESTER, OHIO
STATE OF INCORPORATION: OHIO

THE FIRST NATIONAL BANK OF BLANCHESTER
BLANCHESTER, OHIO
100% OWNED BY FIRST BLANCHESTER BANCSHARES, INC.
HOLDING COMPANY
STATE OF INCORPORATION: OHIO

LEI IS n/a
Reconciliation and Verification Notes:
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.

**Data Action**
- **Add**: If the branch information is correct, enter "Add" in the Data Action column.
- **Change**: If the branch information is incorrect or incomplete, enter "Change" in the Data Action column and the date when the information first became valid 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/Change**: If a reportable branch is missing, insert a new, add the branches, and enter "Add/Change" in the Data Action column.
- **Delete/Add**: If the opening or acquisition date in the Effective Date column is incorrect, insert a new, add the branches, and enter "Add/Change" in the Data Action column.

**Branch Office Address**
- **Street Address**: The street address of the branch office.
- **City**: The city where the branch office is located.
- **State**: The state where the branch office is located.
- **Zip Code**: The postal code associated with the branch office.
- **County**
- **Country**: The country where the branch office is located.
- **EDIC Number**: The Electronic Data Interchange Code.
- **Office Number**: The branch office number, if applicable.
- **Head Office**: The branch office number, if applicable.

**Comments**
- **Reasons for Add, Change, or Delete**: Any additional information or reasons for adding, changing, or deleting the branch office information.

<table>
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<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Office Type</th>
<th>Branch Office Number</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>EDIC Number</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Remarks</th>
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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 common shares 10.84%

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

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

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

a.) Davia Biehl
   Cincinnati, OH
b.) USA
c.) 3,500 common shares 6.08%

a.) Keren Edgington
   Bigfork, MT
b.) USA
c.) 3,482 common shares 6.05%

a.) Sarah E. Lowman
   Blanchester, OH
b.) USA
c.) 2,880 common 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
   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
      1,295 Shares – 2.25%
   
   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 - .17%
   
   B. Bank
      None
   
   C. Other Business
      None
REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

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

2. PRINCIPAL OCCUPATION
   N/A

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 - .17%

   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 Caruso Logistics- Senior Vice President of Logistics

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      100 – .17%
   
   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 – 10.54%
   B. Bank
      None
   C. Other Business
      None
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 -5.59%  The Ann Ferneau Brown Trust, Ann Brown, Trustee
      3,023 - 5.25  The Russell E. Brown Trust, Ann F. Brown, Trustee
      TOTAL 6,242 - 10.84%
   B. Bank
      None
   C. Other Business
      None
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 - .17%
   
   B. Bank
      None
   
   C. Other Business - Allen Company – President & Chief Executive Officer
      100%
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
      270 - .50%
   B. Bank
      None
   C. Other Business- Lyons, McHenry & Dunlap- Partner
      1. 50%