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), 502, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850(a)(1), and 5468(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. If 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

VP/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
03/13/2020

Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:

[X] 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, 2019
Month / Day / Year
N/A

Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters Name, Street, and Mailing Address

First State Bancorp, Inc.
Legal Title of Holding Company

19230 State Route 136
(Washing 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
Name

VP/CFO
Title

937-695-0331
Area Code / Phone Number / Extension

937-695-0026
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? [ ] Yes [ ] No

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 format 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

First State Bancorp, Inc. prepares 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

First State Bancorp, Inc. (LEI = NA)
19230 State Route 136
Winchester, OH 45697
Incorporated in Ohio

100% Equity Ownership

First State Bank (LEI = 549300065TMOVFA6WBL88)
19230 State Route 136
Winchester, OH 45697
Incorporated in Ohio

Report Item 2b: Domestic Branch Listing

An updated domestic branch listing for First State Bank was emailed to structure.clev@clef.frb.org on 3/13/20.

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 12/31/19.

(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

39,770 - 5.02% Common Stock

(2)(a)(b)(c)-Not Applicable
## Report Item 4: Insiders

<table>
<thead>
<tr>
<th>Names &amp; Address</th>
<th>Principal Occupation if other than with BHC</th>
<th>Title &amp; Position with Subs</th>
<th>Title &amp; Position with Other Bus</th>
<th>% of Voting Shares in BHC</th>
<th>% of Voting Shares in Subs</th>
<th>Other companies that are pwmed 25% or more of voting securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chris Baxla</td>
<td>Farm Equipment Dealership Owner</td>
<td>Chairman</td>
<td>President/CEO, Baxla Tractor Sales</td>
<td>23,754 - 3.00%</td>
<td>N/A</td>
<td>Baxla Tractor Sales, Inc. - 54%; BTS, one - 54% BTS, two - 54% BTS, three - 54% Baxla Farms - 100%</td>
</tr>
<tr>
<td>Seaman, OH USA</td>
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<tr>
<td>Michael Pell</td>
<td>N/A</td>
<td>President/CEO</td>
<td>(First State Bank)</td>
<td>8,231 - 1.04%</td>
<td>N/A</td>
<td>RAE Properties, LLC - 50%</td>
</tr>
<tr>
<td>West Union, OH USA</td>
<td></td>
<td></td>
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<tr>
<td>Matthew A. Greene</td>
<td>Doctor of Chiropractic</td>
<td>Director</td>
<td>Owner/Operator of Greene Chiropractic</td>
<td>2,786 - 0.36%</td>
<td>N/A</td>
<td>Greene Chiropractic Center - 100%</td>
</tr>
<tr>
<td>Peebles, OH USA</td>
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<tr>
<td>Alan W. Foster</td>
<td>Attorney at Law</td>
<td>Director</td>
<td>Owner/Operator of Foster Law Office</td>
<td>5,075 - 0.64%</td>
<td>N/A</td>
<td>Alan W. Foster - Attorney at Law - 100%</td>
</tr>
<tr>
<td>Winchester, OH USA</td>
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<tr>
<td>Barry L. McFarland</td>
<td>Auto Dealership Owner</td>
<td>Director</td>
<td>Owner/Operator of Barry's Chevrolet</td>
<td>9,714 - 1.23%</td>
<td>N/A</td>
<td>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%</td>
</tr>
<tr>
<td>West Union, OH USA</td>
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<tr>
<td>Daniel R. Naylor</td>
<td>Retired</td>
<td>Director</td>
<td>None</td>
<td>26,283 - 3.32%</td>
<td>N/A</td>
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<tr>
<td>Winchester, OH USA</td>
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<tr>
<td>William L. Shelby</td>
<td>Retired</td>
<td>Director</td>
<td>None</td>
<td>3,728 - 0.47%</td>
<td>N/A</td>
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<tr>
<td>Seaman, OH USA</td>
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</tr>
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<td>Names &amp; Address</td>
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<td>Title &amp; Position with BHC</td>
<td>Title &amp; Position with Subs</td>
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<td>Other companies that are owned 25% or more of voting securities</td>
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<tr>
<td>Tony Applegate</td>
<td>Hardware Store Owner</td>
<td>Director</td>
<td>N/A</td>
<td>1,902 - 0.24%</td>
<td>N/A</td>
<td>Jo-Mar Properties, LLC - 50% Applegates Hardware, LLC - 50% LT Associates, LLC - 50% 107 N. Main, LLC - 50% 61 Stephens Avenue LLC - 25%</td>
</tr>
<tr>
<td>Georgetown, OH</td>
<td>Owner</td>
<td></td>
<td>Owner/Operator of Applegates Hardware</td>
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<tr>
<td>USA</td>
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<tr>
<td>Roy L. Gustin II</td>
<td>Farm Supply Owner</td>
<td>Director</td>
<td>N/A</td>
<td>1,038 - 0.14%</td>
<td>N/A</td>
<td>Cherry Fork Farm Supply - 50% Georgetown Farm Supply - 50% Winchester Ag Service - 50%</td>
</tr>
<tr>
<td>West Union, OH</td>
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<tr>
<td>USA</td>
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</tr>
<tr>
<td>David E. Richey</td>
<td>N/A</td>
<td>Director</td>
<td>VP/CFO</td>
<td>1,789 - 0.23%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Winchester, OH</td>
<td></td>
<td></td>
<td>(First State Bank)</td>
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<tr>
<td>USA</td>
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</tbody>
</table>
Resolves a list of branches for your depository institution: HOME FEDERAL SAVINGS AND LOAN ASSOCIATION OF NILES OHIO (30586, 73079).
This depository institution is held by FIRST NILES FINANCIAL, INC. (1836068A) of NILES, OH.
The data are as of 12/31/2010. Data reflects information that was received and processed through 03/05/2010.

Record/Creation 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.

Actions
OK: If the branch information is correct, enter "OK" in the Data Action column.
Close: If the branch information is incorrect or incomplete, revise the data, enter "Close" in the Data Action column and the date when this information first became valid in the Effective Date column.
Delete: If a branch listed was sold in or closed, enter "Delete" in the Data Action column and the date of closure in the Effective Date column.
Add: If a new branch is being added, insert a new 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 signed 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 is submitted in a hardcopy format or via the FR Y-10 Online application - https://srs.morningstar.com.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID# (SIC)**</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>FDIC**:</th>
<th>Office Number**</th>
<th>Head Office</th>
<th>Head Office ID# (SIC)**</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>72075</td>
<td>HOME FEDERAL SAVINGS AND LOAN ASSOCIATION OF NILES OHIO</td>
<td>532 MAIN ST</td>
<td>NEIL</td>
<td>OH</td>
<td>44431</td>
<td>TRUMBULL</td>
<td>UNITED STATES</td>
<td>Not Requested</td>
<td>Not Requested</td>
<td>HOME FEDERAL SAVINGS AND LOAN ASSOCIATION OF NILES OHIO</td>
<td>72075</td>
<td></td>
</tr>
</tbody>
</table>