

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
 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:

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
 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 ...

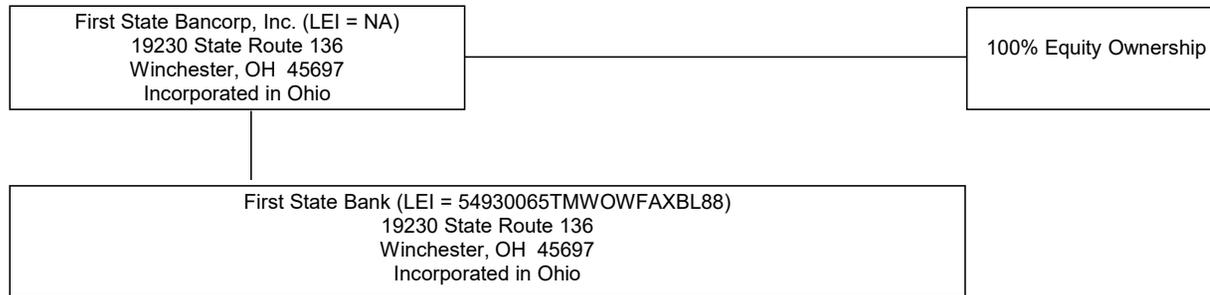
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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



Report Item 2b: Domestic Branch Listing

An updated domestic branch listing for First State Bank was emailed to structure.clev@clev.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	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, 2019

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	(4c) Other companies that are pwmed 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	8,231 - 1.04%	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	5,075 - 0.64%	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

Form FRY-6
 First State Bancorp, Inc.
 Fiscal Year Ending December 31, 2019

(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	(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	VP/CFO (First State Bank)	N/A	1,789 - 0.23%	N/A	N/A
Roy L. Gustin II West Union, OH USA	Farm Supply Owner	Director	N/A	N/A	1,038 - 0.14%	N/A	Cherry Fork Farm Supply - 50% Georgetown Farm Supply - 50% Winchester Ag Service - 50%

Results: A list of branches for your depository institution: HOME FEDERAL SAVINGS AND LOAN ASSOCIATION OF NILES OHIO (ID_RSSD: 71073).
 This depository institution is held by FIRST NILES FINANCIAL, INC. (3828634) of NILES, OH.
 The data are as of 12/31/2019. Data reflects information that was received and processed through 03/05/2020.

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)	71073	HOME FEDERAL SAVINGS AND LOAN ASSOCIATION OF NILES OHIO	55 N MAIN ST	NILES	OH	44446	TRUMBULL	UNITED STATES	Not Required	Not Required	HOME FEDERAL SAVINGS AND LOAN ASSOCIATION OF NILES OHIO	71073	