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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

RSSD 1070998

This report is required by law: Section 5(c)(1) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102(a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2022

Month / Day / Year

Reporter's Name, Street, and Mailing Address

First State Bancshares, Inc.

I, KATHERINE REESE

Name of the Holding Company Director and Official

CHAIRWOMAN

Title of the Holding Company Director and Official

Legal Title of Holding Company

1820 Cumberland Ave

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

Middlesboro KY 40965
 City State Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Teresa Lynn Francis Secretary / Treasurer

Name Title

606-248-9537

Area Code / Phone Number / Extension

606-248-9514

Area Code / FAX Number

teresa.francis@ourfsb.bank

E-mail Address

NOT APPLICABLE

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

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.

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."

For Federal Reserve Bank Use Only

RSSD ID _____
 C.I. _____

Report Item 1: Annual Report to Shareholders

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

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- Yes No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- Yes No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing

- Yes No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Results: A list of branches for your depository institution: FIRST STATE BANK OF THE SOUTHEAST, INC (ID_RSSD: 961811).
 This depository institution is held by FIRST STATE BANCSHARES, INC (1070998) of MIDDLESBORO, KY.
 The data are as of 12/31/2022. Data reflects information that was received and processed through 01/10/2023.

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
Change	1/1/2022	Full Service (Head Office)	961811	FIRST STATE BANK OF THE SOUTHEAST, INC	1820 CUMBERLAND AVE	MIDDLESBORO	KY	40965	BELL	UNITED STATES	Not Required	Not Required	FIRST STATE BANK OF THE SOUTHEAST, INC	961811	
OK		Full Service	3673740	FIRST STATE BRANCH	3620 WALDEN DRIVE	LEXINGTON	KY	40517	FAYETTE	UNITED STATES	Not Required	Not Required	FIRST STATE BANK OF THE SOUTHEAST, INC	961811	
OK		Full Service	5612631	LONDON BRANCH	400 SOUTH MAIN STREET	LONDON	KY	40741	LAUREL	UNITED STATES	Not Required	Not Required	FIRST STATE BANK OF THE SOUTHEAST, INC	961811	
OK		Full Service	784113	EAST END BRANCH	815 EAST LOTHBURY AVE	MIDDLESBORO	KY	40965	BELL	UNITED STATES	Not Required	Not Required	FIRST STATE BANK OF THE SOUTHEAST, INC	961811	
OK		Full Service	388016	HARLAN ROAD BRANCH	US HIGHWAY 119 & HARLAN ROAD	PINEVILLE	KY	40977	BELL	UNITED STATES	Not Required	Not Required	FIRST STATE BANK OF THE SOUTHEAST, INC	961811	
OK		Full Service	231514	PINEVILLE DOWNTOWN OFFICE	PINE ST & VIRGINIA AVE	PINEVILLE	KY	40977	BELL	UNITED STATES	Not Required	Not Required	FIRST STATE BANK OF THE SOUTHEAST, INC	961811	
OK		Full Service	3673759	WATERPARK BRANCH OFFICE	1048 WEST HIGHWAY 92	WILLIAMSBURG	KY	40769	WHITLEY	UNITED STATES	Not Required	Not Required	FIRST STATE BANK OF THE SOUTHEAST, INC	961811	
OK		Full Service	3673777	NEW TAZEWELL TENNESSEE BRANCH	502 S BROAD STREET	NEW TAZEWELL	TN	37825	CLAIBORNE	UNITED STATES	Not Required	Not Required	FIRST STATE BANK OF THE SOUTHEAST, INC	961811	

FORM FR Y-6
First State Bancshares, Inc.
Fiscal Year Ending December 31, 2022

Report Item 4: Insiders

(1) Names City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (includes names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securi- ties are held (List names of companies and percentage of voting securities held)
Katherine J Reese Pineville, KY USA	N/A	Director / Chairman / President & CEO	Director / Chairman CEO (First State Bank of the Southeast, Inc.) Director / Chairman President & CEO (FSB Insurance Agency, Inc.) Director/President (Asset Protection Management, Inc.)	Owner KRC Realty, LLC Owner RMG Realty, LLC	100% 100%	None	KRC Realty, LLC 100% RMG Realty, LLC 100%
Baylor H Fulton Mt Juliet, TN USA	N/A	Director	Director (First State Bank of the Southeast, Inc.) Director (Asset Protection Management, Inc.)	N/A	None	None	N/A
Ronald Tritschler Lexington, KY USA	Attorney/ CEO	Director	Director (First State Bank of the Southeast, Inc.) Director (FSB Insurance Agency, Inc.)	CEO / Legal Counsel & Director Webb Companies Trustee Unified Series Trust	None	None	Blue Grass Cash, LLC 25% TCSS3,LLC 100% Patron-Waterscape,LLC 100% Patron Properties of KY, LLC 100% Patron Sevierville, LLC 100% Trimex Investments, LLC 100% Patron Family, LLC 35% P Fund, LLC 50%
Paul David Steely Williamsburg, KY USA	Airport Project Developer	Director	Director (First State Bank of the Southeast, Inc.)	Airport Project Developer Goodwyn Mills Cawood, LLC Owner Paul Steely Ford, Inc.	None	None	None
Diana G Hunt London KY USA	Insurance Agent	Director	Director (First State Bank of the Southeast, Inc.) VP (FSB Insurance Agency)	Owner / Manager DGH Property, LLC	None	None	DGH Property, LLC 100%
Teresa L Francis New Tazewell, TN USA	N/A	Director Secretary / Treasurer	Director Secretary/Treasurer Executive Vice President Chief Financial Officer (First State Bank of the Southeast, Inc.) Secretary/Treasurer/Director (FSB Insurance Agency) Secretary/Treasurer/Director (Asset Protection Management, Inc.)	Partner Lakeside Campground Co-Owner Evehart Campground	None	None	Lakeside Campground 25% Everhart Campground 50%
Wade T Bevins Middlesboro KY USA	N/A	Director	Director (First State Bank of the Southeast, Inc.) Executive Vice President Chief Lending Officer (First State Bank of the Southeast, Inc.) Director / Vice President (Asset Protection Management, Inc.)	N/A	None	None	Bevins Branch Gas Co., Inc. 100%
Kenneth V Jones Tazewell TN USA	N/A	Director Vice President	Director President / Chief Operating Officer (First State Bank of the Southeast, Inc.) Director / Vice President (Asset Protection Management, Inc.)	Director Claiborne County TN Economic Partnership Director Southeast KY Economic Development Authority Director Bell County Economic Development Foundation	None	None	None