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) 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.

I, David E. Richey
Name of the Holding Company Director and Official

EVP/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

08/08/2024
Date of Signature

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

December 31, 2023
Month / Day / Year

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 E. Richey	EVP/CFO
Name	Title

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

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."

For Federal Reserve Bank Use Only

RSSD ID _____
C.I. _____

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.

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

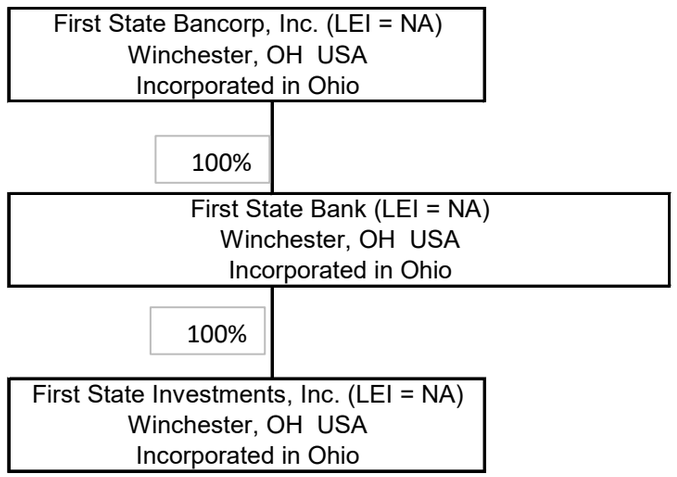
If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Form FRY-6
First State Bancorp, Inc.
Fiscal Year Ending December 31, 2023

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 3/28/24.

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 12/31/2023. Data reflects information that was received and processed through 01/04/2024.

Reconciliation and Verification Steps

Per the December 2022 instructions, these steps should be followed if there were changes to your domestic branch listing over the prior reporting year.
Please see the FR Y-6 instructions for further detail.

Note: If a Y-10 was submitted during the fiscal year and the change is reflected below, enter 'OK' in the Data Action column.
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, if applicable. 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)	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	1001817	INEZ BRANCH	41 W MAIN STREET	INEZ	KY	41224	MARTIN	UNITED STATES	Not Required	Not Required	FIRST STATE BANK	294023	
OK		Full Service	1017210	LOUISA BRANCH	202 EAST MAIN STREET	LOUISA	KY	41230	LAWRENCE	UNITED STATES	Not Required	Not Required	FIRST STATE BANK	294023	
OK		Full Service	618218	WARFIELD BRANCH	71 RIVERFRONT ROAD	WARFIELD	KY	41267	MARTIN	UNITED STATES	Not Required	Not Required	FIRST STATE BANK	294023	
CLOSE	12/29/2023	Full Service	853970	SAINT BERNARD BRANCH	4901 VINE STREET	CINCINNATI	OH	45217-1263	HAMILTON	UNITED STATES	Not Required	Not Required	FIRST STATE BANK	294023	
OK		Full Service	5296956	FAYETTEVILLE BRANCH	19575 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 SAUNER ROAD	HILLSBORO	OH	45133	HIGHLAND	UNITED STATES	Not Required	Not Required	FIRST STATE BANK	294023	
OK		Full Service	329327	MANCHESTER BRANCH	210 PIKE 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	2503532	PEEBLES BRANCH	145 NORTH MAIN STREET	PEEBLES	OH	45660	ADAMS	UNITED STATES	Not Required	Not Required	FIRST STATE BANK	294023	
OK		Full Service	91129	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	FAYETTE	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	5301074	WILMINGTON BRANCH	1584 ROMBACH AVENUE	WILMINGTON	OH	45177	CLINTON	UNITED STATES	Not Required	Not Required	FIRST STATE BANK	294023	

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First State Bancorp, Inc.
Fiscal Year Ending December 31, 2023

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	28,438 - 3.16%	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	10,110 - 1.13%	N/A	RAE Properties, LLC - 50% RAMP Properties, LLC - 50%
Matthew A. Greene Peebles, OH USA	Doctor of Chiropractic	Director	N/A	Owner/Operator of Greene Chiropractic	5,511 - 0.62%	N/A	Greene Chiropractic Center - 100%
Alan W. Foster Cincinnati, OH USA	Attorney at Law (Retired)	Director	N/A	None	4,806 - 0.54%	N/A	N/A
Daniel R. Naylor Winchester, OH USA	Retired	Director	N/A	None	28,746 - 3.20%	N/A	N/A
Eric Toole Seaman, OH USA	School Treasurer	Director	N/A	Treasurer, Georgetown Exempted Village School District	700 - 0.08%	N/A	N/A

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(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	3,292 - 0.37%	N/A	Jo-Mar Properties, LLC - 50% Applegates Hardware, LLC - 50% LT Associates, LLC - 50% 107 N. Main, LLC - 50%
David E. Richey Winchester, OH USA	N/A	Director	EVP/CFO (First State Bank)	N/A	2,609 - 0.29%	N/A	N/A
Roy L. Gustin II West Union, OH USA	Farm Supply Owner	Director	N/A	Owner/Operator of Cherry Fork FS, Georgetown FS, & Winchester Ag Service	5,963 - 0.67%	N/A	Cherry Fork Farm Supply - 50% Georgetown Farm Supply - 50% Winchester Ag Service - 50%