

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
 OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 MAR 27 10:3:54
 STATISTICS & ANALYSIS
 DEPARTMENT

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

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

December 31, 2013

Month / Day / Year

I, Michael P. Pell

Name of the Holding Company Director and Official

President/CEO

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.

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)

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.

Person to whom questions about this report should be directed:

David E. 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

Signature of Holding Company Director and Official

03/24/2014

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 2376941

C.I.

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

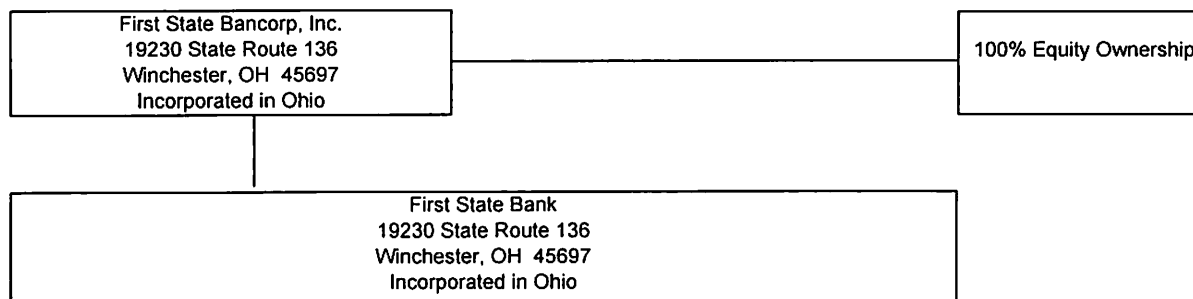
No

Form FRY-6
 First State Bancorp, Inc.
 Fiscal Year Ending December 31, 2013

Report Item 1: Annual Reports to Shareholders

First State Bancorp, Inc. does prepare 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.frb.org on March 22, 2014.

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 12/31/13.

(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 & Caryl McFarland Manchester, OH USA	USA	20,135 - 5.59% Common Stock

(2)(a)(b)(c)-Not Applicable

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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)		294023	FIRST STATE BANK	19230 STATE ROUTE 136	WINCHESTER	OH	45697-012	ADAMS	UNITED STATES	6062		0	FIRST STATE BANK	294023
OK		Full Service		2390899	GEORGETOWN BRANCH	4928 STATE ROUTE 125	GEORGETOWN	OH	45121	BROWN	UNITED STATES	211876		5	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	220144		2	FIRST STATE BANK	294023
OK		Full Service		3458312	MOUNT ORAB BRANCH	501 WEST MAIN STREET	MOUNT ORAB	OH	45154	BROWN	UNITED STATES	453051		7	FIRST STATE BANK	294023
OK		Full Service		2503532	PEEBLES BRANCH	145 NORTH MAIN STREET	PEEBLES	OH	45660	ADAMS	UNITED STATES	220146		4	FIRST STATE BANK	294023
OK		Full Service		91129	RIPLEY BRANCH	101 MAIN STREET	RIPLEY	OH	45167	BROWN	UNITED STATES	6841		6	FIRST STATE BANK	294023
OK		Full Service		386423	SEAMAN BRANCH	105 SOUTH MAIN STREET	SEAMAN	OH	45679	ADAMS	UNITED STATES	220143		1	FIRST STATE BANK	294023
OK		Full Service		1392757	WEST UNION BRANCH	409 W. MAIN ST.	WEST UNION	OH	45693	ADAMS	UNITED STATES	220145		3	FIRST STATE BANK	294023

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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	Other companies that are owned 25% or more of voting securities
Chris Baxla Seaman, OH USA	Farm Equipment Dealership Owner	Chairman	N/A	President/CEO, Baxla Tractor Sales	10,487 - 2.91%	N/A	Baxla Tractor Sales - 51%; Baxla Farms - 100%
Michael Pell West Union, OH USA	N/A	President/ CEO/Director	President/CEO	N/A	3,632 - 1.01%	N/A	RAE Properties, LLC - 50% CKM Properties, LLC - 33%
Matthew A. Greene Peebles, OH USA	Doctor of Chiropractic	Director	N/A	Owner/Operator of Greene Chiropractic	322 - 0.09%	N/A	Greene Chiropractic Center - 100%
Alan W. Foster Winchester, OH USA	Attorney at Law	Director	N/A	Owner/Operator of Foster Law Office	1,886 - 0.52%	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	4,200 - 1.17%	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	11,685 - 3.25%	N/A	N/A
William L. Shelby Seaman, OH USA	Retired	Director	N/A	None	1,545 - 0.43%	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	353 - 0.10%	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	Secretary	VP/CFO	N/A	388 - 0.11%	N/A	N/A