

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.

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

December 31, 2018

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

I, **Chad Yoder**

Name of the Holding Company Director and Official

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.

Empire Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 283

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

Hicksville OH 43526-1163

City State Zip Code

144 E. High Street, Hicksville, OH 43526

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:

Chad Yoder

CFO

Name

Title

419-518-2525

Area Code / Phone Number / Extension

419-542-8046

Area Code / FAX Number

cyoder@thb.bank

E-mail Address

Signature of Holding Company Director and Official

03-27-2019

Date of Signature

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

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 **will be sent when available**

For Federal Reserve Bank Use Only

RSSD ID _____
 C.I. _____

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 Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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City State Zip Code

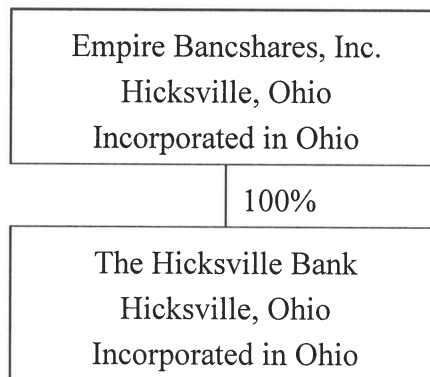
Physical Location (if different from mailing address)

Form FR Y-6

Fiscal Year Ending December 31, 2018

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC does prepare an annual report for its shareholders.
- 2: Organizational Chart



***** Unless noted otherwise, all entities do not have an LEI.**

Supplement to Organizational Chart:

- 2. a None
- 2. b None
- 2. c None
- 2. d None

Empire Bancshares, Inc.

Hicksville, Ohio

Form FR Y-6

December 31, 2018

Report Item 3: Securities Holders

(1)(a)(1)(b)(1)(c)(2)(a)(2)(b)(2)(c)

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of 12-31-18

Securities Holders not listed in (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-18

| (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 |
|--|---|--|
|--|---|--|

| (2)(a) Name & Address (City, State, Country) | (2)(b) Country of Citizenship or Incorporation | (2)(c) Number and Percentage of Each Class of Voting Securities |
|--|---|--|
|--|---|--|

| | | |
|--|-----|---------------------|
| Deborah Bagenstose Bluffton, South Carolina, USA | USA | 71,584 10.81% |
| Nancy A. Elder Trepashko Glenview, Illinois, USA | USA | 69,612 10.51% |
| Cede & Co. Bowling Green Station New York, NY, USA | USA | 173,914 26.25% |
| James P. Schmidt Hicksville, Ohio, USA | USA | 35,450 5.35% |

Empire Bancshares, Inc.
Hicksville, Ohio
December 31, 2018
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Report Item 4: Insiders
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Name & Address (City, State, Country) | (2) Principal Occupation if other than with Holding Company | (3)(a) Title & Position with Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with Other Businesses (Include names of other businesses) | (4)(a) Percentage of Voting Shares in 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 securities are held (List names of companies and percentages of voting securities held) |
|--|---|---|---|--|--|---|--|
| Deborah Bagenstose Bluffton, South Carolina, USA | N/A | Director | N/A | None | 10.81% | N/A | N/A |
| Nancy A. Elder Trepashko Glenview, Illinois, USA | N/A | N/A | N/A | None | 10.51% | N/A | None |
| James P. Schmidt Hicksville, Ohio, USA | Auto Dealer | Director/ Vice Chairman | Director/ Vice Chairman | President & Owner Jim Schmidt Family of Dealerships Dealer Derrrow- Shirkey Ford | 5.35% | None | 100% Jim Schmidt Family of Dealerships 51% Derrrow-Shirkey Ford |
| Stanley J. Yoder Defiance, Ohio, USA | Attorney | Director | Director | Director/ President of Maumee Valley Title Agency Member/Partner Weaner, Yoder, Hill & Weber Ltd. | 1.03% | None | 25% Maumee Valley Title Agency 30% Weaner, Yoder, Hill & Weber, Ltd. 25% WZWBYH, Ltd. |
| David H. Casebere Edgerton, Ohio, USA | Retired Photographer | Director/ Chairman | Director/Chairm an | None | 0.49% | None | None |

Empire Bancshares, Inc.
Hicksville, Ohio
December 31, 2018
Form FR Y-6

Report Item 4: Insiders
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Name & Address (City, State, Country) | (2) Principal Occupation if other than with Holding Company | (3)(a) Title & Position with Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with Other Businesses (Include names of other businesses) | (4)(a) Percentage of Voting Shares in 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 securities are held (List names of companies and percentages of voting securities held) |
|--|---|---|---|---|--|---|--|
| Joel R. Nester Bryan, Ohio, USA | Agricultural Consultant | Director | Director | Owner of Nester Ag, LLC Director/Treasur er of Brookside Laboratories Inc. | 0.20% | None | 100% Nester Ag, LLC |
| Mitchell D. Slattery Edon, Ohio, USA | Fuel Supplier | Director | Director | President/CEO of Slattery Oil Co., Inc. | 0.34% | None | 33.33% Kids Oil, LLC |
| Dennis M. Vettler Hicksville, Ohio, USA | Business Owner | Director | Director | President of Arc Solutions, Inc. | 0.47% | None | 51% Arc Solutions, Inc. |
| Larry Coburn Hicksville, Ohio, USA | N/A | Director, President & CEO | Director, President & CEO | None | 0.08% | None | None |
| Chad Yoder Hicksville, Ohio, USA | N/A | Treasurer | Chief Financial Officer | None | 0.03% | None | None |
| Lyn M. Bowsher Edgerton, Ohio, USA | N/A | Corporate Secretary | Vice President | None | 0.04% | N/A | None |
| Cede & Co. Bowling Green Station New York, NY, USA | N/A | N/A | N/A | None | 26.25% | N/A | N/A |

Cover Page for this Tax ID submission. Please complete as you would a regular FR Y-10 cover page. Then complete the Tax ID portion below.

Submission Date:

Reporter's Name Street and Mailing Address

Legal Name:
 Street Address:
 City and County:
 State/Province, Country:
 Zip/Postal Code:

Reporter's Mailing Address (if different from street address):
 Mailing City:
 Mailing State/Province, Country:
 Zip/Postal Code:

Contact's Name and Mailing Address for this Report

Name and Title:
 Phone Number (Include area code and, if applicable, the extension):
 Fax Number (Include area code):
 Email Address:
 Contact's Mailing Address (if different from reporter's):
 Mailing City:
 Mailing State/Province, Country:
 Zip/Postal Code:

By completing this cover page, you are stating that you are an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of your knowledge and belief.

Results: A list of reportable companies for your institution: Empire Bancshares, Inc.
 The data is as of 12/31/2018. Data reflects information that was received and processed through 02/01/2019.

Tax ID Submission Steps

1. For each company, enter the Tax Identification Number in the Tax ID column.
2. If the company has no Tax Identification Number, enter 'N/A' in the Tax ID column.
3. If a company is not present, add it to the list and supply the Tax ID.
4. If the company is no longer in your organization, enter that information in the Comments column.
5. If desired, enter any comments in the Comments 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.
 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.

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

| ID_RSSD | Popular Name | Tax ID (Format: xx-xxxxxxx) | Street Address | City | State | Zip Code | County | Country | Comments |
|---------|---------------------------|--------------------------------|------------------------|------------|-------|------------|----------|---------------|----------|
| | Empire Bancshares, Inc. | 34-1389983 | PO Box 283 | Hicksville | OH | 43526-1163 | Defiance | United States | |
| 892223 | Hicksville Bank, The | 34-4406905 | 144 East High Street | Hicksville | OH | 43526-1163 | Defiance | United States | |
| 2804471 | Auburn Banking Center | 34-4406905 | 1130 West 15th Street | Auburn | IN | 46706 | Dekalb | United States | |
| 1225471 | Edgerton Community Branch | 34-4406905 | 304 North Michigan Ave | Edgerton | OH | 43517 | Williams | United States | |

Results: A list of branches for your holding company: EMPIRE BANCSHARES, INC. (1071333) of HICKSVILLE, OH.
The data are as of 12/31/2018. Data reflects information that was received and processed through 03/31/2019.

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) | 892223 | HICKSVILLE BANK, THE | 144 EAST HIGH STREET | HICKSVILLE | OH | 43526 | DEFIANCE | UNITED STATES | 10552 | 0 | HICKSVILLE BANK, THE | 892223 | |
| OK | | Full Service | 2804471 | AUBURN BANKING CENTER | 1130 WEST 15TH STREET | AUBURN | IN | 46706 | DEKALB | UNITED STATES | 237963 | 2 | HICKSVILLE BANK, THE | 892223 | |
| OK | | Full Service | 1225471 | EDGERTON COMMUNITY BRANCH | 304 NORTH MICHIGAN AVENUE | EDGERTON | OH | 43517 | WILLIAMS | UNITED STATES | 237962 | 1 | HICKSVILLE BANK, THE | 892223 | |