

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, 2019

Month / Day / Year

NA

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

Reporter's Name, Street, and Mailing Address

Empire Bancshares, Inc

Legal Title of Holding Company

144 E. High St.

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

Hicksville

OH

43526

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Mindy Bobay

CFO

Name

Title

419-542-7727

Area Code / Phone Number / Extension

419-542-8046

Area Code / FAX Number

mbobay@thb.bank

E-mail Address

www.thb.bank

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

I, Mindy Bobay

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.

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

05/04/2020

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. _____

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes

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 ...

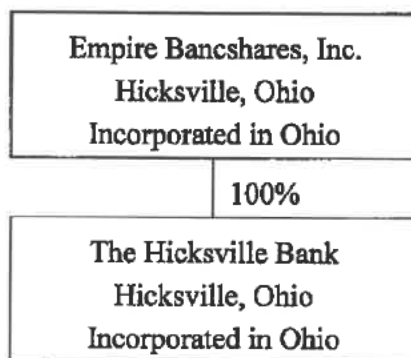
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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Fiscal Year Ending December 31, 2019

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 LEL.**

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, 2019

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 12-31-19				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 12-31-19		
(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 (Common Stock)		(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	181,704 27.42%				
James P. Schmidt Hicksville, Ohio, USA	USA	35,450 5.35%				

Empire Bancshares, Inc.
Hicksville, Ohio
December 31, 2019
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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/ Chairman	Director/ Chairman	President & Owner Jim Schmidt Family of Dealerships	5.35%	None	100% Jim Schmidt Family of Dealerships
Stanley J. Yoder Defiance, Ohio, USA	Attorney	Director	Director	Director/ President of Maumee Valley Title Agency Member/Partner Weaner, Yoder, Hill & Weber Ltd.	1.00%	None	25% Maumee Valley Title Agency 30% Weaner, Yoder, Hill & Weber, Ltd. 25% WZWBVH, Ltd.

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/Vice Chairman	Director/Vice Chairman	Owner of Nester Ag, LLC	0.20%	None	51% 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.	0.63%	None	51% Arc Solutions, Inc.
Larry Coburn Hicksville, Ohio, USA	N/A	Director	Director	None	0.08%	None	None
Greg Smitley Fort Wayne, IN	N/A	Director/ President & CEO	Director/ President & CEO	None	0.15%	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	27.42%	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: 12/31/2019

Reporter's Name Street and Mailing Address

Legal Name: Empire Bancshares, Inc
 Street Address: 144 E High St / PO Box 283
 City and County: Hicksville - Defiance
 State/Province, Country: Ohio
 Zip/Postal Code: 43526-1163

Reporter's Mailing Address (if different from street address):

Mailing City: PO Box 283
 Mailing State/Province, Country: Hicksville OH
 Zip/Postal Code: 43526

Contact's Name and Mailing Address for this Report

Name and Title: Mindy Bobay, CFO
 Phone Number (include area code and, if applicable, the extension): 419-542-7726
 Fax Number (include area code): 419-542-8046
 Email Address: mbobay@thb.bank
 Contact's Mailing Address (if different from reporter's): same
 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. (1071333) of HICKSVILLE, OH. The data are as of 12/31/2019. Data reflects information that was received and processed through 03/20/2020.

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	