

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

549300UJ10PYJYN1177

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

Reporter's Name, Street, and Mailing Address

I, **Scott D. Patton**

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

Mercer County State Bancorp, Inc.

Legal Title of Holding Company

3279 South Main Street, P.O. Box 38

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

Sandy Lake

PA

16145

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)

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:

Stephen K. Miller

Treasurer

Name

Title

724-376-4622

Area Code / Phone Number / Extension

724-376-3357

Area Code / FAX Number

s7mil@mcsbank.net

E-mail Address

www.mcsbank.net

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

Signature of Holding Company Director and Official

July 13, 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),

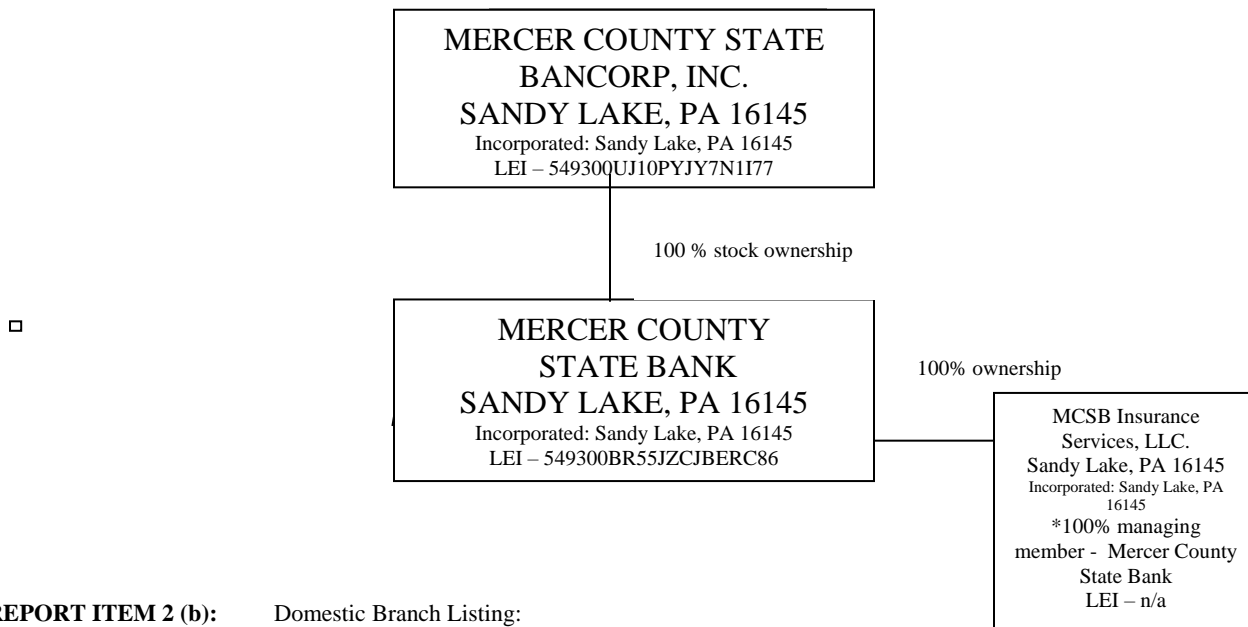
- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately ...

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

MERCER COUNTY STATE BANCORP, INC.
FORM FR Y-6
2019

REPORT ITEM 1: Mercer County State Bancorp, Inc.'s annual report to shareholders is attached.

REPORT ITEM 2 (a): Organization chart of holding company:



REPORT ITEM 2 (b): Domestic Branch Listing:

There are 12 Reportable Branch listings for Mercer County State Bank:

- | | |
|---|--|
| <p>1. Mercer County State Bank
Main Office
Opened - 6/20/1911
Mercer County
3279 South Main St.
Sandy Lake, PA 16145 - USA
Full Service Branch</p> | <p>2. Mercer County State Bank
Sandy Lake Service Center
Opened - 12/5/1974
Mercer County
3309 North Main St.
Sandy Lake, PA 16145 - USA
Full Service Branch</p> |
| <p>3. Mercer County State Bank
Stoneboro Office
Opened - 2/8/1903
Mercer County
62 Lake St.
Stoneboro, PA 16153 - USA
Limited Service Branch</p> | <p>4. Mercer County State Bank
Fredonia Office
Opened - 9/2/1961
Mercer County
71 Main St.
Fredonia, PA 16124 - USA
Full Service Branch</p> |
| <p>5. Mercer County State Bank
Jackson Township Office
Opened - 12/22/1997
Mercer County
811 Franklin Road
Mercer, PA 16137 - USA
Full Service Branch</p> | <p>6. Mercer County State Bank
Grove City Office
Opened - 10/01/2007
Mercer County
712 West Main St.
Grove City, PA 16127 - USA
Full Service Branch</p> |

- | | | | |
|-----|---|-----|--|
| 7. | Mercer County State Bank
Cochranton Office
Opened – 1/29/1997
Crawford County
110 N. Franklin St.
Cochranton, PA 16314 - USA
Full Service Branch | 8. | Mercer County State Bank
Meadville Office
Opened – 4/10/2000
Crawford County
16411 Conneaut Lake Rd.
Meadville, PA 16335 – USA
Full Service Branch |
| 9. | Mercer County State Bank
Cambridge Springs Office
Opened – 6/13/1966
Crawford County
144 Venango Ave.
Cambridge Springs, PA 16403 – USA
Full Service Branch | 10. | Mercer County State Bank
Clintonville Office
Opened – 10/15/1956
Venango County
101 Franklin St.
Clintonville, PA 16372 – USA
Full Service Branch |
| 11. | Mercer County State Bank
Hermitage Office
Opened – 9/11/17
Mercer County
1353 N. Hermitage Road
Hermitage, PA 16148 - USA
Full Service Branch | 12. | Mercer County State Bank
Harrisville Office
Opened – 12/28/18
Butler County
549 South Main Street
Harrisville, PA 16038 - USA
Full Service Branch |

REPORT ITEM 3 (1): Shareholders 5% or greater		Number of Shares Beneficially Owned [1] (c)	Outstanding Common Stock Beneficially Owned
Name and Address Of Beneficial Owner (a) (b)		<hr/>	<hr/>
1.	Mary Ann Craig [2] Owned individually Valencia, Pennsylvania United States citizen	86,610	8.20%
2.	Susan C.Cox [2] Owned individually Mars, Pennsylvania United States citizen	71,070	6.73%
2a.	Susan C. Cox / Mary Ann Craig Family [3] Pennsylvania All United States Citizens	177,300	16.79%
3.	Lois Down Drums, PA United States citizen	59,000	5.59%
4.	McQuiston Family [4] Sandy Lake, PA United States Citizens	136,250	12.90%

5.	Kaltenbaugh Family [5] Sandy Lake, PA United States Citizens	107,202	10.15%
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[1] Includes shares held jointly with or individually by affiliates of the named individual.

[2] Mary Ann Craig and Susan C. Cox are sisters.

[3] In addition to shares held individually by Mary Ann Craig (86,610) and her sister Susan C. Cox (71,070), additional family members own 19,620. Steven Cox (son – 8,760), Dr. Michael Cox (son – 9,660), Carla Cox (daughter-in-law – 900) and 3 minor grandchildren (100 each – total of 300). Thereby a family held total of 177,300.

[4] Includes shares held in trusts for Harold A. (Harold A. deceased 2019: 5,000) and Sally J. (19,900) McQuiston and a joint account (600), shares owned by Bruce L, (son – 4,000), Cathie J. (daughter – 52,550), Susan J. (daughter – 52,550) and Ellen J Maloney (daughter – 1,650). Harold A. & Sally J. McQuiston are parents of all aforementioned. No individual in this family owns shares totaling 5% individually. Harold and Sally are the trustees of their individual trusts.

[5] Includes all family members of Robert A.(deceased) and Jean W. Kaltenbaugh. Robert A. Kaltenbaugh Testamentary Trust (31,100), Jean W. Kaltenbaugh (30,563). Individually owned shares of family members include: Charles & Joan Kaltenbaugh (brother & sister-in-law – 24,200), Ray & Susan Kaltenbaugh (son & wife – 5,639), Bob & Cathy Kaltenbaugh (son & wife – 1,750), Gary & Susan Auerbach (daughter & husband - 150), Mark & Nina Kaltenbaugh (grandson & wife – 200) and Judith Walker (sister-in-law – 13,600). No individual in this family owns shares totaling 5% individually. Trustees of the Robert A. Kaltenbaugh Testamentary Trust are Robert W. Kaltenbaugh, Ray J. Kaltenbaugh and Susan J. Auerbach.

REPORT ITEM 3 (2): NONE

Results: A list of branches for your holding company: **MERCER COUNTY STATE BANCORP, INC. (1247183) of SANDY LAKE, PA.**
 The data are as of **12/31/2019**. Data reflects information that was received and processed through **01/07/2020**.

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)	866121	MERCER COUNTY STATE BANK	3279 SOUTH MAIN ST	SANDY LAKE	PA	16145	MERCER	UNITED STATES	Not Required	Not Required	MERCER COUNTY STATE BANK	866121	
OK		Full Service	918525	CAMBRIDGE SPRINGS OFFICE	144 VENANGO AVENUE	CAMBRIDGE SPRINGS	PA	16403	CRAWFORD	UNITED STATES	Not Required	Not Required	MERCER COUNTY STATE BANK	866121	
OK		Full Service	224	CLINTONVILLE OFFICE	101 FRANKLIN STREET	CLINTONVILLE	PA	16372	VENANGO	UNITED STATES	Not Required	Not Required	MERCER COUNTY STATE BANK	866121	
OK		Full Service	2535467	COCHRANTON OFFICE	110 NORTH FRANKLIN STREET	COCHRANTON	PA	16314	CRAWFORD	UNITED STATES	Not Required	Not Required	MERCER COUNTY STATE BANK	866121	
OK		Full Service	92322	FREDONIA OFFICE	71 MAIN STREET	FREDONIA	PA	16124	MERCER	UNITED STATES	Not Required	Not Required	MERCER COUNTY STATE BANK	866121	
OK		Full Service	3763940	GROVE CITY OFFICE	712 WEST MAIN STREET	GROVE CITY	PA	16127	MERCER	UNITED STATES	Not Required	Not Required	MERCER COUNTY STATE BANK	866121	
OK		Full Service	5334988	HARRISVILLE OFFICE	549 S. MAIN STREET	HARRISVILLE	PA	16038	BUTLER	UNITED STATES	Not Required	Not Required	MERCER COUNTY STATE BANK	866121	
OK		Full Service	5164363	HERMITAGE OFFICE	1353 NORTH HERMITAGE ROAD	HERMITAGE	PA	16148	MERCER	UNITED STATES	Not Required	Not Required	MERCER COUNTY STATE BANK	866121	
OK		Full Service	3669369	MEADVILLE OFFICE	16411 CONNEAUT LAKE ROAD	MEADVILLE	PA	16335	CRAWFORD	UNITED STATES	Not Required	Not Required	MERCER COUNTY STATE BANK	866121	
OK		Full Service	2641630	JACKSON TOWNSHIP OFFICE	811 FRANKLIN ROAD	MERCER	PA	16137	MERCER	UNITED STATES	Not Required	Not Required	MERCER COUNTY STATE BANK	866121	
OK		Full Service	835426	SANDY LAKE SERVICE CENTER	3309 NORTH MAIN STREET	SANDY LAKE	PA	16145	MERCER	UNITED STATES	Not Required	Not Required	MERCER COUNTY STATE BANK	866121	
OK		Limited Service	191627	STONEBORO OFFICE	62 LAKE STREET	STONEBORO	PA	16153-0157	MERCER	UNITED STATES	Not Required	Not Required	MERCER COUNTY STATE BANK	866121	

LARGE SHAREHOLDER REPORT for FRY - 6

As of End of 2019

	1052643				
	3650	CeDe			
Total Shs Outstanding	1,056,293		5% reporting threshold		52,815
	Acct #	Shs	% of Class		
CRAIG FAMILY					
Mary Ann Craig	523	86,610	x		8.20%
Susan Cox	493	71,070	x		6.73%
Carla Cox	442	900	x		0.09%
Dr Michael Cox	451	9,660	x		0.91%
Steven and Annabelle	469	100	x		0.01%
Steve Cox	477	8,760	x		0.83%
Steve Cox & Miriam Grace	485	100	x		0.01%
Tuner Grant & Steven	507	100	x		0.01%
	TOTAL	177,300			16.79%
DOWNNS FAMILY					
Lois Down	574	59,000	x		5.59%
	TOTAL	59,000			5.59%
KALTENBAUGH					
Robert A. Kaltenbaugh Trust	1368	31,100	x		2.94%
Jean W. Kaltenbaugh	1333	30,563	x		2.89%
Charles and Joan	1325	24,200	x		2.29%
Ray and Susan	1350	5,639	x		0.53%
Bob and Cathy	1384	1,750	x		0.17%
Gary and Susan Auerbach	60	150	x		0.01%
Mark and Nina Kaltenbaugh	2852	200	x		0.02%
Judith Walker	2640	13,600	x		1.29%
	TOTAL	107,202			10.15%
McQuiston					
Bruce	1830	4,000	x		0.38%
Cathie	1848	52,550	x		4.97%
Harold	1872	-	deceased 2019		0.00%
Harold Trust	1881	5,000	x		0.47%
Harold and Sally	1899	600	x		0.06%
Sally Trust	1929	19,900	x		1.88%
Susan	1937	52,550	x		4.97%
Ellen Maloney	1601	1,650	x		0.16%
	TOTAL	136,250			12.90%
GRAND TOTAL		479,752			45.4%
DIRECTORS					
Susan Cyphert	2861	500			0.05%
Dave Eakin	647	2000			0.19%
Michelle Gerwick	833	540			0.05%
Stephen Miller	2976	225			0.02%
Scott Patton	2259	1475			0.14%
Brian Raymond	2291	12550			1.19%
John Smith	2437	550			0.05%
Kevin Watts	2666	3650			0.35%
Ray Kaltenbaugh	1350	5639			0.53%

MERCER COUNTY STATE BANCORP, INC.
FORM FRY- 6 2019

REPORT ITEM 4:

Insiders

Name and Address (1)	Principal Occupation & Other Business Interests (2),(3c)	Mercer County State Bancorp, Inc. (3a)	Mercer County State Bank (3b)	Mercer County State Bancorp, Inc.		% Ownership In Other Co.'s Over 25% (4c)
				% Ownership and # shares (4a)	% Ownership In subsidiaries (4b)	
Susan Cyphert Grove City, PA, USA	Partner McGill, Power, Bell & Assoc.	Director	Director	0.05% 500	None	50% - Bedrock Apartments
David M. Eakin Conneaut Lake, PA, USA	Former EVP & CFO Mercer County State Bank (Retired as of 1/1/2017)	Director	Director	0.19% 2,000	None	None
Michelle Gerwick Grove City, PA, USA	CFO George Junior Republic	Director	Director	0.05% 540	None	None
Ray J. Kaltenbaugh Sandy Lake, PA, USA	Former President & CEO Mercer County State Bank (Retired)	Director	Director	0.53% 5,639	None	None
Stephen K. Miller West Middlesex, PA, USA	SVP & CFO Mercer County State Bank	Secretary & Treasurer	SVP, Secretary, Treasurer & CFO	0.02% 225	None	None
Scott Patton Sandy Lake, PA, USA	President and CEO Mercer County State Bank	Director & President	President & CEO	0.14% 1,475	None	None
Brian J. Raymond Sandy Lake, PA, USA	President/Owner Sandy Lake Mills, Inc.	Director	Director	1.19% 12,550	None	50% Sandy Lake Mills, Inc. 33 1/3% Sandy Lake Hardware, Inc
John O. Smith Townville, PA, USA	President/Owner Hazlett Tree Service Inc.	Director	Director	0.05% 550	None	100% Hazlett Tree Service Inc. 100% Hazlett Sales & Service Inc. 100% Hazlett/Smith Partnership
Kevin E. Watts Sandy Lake, PA, USA	Vice President Laubscher Cheese Inc.	Director	Director	0.35% 3,650	None	None
Susan C. Cox Mars, PA U.S. citizen	Retired	n/a	n/a		n/a	None
Mary Ann Craig Valencia, PA U.S. citizen	Retired	n/a	n/a	[1] 16.79% 177,300	n/a	None
Cathie McQuiston Arlington, VA U.S. citizen	Attorney	n/a	n/a		n/a	None
Susan McQuiston Reisterstown, MD U.S. citizen	Educator	n/a	n/a	[2] 12.90% 136,250	n/a	None

Robert A. Kaltenbaugh Trust Sandy Lake, PA U.S. citizen	n/a	n/a	[3] 10.15% 107,202	n/a	None
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[1] Susan C. Cox (71,070) and Mary Ann Craig (86,610) are sisters and considered 'principal securities holders' when considering all shares owned individually and all shares owned by family members as defined by regulation. In addition to shares held individually by Susan C. Cox and her sister Mary Ann Craig, additional family members own 19,620 shares: Carla Cox (daughter-in-law) 900, Dr. Michael Cox (son) 9,660, Steven Cox (son) 8,760 and 3 minors (grandchildren) 300. Thereby a family held total of 177,300 or 16.79%

[2] Cathie McQuiston and Susan McQuiston are sisters and considered 'principal securities holders' when considering all shares owned individually and all shares owned by family members as defined by regulation. In addition to shares held individually by Cathie McQuiston, 52,550, and her sister Susan McQuiston, 52,550, additional family members own 31,150 shares. Sally McQuiston Trust (mother) 19,900, Harold McQuiston Trust (father - deceased 2019) 5,000, Harold and Sally McQuiston (father and mother) 600, Bruce McQuiston (brother) 4,000 and Ellen Maloney (sister) 1,650. Thereby a family held total of 136,250 or 12.90%

[3] The Robert Kaltenbaugh Trust is considered a 'principal securities holder' when considering shares owned by the Trust (31,100) and all shares owned by family members as defined by regulation. In addition to shares owned by the Robert Kaltenbaugh Trust, additional family members own 76,102 shares. Jean Kaltenbaugh (wife) 30,563, Charles and Joan Kaltenbaugh (brother and wife), 24,200, Ray and Susan Kaltenbaugh (son & wife) 5,639, Bob and Cathy Kaltenbaugh (son & wife) 1,750, Gary and Susan Auerbach (husband & daughter) 150, Mark and Nina Kaltenbaugh (grandson & wife) 200, and Judith Walker (sister-in-law) 13,600. Thereby a family held total of 107,202 or 10.15%.