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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3105(a)); Sections 11(a)(1), 26 and 26A 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.

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.

I. Marlene K. Barkheimer
Name of the Holding Company Director and Official
President/CEO
Title of the Holding Company Director and Official

I attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in accordance 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
03/27/2015

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 1883211
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year
N/A

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

Reporter's Name, Street, and Mailing Address
Community Independent Bancorp, Inc.
11 South Main Street
West Salem OH 44287

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Brenda Strunk
CFO
Name Title
419-496-2641
Area Code / Phone Number / Extension
419-261-2413
Area Code / FAX Number exec@farmersstate-oh.com
E-mail Address
https://www.farmersstate-oh.com
Address (URL) for the Holding Company’s web page

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
☒ No

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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.

10/2014
ANNUAL REPORT OF BANK HOLDING COMPANIES FR-Y6

ITEM 1: BANK HOLDING COMPANY FINANCIAL STATEMENTS

B. ANNUAL REPORTS TO SHAREHOLDERS - The annual report to shareholders for the year ended December 31, 2014, required by this section is attached to this filing as Exhibit 1.

ITEM 2a: ORGANIZATION CHART

Community Independent Bancorp, Inc. owns 100% of the stock of Farmers State Bank. In addition, it owns 100% of the non-voting stock of CIB Insurance Agency, Inc. The voting class of stock for the insurance agency is, by Ohio Revised Code, held by natural persons. These persons act as directors for the corporation. Community Independent Bancorp, Inc. also owns 100% of the stock of CIB Appraisal Service, Inc. Exhibit 2 shows the relationship of these corporations.

ITEM 2b: Domestic Branch Listing

The Domestic Branch Listing required by this section was emailed to Structure@clev.frb.org.

ITEM 3: SHAREHOLDERS

1. The following table sets forth, as of December 31, 2014, the name and address of each person who owns of record or who is known by the Board of Directors to be the beneficial owner of more than five percent (%) of the Corporation's outstanding common stock, the number of shares beneficially owned by such person and the percentage of the Corporation's outstanding common stock so owned.

<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Shares Beneficially Owned</th>
<th>% of Outstanding Common Stock Beneficially Owned</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Smarco Inc. (ESOP)</td>
<td>23,928</td>
<td>6.58%</td>
</tr>
<tr>
<td>PO Box 232</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Millersburg, OH 44654</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
ITEM 4. DIRECTORS AND OFFICERS

The information requested by this item is attached to this filing as Exhibit 3.
Exhibit 2

Form FR Y-6

Community Independent Bancorp, Inc. West Salem, Ohio Incorporated in Ohio

Farmers State Bank West Salem, Ohio 100% Ownership Incorporated in Ohio

CIB Insurance Agency, Inc West Salem, Ohio 100% Ownership of Non-Voting Stock Incorporated in Ohio

CIB Appraisal Service, Inc West Salem, Ohio 100% Ownership Incorporated in Ohio
### Bank Branches 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

- **Add**: If the branch information is correct, enter "Add" in the Data Action column.
- **Change**: If the branch information is incorrect or incomplete, mark the data, enter "Change" in the Data Action column, and enter the date when this information first became valid in the Effective Date column.
- **Delete**: If a branch listed was sold or closed, enter "Delete" in the Data Action column and the sale or closure date in the Effective Date column.
- **Add & Delete**: In the case of a reportable branch being merged or removed, enter "Add & Delete" in the Data Action column and the opening or acquisition date in the Effective Date column.

#### Submittion Procedure

When you are finished, send a saved copy of this file 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-90 reporting requirements, you must also submit FR Y-90 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.

The FR Y-90 report may be submitted in a hardcopy format or via the FR Y-90 Online application - [https://y90online.occ.gov](https://y90online.occ.gov).

* FDIC PIN, Office Number, and ID_7582 columns are for reference only. Verification of these values is not required.*

<table>
<thead>
<tr>
<th>DATA ACTION</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_7582</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Country</th>
<th>Country</th>
<th>FDIC PIN</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_7582</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>201220</td>
<td>FARMERS STATE BANK</td>
<td>11 SOUTH MAIN ST.</td>
<td>WEST SALEM</td>
<td>OH</td>
<td>45287</td>
<td>WAYNE</td>
<td>UNITED STATES</td>
<td>5616</td>
<td>UPFARMERS STATE BANK</td>
<td>32720</td>
<td>32720</td>
<td>Drive thru</td>
<td></td>
</tr>
<tr>
<td>Change</td>
<td>Oct 15, Limited Service</td>
<td>1947210</td>
<td>ASHLAND BRANCH</td>
<td>3057 RAREY RD.</td>
<td>ASHLAND</td>
<td>OH</td>
<td>44805</td>
<td>ASHLAND</td>
<td>UNITED STATES</td>
<td>210794</td>
<td>1 FARMERS STATE BANK</td>
<td>327332</td>
<td>327332</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>1667957</td>
<td>EAST MAIN STREET BRANCH</td>
<td>100 E MAIN ST.</td>
<td>ASHLAND</td>
<td>OH</td>
<td>44805</td>
<td>ASHLAND</td>
<td>UNITED STATES</td>
<td>210794</td>
<td>1 FARMERS STATE BANK</td>
<td>327332</td>
<td>327332</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3208823</td>
<td>MARSHALLVILLE BRANCH</td>
<td>10 N. MAIN ST.</td>
<td>MARSHALLVILLE</td>
<td>OH</td>
<td>44646</td>
<td>WAYNE</td>
<td>UNITED STATES</td>
<td>446464</td>
<td>1 FARMERS STATE BANK</td>
<td>32720</td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>3167516</td>
<td>BERTMAN BRANCH</td>
<td>205 NORTH MAIN STREET</td>
<td>BERTMAN</td>
<td>OH</td>
<td>44201</td>
<td>WAYNE</td>
<td>UNITED STATES</td>
<td>450510</td>
<td>1 FARMERS STATE BANK</td>
<td>32720</td>
<td>32720</td>
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<td></td>
</tr>
<tr>
<td>Name, City, State, Country</td>
<td>Principal Occupation if other than with BHC</td>
<td>(3)(a) Title &amp; Position w/ BHC</td>
<td>(3)(b) Title &amp; Position w/ Bank</td>
<td>(3)(c) Title &amp; Position w/ Insurance Co.</td>
<td>(3)(d) Title &amp; Position w/ Appraisal Co.</td>
<td>(3)(e) Title &amp; Position w/ other Business</td>
<td>(4)(a) % of voting shares in BHC and Subs</td>
<td>(4)(b) Other Companies if 35% or more of voting shares held</td>
<td></td>
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<tr>
<td>Brenda Strunk, West Salem, OH, USA</td>
<td>N/A</td>
<td>N/A</td>
<td>VP &amp; CFO</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>.18% BHC</td>
<td>N/A</td>
<td></td>
<td></td>
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<td></td>
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<tr>
<td>Frances Samson, Orrville, OH, USA</td>
<td>N/A</td>
<td>N/A</td>
<td>VP/SR Lender</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Darren Ekleberry, West Salem, OH, USA</td>
<td>N/A</td>
<td>N/A</td>
<td>CIO</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>.25% BHC</td>
<td>N/A</td>
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<tr>
<td>Cystal Gibbs, West Salem, OH, USA</td>
<td>N/A</td>
<td>N/A</td>
<td>HR</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>.02% BHC</td>
<td>N/A</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

Marlene K Barkheimer (3)(c) attachment

Wooster Local Foods Co-Op, Inc, (Treasurer)
Friends of Hospice, Wayne Co., Ohio, (Treasurer/Director)
Wayne Co. Community Foundation (Director)
Epcor (Director)
AL-COBE (Advisory Board Director)
Wayne Co. Children's Services (Advisory Board Director)
Lodi Community Hospital (Director)
Akron General Systems (Board Director)

Dan McNaul (3)(c) attachment

Firelands Electric Co-Op, Board President
Ohio Rural Electric Co-Op, Trustee

Carl Schlatter (3)(c) attachment

Apostolic Christian Nursing Home, Director
Gateway Woods Childrens home, Director
<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Occupation if other than with BHC</th>
<th>(3)(a) Title &amp; Position w/ BHC</th>
<th>(3)(b) Title &amp; Position w/ Bank</th>
<th>(3)(c) Title &amp; Position w/ Insurance Co.</th>
<th>(3)(d) Title &amp; Position w/ Appraisal Co.</th>
<th>(4)(a) % of Voting Shares in BHC and Subs</th>
<th>(4)(b) % of Voting Shares in BHC and Subs</th>
<th>(4)(c) % of Voting Shares in BHC and Subs</th>
<th>(4)(d) % of Voting Shares in BHC and Subs</th>
</tr>
</thead>
<tbody>
<tr>
<td>Marlene K Barkheimer, West Salem, OH, USA</td>
<td>N/A</td>
<td>President &amp; CEO, Director</td>
<td>President &amp; CEO, Director</td>
<td>President &amp; CEO, Director</td>
<td>President &amp; CEO, Director</td>
<td>Please see attached</td>
<td>4.88% BHC</td>
<td>20.0% INS</td>
<td>N/A</td>
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<tr>
<td>Donald S Buren, West Salem, OH, USA</td>
<td>Buren Ins Group, Inc.</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>Director</td>
<td>Holmes/Wayne Electric Co-Op, Trustee</td>
<td>1.93% BHC</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Donald Bowman, Ashland, OH, USA</td>
<td>CPA, VP, Baker, Bowman &amp; Co.</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>Director</td>
<td>N/A</td>
<td>0.6% BHC</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Daniel McNaull, Ashland, OH, USA</td>
<td>Owner, Ashland Implement</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>Director</td>
<td>Please see attached</td>
<td>0.6% BHC</td>
<td>20.0% INS</td>
<td>Ashland Implement (25%) MCO Corp (25%)</td>
</tr>
<tr>
<td>Bruce Keener, West Salem, OH, USA</td>
<td>Commodity Blenders, Inc. and Bruce Keener Trucking</td>
<td>N/A</td>
<td>Director</td>
<td>N/A</td>
<td>Director</td>
<td>N/A</td>
<td>0.6% BHC</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Carlton Schlatter, West Salem, USA</td>
<td>President, Tri-County Animal Clinic</td>
<td>Director</td>
<td>Director</td>
<td>Chairman</td>
<td>Chairman</td>
<td>Please see attached</td>
<td>1.43% BHC</td>
<td>20.0% INS</td>
<td>Tri-County Animal Clinic (50%)</td>
</tr>
<tr>
<td>Betty E Eichel, West Salem, OH, USA</td>
<td>N/A</td>
<td>Secretary</td>
<td>Secretary</td>
<td>Secretary</td>
<td>Secretary</td>
<td>N/A</td>
<td>0.26% BHC</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Michael P Welch, Ashland, OH, USA</td>
<td>N/A</td>
<td>Director</td>
<td>Vice President &amp; Director</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>0.43% BHC</td>
<td>20.0% INS</td>
<td>GHS Rentals, LTD (25%)</td>
</tr>
<tr>
<td>R Scott Wertz, West Salem, OH, USA</td>
<td>Owner, Wertz Electric</td>
<td>Chairman</td>
<td>Chairman</td>
<td>Director</td>
<td>N/A</td>
<td>N/A</td>
<td>1.34% BHC</td>
<td>20.0% INS</td>
<td>Wertz Electric (100%)</td>
</tr>
</tbody>
</table>