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.

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.

Philip David
Name of the Holding Company Director and Official
CEO/President/Director
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
07-02-2015

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
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014

Month / Day / Year
N/A

Reporters' Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters' Name, Street, and Mailing Address
Empire Bancshares, Inc.

Legal Title of Holding Company

144 East High Street
Mailing Address of the Holding Company Street / P.O. Box
Hicksville
OH
43526-1163

City
State
Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Chad Yoder
CFO

Name
Title
419-542-7727

Area Code / Phone Number / Extension
419-542-8046

Area Code / FAX Number
yoderc.hix@thehicksvillebank.com

E-mail Address

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:

☐ 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

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 (1700-0297), Washington, DC 20503.

10/2014
Form FR Y-6

Fiscal Year Ending December 31, 2014

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

```
Empire Bancshares, Inc.
Hicksville, Ohio
Incorporated in Ohio

100%

The Hicksville Bank
Hicksville, Ohio
Incorporated in Ohio
```

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, 2014

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more
with power to vote as of 12-31-14

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>Deborah Bagenstose</td>
<td>USA</td>
<td>71,584</td>
</tr>
<tr>
<td>New Albany, Ohio, USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Nancy A. Elder Trepashko</td>
<td>USA</td>
<td>69,612</td>
</tr>
<tr>
<td>Glenview, Illinois, USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cede &amp; Co.</td>
<td>USA</td>
<td>137,102</td>
</tr>
<tr>
<td>Bowling Green Station New York, NY, USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>James P. Schmidt</td>
<td>USA</td>
<td>34,099</td>
</tr>
<tr>
<td>Hicksville, Ohio, USA</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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-
31-14

<table>
<thead>
<tr>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td></td>
<td></td>
<td>N/A</td>
</tr>
</tbody>
</table>

### Report Item 4: Directors and Officers
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1) Name &amp; Address (City, State, Country)</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deborah Bagenstose New Albany, Ohio, USA</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>None</td>
<td>71,584</td>
<td>10.81%</td>
<td>None</td>
</tr>
<tr>
<td>Nancy A. Elder Trepashko Glenview, Illinois, USA</td>
<td>N/A</td>
<td>Director</td>
<td>N/A</td>
<td>None</td>
<td>69,612</td>
<td>10.51%</td>
<td>None</td>
</tr>
<tr>
<td>James P. Schmidt Hicksville, Ohio, USA</td>
<td>Auto Dealer</td>
<td>Director</td>
<td>Director</td>
<td>President &amp; Owner Jim Schmidt Family of Dealerships</td>
<td>34,099</td>
<td>5.15%</td>
<td>None</td>
</tr>
<tr>
<td>Bruce E. Guilford Hicksville, Ohio, USA</td>
<td>Realtor</td>
<td>Director Chairman</td>
<td>Director/Chairman</td>
<td>Sole Owner of Bruce Guilford Auctioneer Real Estate &amp; Auctioneer Sole Owner of BADG Ltd.</td>
<td>9,300</td>
<td>1.40%</td>
<td>None</td>
</tr>
</tbody>
</table>
# Empire Bancshares, Inc.
## Hicksville, Ohio
### December 31, 2014
#### Form FR Y-6

## Report Item 4: Directors and Officers (1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1) Name &amp; Address (City, State, Country)</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
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<th>(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)</th>
</tr>
</thead>
</table>
| **Stanley J. Yoder**
Defiance, Ohio, USA | Attorney | Director | Director | Director/ President of Maumee Valley Title Agency Member/ Partner Weaner, Yoder, Hill & Weber Ltd. | 6,804 1.03% | None | 25% Maumee Valley Title Agency 28% Weaner, Yoder, Hill & Weber, Ltd. 33.3% WZWB YH, Ltd. |
| **David H. Casebere**
Edgerton, Ohio, USA | Photographer | Director | Director | Owner of Casebere Studio | 3,215 0.49% | None | 100% Casebere Studio |
| **Joel R. Nester**
Bryan, Ohio, USA | Agricultural Consultant | Director | Director | Owner of Nester Ag, LLC Director/ Treasurer of Brookside Laboratories Inc. | 1,295 0.20% | None | 100% Nester Ag, LLC |
| **Larry Coburn**
Hicksville, Ohio, USA | N/A | Director, President & CEO | Director, President & CEO | None | 500 0.08% | None | None |
| **Cheryl A. Davis**
Hicksville, Ohio, USA | N/A | N/A | Executive Vice President | None | 2,800 0.42% | None | None |
<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chad Yoder Hicksville, Ohio, USA</td>
<td>N/A</td>
<td>Treasurer</td>
<td>Chief Financial Officer</td>
<td>170.003%</td>
<td>None</td>
</tr>
<tr>
<td>Mary Kay Shimko Hicksville, Ohio, USA</td>
<td>N/A</td>
<td>N/A</td>
<td>Senior Vice President</td>
<td>1,000.015%</td>
<td>None</td>
</tr>
<tr>
<td>Mitchell D. Slattery Edon, Ohio, USA</td>
<td>Fuel Supplier</td>
<td>Director</td>
<td>Director</td>
<td>2274.042%</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>33.33% Kids Oil, LLC</td>
</tr>
</tbody>
</table>
Results: A list of branches for your holding company: EMPIRE BANCSHARES, INC. [1071333] of HICKSVILLE, OH.
The data are as of 12/31/2014. Data reflects information that was received and processed through 03/24/2015.

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 M5 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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSD</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>892223</td>
<td>HICKSVILLE BANK, THE</td>
<td>144 EAST HIGH STREET</td>
<td>HICKSVILLE</td>
<td>OH</td>
<td>43526</td>
<td>DEFIANCE</td>
<td>UNITED STATES</td>
<td>10552</td>
<td>HICKSVILLE BANK, THE</td>
<td>892223</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>2804471</td>
<td>AUBURN BANKING CENTER</td>
<td>1130 WEST 15TH STREET</td>
<td>AUBURN</td>
<td>IN</td>
<td>46706</td>
<td>DEKALB</td>
<td>UNITED STATES</td>
<td>237963</td>
<td>HICKSVILLE BANK, THE</td>
<td>892223</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>1225471</td>
<td>EDGERTON COMMUNITY BRANCH</td>
<td>304 NORTH MICHIGAN AVENUE</td>
<td>EDGERTON</td>
<td>OH</td>
<td>43517</td>
<td>WILLIAMS</td>
<td>UNITED STATES</td>
<td>237962</td>
<td>HICKSVILLE BANK, THE</td>
<td>892223</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>