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. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248a(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.

R. DOUGLAS NAYLOR
Name of the Holding Company Director and Official
PRESIDENT & C.E.O.

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.

Date of Report (top-tier holding company's fiscal year-end):
12/31/2014
Month / Day / Year

N/A

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

First BLANCHESTER BANCSHARES, INC
Legal Title of Holding Company
P.O. BOX 127
(Mailing Address of the Holding Company)
Blanchester, OH 45107
City State Zip Code

Physical Location (if different from mailing address)

121 EAST MAIN ST. BLANCHESTER, OH 45107

Person to whom questions about this report should be directed:
ERIN WHITAKER
Name
VICE PRESIDENT
Title

(937) 783-2451
Area Code / Phone Number / Extension
(937) 783-4277
Area Code / FAX Number

ewhitaker@fnbblanchester.com
E-mail Address

Date of Signature
January 12, 2015

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 1859193
C.I.

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes ☐ No

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.

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 G Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
Board of Governors of the Federal Reserve System

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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 of the bank must sign the report.

R. DOUGLAS NAYLOR
Name of the Holding Company Director and Officer
PRESIDENT & C.E.O. Title of the Holding Company Director and Officer

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.

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Signature of Holding Company Director and Officer
January 12, 2015

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

12/31/2014

Month / Day / Year

Reporters's Legal Entity Identifier (LEI) (20-Character LEI Code)
N/A

Reporters's Name, Street, and Mailing Address
FIRST BLANCHESTER BANCSHARES, INC

P.O. BOX 127

BLANCHESTER OHIO 45107

City State Zip Code

Physical Location (if different from mailing address)

121 EAST MAIN ST. BLANCHESTER, OH 45107

Person to whom questions about this report should be directed:

ERIN WHITAKER VICE PRESIDENT

Name Title

(937) 783-2451 Area Code / Phone Number / Extension

E-mail Address

ewhitaker@fnbblanchester.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:

☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

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☐ No

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10/2014
REPORT ITEM 1: ANNUAL REPORTS TO SHAREHOLDERS

a) NO – NOT REGISTERED WITH SECURITIES & EXCHANGE COMMISSION
b) ANNUAL REPORTS
   1. BALANCE SHEET – EXHIBIT 1
   2. INCOME STATEMENT – EXHIBIT 2
   3. STATEMENTS OF CHANGE IN STOCKHOLDERS EQUITY –EXHIBIT 3
   4. STATEMENT OF CASH FLOW – EXHIBIT 4

REPORT ITEM 2:

1) - ORGANIZATIONAL CHART – EXHIBIT 5
2) – NONE
3) - NONE

a) – N/A
b) – DOMESTIC BRANCH LISTING
c) – N/A
d) – N/A

REPORT ITEM 3: SHAREHOLDERS – EXHIBIT 6

1. - see EXHIBIT 6
2. - see EXHIBIT 6

REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7
REPORT II
ORGANIZATION: EXHIBIT 5

FIRST BLANCHester BANCESHARES, INC.
121 EAST MAIN STREET
BLANCHester, OHIO 45107

THE FIRST NATIONAL BANK OF BLANCHester
121 EAST MAIN STREET
BLANCHester, OHIO 45107
100%
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 reputable branch is missing, insert a row, add the branch data, and enter 'Add' to 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.

When you are finished, send a 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.

* FDIC UNIVERSE, Office Number, and ID_RIS0C columns are for reference only. Verification of these values is not required.

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REPORT ITEM 3: SHAREHOLDERS – EXHIBIT 6

Section 1: Shareholders owning 5% or more as of the fiscal year end of the bank holding company

a.) Donald Hadley, Trustee of
    Donald S. Hadley Descendants
    Pleasant Plain, Ohio
    b.) USA
    c.) 6,065 Shares 10.5410%

a.) Nancy Bates, Trustee of Harold Garrison Trust
    Hillsborough, CA
    b.) USA
    c.) 5,553 shares 9.6511%

a.) Jacqueline Osborne Mears
    Portage, Ohio
    b.) USA
    c.) 5,000 shares 8.6900%

a.) G. Thomas Penquite
    Blanchester, Ohio
    b.) USA
    c.) 3,646 shares 6.3367%

a.) Dava Biehl
    Cincinnati, OH
    b.) USA
    c.) 3,500 shares 6.0830%

a.) Kenen Edgington
    Bigfork, MT
    b.) USA
    c.) 3,482 shares 6.0517%

a.) The Ann Ferneau Brown Trust
    Blanchester, OH 45107
    b.) USA
    c.) 3,220 shares

a.) The Russell E. Brown Trust
    Blanchester, OH 45107
    b.) USA
    c.) 3,023 shares
REPORT ITEM 3: SHAREHOLDERS – EXHIBIT 6

Section 2: Shareholders owning 5% or more during the fiscal year.

a.) Sarah E. Lowman  
    Blanchester, OH 45107  
b.) USA  
c.) 2,880 shares [redacted]
REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   David E. Brown
   Loveland, Ohio 45140

2. PRINCIPAL OCCUPATION
   Certified Public Accountant

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Director
   
   B. Bank
      Director
   
   C. Other Business Company
      Hillman Group

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      100 – .1738%
   
   B. Bank
      None
   
   C. Other Business
      None
REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   James R. Burton
   Clarksville, Ohio  45113

2. PRINCIPAL OCCUPATION
   Senior Vice President of Lending

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      N/A
   B. Bank
      Officer
   C. Other Business Company
      N/A

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      10 – .0173%
   B. Bank
      None
   C. Other Business
      None
REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   F. Wayne West
   Blanchester, Ohio 45107

2. PRINCIPAL OCCUPATION
   Retired

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Director/Secretary
   
   B. Bank
      Director/Secretary
   
   C. Other Business Company
      None

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      100 Shares - .1738%
   
   B. Bank
      None
   
   C. Other Business
      None
REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   G. Rodney Lane
   Blanchester, Ohio  45107

2. PRINCIPAL OCCUPATION
   Retired

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Director
   
   B. Bank
      Director
   
   C. Other Business Company
      None

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      1,150 Shares – 1.9987%
   
   B. Bank
      None
   
   C. Other Business
      None
REPORT ITEM 4: DIRECTORS AND OFFICERS - EXHIBIT 7

1. NAME & ADDRESS
   Michael M. Cottle
   Ripley, Ohio  45167

2. PRINCIPAL OCCUPATION
   Retired banker

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Chairman/Director
   
   B. Bank
      Chairman/Director
   
   C. Other Business Company
      None

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      100 shares - .1738%
   
   B. Bank
      None
   
   C. Other Business
      None
REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   Ronald J. McHenry
   Pleasant Plain, Ohio  45162

2. PRINCIPAL OCCUPATION
   Attorney

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Director
   B. Bank
      Director
   C. Other Business Company
      1. Lyons, McHenry & Dunlap

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      .150 - .2607%
   B. Bank
      None
   C. Other Business
      1. 50%
REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   S. Allen Dohan
   Cincinnati, Ohio  45246

2. PRINCIPAL OCCUPATION
   Owner – Allen Company
   President & Chief Executive Officer

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Director

   B. Bank
      Director

   C. Other Business Company
      Allen Company – President & Chief Executive Officer

4. NUMBER OF SHARES & PERCENTAGES
   A. Bank Holding Company
      100 Shares - .1738%

   B. Bank
      None

   C. Other Business
      100%
REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   R. Douglas Naylor
   Blanchester, Ohio 45107

2. PRINCIPAL OCCUPATION
   Banker

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      President & C.E.O.
   B. Bank
      President & C.E.O.
   C. Other Business Company
      None

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      100 shares - .1738%
   B. Bank
      None
   C. Other Business
      None
REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   Donald S. Hadley, Trustee of
   Pleasant Plain, Ohio  45162

2. PRINCIPAL OCCUPATION
   Retired Business Owner

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Principal shareholder
   B. Bank
      N/A
   C. Other Business Company
      N/A

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      6,065 – 10.5410%
   B. Bank
      None
   C. Other Business
      None
REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   Ann Ferneau Brown
   Blanchester, Ohio 45107

2. PRINCIPAL OCCUPATION
   Retired

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Principal Shareholder
   B. Bank
      N/A
   C. Other Business Company
      N/A

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      3,220 - 5.5963% The Ann Ferneau Brown Trust, Ann Brown, Trustee
      3,023 - 5.2540% The Russell E. Brown Trust, Ann F. Brown, Trustee
      TOTAL 6,243 - 10.8503%
   B. Bank
      None
   C. Other Business
      None