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 611(a)); and sections 113, 165, 312, 618, and 609 of the Dodd-Frank Act (12 U.S.C. §§ 5331, 5365, 5412, 1850a(c)(1), and 6458(b)(1)). 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 also is 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.

1. Larry Coburn
   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

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, 2016
Month / Day / Year
N/A

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

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
Name
CFO
Title

419-542-7727
Area Code / Phone Number / Extension
419-542-8046
Area Code / FAX Number

Chad Yoder (yoderc.hix@thehicksvillebank.com)
E-mail Address

E-mail Address for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? ☐ No ☑ 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,"

Public reporting burden for this information collection is estimated to vary from 1.3 to 10.1 hours per response, with an average of 5.66 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.
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
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*** Unless noted otherwise, all entities do not have an LEI.

Supplement to Organizational Chart:

2. a  None

2. b  None

2. c  None

2. d  None
Results: A list of branches for your holding company: EMPIRE BANC SHARES, INC. (1071833) of HICKSVILLE, OH.
The data are as of 12/31/2016. Data reflects information that was received and processed through 02/25/17.

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 date, 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 UNNUM, Office number, and ID RSSID 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_RSSID*</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 UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSID*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</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>0</td>
<td>HICKSVILLE BANK, THE</td>
<td>892223</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>280447</td>
<td>AUBURN BANKING CENTER</td>
<td>1110 WEST 15TH STREET</td>
<td>AUBURN</td>
<td>IN</td>
<td>46706</td>
<td>DEKALB</td>
<td>UNITED STATES</td>
<td>237961</td>
<td>2</td>
<td>HICKSVILLE BANK, THE</td>
<td>892223</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>122541</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>1</td>
<td>HICKSVILLE BANK, THE</td>
<td>892223</td>
<td></td>
</tr>
</tbody>
</table>
### Empire Bancshares, Inc.
Hicksville, Ohio
Form FR Y-6
December 31, 2016

<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name &amp; Address</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deborah Bagenstose</td>
<td>New Albany, Ohio, USA</td>
<td>USA 71,584 10.81%</td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>Nancy A. Elder Trepashko</td>
<td>Glenview, Illinois, USA</td>
<td>USA 69,612 10.51%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cede &amp; Co.</td>
<td>Bowling Green Station New York, NY, USA</td>
<td>USA 163,566 24.69%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>James P. Schmidt</td>
<td>Hicksville, Ohio, USA</td>
<td>USA 34,450 5.35%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name &amp; Address</td>
<td>Principal Occupation if other than with Holding Company</td>
<td>Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>Title &amp; Position with Other Businesses (include names of other businesses)</td>
<td>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</td>
<td></td>
</tr>
<tr>
<td>----------------------------------------</td>
<td>--------------------------------------------------------</td>
<td>------------------------------------------------------------------</td>
<td>--------------------------------------------------------------------------</td>
<td>---------------------------------------------------------------------------</td>
<td></td>
</tr>
<tr>
<td>Deborah Bagenstose</td>
<td>N/A</td>
<td>Director</td>
<td>N/A</td>
<td>None</td>
<td>10.81%</td>
</tr>
<tr>
<td>Nancy A. Elder Trepashko, Glenview, Illinois, USA</td>
<td>N/A</td>
<td>N/A</td>
<td>None</td>
<td>None</td>
<td>10.51%</td>
</tr>
<tr>
<td>James P. Schmidt</td>
<td>Auto Dealer</td>
<td>Director</td>
<td>Director</td>
<td>President &amp; Owner&lt;br&gt;Jim Schmidt&lt;br&gt;Family of Dealerships</td>
<td>5.35%</td>
</tr>
<tr>
<td>Bruce E. Guilford</td>
<td>Realtor</td>
<td>Director</td>
<td>Director</td>
<td>Sole Owner of Bruce Guilford Auctioneer&lt;br&gt;Real Estate &amp; Auctioneer</td>
<td>1.43%</td>
</tr>
<tr>
<td>Name &amp; Address</td>
<td>Principal Occupation if other than with Holding Company</td>
<td>Title &amp; Position with Subsidiaries (include names of other businesses)</td>
<td>Title &amp; Position with Holding Company</td>
<td>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</td>
<td>Percentage of Voting Shares in Holding Company</td>
</tr>
<tr>
<td>---------------</td>
<td>---------------------------------------------------------</td>
<td>-----------------------------------------------------------------</td>
<td>-------------------------------------</td>
<td>--------------------------------------------------------------------------</td>
<td>-----------------------------------------------</td>
</tr>
<tr>
<td>Stanley J. Yoder</td>
<td>Attorney</td>
<td>Director</td>
<td>Director</td>
<td>Director/President of Maumee Valley Title Agency Member/Partner of Weaner, Yoder, Hill &amp; Weber Ltd.</td>
<td>1.03%</td>
</tr>
<tr>
<td>David H. Casebere</td>
<td>Retired Photographer</td>
<td>Director/Vice Chairman</td>
<td>Director/Vice Chairman</td>
<td>None</td>
<td>0.49%</td>
</tr>
<tr>
<td>Joel R. Nester</td>
<td>Agricultural Consultant</td>
<td>Director/Chairman</td>
<td>Director/Chairman</td>
<td>Owner of Nester Ag, LLC/ Director/Treasurer of Brookside Laboratories Inc.</td>
<td>0.20%</td>
</tr>
<tr>
<td>Larry Coburn</td>
<td>N/A</td>
<td>Director, President &amp; CEO</td>
<td>Director, President &amp; CEO</td>
<td>None</td>
<td>0.08%</td>
</tr>
<tr>
<td>Chad Yoder</td>
<td>N/A</td>
<td>Treasurer</td>
<td>Chief Financial Officer</td>
<td>None</td>
<td>0.03%</td>
</tr>
<tr>
<td>(1) Name &amp; Address (City, State, Country)</td>
<td>(2) Principal Occupation if other than with Holding Company</td>
<td>(3)(a) Title &amp; Position with Holding Company</td>
<td>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>(3)(c) Title &amp; Position with Other Businesses (Include names of other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Holding Company</td>
</tr>
<tr>
<td>---</td>
<td>---</td>
<td>---</td>
<td>---</td>
<td>---</td>
<td>---</td>
</tr>
<tr>
<td>Mitchell D. Slatery Edon, Ohio, USA</td>
<td>Fuel Supplier</td>
<td>Director</td>
<td>Director</td>
<td>President/CEO of Slattery Oil Co., Inc.</td>
<td>0.34%</td>
</tr>
<tr>
<td>Lyn M. Bowsher Edgerton, Ohio, USA</td>
<td>N/A</td>
<td>Corporate Secretary</td>
<td>Vice President</td>
<td>None</td>
<td>0.04%</td>
</tr>
<tr>
<td>Cede &amp; Co. Bowling Green Station New York, NY, USA</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>None</td>
<td>24.69%</td>
</tr>
</tbody>
</table>