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, 153, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5351, 5365, 5412, 1850a(c)(1), and 5468(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 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.

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

K. Douglas Naylor
Signature of Holding Company Director and Official
January 12, 2018
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

R.S.S.ID
C.I.

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.

Date of Report (top-tier holding company’s fiscal year-end):
12/31/2017
Month / Day / Year
N/A
Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter’s Name, Street, and Mailing Address

FIRST BLANCHSTEIN BANCSHARES, INC.
Legal Name of Holding Company
P.O. BOX 127
(Mailing Address of the Holding Company) Street / P.O. Box
BLANCHESTER OH 45107
Cty State Zip Code

Physical Location (if different from mailing address)
121 E. MAIN ST, BLANCHESTER, OHIO 45107

Person to whom questions about this report should be directed:
ERIN WHITAKER SENIOR VICE PRESIDENT
Name Title
937/783-2451
Area Code / Phone Number / Extension
937/633-4277
Area Code / FAX Number
ewhitaker@fnbb Blanchester.com
E-mail Address

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

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."
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 BANCSHARES, INC.
121 EAST MAIN STREET
BLANCHESTER, OHIO 45107
STATE OF INCORPORATION: OHIO

THE FIRST NATIONAL BANK OF BLANCHESTER
121 EAST MAIN STREET
BLANCHESTER, OHIO 45107
100% OWNED BY FIRST BLANCHESTER BANCSHARES, INC.
HOLDING COMPANY
STATE OF INCORPORATION: OHIO

LEI IS n/a
### 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

- **Add**: If the branch information is correct, enter 'Add' 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 closed or closed, enter 'Close' in the Data Action column and the date of 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 new, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

Note: If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or registered paper.

### Submission Procedure

When your report is finished, send a signed copy to your FRB contact. See the detailed instructions on this site for more information. If you are e-mailing this in 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 Close, Delete, or Add.

The FR Y-10 report must be submitted in a hardcopy format or via the FR Y-10 Online application - https://frbonline.federalreserve.gov.

* FRB Y-10, Office Bemer, and ID_RID 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 Status Type</th>
<th>Branch ID:SSS</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>FRID:RARID</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID:RSD</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>All</td>
<td>2018-01-01</td>
<td>Full Service (Head Office)</td>
<td>75841</td>
<td>FIRST NATIONAL BANK OF BLANCHester, THE</td>
<td>321 EAST MAIN STREET</td>
<td>BLANCHester</td>
<td>OH</td>
<td>45607</td>
<td>CUYAHOGA</td>
<td>CUYAHOGA</td>
<td>75841</td>
<td>75841</td>
<td>FIRST NATIONAL BANK OF BLANCHester, THE</td>
<td>75841</td>
<td></td>
</tr>
</tbody>
</table>
REPORT ITEM 3: SHAREHOLDERS – EXHIBIT 6

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

a.) Ann F. Brown Trustee
   Ann Ferneau Brown Trust
   Russell E. Brown Trust
   Wilmington, OH
   b.) USA
   c.) 6,242 shares 10.85%

a.) Donald Hadley, Trustee of
    Donald S. Hadley Descendants
    Pleasant Plain, Ohio
   b.) USA
   c.) 6,065 Shares 10.54%

a.) Nancy Bates, Trustee of Harold Garrison Trust
    Hillsborough, CA
   b.) USA
   c.) 5,553 shares 9.65%

a.) Jacqueline Osborne Mears
    Portage, Ohio
   b.) USA
   c.) 5,000 shares 8.69%

a.) Dava Biehl
    Cincinnati, OH
   b.) USA
   c.) 3,500 shares 6.08%

a.) Kenen Edgington
    Bigfork, MT
   b.) USA
   c.) 3,482 shares 6.05%

a.) G. Thomas Penquite
    Blanchester, OH
   b.) USA
   c.) 2,995 shares 5.21%

a.) Sarah E. Lowman
    Blanchester, OH 45107
   b.) USA
   c.) 2,880 shares 5.01%

Section 2.: Shareholders owning 5% or more during the year N/A
REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS
   Ann Ferneau Brown
   Wilmington, Ohio

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
      3,219 -5.5946% The Ann Ferneau Brown Trust, Ann Brown, Trustee
      3,023- 5.2540 The Russell E. Brown Trust, Ann F. Brown, Trustee
      TOTAL 6,242- 10.8486%
   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

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
   David E. Brown
   Loveland, Ohio

2. PRINCIPAL OCCUPATION
   Certified Public Accountant

3. TITLE OF POSITION WITH
   A. Bank Holding Company
      Director
   B. Bank
      Director
   C. Other Business Company
      The Castellini Group- Director of Financial Analysis

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
   G. Rodney Lane
   Blanchester, Ohio

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
      1,220 Shares – 2.12037%
   B. Bank
      None
   C. Other Business
      None
REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

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

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

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 - Partner

4. NUMBER OF SHARES & PERCENTAGE
   A. Bank Holding Company
      200 - .34760%

   B. Bank
      None

   C. Other Business
      1. 50%
REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

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

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

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
   F. Wayne West
   Blanchester, Ohio

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