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. §§ 3108(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, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 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, David E. Richey
Name of the Holding Company Director and Official
Vice President/CFO
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
03/13/2019
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, 2018
Month / Day / Year
N/A
Reportee's Legal Entity Identifier (LEI) (20-Character LEI Code)
Reportee's Name, Street, and Mailing Address

First State Bancorp, Inc.
Legal Title of Holding Company
19230 State Route 136
(Mailing Address of the Holding Company) Street / P.O. Box
Winchester OH 45697
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
David Richey
Name
VP/CFO
Title
937-695-0331
Area Code / Phone Number / Extension
937-695-6026
Area Code / FAX Number
drichey@fsb4me.com
E-mail Address
www.fsb4me.com
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission?
0=No 1=Yes
0

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 101 hours per response, with an average of 5.50 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.

03/2018
Report Item 1: Annual Reports to Shareholders
First State Bancorp, Inc. does prepare an annual report for its shareholders and is not registered with the SEC. As specified by the Federal Reserve Bank of Cleveland, 1 copy is enclosed.

Report Item 2a: Organizational Chart

Report Item 2b: Domestic Branch Listing
An updated domestic branch listing for First State Bank was uploaded to Reporting Central on 3/13/19.

Report Item 3: Securities holders
Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12/31/18.

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Country of Citizenship</th>
<th>Number and Percentage of</th>
<th>Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ernest J. McFarland</td>
<td>USA</td>
<td>39,770 - 5.02%</td>
<td>Common Stock</td>
</tr>
<tr>
<td>Manchester, OH</td>
<td>USA</td>
<td>39,770 - 5.02%</td>
<td>Common Stock</td>
</tr>
</tbody>
</table>

First State Bancorp, Inc. (LEI = NA)
19230 State Route 136
Winchester, OH 45697
Incorporated in Ohio

100% Equity Ownership

First State Bank (LEI = 54930065TMWOWFAXBL88)
19230 State Route 136
Winchester, OH 45697
Incorporated in Ohio
<table>
<thead>
<tr>
<th>Names &amp; Address</th>
<th>Principal Occupation</th>
<th>Title &amp; Position</th>
<th>% of Voting Shares</th>
<th>% of Voting Shares</th>
<th>% of Voting Shares</th>
<th>Other Companies That Are Owned 25% or More of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chris Baxla</td>
<td>Farm Equipment</td>
<td>Chairman</td>
<td>9.74%</td>
<td>0.02%</td>
<td>0.23%</td>
<td>Vehleion Development LLC - 33%</td>
</tr>
<tr>
<td></td>
<td></td>
<td>President/CEO</td>
<td>26.28% - 3.32%</td>
<td>23.72% - 4.77%</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Michael Pell</td>
<td>President/CEO</td>
<td>Director</td>
<td>3.03% - 1.02%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Patricia Shelby</td>
<td>CEO, President/CEO</td>
<td>Director</td>
<td>2.27%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Matthew A. Greene</td>
<td>Director</td>
<td>Owner/Operator of</td>
<td>51%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Barry L. McFarland</td>
<td>Director</td>
<td>Owner/Operator of</td>
<td>51%</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>William L. Shelby</td>
<td>Director</td>
<td>None</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Names &amp; Address</td>
<td>Principal Occupation if other than with BHC</td>
<td>Title &amp; Position</td>
<td>% of Voting Shares</td>
<td>% of Voting % in BHC</td>
<td>% of Voting Shares in Subs</td>
<td>% of Voting % in Subs</td>
</tr>
<tr>
<td>----------------</td>
<td>---------------------------------------------</td>
<td>-----------------</td>
<td>-------------------</td>
<td>-------------------</td>
<td>-----------------------</td>
<td>-----------------------</td>
</tr>
<tr>
<td>Tony Applegate</td>
<td>Hardware Store</td>
<td>Owner</td>
<td>0.00%</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>David E. Richey</td>
<td>N/A</td>
<td>Director/Secretary</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Branch ID</td>
<td>Comments</td>
<td>First State Bank</td>
<td>Head Office</td>
<td>Full Service</td>
<td>City</td>
<td>Street Address</td>
</tr>
<tr>
<td>-----------</td>
<td>----------</td>
<td>-----------------</td>
<td>-------------</td>
<td>--------------</td>
<td>------</td>
<td>----------------</td>
</tr>
<tr>
<td>294023</td>
<td>Not Required</td>
<td>First State Bank</td>
<td>Full Service</td>
<td>Full Service</td>
<td>Hamilton</td>
<td>832 Rombach Avenue</td>
</tr>
<tr>
<td>294023</td>
<td>Not Required</td>
<td>First State Bank</td>
<td>Full Service</td>
<td>Full Service</td>
<td>Peebles</td>
<td>4928 State Route 125</td>
</tr>
<tr>
<td>294023</td>
<td>Not Required</td>
<td>First State Bank</td>
<td>Full Service</td>
<td>Full Service</td>
<td>Hillsboro</td>
<td>19575 US 68</td>
</tr>
<tr>
<td>294023</td>
<td>Not Required</td>
<td>First State Bank</td>
<td>Full Service</td>
<td>Full Service</td>
<td>Georgetown</td>
<td>4901 Vine Street</td>
</tr>
<tr>
<td>294023</td>
<td>Not Required</td>
<td>First State Bank</td>
<td>Full Service</td>
<td>Full Service</td>
<td>Cincinnati</td>
<td>19230 State Route 136</td>
</tr>
<tr>
<td>294023</td>
<td>Not Required</td>
<td>First State Bank</td>
<td>Full Service</td>
<td>Full Service</td>
<td>Winchester</td>
<td>329327</td>
</tr>
<tr>
<td>294023</td>
<td>Not Required</td>
<td>First State Bank</td>
<td>Full Service</td>
<td>Full Service</td>
<td>West Union</td>
<td>294023</td>
</tr>
<tr>
<td>294023</td>
<td>Not Required</td>
<td>First State Bank</td>
<td>Full Service</td>
<td>Full Service</td>
<td>Washington Court House</td>
<td>294023</td>
</tr>
</tbody>
</table>

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

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a date of Change, Close, Delete, or Add.

If a branch listed was sold or closed, enter ‘Close’ in the Effective Date column and the sale or closure date in the Data Action column. If a branch listed was never owned by this depository institution, enter ‘Delete’ in the Data Action 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.

Add:
Delete:
Change:
OK:

Actions

Effective Date

Reconciliation and Verification Steps

The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

This depository institution is held by FIRST STATE BANCORP, INC. (2376941) of Winchester, OH.

A list of branches for your depository institution: FIRST STATE BANK (ID_RSSD: 294023).