

FEDERAL RESERVE BANK
OF CLEVELAND

FR Y-6
OMB Number 7100-0297
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Page 1 of 2

Board of Governors of the Federal Reserve System

2014 JAN 13 P 2:11



Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYTICS
DEPARTMENT

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.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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.

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.

Date of Report (top-tier holding company's fiscal year-end):
12/31/2013

Month / Day / Year

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.

Reporter's Name, Street, and Mailing Address

FIRST BLANCHESTER BANCSHARES, INC.

Legal Title of Holding Company

P.O. BOX 127

(Mailing Address of the Holding Company) Street / P.O. Box

BLANCHESTER OHIO 45107

City State Zip Code

121 EAST MAIN ST, BLANCHESTER, OH 45107

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

ERIN WHITAKER VICE PRESIDENT

Name Title

(937) 783-2451

Area Code / Phone Number / Extension

(937) 783-4277

Area Code / FAX Number

ewhitaker@fnbblanchester.com

E-mail Address

R. Douglas Naylor
Signature of Holding Company Director and Official

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

Jan. 6, 2014
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 1859193

C.I. _____

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

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

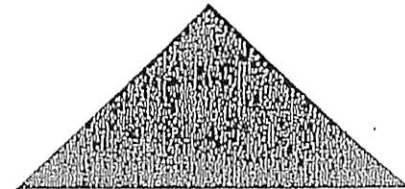
REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

REPORT II

ORGANIZATION: EXHIBIT 5

FIRST BLANCHESTER BANCSHARES, INC.
121 EAST MAIN STREET
BLANCHESTER, OHIO 45107
INCORPORATED IN OHIO

THE FIRST NATIONAL BANK OF BLANCHESTER
121 EAST MAIN STREET
BLANCHESTER, OHIO 45107
100%
INCORPORATED IN OHIO



Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF BLANCHESTER, THE (ID_RSSD: 735414).
 This depository institution is held by FIRST BLANCHESTER BANCSHARES, INC. (1859193) of BLANCHESTER, OH.
 The data are as of 03/31/2009. Data reflects information that was received and processed through 04/05/2009.

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 MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

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.

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

Data/Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK	12/31/2013	Full Service (Head Office)	735414	FIRST NATIONAL BANK OF BLANCHESTER, THE	121 EAST MAIN STREET	BLANCHESTER	OH	45107	CLINTON	UNITED STATES	4368		FIRST NATIONAL BANK OF BLANCHESTER, THE	735414	

REPORT ITEM 3: SHAREHOLDERS – EXHIBIT 6

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

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

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

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

- a.) G. Thomas Penquite
Blanchester, Ohio [REDACTED]
- b.) USA
- c.) 3,896 shares 6.7712%

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

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

- a.) The Ann Ferneau Brown Trust
Blanchester, OH [REDACTED]
- b.) USA
- c.) 3,220 shares 5.5963%

- a.) The Russell E. Brown Trust
Blanchester, OH [REDACTED]
- b.) USA
- c.) 3,023shares 5.2540%

REPORT ITEM 3: SHAREHOLDERS – EXHIBIT 6

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

- a.) Sarah E. Lowman
Blanchester, OH [REDACTED]
- b.) USA
- c.) 2,880 shares 5.0054%

REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS

David E. Brown

Loveland, Ohio [REDACTED]

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
Blanchester, Ohio [REDACTED]

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

35 – .0173%

B. Bank

None

C. Other Business

None

REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS

F. Wayne West
Blanchester, Ohio [REDACTED]

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 [REDACTED]

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
1,000 Shares – 1.7380%

B. Bank
None

C. Other Business
None

REPORT ITEM 4: DIRECTORS AND OFFICERS – EXHIBIT 7

1. NAME & ADDRESS

Michael M. Cottle
Ripley, Ohio [REDACTED]

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 [REDACTED]

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 [REDACTED]

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 [REDACTED]

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