Board of Governors of the Federal Reserve System



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, 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.

authorized individual who must sign the report.

I, R. DOUGLAS NAYLOR a senior official and is also a director, the chairman of the board mussign the report. If the holding company is an ESOP/ESOT formed a corporation or is an LLC, see the General Instructions for the 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 even that the top-tier holding company does not have an individual who

Name of the Holding Company Director and Official

PRESIDENT & C.E.O

Title of the Holding Company Director and Official

pared in conformance with the instructions issued by the Federa attest that the Annual Report of Holding Companies (includin the supporting attachments) for this report date has been pre knowledge and belief. Reserve System and are true and correct to the best of m

confidential treatment submitted in accordance with the Bourger Regarding Availability of Information," 12 C.F.R. Part that the Reporter and individual consent to public release details in the report concerning that individual. information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent object to public release of information regarding that individual With respect to information regarding individuals contained in the report, the Reporter certifies that it has the authority to provide the The Federal Reserve may assume, in the absence of a request for Board Q,

Signature of Holding Company Director and Officient

Date of Signature For Federal Reserve Bank Use Only Indicate status of Annual Report to Shareholders: For holding companies not registered with the SECis included with the FR Y-6 report is not prepared will be sent under separate cover RSSD ID JANUARY 27, 2017

> OMB control number. ments 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 spon-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 sor, and an organization (or a person) is not required to respond any foreign banking organization that does not meet the requirean information collection unless it displays a currently valid

| Area Code / Phone Number / Extension (937) 783-4277 Area Code / FAX Number ewhitaker@fnbblanchester.com | or Name 1. Or (937) 783-2451 S Area Code / Phone Number / Extension | | BLANCHESTER. Oity 121 FAST MATN | 3 | Reporter's Name, Street, and Mailing Address FIRST BLANCHESTER BANCSHARES, | is Month / Day / Year $ \frac{N/A}{\text{S}} $ Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code) Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code) | Date of Report (top-tier of 12/31/2016 |
|--|---|--|-----------------------------------|----------|--|--|--|
| | Title | Physical Location (if different from mailing address) Person to whom questions about this report should be directed: ERIN WHITAKER VICE PRESIDENT | OHIO 45107 State Zip Code | | Mailing Address BANCSHARES, INC. | 0-Character LEI Code) | 12/31/2016 |

Is confidential treatment requested for any portion of this report submission?.....

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

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential." (check only one), In accordance with the General Instructions for this report a letter justifying this request has been provided 1. a letter justifying this request is being provided along with the report 1=Yes 0≡No O

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.

REPORT ITEM 1: ANNUAL REPORTS TO SHAREHOLDERS

- <u>b</u>) NO-NOT REGISTERED WITH SECURITIES & EXCHANGE COMMISSION
- ANNUAL REPORTS

- BALANCE SHEET EXHIBIT 1
 INCOME STATEMENT EXHIBIT 2
 STATEMENTS OF CHANGE IN STOCKHOLDERS EQUITY –EXHIBIT 3
 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

- 2. 1 1 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 INCOPORATION: OHIO

REPORT ITEM 3: SHAREHOLDERS - EXHIBIT 6

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

a.) Ann F. Brown Trustee Ann Ferneau Brown Trust

Wilmington, OH Russell E. Brown Trust

<u>.</u> USA

6,242 shares 10.85%

а.) Donald Hadley, Trustee of Donald S. Hadley Descendants

Pleasant Plain, Ohio

<u>c</u> 5 USA

6,065 Shares 10.54%

a.) Nancy Bates, Trustee of Harold Garrison Trust Hillsborough, CA

<u>b</u>.) USA

c. 5,553 shares 9.65%

a.) Jacqueline Osborne Mears Portage, Ohio

5. USA

c. 5,000 shares 8.69%

a.) Dava Biehl

Cincinnati, OH

<u>b</u>.) USA

C 3,500 shares 6.08%

a.) Kenen Edgington Bigfork, MT USA

9.5 3,482 shares 6.05%

a.) G. Thomas Penquite Blanchester, OH USA

Ŀ)

3,271 shares 5.69%

Sarah E. Lowman

Blanchester, OH

<u>b</u>.) USA

2,880 shares 5.01%

Section 2.: Shareholders owning 5% or more during the year but not as of 12/31/16: N/A

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

- 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
- 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

- 1. NAME & ADDRESS

 David E. Brown

 Loveland, Ohio
- 2. PRINCIPAL OCCUPATION
 Certified Public Accountant
- 8. TITLE OF POSITION WITH A. Bank Holding Company Director
- B. Bank
 Director
- C. Other Business Company
 The Castellini Group
- 4. NUMBER OF SHARES & PERCENTAGE
- A. Bank Holding Company 100 .1738%
- B. Bank None
- C. Other Business
 None

EBW

1/27/17

NAME & ADDRESS

F. Wayne West Blanchester, Ohio

2. PRINCIPAL OCCUPATION Retired

3. TITLE OF POSITION WITH

A. Bank Holding Company
Director/Secretary

B. BankDirector/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

EBW

- G. Rodney Lane Blanchester, Ohio NAME & ADDRESS
- 5 Retired PRINCIPAL OCCUPATION
- ယ A. Bank Holding Company TITLE OF POSITION WITH Director
- Ъ. Bank Director
- $\dot{\mathbf{C}}$ None Other Business Company
- 4. NUMBER OF SHARES & PERCENTAGE Bank Holding Company
- 1,220 Shares 2.12037%
- None

 \mathbf{B}

Bank

 $\dot{\mathbf{C}}$ Other Business

EBW 1/27/17

- 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
- NUMBER OF SHARES & PERCENTAGE
 A. Bank Holding Company
 100 shares .1738%
- B. Bank None
- C. Other Business None

EBW

- 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 Company1. Lyons, McHenry & Dunlap
- NUMBER OF SHARES & PERCENTAGE
 A. Bank Holding Company
 200 .34760%
- B. Bank None
- C. Other Business 1. 50%

EBW 1/27/17

- NAME & ADDRESS
 R. Douglas Naylor
 Blanchester, Ohio
- 2. PRINCIPAL OCCUPATION Banker
- TITLE OF POSITION WITH A. Bank Holding Company President & C.E.O.
- B. Bank
 President & C.E.O.
- C. Other Business Company
 None
- NUMBER OF SHARES & PERCENTAGE
 A. Bank Holding Company
 100 shares .1738%
- B. Bank None
- C. Other Business None

1. NAME & ADDRESS

James R. Burton

Clarksville, Ohio

- 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 .0200%
- B. Bank None
- C. Other Business None

EBW 1/27/17

NAME & ADDRESS

S. Allen Dohan Cincinnati, Ohio

2 PRINCIPAL OCCUPATION

President & Chief Executive Officer Owner - Allen Company

TITLE OF POSITION WITH

Bank Holding Company Director

B. Bank Director

 Ω Other Business Company Allen Company - President & Chief Executive Officer

4. NUMBER OF SHARES & PERCENTAGES

Bank Holding Company 100 Shares - .1738%

Β. Bank None

 $\dot{\Omega}$ Other Business 100%

EBW 1/27/17

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 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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.

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 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 | FCIC UNINUM* | Office Number* | Head Office | Head Office ID_RSSD* | Comments |
|-------------|----------------|----------------------------|-----------------|---|----------------------|-------------|-------|----------|---------|---------------|--------------|----------------|---|----------------------|----------|
| OK | | Full Service (Head Office) | 735414 | FIRST NATIONAL BANK OF BLANCHESTER, THE | 121 EAST MAIN STREET | BLANCHESTER | OH | 45107 | CLINTON | UNITED STATES | 4368 | 0 | FIRST NATIONAL BANK OF BLANCHESTER, THE | 735414 | |