

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.

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, 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]
Signature of Holding Company Director and Official

Date of Signature 3/26/18

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 1071333

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):

December 31, 2017

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Empire Bancshares, Inc.

Legal Title of Holding Company

144 East High Street, PO Box 283

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

Hicksville

OH

43526-1163

City

State

Zip Code

144 E High St, Hicksville, OH 43526

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Chad Yoder

CFO

Name

Title

419-542-7727

Area Code / Phone Number / Extension

419-542-8046

Area Code / FAX Number

Chad Yoder (yoderchix@thehicksvillebank.com)

E-mail Address

Address (URL) 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 ☐

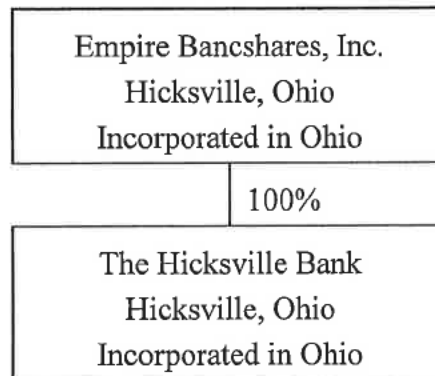
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Form FR Y-6

Fiscal Year Ending December 31, 2017

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



***** 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

Empire Bancshares, Inc.**Hicksville, Ohio****Form FR Y-6****December 31, 2017****Report Item 3: Securities Holders****(1)(a)(1)(b)(1)(c)(2)(a)(2)(b)(2)(c)****Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of 12-31-17**

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
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Securities Holders not listed in (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-17

(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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Deborah Bagenstose New Albany, Ohio, USA	USA	71,584 10.81%
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Nancy A. Elder Trepashko Glenview, Illinois, USA	USA	69,612 10.51%
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Cede & Co. Bowling Green Station New York, NY, USA	USA	175,500 26.49%
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James P. Schmidt Hicksville, Ohio, USA	USA	35,450 5.35%
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Empire Bancshares, Inc.
Hicksville, Ohio
December 31, 2017
Form FR Y-6

Report Item 4: Insiders

(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes Partnerships) if 25% or more of voting securities are held (List names of companies and percentages of voting securities held)
Deborah Bagenstose New Albany, Ohio, USA	N/A	Director	N/A	None	10.81%	N/A	N/A
Nancy A. Elder Trepashko Glenview, Illinois, USA	N/A	N/A	N/A	None	10.51%	N/A	None
James P. Schmidt Hicksville, Ohio, USA	Auto Dealer	Director/ Vice Chairman	Director/ Vice Chairman	President & Owner Jim Schmidt Family of Dealerships Dealer Derrow- Shirkey Ford	5.35%	None	100% Jim Schmidt Family of Dealerships 51% Derrow-Shirkey Ford
Bruce E. Guilford Hicksville, Ohio, USA	Realtor	Director	Director	Sole Owner of Bruce Guilford Auctioneer Real Estate & Auctioneer	1.43%	None	100% Bruce Guilford Auctioneer Real Estate & Auctioneer 33% BADG Ltd. 50% Guilford Investments 50% Guilford Brothers

Empire Bancshares, Inc.
Hicksville, Ohio
December 31, 2017
Form FR Y-6

Report Item 4: Insiders
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes Partnerships) if 25% or more of voting securities are held (List names of companies and percentages of voting securities held)
Stanley J. Yoder Defiance, Ohio, USA	Attorney	Director	Director	Director/ President of Maumee Valley Title Agency Member/Partner Weaner, Yoder, Hill & Weber Ltd.	1.03%	None	25% Maumee Valley Title Agency 30% Weaner, Yoder, Hill & Weber, Ltd. 25% WZWBYH, Ltd.
David H. Casebere Edgerton, Ohio, USA	Retired Photographer	Director/ Chairman	Director/Chairman	None	0.49%	None	None
Joel R. Nester Bryan, Ohio, USA	Agricultural Consultant	Director	Director	Owner of Nester Ag, LLC Director/Treasurer of Brookside Laboratories Inc.	0.20%	None	100% Nester Ag, LLC
Larry Coburn Hicksville, Ohio, USA	N/A	Director, President & CEO	Director, President & CEO	None	0.08%	None	None
Chad Yoder Hicksville, Ohio, USA	N/A	Treasurer	Chief Financial Officer	None	0.03%	None	None

Empire Bancshares, Inc.
Hicksville, Ohio
December 31, 2017
Form FR Y-6

Report Item 4: Insiders
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes Partnerships) if 25% or more of voting securities are held (List names of companies and percentages of voting securities held)
Mitchell D. Slattery Edon, Ohio, USA	Fuel Supplier	Director	Director	President/CEO of Slattery Oil Co., Inc.	0.34%	None	33.33% Kids Oil, LLC
Lyn M. Bowsher Edgerton, Ohio, USA	N/A	Corporate Secretary	Vice President	None	0.04%	N/A	None
Cede & Co. Bowling Green Station New York, NY, USA	N/A	N/A	N/A	None	26.49%	N/A	N/A

Results: A list of branches for your holding company: EMPIRE BANCSHARES, INC. (1071333) of HICKSVILLE, OH.
The data are as of 12/31/2017. Data reflects information that was received and processed through 03/31/2018.

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	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	892223	HICKSVILLE BANK, THE	144 EAST HIGH STREET	HICKSVILLE	OH	43526	DEFIANCE	UNITED STATES	10552	0	HICKSVILLE BANK, THE	892223	
OK		Full Service	2804471	AUBURN BANKING CENTER	1130 WEST 15TH STREET	AUBURN	IN	46706	DEKALB	UNITED STATES	237963	2	HICKSVILLE BANK, THE	892223	
OK		Full Service	1225471	EDGERTON COMMUNITY BRANCH	304 NORTH MICHIGAN AVENUE	EDGERTON	OH	43517	WILLIAMS	UNITED STATES	237962	1	HICKSVILLE BANK, THE	892223	