

Board of Governors of the Federal Reserve System

MAR 28 2018



Annual Report of Holding Companies—FR Y-6

FRB RICHMOND

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.

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.

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, Roger Metheny

Name of the Holding Company Director and Official

Treasurer

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

3-11-19
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 1076150
C.I. _____

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

December 31, 2018

Month / Day / Year

549300Q6VLN18QCT0492

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

Reporter's Name, Street, and Mailing Address

State Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 449

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

Bruceton Mills WV 26525

City State Zip Code

160 Morgantown Street, Bruceton Mills, WV 26525

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Roger Metheny Treasurer

Name Title

304-379-2265

Area Code / Phone Number / Extension

304-379-2108

Area Code / FAX Number

rmetheny@clearmountainbank.com

E-mail Address

N/A

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."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

Form FR Y-6

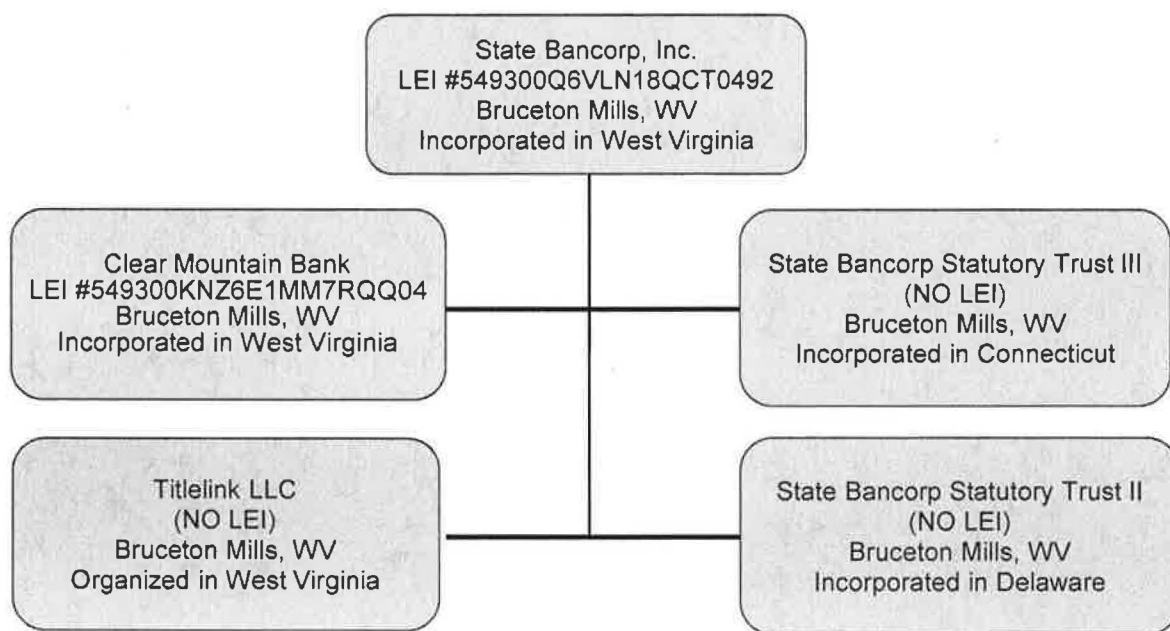
State Bancorp, Inc.
Bruceton Mills, West Virginia
Fiscal Year Ending December 31, 2018

Report Item

- 1: The bank holding company prepares an annual report for its shareholders.
The annual report has not yet been published and will be submitted upon completion.

2: Organization Chart

State Bancorp, Inc. is a one bank holding company with direct, 100% ownership of Clear Mountain Bank. State Bancorp, Inc. also owns 100% of State Bancorp Statutory Trust II, State Bancorp Statutory Trust III, and Titlelink, LLC (State Bancorp , Inc is a Managing Member)



Affiliated Companies of State Bancorp, Inc. due to former President, CEO and Director Brian Thomas(deceased 8-31-16). His State Bancorp Stock and companies listed below are currently owned by the Brian F Thomas Revocable Trust - 2015. David Thomas, a co-trustee of the Trust, has voting powers.

Insurance Centers, Inc.	Bruceton Mills, WV	99%
Great Oaks, LLC	Bruceton Mills, WV	100%
Bulldog Asset Management, LLC	Bruceton Mills, WV	100%
Meadow Lark Estates, LLC	Bruceton Mills, WV	50%
ABCD, LLC	Bruceton Mills, WV	25%

- 2b: Submitted via email separately on 3-11-19.

Results: A list of branches for your depository institution: CLEAR MOUNTAIN BANK (ID: RSSD: 886624).
 This depository institution is held by STATE BANCORP, INC. (1076150) of BRUCETON MILLS, WV.
 The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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)	886624	CLEAR MOUNTAIN BANK	160 MORGANTOWN ST	BRUCETON MILLS	WV	26525	PRESTON	UNITED STATES	Not Required	Not Required	CLEAR MOUNTAIN BANK	886624	
OK		Full Service	2734055	OAKLAND BRANCH	12730 GARRETT HIGHWAY	OAKLAND	MD	21550	GARRETT	UNITED STATES	Not Required	Not Required	CLEAR MOUNTAIN BANK	886624	
OK		Full Service	4964641	WHITE OAKS OFFICE BRANCH	15 SWEETBRIER LANE	BRIDGEPORT	WV	26330	HARRISON	UNITED STATES	Not Required	Not Required	CLEAR MOUNTAIN BANK	886624	
OK		Full Service	815820	KINGWOOD BRANCH	330 EAST MAIN ST	KINGWOOD	WV	26537	PRESTON	UNITED STATES	Not Required	Not Required	CLEAR MOUNTAIN BANK	886624	
OK		Full Service	1893254	PATTESON KROGER BRANCH	350 PATTESON DRIVE	MORGANTOWN	WV	26505	MONONGALIA	UNITED STATES	Not Required	Not Required	CLEAR MOUNTAIN BANK	886624	
OK		Full Service	3184349	PIERPONT CENTRE OFFICE	102 VENTURE DR SUITE 1	MORGANTOWN	WV	26508	MONONGALIA	UNITED STATES	Not Required	Not Required	CLEAR MOUNTAIN BANK	886624	
OK		Full Service	1444683	SABRATON BRANCH	1851 EARL CORE RD	MORGANTOWN	WV	26505	MONONGALIA	UNITED STATES	Not Required	Not Required	CLEAR MOUNTAIN BANK	886624	
OK		Full Service	3344602	SABRATON KROGER BRANCH	1889 EARL CORE ROAD	MORGANTOWN	WV	26505	MONONGALIA	UNITED STATES	Not Required	Not Required	CLEAR MOUNTAIN BANK	886624	
OK		Full Service	4433576	SUNCREST BRANCH	1085 VAN VOORHIS, SUITE 150	MORGANTOWN	WV	26505	MONONGALIA	UNITED STATES	Not Required	Not Required	CLEAR MOUNTAIN BANK	886624	
OK		Full Service	3725023	SUNCREST TOWNE CENTRE BRANCH	502 SUNCREST TOWNE CENTRE DRIVE	MORGANTOWN	WV	26505	MONONGALIA	UNITED STATES	Not Required	Not Required	CLEAR MOUNTAIN BANK	886624	
OK		Full Service	761721	REEDSVILLE BRANCH	115 NORTH ROBERT STONE WAY	REEDSVILLE	WV	26547	PRESTON	UNITED STATES	Not Required	Not Required	CLEAR MOUNTAIN BANK	886624	
OK		Full Service	3728556	ROWLESBURG BRANCH	15 SOUTH BUFFALO STREET	ROWLESBURG	WV	26425	PRESTON	UNITED STATES	Not Required	Not Required	CLEAR MOUNTAIN BANK	886624	
OK		Full Service	728733	TERRA ALTA BRANCH	1101 EAST STATE STREET	TERRA ALTA	WV	26764	PRESTON	UNITED STATES	Not Required	Not Required	CLEAR MOUNTAIN BANK	886624	

For FR Y-6
State Bancorp, Inc.
Fiscal Year Ending December 31, 2018

Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-18.

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Securities Owned & Voted
Candice Thomas-Maddox Pickerington, OH	USA	5,737 - 9.97% Owned & Voted
Alan Thomas Bruceton Mills, WV	USA	5,657 - 9.83% Owned & Voted
David Thomas Morgantown, WV	USA	5,949 - 10.34% Owned 16,803 - 29.20% Voted
Brian F. Thomas Marital Trust - 2015 Morgantown, WV	USA	1,124 - 1.95% Owned 0 - .00% Voted
Brian F. Thomas Revocable Trust - 2015 Morgantown, WV	USA	5,653 - 9.82% Owned 0 - .00% Voted
Ward Thomas Non-Exempt Marital Trust Kingwood, WV	USA	3,378 - 5.87% Owned 0 - .00% Voted
Mary F. Thomas Trust Kingwood, WV	USA	699 - 1.21% Owned 0 - .00% Voted
All individuals listed above are members of the same family. David Thomas controls the voting rights of the three Trusts.		
Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2017.		
(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Voting Securities
None		

All stock currently issued by State Bancorp, Inc. is Common Stock.

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State Bancorp, Inc.
Fiscal Year Ending December 31, 2018

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

(1) Names & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Subsidiary Name)	(3)(c) Title & Position with Other Businesses (Name of Other Business)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Name of Subsidiary)	(4)(c) List Names of Other Companies (Percentage of Voting Securities Held)
Joseph Elliott Kingwood, WV, USA	Real Estate	Director	Director (Clear Mountain Bank)	N/A	3.76%	None	Cheat View Flying, Inc. (50%) J & D Coals (50%) Kingwood Shopping Ctr (44%) D & J Service & Supply (50%)
Roger Metheny Reedsville, WV, USA	Banking	Director, Interim President, Sec & Treasurer	Director Sec. & Treasurer (Clear Mountain Bank)	N/A	0.91%	None	N/A
Roger Hardesty Kingwood, WV, USA	Accounting	Director, Chairman of the Board	Director, Chairman of the Board (Clear Mountain Bank)	President (Roger Hardesty & Associates, AC)	1.68%	None	Roger Hardesty & Assoc., AC (50%) RYEV, LLC (50%) SURO, LLC (100%)
David Thomas Morgantown, WV, USA	Banking	Director	Director, President/CEO (Clear Mountain Bank)	Of Council (Dinsmore & Shohl, LLP)	29.20% (includes family trust voting rights)	None	ABCD LLC (25%)
Glenn Adrian Morgantown, WV, USA	Real Estate	Director	Director (Clear Mountain Bank)	Member, Manager	0.79%	None	SANS, LLC (33%) Adrian Holding, LLC (33%) Enrout Properties, LLC (45%) Fratelli Properties, LLC (25%) Adrian Enterprises, LLC (50%) Orian, LLC (33%) KBG, LLC (28%) Suncrest Dry Cleaners, LLC (33%) EVS, Inc. (33%) Cymilo, LLC (25%) Adrian Properties, LLC (50%) GSA, LLC (50%)
Frank Alderman Morgantown, WV, USA	Medical	Director	Director (Clear Mountain Bank)	Chairman (MedExpress)	1.30%	None	Valley View 9, LLC (50%) SCAG, LLC (25%) BCF Partners, LLC (33.33%) Waterfront Partners, LLC (50%) Sargasso Morgantown, LLC (33.33%) BCFK, LLC (25%) Jackel Holdings, LLC (100%) WSS, LLC (100%) GB Holdings, LLC (100%) Top Notch Properties, LLC (100%) Optum Clinics Holdings, INC (44%)

*David Thomas controls the voting rights of the Brian F. Thomas Revocable Trust - 2015, which owns the companies listed in column 4c above.