

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

FEDERAL RESERVE BANK
OF CLEVELAND
2014 MAR -5 P 12:56

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)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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.

I, James A. Deer

Name of the Bank Holding Company Director and Official

Secretary/Treasurer

Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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 Bank Holding Company Director and Official

Date of Signature

For bank 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.

4001162

This report form is to be filed by all top-tier bank 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). 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 bank holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Rbancshares, Inc.

Legal Title of Bank Holding Company

111 South Main Street

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

Marion

OH

43302

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

James A. Deer

Secretary/Treasurer

Name

Title

740-387-2265 x119

Area Code / Phone Number / Extension

740-387-0405

Area Code / FAX Number

jdeer@theohiostatebank.com

E-mail Address

NA

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

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

For Use By Tiered Bank Holding Companies

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

Ohio State Bancshares, Inc.

Legal Title of Subsidiary Bank Holding Company

111 South Main Street

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

Marion OH 43302
City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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City State Zip Code

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

City State Zip Code

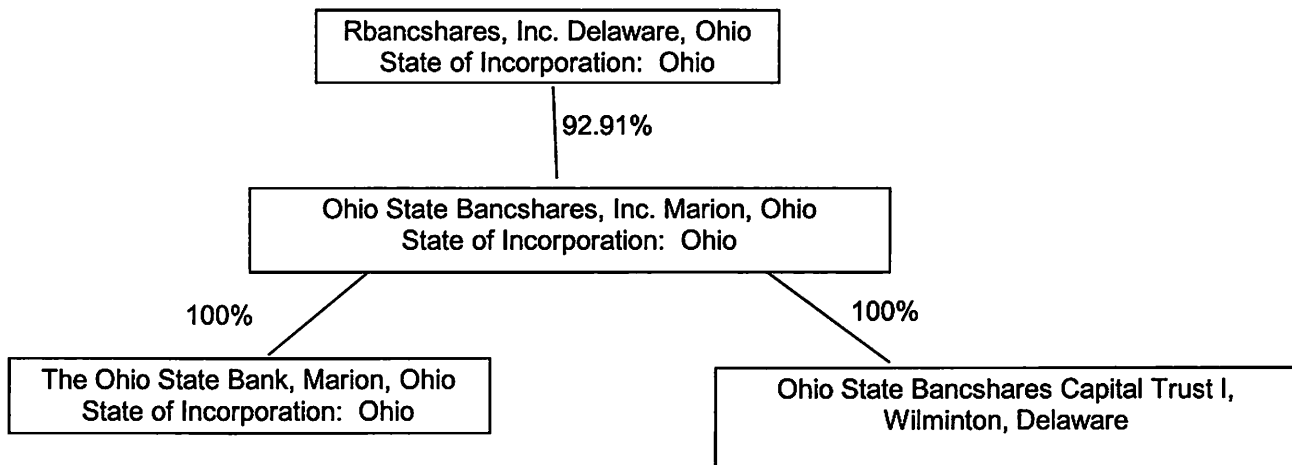
Physical location (if different from mailing address)

Form FR-Y6
Rbancshares, Inc.
Delaware, Ohio
Fiscal Year Ending December 31, 2013

Item 1:

The Top Tier Bank Holding Company does not prepare an annual report for its shareholders.

Item 2a: Organizational Chart



Results: A list of branches for your depository institution: OHIO STATE BANK, THE (ID_RSSD: 1215726).
This depository institution is held by OHIO STATE BANCSHARES, INC. (2376923) of MARION, OH.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	1215726	OHIO STATE BANK, THE	111 SOUTH MAIN ST.	MARION	OH	43302-376	MARION	UNITED STATES	39582	0	OHIO STATE BANK, THE	1215726	
OK		Full Service	3760109	LEWIS CENTER BRANCH	30 COAL BEND	DELAWARE	OH	43015	DELAWARE	UNITED STATES	470599	4	OHIO STATE BANK, THE	1215726	
DELETE	8/14/2013	Full Service	233826	GREEN CAMP BRANCH	201 MARION ST	GREEN CAMP	OH	43322	MARION	UNITED STATES	211673	3	OHIO STATE BANK, THE	1215726	
OK		Full Service	2918378	RICHLAND ROAD BRANCH	220 RICHLAND ROAD	MARION	OH	43302	MARION	UNITED STATES	334295	1	OHIO STATE BANK, THE	1215726	

Item 2b: Changes in domestic branch listing

Previously emailed to: Structure@clev.frb.org

Form FR-Y6

Rbancshares

Fiscal Year Ending December 31, 2013

Report Item 3: Security Holders

Current Shareholders with ownership, control or holdings of 5% or more
with the power to vote as of fiscal year ending 12/31/13

Name & Address of Beneficial Owner	County of Citizenship	Voting Securities	
		Number	Percent of Class
The Ohio State Bank 401k Retirement Plan James Deer, Mark Kelly, Trustees Marion, Ohio	USA (1)	152,390	6.46%
Winnie W. Lai Gahanna, Ohio 43230	USA (1)	120,000	5.09%

Form FR-Y6
Ohio State Bancshares
Fiscal Year Ending December 31, 2013

Report Item 3: Security Holders

Current Shareholders with ownership, control or holdings of 5% or more
with the power to vote as of fiscal year ending 12/31/13

Name & Address of Beneficial Owner	County of Citizenship	Voting Securities	
		Number	Percent of Class
Rbancshares, Inc. C/O The Ohio State Bank Marion, Ohio 43302	USA (1)	4,565,217	92.91%

Report Item 4: Insiders

(1) Name	(2) Principal Occupation	(3a) Title & Position with Holding Company	(3b) Title & Position with Subsidiaries	(3c) Title & Position With Other Businesses	(4a)% of Voting Shares In H. Co.	(4b)% of Voting sh in Subs	(4c) Names Co. if 25% or more
Mark S Kelly Westerville, OH	President/CEO The Ohio State Bank	Director/President	Director, President Ohio State Bancshares, Inc.	N/A	0.004%	N/A	N/A
James A Deer Upper Sandusky, OH	CFO, The Ohio State Bank	Director/ Secretary Treasurer	Director, Sec/Treas Ohio State Bancshares, Inc.	N/A	1.53%	N/A	N/A
Richard J Rano Jr Westerville, OH	Real Estate Sales	Director	Director Ohio State Bancshares, Inc.	Realtor RE/MAX Affiliates, Inc. Westerville, Oh	2.42%	N/A	N/A
				Shareholder Commerce Park Holdings, LLC.			
				Shareholder Central Ohio Elite Title, LLC.			
Marc C Tortora Westerville, OH	Certified Public Accountant	Director/ Chairman	Director Ohio State Bancshares, Inc.	Owner/Partner Beneviat & Tortora Westerville, Oh	1.91%	N/A	Beneviat & Tortora 40%
				Owner BNT Realty Westerville, Oh			BNT Realty 50%
Douglas D Fosselman Westerville, OH	Physician	Director	Director/Chairman Ohio State Bancshares, Inc.	Physician Board Central Ohio Primary Care Westerville, Oh	1.51%	N/A	AFW Partnership 33%
				Partner AFW Partnership Westerville, Oh			
				Partner Knightsbridge, LLC Columbus, Oh			
Roger L Vanover Marion, Ohio	Real Estate Management	Director	Director Ohio State Bancshares, Inc.	President Vanover Management Co. Marion, Oh	4.85%	N/A	Vanover Management Co. 50%
				Owner Marion Ethanol, LLC Marion, Oh			

Jon C Sisler Marion, Ohio	Business Executive	Director	Director Ohio State Bancshares, Inc.	President Sisler Management Services, Co., Inc. Marion, Oh			Sisler Management Services, Co., Inc.	33%
				President American Wire Technologies, Inc. Bucyrus, Oh			American Wire Technologies, Inc.	33%
				Partner Sisler OPN Holding Co. I, Inc. Marion, Oh			Sisler OPN Holding Co. I, Inc.	33%
				President MRC Management Services, LLC Marion, Oh			MRC Management Services, LLC	33%
				President American Imported Products Marion, Oh			American Imported Products	33%
				President Clarksco Properties, LLC Marion, Oh			Clarksco Properties, LLC	33%
				President Sisco Development Co., Ltd. Marion, Oh			Sisco Development Co., Ltd.	33%
				President Sisler Acquisitions Marion, Oh			Sisler Acquisitions	33%
				Limited Partner Sisler FEC Holding Co., II, LP Marion, Oh			Sisler FEC Holding Co., II, LP	33%
				President Sisler Entertainment Partners, LLC Marion, Oh			Sisler Entertainment Partners, LLC	33%
				President Marion Plaza Entertainment Center Marion, Oh			Marion Plaza Entertainment Center	29.48%
				Member Marion Entertainment Center, LLC Marion, Oh			Marion Entertainment Center, LLC	36.88%
				Member Sisler Ventures, LLC Marion, Oh			Sisler Ventures, LLC	29.96%

Gary B Gitlitz Bexley, Ohio	Attorney	Director	N/A	Partner Adams, Babner & Gitlitz, LLC Columbus, Oh	0.97%	N/A	Adams, Babner & Gitlitz, LLC	30%
				Member BGZ II Associates, LLC Columbus, Oh			BGZ II Associates, LLC	25%
				Sole Member GBG Development, LLC Columbus, Oh			GBG Development, LLC	100%
				Shareholder Marion Meadows, LLC Marion, OH			Marion Meadows, LLC	50%
				Owner West Broad SW&T, LLC Columbus, Oh			West Broad SW&T, LLC	25%
Jerry A Ward Waldo, Ohio	Agricultural Management	Director	N/A	President, Owner Ohigro, Inc. Waldo, Oh	4.67%	N/A	Ohigro, Inc.	65%
Mark K Humrichouser Westerville, OH	Business Executive	Director	N/A	President/Owner JAE Company Westerville, Oh	1.21%	N/A	JAE Company	100%
				Vice-President Riverstone Construction Westerville, Oh			Riverstone Construction	95%
				Partner Maxtown, LLC Westerville, Oh			Maxtown, LLC	50%
				Partner Humrichouse & Stumpf Enterprises, Westerville, Oh			Humrichouser & Stumpf Enterprises	50%
Judith A Devillers Dublin, Ohio	Interior Design	Director	Director Ohio State Bancshares, Inc.	President INDEC, Inc. Dublin, Oh	0.55%		INDEC, Inc.	100%

Report Item 4: Insiders

(1) Name	(2) Principal Occupation	(3a) Title & Position with Holding Company	(3b) Title & Position with Subsidiaries	(3c) Title & Position With Other Businesses	(4a)% of Voting Shares In H. Co.	(4b)% of Voting sh in Subs	(4c) Names Co. if 25% or more
Mark S Kelly Westerville, OH	President/CEO The Ohio State Bank	Director/President	Director, President/CEO The Ohio State Bank	N/A	N/A	N/A	N/A
James A Deer Marblehead, OH	CFO, The Ohio State Bank	Director/ Secretary Treasurer	Director, EVP/CFO The Ohio State Bank	N/A	N/A	N/A	N/A
Thurman R Mathews Marion, Ohio	Automobile Dealer	Director	Director The Ohio State Bank	Owner, Mathews Ford Lincoln Mercury Marion, Oh	0.80%	N/A	Motors Insurance Agency 100% Mathews Budget Auto 100% Mathews Ford Inc. 100% Mathews Ford Lincoln Mercury Inc. 95% Mathews Motors, DBA Mathews Acura 100%
Ted M McKinniss Marion, Ohio	Attorney	Director	Director The Ohio State Bank	Attorney of counsel Kegler, Brown, Hill & Ritter Columbus, Oh	0.01%	N/A	
Richard J Rano Jr Westerville, OH	Real Estate Sales	Director	Director The Ohio State Bank	Realtor RE/MAX Affiliates, Inc. Westerville, Oh Shareholder Commerce Park Holdings LLC Shareholder Central Ohio Elite Title LLC	N/A	N/A	N/A
Marc C Tortora Westerville, OH	Certified Public Accountant	Director/ Chairman	Director The Ohio State Bank	Owner/Partner Beneviat & Tortora Westerville, Oh Owner BNT Realty Westerville, Oh	N/A	N/A	Beneviat & Tortora 40% BNT Realty 50%
Douglas D Fosselman Westerville, OH	Physician	Director	Director/Chairman The Ohio State Bank	Physician Board Central Ohio Primary Care Westerville, Oh Partner AFW Partnership Westerville, Oh Partner Knightsbridge, LLC Columbus, Oh	N/A	N/A	AFW Partnership 33%
Roger L Vanover Marion, Ohio	Real Estate Management	Director	Director The Ohio State Bank	President Vanover Management Co. Marion, Oh Owner Marion Ethanol, LLC Marion, Oh	N/A	N/A	Vanover Management Co. 50%

Jon C Sisler Marion, Ohio	Business Executive	Director	Director The Ohio State Bank	President Sisler Management Services, Co., Inc. Marion, Oh			Sisler Management Services, Co., Inc.	33%
				President American Wire Technologies, Inc. Bucyrus, Oh			American Wire Technologies, Inc.	33%
				Partner Sisler OPN Holding Co. I, Inc. Marion, Oh			Sisler OPN Holding Co. I, Inc.	33%
				President MRC Management Services, LLC Marion, Oh			MRC Management Services, LLC	33%
				President American Imported Products Marion, Oh			American Imported Products	33%
				President Clarksco Properties, LLC Marion, Oh			Clarksco Properties, LLC	33%
				President Sisco Development Co., Ltd. Marion, Oh			Sisco Development Co., Ltd.	33%
				President Sisler Acquisitions Marion, Oh			Sisler Acquisitions	33%
				Limited Partner Sisler FEC Holding Co., II, LP Marion, Oh			Sisler FEC Holding Co., II, LP	33%
				President Sisler Entertainment Partners, LLC Marion, Oh			Sisler Entertainment Partners, LLC	33%
				President Marion Plaza Entertainment Center Marion, Oh			Marion Plaza Entertainment Center	29.48%
				Member Marion Entertainment Center, LLC Marion, Oh			Marion Entertainment Center, LLC	36.88%
				Member Sisler Ventures, LLC Marion, Oh			Sisler Ventures, LLC	29.96%
Judith A Devillers Dublin, Ohio	Interior Design	Director	Director The Ohio State Bank	President INDEC, Inc. Dublin, Oh	N/A	N/A	INDEC, Inc.	100%