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.

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, Brian Dunlap
Name of the Holding Company Director and Official

Director and 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.

X _____
Signature of Holding Company Director and Official

X 09/24/18
Date of Signature

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

New Richmond Bancorporation
Legal Title of Holding Company

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

New Richmond	OH	45157
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Richard J. Labenz	Partner
Name	Title

402-437-8383
Area Code / Phone Number / Extension

402-437-8399
Area Code / FAX Number

rlabenz@labenz.com
E-mail Address

None
Address (URL) for the Holding Company's web page

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 _____
C.I. _____

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."

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.

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.

N/A
Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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

City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6

New Richmond Bancorporation
New Richmond, Ohio
Fiscal Year Ended December 31, 2017

Report Item

1. New Richmond Corporation does not prepare an annual report for its shareholders.

2.a. Organizational Chart

Form FR Y-6

New Richmond Bancorporation
New Richmond, Ohio
Fiscal Year Ended December 31, 2017

Report Item 2b - Domestic Branch Listing

Results: A list of branches for your holding company: NEW RICHMOND BANCORPORATION (1070541) of NEW RICHMOND, OH.

The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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_	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINU	Office Numb	Head Office	Head Office II	Comments
OK		Full Service (Head Office)	371223	RIVERHILLS BANK	553 CHAMBER DRIVE	MILFORD	OH	45150	CLERMONT	UNITED STATES	Not Required	Not Required	RIVERHILLS BANK	371223	
OK		Full Service	291826	AMELIA BRANCH	1719 OHIO PIKE	AMELIA	OH	45102	CLERMONT	UNITED STATES	Not Required	Not Required	RIVERHILLS BANK	371223	
OK		Full Service	824112	FELICITY BRANCH	415 STATE ROUTE 133	FELICITY	OH	45120	CLERMONT	UNITED STATES	Not Required	Not Required	RIVERHILLS BANK	371223	
OK		Full Service	4842011	301 MAIN	301 MAIN STREET	MILFORD	OH	45150	CLERMONT	UNITED STATES	Not Required	Not Required	RIVERHILLS BANK	371223	
OK		Full Service	3921580	NEW RICHMOND BRANCH	110 FRONT STREET	NEW RICHMOND	OH	45157	CLERMONT	UNITED STATES	Not Required	Not Required	RIVERHILLS BANK	371223	

Form FR Y-6

New Richmond Bancorporation
New Richmond, Ohio
Fiscal Year Ended December 31, 2017

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ended December 31, 2017.			Securities holders 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 ended December 31, 2017.		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Steve Bartels Lincoln, NE USA	USA	76.00 Common stock shares 50.30%	None	None	None
Mark Dunlap Naples, FL USA	USA	23.25 Common stock shares 15.40%			
Samad Yaltaghian Naples, FL USA	USA	18.00 Common stock shares 11.90%			

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New Richmond Bancorporation
New Richmond, Ohio
Fiscal Year Ended December 31, 2017

Report Item 4 – Insiders – Page 1 of 6
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, 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 percentage of voting securities held)
Steve Bartels Lincoln, NE USA	Bank Director, Bank Stock Owner and Farmer	Director and Vice President of New Richmond Bancorporation	President and Treasurer, Franklin County Land Company, Inc.	Director of Horizon Bank Director and Chairman of Campbell State Bank Director of South Central State Bank	76.0 shares 50.33% of common shares outstanding	Per 4(a) above, he has controlling interest with the power to vote 76, or 50.33% of the New Richmond Bancorporation shares. The New Richmond Bancorporation owns 454 shares, or 100% of the outstanding common stock of RiverHills Bank.	Franklin County Land Company, Inc. – 100%

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New Richmond Bancorporation
New Richmond, Ohio
Fiscal Year Ended December 31, 2017

Report Item 4 – Insiders – Page 2 of 6
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, 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 percentage of voting securities held)
Samad Yaltaghian Naples, FL USA	Retired Civil Engineer and Associate Construction Director	Director and Chairman of New Richmond Bancorporation Director of RiverHills Bank	Director of RiverHills Bank	None	18.0 shares of New Richmond Bancorporation. 18.70% of common shares outstanding	None	None
Keith May Lincoln, NE USA	Retired Executive V.P. of Union Bank & Trust Company	Director of New Richmond Bancorporation	Director and Chairman of RiverHills Bank	Director of Union Agency, Inc.	7.0 shares 4.64% of common shares outstanding	None	None
Brian Dunlap Milford, OH USA	CEO, President and Director of RiverHills Bank	Secretary and Treasurer of New Richmond Bancorporation	President and Director of RiverHills Bank	None	7.0 shares 4.64% of common shares outstanding	None	None

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New Richmond Bancorporation
New Richmond, Ohio
Fiscal Year Ended December 31, 2017

Report Item 4 -- Insiders – Page 3 of 6
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, 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 percentage of voting securities held)
Jay L. Dunlap Milford, NE USA	Treasurer and Secretary of Farmers & Merchants Investment, Inc.	President and Director of New Richmond Bancorporation	None	Treasurer, Secretary and Director of Union Bank & Trust Company; President and Director of Union Loan Incorporated (inactive); Treasurer and Director of Farm & Home Insurance Agency, Inc.; Chairman and Director of First National Bank Northeast; Director of Horizon Bank; Assistant Secretary, Treasurer and Director of Campbell State Company; Director of South Central State Bank; CEO, Secretary, Treasurer and Director of Central Agency, Inc.; Manager of Central Agency Farms, LLC	Jay Dunlap owns 2.75, or 1.42% of common shares. He had controlling interest with power to vote 147, or 97.30% of the New Richmond Bancorporation shares outstanding through the New Richmond Voting Trust through March 4, 2010, when the trust was dissolved.	None	None

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New Richmond Bancorporation
New Richmond, Ohio
Fiscal Year Ended December 31, 2017

Report Item 4 – Insiders – Page 4 of 6
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, 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 percentage of voting securities held)
Scott Bartels Lincoln, NE USA	Horizon Bank AVP	None	None	Director, South Central Bank Assistant Vice President, Horizon Bank	2.5 share 1.7% of common shares outstanding	None	None
Dan Bartels Lincoln, NE USA	Teacher	None	None	None	2.5 share 1.7% of common shares outstanding	None	None

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New Richmond Bancorporation
New Richmond, Ohio
Fiscal Year Ended December 31, 2017

Report Item 4 – Insiders – Page 5 of 6
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, 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 percentage of voting securities held)
Mark Dunlap Naples, FL USA	Retired, Bank Stock Owner	None	None	None	No shares were directly owned by Mark Dunlap at December 31, 2009. He was the beneficial owner of 23.25 shares, or 15.4%, which were a part of the New Richmond Voting Trust and were voted by Jay L. Dunlap, Trustee at December 31, 2009 through March 4, 2010 when the trust was dissolved. Then these 23.25 shares were listed under Mark Dunlap's name, there was no assignment of proxy and these shares have not been voted from March 4, 2010 through December 31, 2016.	None	None

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New Richmond Bancorporation
New Richmond, Ohio
Fiscal Year Ended December 31, 2017

Report Item 4 – Insiders – Page 6 of 6
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, 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 percentage of voting securities held)
Shirley Dunlap Milford, NE USA	Bank Director	Director of New Richmond Bancorporation	None	Director of Horizon Bank	None	None	None
Janet Latimer Waverly, NE USA	Director, Secretary, CEO and President of Horizon Bank	Director of New Richmond Bancorporation	None	Director, Secretary, CEO and President of Horizon Bank Director and Vice President of Nsure Agency, Inc. Director of Campbell State Company	7.5 shares 4.97% of common shares outstanding	None	Nsure Agency, Inc.- 50% ownership