

RECEIVED
 SCS ADMINISTRATION

2019 APR -3 P 4:07

FEDERAL RESERVE BANK
 OF CLEVELAND

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.

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

December 31, 2018

Month / Day / Year
 N/A

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

Reporter's Name, Street, and Mailing Address

I, Jonathan D. Wisecup

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

Rockhold Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 506

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

Bainbridge OH 45612
 City State Zip Code

101 East Main Street

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Jonathan D. Wisecup President & CEO

Name Title

(740) 634-2331 / 120

Area Code / Phone Number / Extension

(740) 634-2386

Area Code / FAX Number

jon@rockholdbank.com

E-mail Address

www.rockhold.com

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

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 Holding Company Director and Official

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 2855576
 C.I. _____

Is confidential treatment requested for any portion of this report submission? 0=No 1=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."

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

(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

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

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

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

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

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

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

Physical Location (if different from mailing address)

Form FR Y-6

Rockhold Bancshares, Inc.
101 East Main Street
P. O. Box 506
Bainbridge, OH 45612
Fiscal Year Ending December 31, 2018

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.
Annual report is not yet completed. It will be sent after it is finalized.

2: Organizational Chart



a. 100% ownership of a one
bank holding company

b. Branch information has been
verified on 3/28/2019 and included in this submission.

Results: A list of branches for your depository institution: **ROCKHOLD BANK (ID_RSSD: 235316)**.
 This depository institution is held by **ROCKHOLD BANCSHARES, INC. (2855576)** of **BAINBRIDGE, OH**.
 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	3/31/2019	Full Service (Head Office)	235316	ROCKHOLD BANK	101 MAIN STREET	BAINBRIDGE	OH	45612	ROSS	UNITED STATES	Not Required	Not Required	ROCKHOLD BANK	235316	
Close	8/31/2018	Limited Service	4125787	ROCKHOLD, BROWN & CO. BANK FORK BRANCH, THE	11125 NORTH SHORE DRIVE	HILLSBORO	OH	45133	HIGHLAND	UNITED STATES	Not Required	Not Required	ROCKHOLD BANK	235316	

Form FR Y-6

31-Dec-18

Rockhold Bancshares, Inc.

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2017

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-

(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
		Number	%				
Richard W. Brown Bainbridge, OH United States	United States	12800	5.57%	joint w/ children	NONE		
Sallie R. Free Bainbridge, OH United States	United States	11700	5.09%	Individual ownership			
A. Jed Free Bainbridge, OH United States	United States	10700	4.66%	Individual ownership			
Kecia Gries Grove City, OH United States	United States	4700	2.04%	joint w/ spouse			
		700	0.30%	custodian for child			
		<u>12800</u>	<u>5.57%</u>	joint w/father & sister			
		18200	7.91%				
Kitty Long Greenfield, OH United States	United States	17170	7.47%	owner			
Lisbeth Ann Moyer Woodbury, MN United States	United States	4700	2.04%	joint w/ spouse			
		2100	0.90%	joint w/ children			
		<u>12800</u>	<u>5.57%</u>	joint w/ father & sister			
		39200	8.51%				
Marc Myers Columbus, OH United States	United States	12000	5.22%	owner			
Lori Jo Roberts Bainbridge, OH United States	United States	22000	9.57%	owner			
Jess D. & Deborah A. Sears Bainbridge, Ohio United States	United States	22760	9.90%				

Form FR Y-6

31-Dec-18

Rockhold Bancshares, Inc.

Report Item 4: Directors and Officers

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

(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)

(1) Names & (City, State Country)	(2) Principal Occupation, if other than with Bank Holding Company	(3) (a) Title & Position with Bank 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 Bank 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)
A. Jed Free Bainbridge, OH United States	Retired State Employee State of Ohio, Dept. Natural Resources Rocky Fork State Park Hillsboro, OH	Director	Director Rockhold Bank	Co-owner Haas Common Farm Bainbridge, OH	4.66%	None	None
Sallie R. Free Bainbridge, OH United States	Retired Teacher Greenfield Exempted School District Greenfield, OH	Director	Director Rockhold Bank	Co-owner Haas Common Farm Bainbridge, OH	5.09%	None	None
William M. Hubbard Bainbridge, OH United States	Retired Bank President/ CEO 106 E Third Street Bainbridge, OH	Lead Director	Lead Director Rockhold Bank	25% Member Hubbard Londonderry, LLC	2.12%	None	None
Joseph Edward Rhoads Waverly, OH United States	Rhoads' Law Office Joseph E. Rhoads & Deborah A. Watterman, Attys. at Law Waverly, OH	Director	Director Rockhold Bank	N/A	0.96%	None	None
John W. Scott III Bainbridge, OH United States	Retired Teacher Paint Valley LSD Bainbridge, OH	Director Chairman of the Board	Director Rockhold Bank Chairman of the Board	John Scott Farm Bainbridge, OH	3.22%	None	None
Jonathan D. Wisecup Bainbridge, OH United States	President & CEO Rockhold Bank Bainbridge, OH	Director President & CEO	Director President & CEO Rockhold Bank	N/A	1.74%	None	None
Joseph R. Givens	EVP, Chief Lending Officer Rockhold Bank Bainbridge, OH	Director EVP, Chief Lending Officer	Director EVP, Chief Lending Officer Rockhold Bank	N/A	0	None	None
Rick Williams	Auctioneer Rick Williams Auction Co. 7783 OH 138 Hillsboro, Ohio	Director	Director Rockhold Bank	Owner Rick Williams Auction Co. Hillsboro, Ohio	0	None	None
John Knisley	Retired Pharmacist 2647 Falls Road Bainbridge, Ohio	Director	Director Rockhold Bank	N/A	0	None	None
Megan Brumfield	McDonald's Franchise Owner/Operator 1256 Western Ave. Chillicothe, Ohio	Director	Director Rockhold Bank	Co-Owner Megro Bridge Street LLC Chillicothe, Ohio	0	None	None