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. §§ 3109(a) and 3109(a)); sections 11(a)(1), 25, and 26 of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 806 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850(a)(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 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 Officer
Director and Treasurer
Title of the Holding Company Director and Officer
attest that the Annual Report of Holding Companies (including the supporting attachments) for this report data 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 251, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Officer
02/13/20
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
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2019
Month / Day / Year
N/A

Report's Legal Entity Identifier (LEI) (20-Character LEI Code)
N/A

Report'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 NE 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.
Name
CPA
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

Is confidential treatment requested for any portion of this report submission? ☐ No ☑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 1.5 to 101 hours per respondent, 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.
12/2019
Report Item

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

2.a. Organizational Chart

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NEW RICHMOND BANCORPORATION
LEI: NONE
New Richmond, Ohio
Incorporated in Ohio

owns 100% of

RiverHills Bank
LEI: 549300QHPJ9CLOLCVE82
Milford, Ohio
Incorporated in Ohio
```
## Report Item 3 – Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
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</thead>
<tbody>
<tr>
<td>Name, City, State, Country</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
<td>Name, City, State, Country</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>Steve Bartels Lincoln, NE USA</td>
<td>USA</td>
<td>76.00 Common stock shares 50.33%</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Mark Dunlap Naples, FL USA</td>
<td>USA</td>
<td>19.25 Common stock shares 12.75%</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Samad Yaltaghian Naples, FL USA</td>
<td>USA</td>
<td>18.00 Common stock shares 11.92%</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Name, City, State, Country</td>
<td>(2) Principal Occupation if other than with Holding Company</td>
<td>(3)(a) Title &amp; Position with Holding Company</td>
<td>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Holding Company</td>
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</tr>
<tr>
<td>Steve Bartels, Lincoln, NE USA</td>
<td>Farmer</td>
<td>Chairman and Director of New Richmond Bancorporation</td>
<td>None</td>
<td>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</td>
<td>76.0 shares 50.33% of common shares outstanding</td>
</tr>
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<td>City, State, Country</td>
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</tr>
<tr>
<td>Samad Yaltaghian</td>
<td>Naples, FL, USA</td>
<td>Retired Civil Engineer and Associate Construction Director</td>
<td>Vice President and Director of New Richmond Bancorporation</td>
<td>Director of RiverHills Bank</td>
<td>None</td>
</tr>
<tr>
<td>Keith May</td>
<td>Lincoln, NE, USA</td>
<td>Retired Executive V.P. of Union Bank &amp; Trust Company</td>
<td>Director of New Richmond Bancorporation</td>
<td>Director and Chairman of RiverHills Bank</td>
<td>Director of Union Agency, Inc.</td>
</tr>
<tr>
<td>Brian Dunlap</td>
<td>Milford, OH, USA</td>
<td>None</td>
<td>Secretary and Treasurer of New Richmond Bancorporation</td>
<td>President and Director of RiverHills Bank</td>
<td>None</td>
</tr>
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</tr>
<tr>
<td>Jay L. Dunlap, Milford, NE, USA</td>
<td>Treasurer and Secretary of Farmers &amp; Merchants Investment, Inc.</td>
<td>President and Director of New Richmond Bancorporation</td>
<td>None</td>
<td>Treasurer, Secretary and Director of Union Bank &amp; Trust Company; President and Director of Union Loan Incorporated (inactive); Treasurer and Director of Farm &amp; 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</td>
<td>2.75, or 1.82% 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.</td>
</tr>
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</tr>
<tr>
<td>1</td>
<td>Scott Bartels</td>
<td>Lincoln, NE USA</td>
<td>Horizon Bank AVP</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>2</td>
<td>Dan Bartels</td>
<td>Lincoln, NE USA</td>
<td>Teacher</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>
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. In 2019, two shares were transferred to Daniel Bartels and two shares were transferred to Scott Bartels. Mark Dunlap currently holds 19.25 shares or 12.75%.
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<tr>
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<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Janet Latimer Waverly, NE USA</td>
<td>Director, Secretary, CEO and President of Horizon Bank</td>
<td>Director of New Richmond Bancorporation</td>
<td>None</td>
<td>Director, Secretary, CEO and President of Horizon Bank Director and Vice President of Nsure Agency, Inc. Director of Campbell State Company</td>
<td>7.5 shares 4.97% of common shares outstanding</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>
Form FR Y-6

New Richmond Bancorporation
New Richmond, Ohio
Fiscal Year Ended December 31, 2019

Report Item 2b - Domestic Branch Listing

Results: A list of branches for your depository institution: RIVERHILLS BANK (ID_RSSD: 371223).
This depository institution is held by NEW RICHMOND BANCORPORATION (1070541) of NEW RICHMOND, OH.
The data are as of 12/31/2019. Data reflects information that was received and processed through 01/07/2020.

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 UNINUM* | Office Number | Head Office | Head Office | Comments |
|-------------|---------------|---------------------|-----------|--------------|----------------|------|-------|----------|--------|---------|---------------|---------------|-------------|-------------|-----------|----------|
| OK          | 371223        | Full Service (Head Office) | 291426   | ALEMIA BRANCH | 1713 OHIO PIKE | ALEMIA | OH    | 45102   | CLERMONT | UNITED STATES | Not Required | Not Required | RIVERHILLS BANK | 371223     |
| OK          | 371223        | Full Service        | 824112   | FELICITY BRANCH | 415 STATE ROUTE 2 | FELICITY | OH    | 45120   | CLERMONT | UNITED STATES | Not Required | Not Required | RIVERHILLS BANK | 371223     |
| OK          | 371223        | Full Service        | 4842011 | 301 MAIN     | 301 MAIN STREET | MILFORD | OH    | 45102   | CLERMONT | UNITED STATES | Not Required | Not Required | RIVERHILLS BANK | 371223     |
| OK          | 371223        | Full Service        | 3921380 | NEW RICHMOND BRANCH | 110 FRONT STREET | NEW RICHMOND | OH | 45157   | CLERMONT | UNITED STATES | Not Required | Not Required | RIVERHILLS BANK | 371223     |