

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK



Annual Report of Holding Companies—FR Y-6

2014 MAR 18 A 10:42
STATISTICS & ANALYSIS
DEPARTMENT

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)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

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

12/31/13
Month / Day / Year

I, ROGER L. MOLER

Reporter's Name, Street, and Mailing Address

BNB BANCORP, INC.

Name of the Holding Company Director and Official

Legal Title of Holding Company

PRESIDENT

225 W. UPPER LEWISBURG-SALEM ROAD

Title of the Holding Company Director and Official

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

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.

BROOKVILLE OHIO 45309
City State Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

ROGER L. MOLER PRESIDENT
Name Title

(937) 833-2111

Area Code / Phone Number / Extension

(937) 833-4169

Area Code / FAX Number

rmoler@brookvillennial.com

E-mail Address

Roger L. Moler PRESIDENT
Signature of Holding Company Director and Official

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

Date of Signature

3/12/14

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 2560647
C.I. _____

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

Annual Report of Bank Holding Companies (FRY-6) Item 2a

Organizational Chart:

BNB Bancorp, Inc.
225 West Upper Lewisburg-Salem Road
Brookville, Ohio 45309 USA
Incorporated in Ohio
100% Ownership of

Brookville National Bank
225 West Upper Lewisburg-Salem Road
Brookville, Ohio 45309 USA
A National Banking Association Formed Under the Laws of the
United States

Companies Reportable on FRY-10 and Thus Reportable On The FRY-6

2 a (1)	Not Reportable On FRY-10
2 a (2)	Not Reportable On FRY-10
2 a (3)	Not Reportable On FRY-10
2 a (4)	No Such Holdings
2 a (5)	No Such Holdings
2 a (6)	No Such Holdings
2 a (7)	No Such Holdings

Additional Companies Reportable On The FRY-6

No Such Holdings

Annual Report of Bank Holding Companies (FRY-6) Report Item 1

BNB Bancorp, Inc. is not registered with the Securities and Exchange Commission.

Companies Not Reportable On The FRY-6 Organization Chart

- (1) No Such Holdings
- (2) No Such Holdings
- (3) No Such Holdings
- (4) No Such Holdings
- (5) No Such Holdings
- (6) No Such Holdings
- (7) No Such Holdings
- (8) No Such Holdings
- (9) No Such Holdings
- (10) No Such Holdings

Annual Report of Bank Holding Companies (FRY -6) Item 2B Submitted Early Via Email 2/12/14

Annual Report of Bank Holding Companies (FRY-6) Item 3

Shareholders:

(1) **Roger L. Moler**
Dayton, Ohio [REDACTED]
Country of Citizenship: United States :
Number of Shares Owned: 33,430
Percentage: 11.96%

C E D E & CO.
P. O. Box 20
Bowling Green Station
New York, NY
Country of Citizenship: United States
Number of Shares Owned: 33,350
Percentage: 11.94%

Gary M. Roberts
Brookville, Ohio [REDACTED]
Country of Citizenship: United States
Number of Shares Owned: 14,960
Percentage: 5.35%

(2) **None**

Annual Report of Bank Holding Companies (FRY-6) Item 4

Directors and Officers:

(1) Directors:

Ernest Gebhart
Brookville, Ohio [REDACTED] USA

Dennis L. Cassel
Brookville, Ohio [REDACTED] USA

Roger L. Moler
Dayton, Ohio [REDACTED] USA

Carolyn Haney
Brookville, Ohio [REDACTED] USA

John F. McAdams
Brookville, Ohio [REDACTED] USA

Larry I. McGregor
Brookville, Ohio [REDACTED] USA

Gary M. Roberts
Brookville, Ohio [REDACTED] USA

(2) Ernest Gebhart: Retired
Director BNB Bancorp, Inc.
And Brookville National Bank

Dennis L. Cassel: Owner Cassel Insurance Agency
Director BNB Bancorp, Inc. and
Brookville National Bank

- Roger L. Moler:** President & Chairman of the Board
BNB Bancorp, Inc. and Chairman of the
Board & CEO of Brookville National Bank
- Carolyn Haney:** Secretary & Treasurer, BNB Bancorp,
Inc., President of Brookville National Bank
- John F. McAdams:** Retired Corporate President and Director,
BNB Bancorp, Inc. and Brookville National
Bank
- Larry I. McGregor:** President McGregor & Associates, Inc. and
Director BNB Bancorp, Inc. and
Brookville National Bank
- Gary M. Roberts:** Vice President Roberts & Roberts, Inc.
And Vice Chairman of the Board, BNB
Bancorp, Inc. and Brookville National
Bank
- (3) **Ernest Gebhart:** Director BNB Bancorp, Inc. and
Brookville National Bank
- Dennis L. Cassel:** Director, BNB Bancorp, Inc. and
Brookville National Bank, Owner
Cassel Insurance Agency
- Roger L. Moler:** President & CEO, Chairman of the Board
BNB Bancorp, Inc., Chairman of the Board
and Brookville National Bank
- Carolyn Haney:** Director, Secretary & Treasurer, BNB
Bancorp, Inc., President Brookville National

John F. McAdams: Director, BNB Bancorp, Inc. and Brookville National Bank

Larry I. McGregor: Director, BNB Banorp, Inc. and Brookville National Bank, President McGregor & Associates, Inc.

Gary M. Roberts: Vice Chairman of the Board, BNB Bancorp, Inc. and Brookville National Bank, Vice President Roberts & Roberts, Inc.

(4) (a) **Ernest Gebhart:** Shares Owned: 1819
 (b) Percentage Ownership: .65%
 (c) Subsidiaries: -0-
 Other Business Company: None
 Voting Securities Owned: None

Dennis L. Cassel: Shares Owned: 2815
 Percentage Ownership: 1.01%
 Subsidiaries: -0-
 Other Business Company: Cassel Insurance Agency
 Voting Securities Owned: 100%

Roger L. Moler: Shares Owned: 33,430
 Percentage Ownership: 11.96%
 Subsidiaries: -0-
 Other Business Company: None

Carolyn Haney:	Shares Owned:	1,160
	Percentage Ownership:	.42%
	Subsidiaries:	-0-
	Other Business Company:	None
John F. McAdams:	Shares Owned:	3,583
	Percentage Ownership:	1.28%
	Subsidiaries:	-0-
	Other Business Company:	None
Larry I. McGregor:	Shares Owned:	2,237
	Percentage Ownership:	.80%
	Subsidiaries:	-0-
	Other Business Company:	McGregor & Associates, Inc.
	Voting Securities Owned:	100%
Gary M. Roberts:	Shares Owned:	14,960
	Percentage Ownership:	5.35%
	Subsidiaries:	-0-
	Other Business Company:	Roberts & Roberts, Inc.
	Voting Securities Owned:	50%