

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 MAR 27 P 3:55
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):

December 31, 2013

Month / Day / Year

I, **George Budig**

Reporter's Name, Street, and Mailing Address

Garfield Acquisition Corp

Name of the Holding Company Director and Official

Legal Title of Holding Company

President

25 Garfield Place

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.

Cincinnati

OH

45202

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:

Amy Shafer

Vice President-Controller

Name

Title

513-287-6870

Area Code / Phone Number / Extension

513-721-0140

Area Code / FAX Number

ashafer@foundationbankus.com

E-mail Address

George J. Budig

Signature of Holding Company Director and Official

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

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

3827945

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

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.

Foundation Bancorp Inc.

Legal Title of Subsidiary Holding Company

25 Garfield Place

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

Cincinnati OH 45202
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)

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Physical location (if different from mailing address)

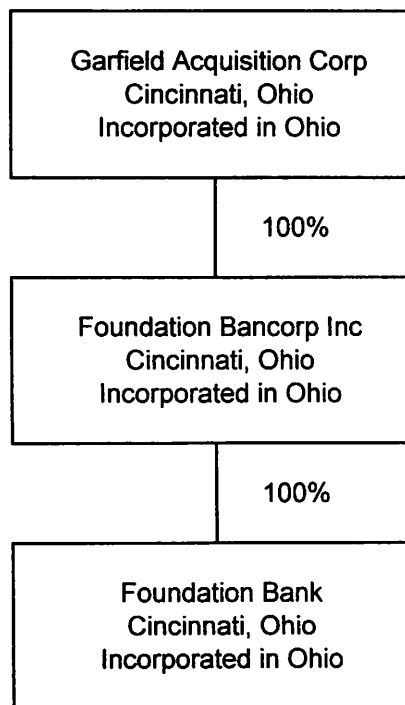
Form FR Y-6

Garfield Acquisition Corp
25 Garfield Place
Cincinnati, Ohio 45202
Fiscal Year Ending December 31, 2013

Report Item

1: The holding company does not prepare an annual report for its sole shareholder and is not registered with the SEC.

2a: Organization Chart



2b: Domestic branch listing provided to the Federal Reserve Bank.

Results: A list of branches for your depository institution: FOUNDATION BANK (ID_RSSD: 444471).
 This depository institution is held by FOUNDATION BANCORP, INC (2508818) of CINCINNATI, 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)	444471	FOUNDATION BANK	25 GARFIELD PLACE	CINCINNAT	OH	45202	HAMILTON	UNITED STATES	41558		0 FOUNDATION BANK		444471
OK		Full Service	2713041	HYDE PARK BRANCH	3521 ERIE AVENUE	CINCINNAT	OH	45208	HAMILTON	UNITED STATES	263479		3 FOUNDATION BANK		444471
OK		Full Service	635176	NORWOOD BRANCH	4730 MONTGOMERY ROAD	CINCINNAT	OH	45212	HAMILTON	UNITED STATES	40636		2 FOUNDATION BANK		444471
OK		Full Service	615075	WOODLAWN BRANCH	9960 SPRINGFIELD PIKE	CINCINNAT	OH	45215	HAMILTON	UNITED STATES	41457		1 FOUNDATION BANK		444471
OK		Full Service	4196367	MILFORD BRANCH	954 STATE ROUTE 28	MILFORD	OH	45150	CLERMONT	UNITED STATES	40642		5 FOUNDATION BANK		444471

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Garfield Acquisition Corp
Fiscal Year Ending December 31, 2013

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 ending 12/31/2012			Securities holders not listed in 3(1)(a) - 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2012		
(1)(a) Name, City, State, Country	(1)(b) Country of citizenship or Incorporation	(1)(c) Number and % of each class of voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of citizenship or Incorporation	(2)(c) Number and % of each class of voting Securities
George Budig Ft. Mitchell, KY, USA	USA	400 - 100% common stock	None		

Form FR Y-6
Foundation Bancorp Inc
Fiscal Year Ending December 31, 2013

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 ending 12/31/2012			Securities holders not listed in 3(1)(a) - 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2012		
(1)(a) Name, City, State, Country	(1)(b) Country of citizenship or Incorporation	(1)(c) Number and % of each class of voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of citizenship or Incorporation	(2)(c) Number and % of each class of voting Securities
Garfield Acquisition Corp Cincinnati, Ohio USA	USA	100 - 100% common stock	None		

Form FR Y-6
Garfield Acquisition Corp
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(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 share in subs (Include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
George Budig Ft. Mitchell, KY, USA	Business Owner	President	Chairman (Foundation Bancorp)	President (Budig Enterprises)	100%	None	Budig Enterprises - 50%
			Chairman (Foundation Bank)	Vice President (Budco Group)			Budco Group - 50%
				President (Budig Realty)			Budig Realty - 50%
				Vice President (Lift Equipment)			Lift Equipment - 50%
				Vice President (Parsec Inc)			Parsec Inc - 50%
				Vice President (Parsec of Canada)			Parsec of Canada - 50%
				Sole owner (Summer Street Capital)			Summer St Capital - 100%
Melissa Budig Collins Ft. Mitchell, KY, USA	Vice President	Vice President, Treasurer and Secretary	Vice President, Treasurer and Secretary (Foundation Bancorp)	Assistant Treasurer (Budig Enterprises)	None	None	None
				Assistant Treasurer (Budco Group)			
			Vice President, Treasurer and Secretary (Foundation Bank)	Assistant Treasurer (Budig Realty)			
				Assistant Treasurer (Lift Equipment)			
				Assistant Treasurer (Parsec Inc)			
				Assistant Treasurer (Parsec of Canada)			

Form FR Y-6
Foundation Bancorp Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(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 share in subs (Include names of subsidiaries)	(4)(c) List names of other companies (Include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
George Budig Ft. Mitchell, KY, USA	Business Owner	President	Chairman (Foundation Bank)	President (Budig Enterprises)	100%	None	Budig Enterprises - 50%
				Vice President (Budco Group)			Budco Group - 50%
				President (Budig Realty)			Budig Realty - 50%
				Vice President (Lift Equipment)			Lift Equipment - 50%
				Vice President (Parsec Inc)			Parsec Inc - 50%
				Vice President (Parsec of Canada)			Parsec of Canada - 50%
				Sole owner (Summer Street Capital)			Summer St Capital - 100%
Melissa Budig Collins Ft. Mitchell, KY, USA	Vice President	Vice President, Treasurer and Secretary	Vice President, Treasurer and Secretary (Foundation Bank)	Assistant Treasurer (Budig Enterprises)	None	None	None
				Assistant Treasurer (Budco Group)			
				Assistant Treasurer (Budig Realty)			
				Assistant Treasurer (Lift Equipment)			
				Assistant Treasurer (Parsec Inc)			
				Assistant Treasurer (Parsec of Canada)			