

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
 CLEVELAND
 2014 MAR 28 A 11:00
 STATISTICS AND ANALYSIS
 DEPARTMENT



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)); 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, **Brian Dunlap**

Reporter's Name, Street, and Mailing Address

New Richmond Bancorporation

Name of the Holding Company Director and Official

Secretary, New Richmond Bancorporation

Legal Title of Holding Company

110 Front Street

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.

New Richmond	OH	45157
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:

Brian Dunlap **EVP/COO**

Name Title

513-553-6700

Area Code / Phone Number / Extension

513-248-4480

Area Code / FAX Number

bdunlap@rhb24.com

E-mail Address

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 **1070541**
 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.

<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
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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 12/31/2013. 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)	371223	RIVERHILLS BANK	553 CHAMBER DRIVE	MILFORD	OH	45150	CLERMONT	UNITED STATES	464014	6	RIVERHILLS BANK	371223	
ok		Full Service	291826	AMELIA BRANCH	1719 OHIO PIKE	AMELIA	OH	45102	CLERMONT	UNITED STATES	211806	2	RIVERHILLS BANK	371223	
ok		Full Service	824112	FELICITY BRANCH	415 STATE ROUTE 133	FELICITY	OH	45120	CLERMONT	UNITED STATES	6583	1	RIVERHILLS BANK	371223	
ok		Full Service	3921580	NEW RICHMOND BRANCH	110 FRONT STREET	NEW RICHMOND	OH	45157	CLERMONT	UNITED STATES	4464	0	RIVERHILLS BANK	371223	
ok		Full Service	2500296	RIVERTOWN MARKET BRANCH	1041 OLD US HIGHWAY 52	NEW RICHMOND	OH	45157	CLERMONT	UNITED STATES	211807	3	RIVERHILLS BANK	371223	

NEW RICHMOND BANCORPORATION

New Richmond, Ohio

FR Y-6

December 31, 2013

Report Item 1: (a) The BHC is not required to prepare or file 10K with the SEC.
(b) Parent Company only financial statements are attached.

Report Item 2: (a)(1) Direct Holdings

New Richmond Bancorporation New Richmond, Ohio 100.00%	Minority Shareholders 0.00%
RiverHills Bank Milford, Ohio	

- (2) None
- (3) None
- (4) None
- (5) None
- (6) None
- (7) None

Report Item 2: (b) Domestic Branch Listing as of December 31, 2013 was submitted electronically via email on March 19, 2014.

Report Item 3: (1) (a) Jay L. Dunlap Mark Dunlap
 Milford, Nebraska Naples, Florida
(b) USA USA
(c) 9.75 shares 28.25 shares
 6.5% of common stock 18.7% of common stock

(1)(a) Samad Yaltaghian Steve Bartels
 Naples, Florida Lincoln, Nebraska
(b) USA USA
(c) 18 shares 76 shares
 11.9% of common stock 50.3% of common stock

- (2) None

NEW RICHMOND BANCORPORATION

New Richmond, Ohio

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December 31, 2013

Report Item 4:

- (1) Jay L. Dunlap
Milford, Nebraska USA

- (2) Treasurer and Secretary of Farmers & Merchants Investment, Inc.

- (3)(a) President and Director of New Richmond Bancorporation
- (3)(b) None
- (3)(c) Treasurer, Secretary and Director of Farmers & Merchants Investment, Inc.
Treasurer and Director of Union Bank & Trust Company
President and Director of Union Loan Incorporated (inactive)
Chairman, Treasurer and Director of Farm & Home Insurance Agency, Inc.
Chairman and Director of First National Bank Northeast
Director of Horizon Bank
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

- (4)(a) Jay Dunlap owns 9.75, or 6.5% of common shares. He had controlling interest with power to vote 147, or 97.3% of the New Richmond Bancorporation shares outstanding through the New Richmond Voting Trust through March 4, 2010, when the trust was dissolved.

- (4)(b) None.

- (4)(c) None

NEW RICHMOND BANCORPORATION

New Richmond, Ohio

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December 31, 2013

- Report Item 4: (1) Charles J. Snyder
Taylor Mill, Kentucky USA
- (2) President, CEO and Director of RiverHills Bank
- (3)(a) Director and Treasurer of New Richmond Bancorporation
- (3)(b) President, CEO and Director of RiverHills Bank
- (3)(c) None
- (4)(a) 2.5 shares or 1.7% of common outstanding shares
- (4)(b) None
- (4)(c) None

NEW RICHMOND BANCORPORATION

New Richmond, Ohio

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December 31, 2013

- Report Item 4: (1) Brian Dunlap
Milford, Ohio USA
- (2) Executive Vice President, Chief Credit Officer and Director of
RiverHills Bank
- (3)(a) Secretary of New Richmond Bancorporation
- (3)(b) Executive Vice President, Chief Credit Officer and Director of
RiverHills Bank
- (3)(c) None
- (4)(a) 2.5 shares or 1.7% of common outstanding shares
- (4)(b) None
- (4)(c) None

NEW RICHMOND BANCORPORATION

New Richmond, Ohio

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December 31, 2013

- Report Item 4: (1) Samad Yaltaghian
Naples, Florida USA
- (2) Retired Civil Engineer
- (3)(a) Chairman and Director of New Richmond Bancorporation
Director of RiverHills Bank
- (3)(b) Director of RiverHills Bank
- (3)(c) None
- (4)(a) 18 shares of New Richmond Bancorporation stock were listed
under Samad Yaltaghian's name, there was no assignment of proxy
and these shares were not voted at December 31, 2013.
- (4)(b) None
- (4)(c) None

NEW RICHMOND BANCORPORATION

New Richmond, Ohio

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December 31, 2013

- Report Item 4: (1) Mark D. Dunlap
Naples, Florida USA
- (2) Retired, Bank Stock Owner
- (3)(a) None
- (3)(b) None
- (3)(c) None
- (4)(a) No shares were directly owned by Mark Dunlap at December 31, 2009. He was the beneficial owner of 28.25 shares, or 18.7%, which were apart 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 28.25 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, 2013.
- (4)(b) None
- (4)(c) None

NEW RICHMOND BANCORPORATION

New Richmond, Ohio

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December 31, 2013

- Report Item 4: (1) Shirley Dunlap
Milford, NE
- (2) Bank Director
- (3)(a) Director of New Richmond Bancorporation
- (3)(b) None
- (3)(c) Director of Horizon Bank
- (4)(a) None
- (4)(b) None
- (4)(c) None

NEW RICHMOND BANCORPORATION

New Richmond, Ohio

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December 31, 2013

- Report Item 4: (1) Janet Latimer
Waverly, NE
- (2) Director, Secretary, CEO and President of Horizon Bank
- (3)(a) Director of New Richmond Bancorporation
- (3)(b) None
- (3)(c) Director, Secretary, CEO and President of Horizon Bank
Director, Vice President of Nsure Agency, Inc.
Director of Campbell State Company
- (4)(a) 7 shares or 4.6% of common shares outstanding.
- (4)(b) None
- (4)(c) Nsure Agency, Inc., 50% ownership

NEW RICHMOND BANCORPORATION

New Richmond, Ohio

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December 31, 2013

- Report Item 4: (1) Keith May
Lincoln, NE
- (2) Executive V.P. of Union Bank & Trust Company
- (3)(a) Director of New Richmond Bancorporation
- (3)(b) Director and Chairman of RiverHills Bank
- (3)(c) Executive V.P. of Union Bank & Trust Company
Director of Union Agency, Inc.
Director of Union Loan Incorporated (inactive)
V.P. and Director of Union Title Company, LLC
- (4)(a) 7 shares or 4.6% of common shares outstanding.
- (4)(b) None
- (4)(c) None

NEW RICHMOND BANCORPORATION

New Richmond, Ohio

FR Y-6

December 31, 2013

- Report Item 4: (1) Steve Bartels
Lincoln, NE
- (2) Bank Director, Bank Stock Owner and Farmer
- (3)(a) Director and Vice President of New Richmond Bancorporation
- (3)(b) President and Treasurer, Franklin County Land Company, Inc.
- (3)(c) Director of Horizon Bank
Director of Campbell State Bank
Director of South Central State Bank
- (4)(a) 76 shares, or 50.3 % of common outstanding shares.
- (4)(b) Per 4(a) above, he has controlling interest with the power to vote 76, or 50.3% of the New Richmond Bancorporation shares. The New Richmond Bancorporation owns 454 shares, or 100% of the outstanding common stock of RiverHills Bank
- (4)(c) Franklin County Land Company, Inc., 100% ownership

Attachment to Form FR Y - 6
Report Item 1: (b)

NEW RICHMOND BANCORPORATION
(Parent Company Only)
BALANCE SHEETS
December 31, 2013 and 2012
("Unaudited")

<u>Assets</u>	<u>2013</u>	<u>2012</u>
Checking Account	\$ 40,999	33,061
Savings Account	0	0
Total cash and cash equivalents	<u>40,999</u>	<u>33,061</u>
Accounts Receivable	0	0
Investment in subsidiary	12,362,200	11,646,114
Other assets	<u>0</u>	<u>0</u>
Total assets	<u>\$ 12,403,198</u>	<u>11,679,175</u>
<u>Liabilities and Stockholders' Equity</u>		
Liabilities		
Accrued expenses	0	0
Federal income tax payable	<u>3,699</u>	<u>0</u>
Total liabilities	<u>3,699</u>	<u>0</u>
Stockholders' Equity		
Common Stock; \$1,000 par value, 500 shares authorized, 151 shares issued and outstanding	151,000	151,000
Paid in capital	2,914,866	2,914,866
Retained Earnings	9,421,803	8,567,708
Accumulated other comprehensive income:		
Unrealized gain on available for sale securities of subsidiary - net of tax	<u>(88,170)</u>	<u>45,600</u>
Total stockholders' equity	<u>12,399,499</u>	<u>11,679,175</u>
Total liabilities and stockholders' equity	<u>\$ 12,403,198</u>	<u>11,679,175</u>

NEW RICHMOND BANCORPORATION
(Parent Company Only)
STATEMENTS OF OPERATION and COMPREHENSIVE INCOME (LOSS)
For the Twelve Months Ended December 31, 2013, and 2012 and 2011
("Unaudited")

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Income			
Dividend income	100,000	410,000	100,000
Rent	\$ 0	0	2,000
Gain(loss) on sale of OREO/loans	21,173	11,593	3,539
Gain(loss) on sale of investments	0	0	0
Other income	<u>24,000</u>	<u>24,000</u>	<u>24,000</u>
	145,173	445,593	129,539
Expenses			
Other Tax	\$ 50	50	50
Professional services	29,000	29,000	64,554
Directors fees	0	0	6,000
Collections expense	0	0	0
OREO expense	0	0	7,742
Interest expense	0	0	6,707
Other expenses	<u>9,700</u>	<u>30,460</u>	<u>30,100</u>
	<u>38,750</u>	<u>59,510</u>	<u>115,153</u>
Net income before income taxes	106,423	386,083	14,386
Expense(credit) for income taxes	\$ <u>2,184</u>	<u>(8,132)</u>	<u>(29,109)</u>
Net income before change in equity in accumulated undistributed earnings of subsidiary	104,239	394,215	43,495
Change in equity in accumulated undistributed earnings of subsidiary	\$ <u>849,856</u>	<u>797,026</u>	<u>668,850</u>
Net income (loss)	954,095	1,191,241	712,345
Other comprehensive income, net of tax			
Unrealized gains (losses) during the period	\$ <u>260,098</u>	<u>(32,541)</u>	<u>38,831</u>
Comprehensive income (loss)	\$ <u>1,214,193</u>	<u>1,158,700</u>	<u>751,176</u>

NEW RICHMOND BANCORPORATION
(Parent Company Only)
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
For the Years Ended December 31, 2013, 2012 and 2011
("Unaudited")

	Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance at December 31, 2010	\$ 151,000	2,914,866	7,164,122	39,310	10,269,298
Net income(loss)			712,345		712,345
Rounding difference			1		1
Cash dividends paid and accrued			(100,000)		(100,000)
Unrealized gain(loss)				38,831	38,831
Balance at December 31, 2011	\$ 151,000	2,914,866	7,776,468	78,141	10,920,475
Net income(loss)			1,191,241		1,191,241
Cash dividends paid and accrued			(400,000)		(400,000)
Unrealized gain(loss)				(32,541)	(32,541)
Balance at December 31, 2012	\$ 151,000	2,914,866	8,567,709	45,600	11,679,175
Net income(loss)			954,095		954,095
Cash dividends paid and accrued			(100,000)		(100,000)
Unrealized gain(loss)				(133,770)	(133,770)
Balance at December 31, 2013	\$ 151,000	2,914,866	9,421,803	(88,170)	12,399,499
			Book value per share @ 12/31/13 (151 shares outstanding)		82,115.89