

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK  
OF CLEVELAND



# Annual Report of Holding Companies—FR Y-6

2014 APR -2 A 11:09

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, **William M. Hubbard**

Reporter's Name, Street, and Mailing Address

**Rockhold-Brown Bancshares, Inc.**

Name of the Holding Company Director and Official

Legal Title of Holding Company

**President & CEO**

**P. O. Box 506**

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.

**Bainbridge HI 45612**  
City State Zip Code

**101 East Main Street**

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

**William M. Hubbard President & CEO**

Name Title

**740-634-2331 124**

Area Code / Phone Number / Extension

**740-634-2386**

Area Code / FAX Number

**billrbcobk@horizonview.net**

E-mail Address

**rockholdbank.com**

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

Signature of Holding Company Director and Official

**03/27/2014**

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. \_\_\_\_\_

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

**Form FR Y-6**

**Rockhold-Brown Bancshares, Inc.**  
101 East Main Street  
P. O. Box 506  
Bainbridge, OH 45612  
Fiscal Year Ending December 31, 2013

**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.  
Copies of the Annual Report are to follow when completed.

**2: Organizational Chart**

**ROCKHOLD-BROWN BANCSHARES, INC.**  
101 East Main Street  
P. O. Box 506  
Bainbridge, OH 45612  
EIN: 31-166020  
Incorporated in the State of Ohio, USA

100%

- a. 100% ownership of a one bank holding company

**The Rockhold, Brown & Company Bank**  
101 East Main Street  
P. O. Box 506  
Bainbridge, OH 45612  
EIN: 31-4351147  
Incorporated in the State of Ohio, USA

- b. Branch information has been updated via e-mail on 3/27/2014.

Results: A list of branches for your depository institution: ROCKHOLD, BROWN & COMPANY BANK, THE (ID\_RSSD: 235316).  
 This depository institution is held by ROCKHOLD-BROWN BANCSHARES, INC. (2855576) of BAINBRIDGE, 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	12/31/2013	Full Service (Head Office)	235316	ROCKHOLD, BROWN & COMPANY BANK, THE	101 MAIN STREET	BAINBRIDGE	OH	45612	ROSS	UNITED STATES	10396	0	ROCKHOLD, BROWN & COMPANY BANK, THE	235316	
CHANGE	3/27/2014	Full Service	4125787	ROCKHOLD, BROWN & COMPANY BANK, THE ROCKY FORK BRANCH	11125 NORTH SHORE DRIVE	HILLSBORO	OH	45133	HIGHLAND	UNITED STATES	510938	1	ROCKHOLD, BROWN & COMPANY BANK, THE	235316	FRY-10 FILED 3/26/14

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December 31, 2013

**Rockhold-Brown 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 12-31-2013

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 12-31-12.

(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 [REDACTED] United States	United States	6400	6.18%	joint w/ children	NONE		
A. Jed Free Bainbridge, OH [REDACTED] United States	United States	5250	5.17%	owner			
Sallie R. Free Bainbridge, OH [REDACTED] United States	United States	5750	5.65%	owner			
Kecia Gries Grove City, OH [REDACTED] United States	United States	2350 350 <u>6400</u> 9100	2.27% 0.34% <u>6.18%</u> 8.79%	joint w/ spouse custodian for child joint w/father & sister			
Kitty Long Greenfield, OH [REDACTED] United States	United States	8585	8.29%	owner			
Lisbeth Ann Moyer Woodbury, MN [REDACTED] United States	United States	2350 1050 <u>6400</u> 9800	2.27% 1.01% <u>6.18%</u> 9.46%	joint w/ spouse joint w/ children joint w/ father & sister			
Marc Myers Columbus, OH [REDACTED] United States	United States	6000	5.79%	owner			
Peter D. Quance Juliane McCray Greenfield, OH [REDACTED] United States	United States	5625	5.43%	joint w/ spouse			
Lori Jo Roberts Bainbridge, OH [REDACTED] United States	United States	11000	10.62%	owner			

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December 31, 2013

Rockhold-Brown 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 [REDACTED] United States	Retired State Employee State of Ohio, Dept. Natural Resources Rocky Fork State Park Hillsboro, OH 45133	Director	Director The Rockhold, Brown & Co. Bank	Co-owner Haas Common Farm Bainbridge, OH 45612	5.17%	None	None
Sallie R. Free Bainbridge, OH [REDACTED] United States	Retired Teacher Greenfield Exempted School District Greenfield, OH 45123	Director	Director The Rockhold, Brown & Co. Bank	Co-owner Haas Common Farm Bainbridge, OH 45612	5.65%	None	None
William M. Hubbard Bainbridge, OH [REDACTED] United States	President & CEO The Rockhold, Brown & Co. Bank Bainbridge, OH 45612	Director C. E. O. & President	Director President & CEO The Rockhold, Brown & Co. Bank	N/A	1.93%	None	None
Lori Jo Roberts Bainbridge, OH [REDACTED] United States	Chillicothe Country Club Chillicothe, OH 45601	Principal shareholder > 10% owner	None	N/A	10.62%	None	None
Joseph Edward Rhoads Waverly, OH [REDACTED] United States	Rhoads' Law Office Joseph E. Rhoads & Deborah A. Watterman, Attys. at Law Waverly, OH 45690	Director	None	N/A	1.06%	None	None
John W. Scott III Bainbridge, OH [REDACTED] United States	Retired Teacher Paint Valley LSD Bainbridge, OH	Director Chairman of the Board	Director The Rockhold, Brown & Co. Bank Chairman of the Board	John Scott Farm Bainbridge, OH	3.57%	None	None
Jonathan D. Wisecup Bainbridge, OH [REDACTED] United States	Chief Financial Officer The Rockhold, Brown & Co. Bank Bainbridge, OH 45612	Director	Director Chief Financial Officer The Rockhold, Brown & Co. Bank	N/A	0.10%	None	None