

Board of Governors of the Federal Reserve System



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.

I, Jonathan D. Wisecup
 Name of the Holding Company Director and Official
President/CEO
 Title of the Holding Company Director and Official

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.

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.

[Signature]
 Signature of Holding Company Director and Official
3/31/16
 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 235316
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
 Month / Day / Year
n/a
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
Rockhold-Brown Bancshares, Inc.
 Legal Title of Holding Company
101 E. Main Street/ P.O. Box 506
 (Mailing Address of the Holding Company) Street / P.O. Box
Bainbridge OH 45612
 City State Zip Code

Physical Location (if different from mailing address)
 Person to whom questions about this report should be directed:
Jonathan D. Wisecup President/CEO
 Name Title
740-634-2331
 Area Code / Phone Number / Extension
740-634-2386
 Area Code / FAX Number
jon@rockholdbank.com
 E-mail Address
www.rockholdbank.com
 Address (URL) for the Holding Company's web page

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.

<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
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The Rockhold, Brown & Co. Bank

PO Box 506 • 101 East Main Street
Bainbridge, Ohio 45612
740-634-2331 • 888-560-9018
www.rockholdbank.com

March 31, 2016

Federal Reserve Bank of Cleveland
Statistical and Data Analysis Unit
P.O. Box 6387
Cleveland, OH 44101-1387

Re: FRY-6

Dear Statistical and Data Analysis Representative:

Please note that we have not completed Rockhold-Brown Bancshares, Inc.'s final consolidated financial statements as of 12/31/15 which will be submitted with the notice of the annual meeting. The board of directors scheduled the 2016 annual meeting to convene on May 24, 2016. Once the financial information is completed and the accompanying notes to the financial statements are reviewed, we will forward copies to your department.

I trust that the foregoing is satisfactory since our institution is not publically held nor does it file reports with the SEC. If you have any questions or comments pertaining to the foregoing, please feel free to contact me at (740) 634-2331, extension 120 or via e-mail at jon@rockholdbank.com . Thank you.

Sincerely,

Jonathan D. Wisecup, President & CEO

Enclosures

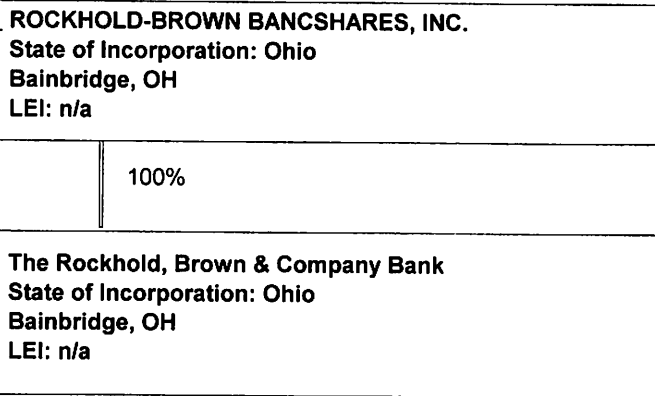
Form FR Y-6

Rockhold-Brown Bancshares, Inc.
101 East Main Street
P. O. Box 506
Bainbridge, OH 45612
Fiscal Year Ending December 31, 2015

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.
Annual report is not yet completed. It will be sent after it is finalized.

2: Organizational Chart



a. 100% ownership of a one
bank holding company

b. Branch information has been
verified on 3/31/2016 and included in this submission.

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. (2355576) of BAINBRIDGE, OH. The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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	3/31/2016	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	
ok	3/31/2016	Full Service	4125787	ROCKHOLD, BROWN & CO. BANK FORK BRANCH, THE	11125 NORTH SHORE DRIVE	HILLSBORO	OH	45133	HIGHLAND	UNITED STATES	510938	1	ROCKHOLD, BROWN & COMPANY BANK, THE	235316	

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31-Dec-15

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 12-31-2015

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 12-31-15.

(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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31-Dec-15

Rockhold-Brown Bancshares, Inc.

Report Item 4: Directors and Officers

(1) (2) (3)(a) (b) (c) and (4) (a) (b) (c)

(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	Retired Bank President/ CEO 106 E Third Street Bainbridge, OH 45612	Lead Director	Lead Director The Rockhold, Brown & Co. Bank	N/A	1.93%	None	None
Lon 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	Director The Rockhold, Brown & Co. Bank	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	President & CEO The Rockhold, Brown & Co. Bank Bainbridge, OH 45612	Director President & CEO	Director President & CEO The Rockhold, Brown & Co. Bank	N/A	0.10%	None	None
Joseph R. Givens	EVP, Chief Lending Officer The Rockhold, Brown & Co. Bank Bainbridge, OH 45612	Director EVP, Chief Lending Officer	Director EVP, Chief Lending Officer The Rockhold, Brown & Co. Bank	N/A	0	None	None
Rick Williams	Auctioneer Rick Williams Auction Co 7783 OH 138 Hillsboro, Ohio 45133	Director	Director The Rockhold, Brown & Co. Bank	Owner Rick Williams Auction Co Hillsboro, Ohio 45133	0	None	None
John Knisley	Retired Pharmacist 2647 Falls Road Bainbridge, Ohio 45612	Director	Director The Rockhold, Brown & Co. Bank	N/A	0	None	None