

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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 FEDERAL RESERVE BANK
 OF CLEVELAND

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

December 31, 2016

Month / Day / Year
 N/A

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

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
 P.O. Box 506
 (Mailing Address of the Holding Company) Street / P.O. Box
 Bainbridge OH 45612
 City State Zip Code
 101 East Main Street
 Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Jonathan D. Wisecup President & CEO
 Name Title

740 634-2331 ext. 120
 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

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 of Holding Company Director and Official
 Date of Signature 3/27/17

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 _____
 C.I. _____

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report
 2. a letter justifying this request has been provided separately

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

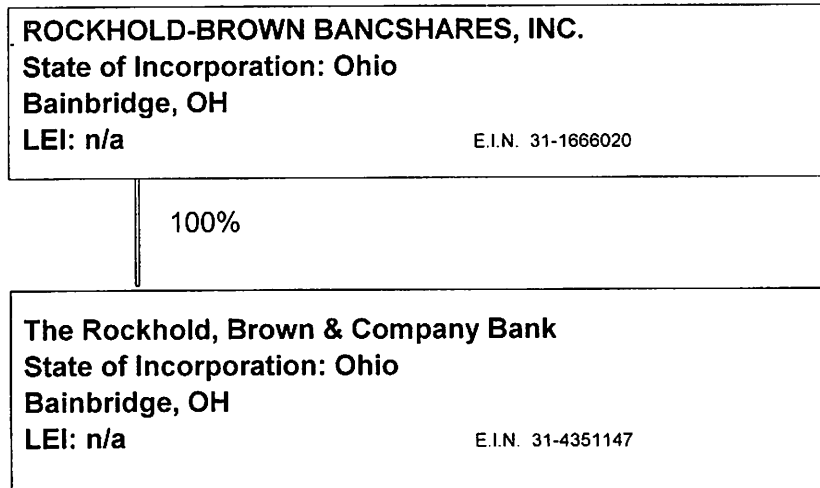
Form FR Y-6

Rockhold-Brown Bancshares, Inc.
101 East Main Street
P. O. Box 506
Bainbridge, OH 45612
Fiscal Year Ending December 31, 2016

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 3/27/2017 and included in this submission.

Form FR Y-6

31-Dec-16

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 12-31-2016

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 12-31-16.

(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 United States	United States	6400	5.57%	joint w/ children	NONE		
Sallie R. Free Bainbridge, OH United States	United States	5750	5.09%	owner			
Kecia Gries Grove City, OH United States	United States	2350 350 <u>6400</u> 9100	2.04% 0.30% <u>5.57%</u> 7.91%	joint w/ spouse custodian for child joint w/father & sister			
Kitty Long Greenfield, OH United States	United States	8585	7.47%	owner			
Lisbeth Ann Moyer Woodbury, MN United States	United States	2350 1050 <u>6400</u> 9800	2.04% 0.90% <u>5.57%</u> 8.51%	joint w/ spouse joint w/ children joint w/ father & sister			
Marc Myers Columbus, OH United States	United States	6000	5.22%	owner			
Lori Jo Roberts Bainbridge, OH United States	United States	11000	9.57%	owner			
Jess D. & Deborah A. Sears Bainbridge, OH United States	United States	11380	9.90%	owner			

Form FR Y-6

31-Dec-16

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 United States	Retired State Employee State of Ohio, Dept. Natural Resources Rocky Fork State Park Hillsboro, OH	Director	Director The Rockhold, Brown & Co. Bank	Co-owner Haas Common Farm Bainbridge, OH	4.66%	None	None
Satie R. Free Bainbridge, OH United States	Retired Teacher Greenfield Exempted School District Greenfield, OH	Director	Director The Rockhold, Brown & Co. Bank	Co-owner Haas Common Farm Bainbridge, OH	5.09%	None	None
Joseph R. Givens Chillicothe, OH United States	Executive Vice President The Rockhold, Brown & Co. Bank Bainbridge, OH	Director	Director The Rockhold, Brown & Co. Bank	None	0.00%	None	- None
William M. Hubbard Bainbridge, OH United States	Retired President & CEO The Rockhold, Brown & Co. Bank Bainbridge, OH	Director	Director The Rockhold, Brown & Co. Bank	25% Hubbard Londonderry LLC Cincinnati, OH	2.12%	None	None
John N. Knisley Bainbridge, OH United States	Pharmacist	Director	Director The Rockhold, Brown & Co. Bank	None	0.00%	None	None
Joseph Edward Rhoads Waverly, OH United States	Rhoads' Law Office Joseph E. Rhoads & Deborah A. Watterman, Attys. at Law Waverly, OH	Director	Director The Rockhold, Brown & Co. Bank	N/A	0.96%	None	None
John W. Scott III Bainbridge, OH 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	3.22%	None	None
Rick Williams Hillsboro, OH United States	Rick Williams Auction Co., LLC Hillsboro, OH	Director	Director The Rockhold, Brown & Co. Bank	100% Rick Williams Auction Co., LLC Hillsboro, OH	0.00%	None	None
Jonathan D. Wisecup Bainbridge, OH	President & CEO The Rockhold, Brown & Co. Bank	Director	Director President & CEO	N/A	1.74%	None	None

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 12/31/2016. Data reflects information that was received and processed through 03/27/2017.

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	3/31/2017	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	5/1/2016	Drive through service only	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	