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. § 3105(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.

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, ROGER L. MOLER
Name of the Holding Company Director and Official
PRESIDENT
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 281, 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
3/12/14

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

RSUSD ID 2560647

Date of Report (top-tier holding company's fiscal year-end):
12/31/13

Month / Day / Year

Date of Submission:

Report to: Federal Reserve Bank of

Address:

Date:

Person to whom questions about this report should be directed:

ROGER L. MOLER
PRESIDENT

Name

Title

(937) 833-2111
Area Code / Phone Number / Extension

(937) 833-4169
Area Code / FAX Number

rmoler@brookvillenational.com
E-mail Address

Date of Submission:

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
Annual Report of Bank Holding Companies (FRY-6) Item 2a

Organizational Chart:

BNB Bancorp, Inc.
225 West Upper Lewisburg-Salem Road
Brookville, Ohio 45309 USA
Incorporated in Ohio
100% Ownership of

Brookville National Bank
225 West Upper Lewisburg-Salem Road
Brookville, Ohio 45309 USA
A National Banking Association Formed Under the Laws of the United States

Companies Reportable on FRY-10 and Thus Reportable On The FRY-6

2 a (1) Not Reportable On FRY-10
2 a (2) Not Reportable On FRY-10
2 a (3) Not Reportable On FRY-10
2 a (4) No Such Holdings
2 a (5) No Such Holdings
2 a (6) No Such Holdings
2 a (7) No Such Holdings

Additional Companies Reportable On The FRY-6

No Such Holdings
Annual Report of Bank Holding Companies (FRY-6) Report Item 1

BNB Bancorp, Inc. is not registered with the Securities and Exchange Commission.
Companies Not Reportable On The FRY-6 Organization Chart

(1) No Such Holdings
(2) No Such Holdings
(3) No Such Holdings
(4) No Such Holdings
(5) No Such Holdings
(6) No Such Holdings
(7) No Such Holdings
(8) No Such Holdings
(9) No Such Holdings
(10) No Such Holdings
Annual Report of Bank Holding Companies (FRY-6) Item 3

Shareholders:

(1) **Roger L. Moler**
Dayton, Ohio
Country of Citizenship: United States
Number of Shares Owned: 33,430
Percentage: 11.96%

**C E D E & CO.**
P. O. Box 20
Bowling Green Station
New York, NY
Country of Citizenship: United States
Number of Shares Owned: 33,350
Percentage: 11.94%

**Gary M. Roberts**
Brookville, Ohio
Country of Citizenship: United States
Number of Shares Owned: 14,960
Percentage: 5.35%

(2) None
Directors and Officers:

(1) Directors:

Ernest Gebhart  
Brookville, Ohio  USA

Dennis L. Cassel  
Brookville, Ohio  USA

Roger L. Moler  
Dayton, Ohio  USA

Carolyn Haney  
Brookville, Ohio  USA

John F. McAdams  
Brookville, Ohio  USA

Larry I. McGregor  
Brookville, Ohio  USA

Gary M. Roberts  
Brookville, Ohio  USA

(2) Ernest Gebhart:  Retired  
Director BNB Bancorp, Inc.  
And Brookville National Bank

Dennis L. Cassel:  Owner Cassel Insurance Agency  
Director BNB Bancorp, Inc. and  
Brookville National Bank
Roger L. Moler: President & Chairman of the Board
BNB Bancorp, Inc. and Chairman of the Board & CEO of Brookville National Bank

Carolyn Haney: Secretary & Treasurer, BNB Bancorp, Inc., President of Brookville National Bank

John F. McAdams: Retired Corporate President and Director,
BNB Bancorp, Inc. and Brookville National Bank

Larry I. McGregor: President McGregor & Associates, Inc. and
Director BNB Bancorp, Inc. and Brookville National Bank

Gary M. Roberts: Vice President Roberts & Roberts, Inc.
And Vice Chairman of the Board, BNB Bancorp, Inc. and Brookville National Bank

Ernest Gebhart: Director BNB Bancorp, Inc. and
Brookville National Bank

Dennis L. Cassel: Director, BNB Bancorp, Inc. and
Brookville National Bank, Owner
Cassel Insurance Agency

Roger L. Moler: President & CEO, Chairman of the Board
BNB Bancorp, Inc., Chairman of the Board and Brookville National Bank

Carolyn Haney: Director, Secretary & Treasurer, BNB Bancorp, Inc., President Brookville National
<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
</tr>
</thead>
<tbody>
<tr>
<td>John F. McAdams</td>
<td>Director, BNB Bancorp, Inc. and Brookville National Bank</td>
</tr>
<tr>
<td>Larry I. McGregor</td>
<td>Director, BNB Bancorp, Inc. and Brookville National Bank, President</td>
</tr>
<tr>
<td></td>
<td>McGregor &amp; Associates, Inc.</td>
</tr>
<tr>
<td>Gary M. Roberts</td>
<td>Vice Chairman of the Board, BNB Bancorp, Inc. and Brookville National Bank,</td>
</tr>
<tr>
<td></td>
<td>Vice President Roberts &amp; Roberts, Inc.</td>
</tr>
</tbody>
</table>

| (4) (a) Ernest Gebhart: | Shares Owned: 1819 |
| (b) Percentage Ownership: .65% |
| (c) Subsidiaries: -0- |
| Other Business Company: None |
| Voting Securities Owned: None |

| Dennis L. Cassel: | Shares Owned: 2815 |
| Subsidiaries: -0- |
| Other Business Company: Cassel Insurance Agency |
| Voting Securities Owned: 100% |

<p>| Roger L. Moler: | Shares Owned: 33,430 |
| Percentage Ownership: 11.96% |
| Subsidiaries: -0- |
| Other Business Company: None |</p>
<table>
<thead>
<tr>
<th>Name</th>
<th>Shares Owned</th>
<th>Percentage Ownership</th>
<th>Subsidiaries</th>
<th>Other Business Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Carolyn Haney</td>
<td>1,160</td>
<td>.42%</td>
<td>-0-</td>
<td>None</td>
</tr>
<tr>
<td>John F. McAdams</td>
<td>3,583</td>
<td>1.28%</td>
<td>-0-</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Voting Securities Owned: 100%</td>
</tr>
<tr>
<td>Gary M. Roberts</td>
<td>14,960</td>
<td>5.35%</td>
<td>-0-</td>
<td>Roberts &amp; Roberts, Inc.</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Voting Securities Owned: 50%</td>
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</tbody>
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