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 6(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.

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, George Budig
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 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

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.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2013

Reporters Name, Street, and Mailing Address
Garfield Acquisition Corp
(Home Office)
25 Garfield Place
Cincinnati, OH 45202
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Amy Shafer Vice President-Controller
Name Title
Area Code / Phone Number / Extension
513-287-6870
Area Code / FAX Number
513-721-0140
E-mail Address
ashafer@foundationbankus.com

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.”

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.
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.

<table>
<thead>
<tr>
<th>Foundation Bancorp Inc.</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>25 Garfield Place</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td></td>
<td>City State Zip Code</td>
</tr>
<tr>
<td></td>
<td>Physical location (if different from mailing address)</td>
</tr>
</tbody>
</table>

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

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Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)
Report Item

1: The holding company does not prepare an annual report for its sole shareholder and is not registered with the SEC.

2a: Organization Chart

```
Garfield Acquisition Corp
Cincinnati, Ohio
Incorporated in Ohio

100%

Foundation Bancorp Inc
Cincinnati, Ohio
Incorporated in Ohio

100%

Foundation Bank
Cincinnati, Ohio
Incorporated in Ohio
```

2b: Domestic branch listing provided to the Federal Reserve Bank.
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://www.federalreserve.gov.

*FDIC UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.*

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSD</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>444471</td>
<td>25 GARFIELD PLACE</td>
<td>CINCINNATI OH 45202</td>
<td>HAMILTON UNITED STATES</td>
<td>41554</td>
<td>00FOUNDATION BANK</td>
<td>444471</td>
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</tr>
<tr>
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<td>2713241</td>
<td>HYDE PARK BRANCH</td>
<td>CINCINNATI OH 45208</td>
<td>HAMILTON UNITED STATES</td>
<td>265479</td>
<td>30FOUNDATION BANK</td>
<td>444471</td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
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<td>Full Service</td>
<td>635176</td>
<td>NORWOOD BRANCH</td>
<td>CINCINNATI OH 45212</td>
<td>HAMILTON UNITED STATES</td>
<td>40636</td>
<td>21FOUNDATION BANK</td>
<td>444471</td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>6150246</td>
<td>WOODLAWN BRANCH</td>
<td>CINCINNATI OH 45215</td>
<td>HAMILTON UNITED STATES</td>
<td>41407</td>
<td>10FOUNDATION BANK</td>
<td>444471</td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>4193269</td>
<td>MILFORD BRANCH</td>
<td>MILFORD OH 45150</td>
<td>CLERMONT UNITED STATES</td>
<td>40542</td>
<td>50FOUNDATION BANK</td>
<td>444471</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Form FR Y-6
Garfield Acquisition Corp
Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders
(1)(a)(b)(c) and 2(a)(b)(c)

<table>
<thead>
<tr>
<th>Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2012</th>
<th>Securities holders not listed in 3(1)(a) - 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)(a) Name, City, State, Country</td>
<td>(1)(b) Country of citizenship or Incorporation</td>
</tr>
<tr>
<td>George Budig, Ft. Mitchell, KY, USA</td>
<td>USA</td>
</tr>
</tbody>
</table>
Form FR Y-6  
Foundation Bancorp Inc  
Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders  
(1)(a)(b)(c) and 2(a)(b)(c)

<table>
<thead>
<tr>
<th>Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2012</th>
<th>Securities holders not listed in 3(1)(a) - 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)(a) Name, City, State, Country</td>
<td>(1)(b) Country of citizenship or incorporation</td>
</tr>
<tr>
<td>Garfield Acquisition Corp, Cincinnati, Ohio USA</td>
<td>USA</td>
</tr>
</tbody>
</table>
# Form FR Y-6
Garfield Acquisition Corp
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and 4(a)(b)(c)

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal occupation if other than with Holding Company</th>
<th>Title &amp; Position with Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Percentage of voting shares in holding company</th>
<th>Percentage of voting share in subs (include names of subsidiaries)</th>
<th>(4)(c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>George Budig</td>
<td>Business Owner</td>
<td>President</td>
<td>Chairman (Foundation Bancorp)</td>
<td>100%</td>
<td>None</td>
<td>Budig Enterprises - 50%</td>
</tr>
<tr>
<td>Ft. Mitchell, KY, USA</td>
<td></td>
<td></td>
<td>Vice President (Budig Enterprises)</td>
<td></td>
<td>Budco Group - 50%</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>President (Budig Realty)</td>
<td></td>
<td>Budig Realty - 50%</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Vice President (Lift Equipment)</td>
<td></td>
<td>Lift Equipment - 50%</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Vice President (Parsec Inc)</td>
<td></td>
<td>Parsec Inc - 50%</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Solo owner (Parsec of Canada)</td>
<td></td>
<td>Parsec of Canada - 50%</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Summer St Capital - 100%</td>
<td></td>
</tr>
<tr>
<td>Melissa Budig Collins</td>
<td>Vice President</td>
<td>Vice President, Treasurer and Secretary (Foundation Bancorp)</td>
<td>Assistant Treasurer (Budig Enterprises)</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Ft. Mitchell, KY, USA</td>
<td></td>
<td></td>
<td>Assistant Treasurer (Budco Group)</td>
<td></td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Assistant Treasurer (Budig Realty)</td>
<td></td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Assistant Treasurer (Lift Equipment)</td>
<td></td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Assistant Treasurer (Parsec Inc)</td>
<td></td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>(1) Name, City, State, Country</td>
<td>(2) Principal occupation if other than with Holding Company</td>
<td>(3)(a) Title &amp; Position with Subsidiaries (Include names of other businesses)</td>
<td>(3)(b) Title &amp; Position with Subsidiaries (Include names of other businesses)</td>
<td>(3)(c) Title &amp; Position with Subsidiaries (Include names of other businesses)</td>
<td>(4)(a) Percentage of voting shares in holding company</td>
<td>(4)(b) Percentage of voting share in subsidiaries (Include names of other companies and percentage of voting securities held)</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>-------------------------------------------------------------</td>
<td>-----------------------------------------------------------------</td>
<td>-----------------------------------------------------------------</td>
<td>-----------------------------------------------------------------</td>
<td>-------------------------------------------------------------</td>
<td>-----------------------------------------------------------------</td>
</tr>
<tr>
<td>George Budig Ft. Mitchell, KY, USA</td>
<td>Business Owner</td>
<td>President</td>
<td>Chairman (Foundation Bank)</td>
<td>President (Budig Enterprises)</td>
<td>100%</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td>Vice President</td>
<td>Vice President (Budco Group)</td>
<td>100%</td>
<td>Budig Enterprises - 50%</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>President</td>
<td>President (Budig Realty)</td>
<td>100%</td>
<td>Budig Realty - 50%</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Vice President</td>
<td>Vice President (Lift Equipment)</td>
<td>100%</td>
<td>Lift Equipment - 50%</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Vice President</td>
<td>Vice President (Parsec Inc)</td>
<td>100%</td>
<td>Parsec Inc - 50%</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Vice President</td>
<td>Vice President (Parsec of Canada)</td>
<td>100%</td>
<td>Parsec of Canada - 50%</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Sole owner</td>
<td>None</td>
<td>None</td>
<td>Summer St Capital - 100%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Melissa Budig Collins Ft. Mitchell, KY, USA</td>
<td>Vice President</td>
<td>Vice President, Treasurer and Secretary</td>
<td>Assistant Treasurer (Foundation Bank)</td>
<td>Assistant Treasurer (Budig Enterprises)</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td>Vice President, Treasurer and Secretary</td>
<td>Assistant Treasurer (Budco Group)</td>
<td>Assistant Treasurer (Budig Realty)</td>
<td>Assistant Treasurer (Lift Equipment)</td>
<td>Assistant Treasurer (Parsec Inc)</td>
<td>Assistant Treasurer (Parsec of Canada)</td>
</tr>
</tbody>
</table>