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.

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, Thomas G. Caldwell
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

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

Reporters Name, Street, and Mailing Address
Middlefield Banc Corp.
Legal Title of Holding Company
15985 East High St PO Box 35
(Mailing Address of the Holding Company) Street / P.O. Box
Middlefield OH 44062
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Kathleen M Johnson
Name Title
440-632-3236
Area Code / Phone Number / Extension
440-632-0377
Area Code / FAX Number
kjohnson@middlefieldbank.com
E-mail Address
www.middlefieldbank.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:
☐ No

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.

12/2012
Report Item:

1. We are registered with SEC.

2.a. Organizational Chart – See Attached Chart


3. See Attached Chart.

4. See Attached Chart.
2.a. Organization Chart

MIDDLEFIELD BANC CORP.
MIDDLEFIELD, OH
Incorporated in Ohio

100%

THE MIDDLEFIELD BANKING COMPANY
MIDDLEFIELD OH
Incorporated in Ohio

EMERALD BANK
DUBLIN, OH
Incorporated in Ohio

100%

MIDDLEFIELD STATUTORY TRUST I
MIDDLEFIELD OH
Incorporated in Delaware

EMORECO INC.
MIDDLEFIELD, OH
Incorporated in Ohio
### REPORT ITEM 3: Securities Holders

<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Country of Citizenship or Incorporation</th>
<th>(15) Number and Percentage of Each Class of Voting Securities</th>
<th>(16) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>M. D. Egan</td>
<td>USA</td>
<td>104,333, 92.3% Common</td>
<td>N/A</td>
</tr>
<tr>
<td>Madison, WI, USA</td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
</tbody>
</table>
| Name          | Address          | State | City | Occupation          | Principal Occupation Other Than With Bank Holding Company | Principal Occupation with Subsidiaries-MBC | Director of Subsidiaries-MBC | Principal Occupation with Bank Holding Company | Director of Bank Holding Company | Ownership Interests Other Than With Bank Holding Company | Ownership Interests with Subsidiaries-MBC | Director of Subsidiaries-MBC | Ownership Interests with Bank Holding Company | Director of Bank Holding Company | Ownership Interests Other Than With Bank Holding Company | Ownership Interests with Subsidiaries-MBC | Director of Subsidiaries-MBC | Ownership Interests with Bank Holding Company | Director of Bank Holding Company | Ownership Interests Other Than With Bank Holding Company | Ownership Interests with Subsidiaries-MBC | Director of Subsidiaries-MBC | Ownership Interests with Bank Holding Company | Director of Bank Holding Company | Ownership Interests Other Than With Bank Holding Company | Ownership Interests with Subsidiaries-MBC | Director of Subsidiaries-MBC | Ownership Interests with Bank Holding Company | Director of Bank Holding Company | Ownership Interests Other Than With Bank Holding Company | Ownership Interests with Subsidiaries-MBC | Director of Subsidiaries-MBC | Ownership Interests with Bank Holding Company | Director of Bank Holding Company | Ownership Interests Other Than With Bank Holding Company | Ownership Interests with Subsidiaries-MBC | Director of Subsidiaries-MBC | Ownership Interests with Bank Holding Company | Director of Bank Holding Company | Ownership Interests Other Than With Bank Holding Company | Ownership Interests with Subsidiaries-MBC | Director of Subsidiaries-MBC | Ownership Interests with Bank Holding Company | Director of Bank Holding Company | Ownership Interests Other Than With Bank Holding Company | Ownership Interests with Subsidiaries-MBC | Director of Subsidiaries-MBC | Ownership Interests with Bank Holding Company | Director of Bank Holding Company | Ownership Interests Other Than With Bank Holding Company | Ownership Interests with Subsidiaries-MBC | Director of Subsidiaries-MBC | Ownership Interests with Bank Holding Company | Director of Bank Holding Company | Ownership Interests Other Than With Bank Holding Company | Ownership Interests with Subsidiaries-MBC | Director of Subsidiaries-MBC | Ownership Interests with Bank Holding Company | Director of Bank Holding Company | Ownership Interests Other Than With Bank Holding Company | Ownership Interests with Subsidiaries-MBC | Director of Subsidiaries-MBC | Ownership Interests with Bank Holding Company | Director of Bank Holding Company | Ownership Interests Other Than With Bank Holding Company | Ownership Interests with Subsidiaries-MBC | Director of Subsidiaries-MBC | Ownership Interests with Bank Holding Company | Director of Bank Holding Company | Ownership Interests Other Than With Bank Holding Company | Ownership Interests with Subsidiaries-MBC | Director of Subsid...
<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID Number</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC URN</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID Number</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>177910</td>
<td>Full Service (Head Office)</td>
<td>177910</td>
<td>MIDDLETOWN BANKING COMPANY, THE</td>
<td>3301 3RD ST</td>
<td>MIDDLETOWN</td>
<td>OH</td>
<td>44062</td>
<td>GEauga</td>
<td>UNITED STATES</td>
<td>4974</td>
<td>MIDDLETOWN BANKING COMPANY, THE</td>
<td>177910</td>
<td>177910</td>
<td>177910</td>
</tr>
<tr>
<td>OK</td>
<td>177910</td>
<td>Full Service</td>
<td>177910</td>
<td>MIDDLETOWN BANKING COMPANY, THE</td>
<td>3301 3RD ST</td>
<td>MIDDLETOWN</td>
<td>OH</td>
<td>44062</td>
<td>GEauga</td>
<td>UNITED STATES</td>
<td>4974</td>
<td>MIDDLETOWN BANKING COMPANY, THE</td>
<td>177910</td>
<td>177910</td>
<td>177910</td>
</tr>
<tr>
<td>OK</td>
<td>177910</td>
<td>Full Service</td>
<td>177910</td>
<td>MIDDLETOWN BANKING COMPANY, THE</td>
<td>3301 3RD ST</td>
<td>MIDDLETOWN</td>
<td>OH</td>
<td>44062</td>
<td>GEauga</td>
<td>UNITED STATES</td>
<td>4974</td>
<td>MIDDLETOWN BANKING COMPANY, THE</td>
<td>177910</td>
<td>177910</td>
<td>177910</td>
</tr>
<tr>
<td>OK</td>
<td>177910</td>
<td>Full Service</td>
<td>177910</td>
<td>MIDDLETOWN BANKING COMPANY, THE</td>
<td>3301 3RD ST</td>
<td>MIDDLETOWN</td>
<td>OH</td>
<td>44062</td>
<td>GEauga</td>
<td>UNITED STATES</td>
<td>4974</td>
<td>MIDDLETOWN BANKING COMPANY, THE</td>
<td>177910</td>
<td>177910</td>
<td>177910</td>
</tr>
<tr>
<td>OK</td>
<td>177910</td>
<td>Full Service</td>
<td>177910</td>
<td>MIDDLETOWN BANKING COMPANY, THE</td>
<td>3301 3RD ST</td>
<td>MIDDLETOWN</td>
<td>OH</td>
<td>44062</td>
<td>GEauga</td>
<td>UNITED STATES</td>
<td>4974</td>
<td>MIDDLETOWN BANKING COMPANY, THE</td>
<td>177910</td>
<td>177910</td>
<td>177910</td>
</tr>
<tr>
<td>OK</td>
<td>177910</td>
<td>Full Service</td>
<td>177910</td>
<td>MIDDLETOWN BANKING COMPANY, THE</td>
<td>3301 3RD ST</td>
<td>MIDDLETOWN</td>
<td>OH</td>
<td>44062</td>
<td>GEauga</td>
<td>UNITED STATES</td>
<td>4974</td>
<td>MIDDLETOWN BANKING COMPANY, THE</td>
<td>177910</td>
<td>177910</td>
<td>177910</td>
</tr>
</tbody>
</table>
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.*

<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</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</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></td>
<td>Full Service (Head Office)</td>
<td>3289974</td>
<td>EMERALD BANK</td>
<td>6215 PERIMETER DRIVE</td>
<td>DUBLIN</td>
<td>OH</td>
<td>43017</td>
<td>FRANKLIN</td>
<td>UNITED STATES</td>
<td>365459</td>
<td>0</td>
<td>EMERALD BANK</td>
<td>3269974</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3952832</td>
<td>EMERALD BANK BRANCH</td>
<td>17 NORTH STATE STREET</td>
<td>WESTERVILLE</td>
<td>OH</td>
<td>43081</td>
<td>FRANKLIN</td>
<td>UNITED STATES</td>
<td>359906</td>
<td>1</td>
<td>EMERALD BANK</td>
<td>3269974</td>
<td></td>
</tr>
</tbody>
</table>