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, William M. Hubbard
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 of Holding Company Director and Official
03/27/2014

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: 2855576
C.I.:

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

Date of Signature:
03/27/2014

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: 2855576
C.I.:

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.
Form FR Y-6

Rockhold-Brown Bancshares, Inc.
101 East Main Street
P. O. Box 506
Bainbridge, OH 45612
Fiscal Year Ending December 31, 2013

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.
       Copies of the Annual Report are to follow when completed.

2: Organizational Chart

ROCKHOLD-BROWN BANC SHARES, INC.
101 East Main Street
P. O. Box 506
Bainbridge, OH 45612
Incorporated in the State of Ohio, USA

100%

The Rockhold, Brown & Company Bank
101 East Main Street
P. O. Box 506
Bainbridge, OH 45612
Incorporated in the State of Ohio, USA

a. 100% ownership of a one
   bank holding company

b. Branch information has been
   updated via e-mail on 3/27/2014.
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 becomes 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 UNRUM, Office Number, and ID_RSSID 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_RSSID</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 UNRUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSID</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>12/31/2012</td>
<td>Full Service (Head Office)</td>
<td>255315</td>
<td>ROCKHOLD BROWN &amp; COMPANY BANK, THE</td>
<td>150 MAIN STREET</td>
<td>BAINBRIDGE</td>
<td>OH</td>
<td>45612</td>
<td>ROSS</td>
<td>UNITED STATES</td>
<td>10395</td>
<td>ROCKHOLD, BROWN &amp; COMPANY BANK, THE</td>
<td>255315</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
## 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 12-31-2013

<table>
<thead>
<tr>
<th>Name</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number</th>
<th>%</th>
<th>(1)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richard W. Brown</td>
<td>United States</td>
<td>6400</td>
<td>6.18%</td>
<td>joint w/ children</td>
</tr>
<tr>
<td>Bainbridge, OH</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>A. Jud Frosor</td>
<td>United States</td>
<td>5250</td>
<td>5.17%</td>
<td>owner</td>
</tr>
<tr>
<td>Bainbridge, OH</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Satellite R. Frosor</td>
<td>United States</td>
<td>5750</td>
<td>5.65%</td>
<td>owner</td>
</tr>
<tr>
<td>Bainbridge, OH</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Keala Gries</td>
<td>United States</td>
<td>2350</td>
<td>2.27%</td>
<td>joint w/ spouse</td>
</tr>
<tr>
<td>Grove City, OH</td>
<td></td>
<td>350</td>
<td>0.34%</td>
<td>custodian for child</td>
</tr>
<tr>
<td>United States</td>
<td></td>
<td>8400</td>
<td>6.12%</td>
<td>joint w/ father &amp; sister</td>
</tr>
<tr>
<td></td>
<td></td>
<td>9100</td>
<td>9.79%</td>
<td></td>
</tr>
<tr>
<td>Kitty Long</td>
<td>United States</td>
<td>8585</td>
<td>8.29%</td>
<td>owner</td>
</tr>
<tr>
<td>Greenfield, OH</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lisabeth Ann Moyer</td>
<td>United States</td>
<td>2350</td>
<td>2.27%</td>
<td>joint w/ spouse</td>
</tr>
<tr>
<td>Woodbury, NH</td>
<td></td>
<td>1050</td>
<td>1.01%</td>
<td>joint w/ children</td>
</tr>
<tr>
<td>United States</td>
<td></td>
<td>8400</td>
<td>6.12%</td>
<td>joint w/ father &amp; sister</td>
</tr>
<tr>
<td></td>
<td></td>
<td>9800</td>
<td>9.46%</td>
<td></td>
</tr>
<tr>
<td>Marc Myers</td>
<td>United States</td>
<td>6000</td>
<td>5.76%</td>
<td>owner</td>
</tr>
<tr>
<td>Columbus, OH</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Peter D. Quince</td>
<td>United States</td>
<td>5625</td>
<td>5.43%</td>
<td>joint w/ spouse</td>
</tr>
<tr>
<td>Julienne McCray</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Greenfield, OH</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lori Jo Roberts</td>
<td>United States</td>
<td>11000</td>
<td>10.62%</td>
<td>owner</td>
</tr>
<tr>
<td>Bainbridge, OH</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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 12-31-12.

<table>
<thead>
<tr>
<th>Name</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

NONE
**Form FR Y-6**  
**December 31, 2013**  
**Rockhold-Brown Bancshares, Inc.**

**Report Item 4: Directors and Officers**  
(1) (2) (3)(a) (b) (c) and (4) (a) (b) (c)

<table>
<thead>
<tr>
<th>(1) Names &amp; (City, State Country)</th>
<th>(2) Principal Occupation, if other than with Bank Holding Company</th>
<th>(3) (a) Title &amp; Position with Bank Holding Company</th>
<th>(3) (b) Title &amp; Position with Subsidiaries (Include names of other businesses)</th>
<th>(3) (c) Co-owner</th>
<th>(4) (a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4) (b) Percentage of Voting Shares in Subsidiaries (Include names of other businesses)</th>
<th>(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)</th>
</tr>
</thead>
</table>
| A. Jed Free  
Bainbridge, OH  
United States | Retired State Employee  
State of Ohio, Dept. Natural Resources  
Rocky Fork State Park  
Hillsboro, OH 45133 | Director  
The Rockhold, Brown & Co. Bank  
Bainbridge, OH 45612 | Co-owner  
Haas Common Farm  
Bainbridge, OH 45612 | 5.17% | None | None | |
| Salie R. Free  
Bainbridge, OH  
United States | Retired Teacher  
Greenfield Exempted School District  
Greenfield, OH 45123 | Director  
The Rockhold, Brown & Co. Bank  
Bainbridge, OH 45612 | Co-owner  
Haas Common Farm  
Bainbridge, OH 45612 | 5.65% | None | None | |
| William M. Hubbard  
Bainbridge, OH  
United States | President & CEO  
The Rockhold, Brown & Co. Bank  
Barber, OH 45612 | Director  
C. E. O. & President  
The Rockhold, Brown & Co. Bank  
Bainbridge, OH 45612 | N/A | N/A | 1.99% | None | |
| Lori Jo Roberts  
Bainbridge, OH  
United States | Chillicothe Country Club  
Chillicothe, OH 45601 | Principal shareholder  
> 10% owner | None | N/A | 10.62% | None | |
| Joseph Edward Rhoads  
Waverly, OH  
United States | Rhoads' Law Office  
Joseph E. Rhoads  
Watterson, Attys. at Law  
Waverly, OH 45690 | Director  
None | N/A | 1.06% | None | None | |
| John W. Scott III  
Bainbridge, OH  
United States | Retired Teacher  
Paint Valley LSD  
Bainbridge, OH | Director  
Chairman of the Board | The Rockhold, Brown & Co. Bank  
Bainbridge, OH | 3.57% | None | None | |
| Jonathan D. Wisecup  
Bainbridge, OH  
United States | Chief Financial Officer  
The Rockhold, Brown & Co. Bank  
Bainbridge, OH 45612 | Director  
Chief Financial Officer | The Rockhold, Brown & Co. Bank  
Bainbridge, OH | N/A | 0.10% | None |