Annual Report of Holding Companies—FR Y-6

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. MARK A. KLEIN
Name of the Holding Company Director and Official
PRESIDENT AND 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, 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
Month / Day / Year

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

Reporters’s Name, Street, and Mailing Address
SB FINANCIAL GROUP, INC.
Legal Title of Holding Company
401 CLINTON STREET
Street / P.O. Box
DEFIANCE OH 43512
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
STEVEN A. GIESIGE VP/CONTROLLER
Name Title
419-782-8354 Area Code / Phone Number / Extension
419-782-6405 Area Code / FAX Number
steve.giesige@yourstatebank.com E-mail Address
www.yoursbfinancial.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:
☐ 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, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2012
Annual report to shareholders

None
Report Item 2. Organization Chart
SB Financial Group, Inc.
Defiance, Ohio
Fiscal Year Ending December 31, 2013

SB Financial Group, Inc.
Defiance, Ohio Incorporated in Ohio

Owns 100%

The State Bank & Trust Company
Incorporated in Ohio

Owns 100% Managing

Rurban Investment Inc
Incorporated in Delaware

RFCBC, Inc.
Incorporated in Ohio

Rurban Statutory Trust I
Incorporated in Ohio

Rurban Statutory Trust II
Incorporated in Ohio

Rurbanc Data Services, Inc
Incorporated in Ohio

2.b. Domestic branch listing provided via email to the Federal Reserve Bank of Cleveland on March 24, 2014
### Results: A list of branches for your holding company: SB FINANCIAL GROUP INC (1071494) of DEFIANCE, OH.

The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

### Reclassification 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

- **Delete**: If the branch information is incorrect, enter "Delete" in the **Data Action** column.
- **Change**: If the branch information is incorrect or incomplete, review 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.
- **Add**: If a branch was not owned by the depository institution, 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 emailing 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-901 reporting requirements, you must also submit FR Y-901 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.

The FR Y-901 report may be submitted in a hardcopy format or via the FR Y-901 Online application - https://y901online.federalreserve.gov.

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

### Data Action Effective Date Branch Service Type Branch ID _ID5857_ Popular Name Street Address City State Zip Code County Country POC UNIFORM Office Number Head Office Head Office ID _ID550_ Comments

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<th>Date Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID <em>ID5857</em></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>POC UNIFORM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID <em>ID550</em></th>
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<td>CLOSE</td>
<td>2/2/2013</td>
<td>Full Service</td>
<td>879312</td>
<td>WEST UNION BANKING CENTER</td>
<td>112 E JACOB STREET</td>
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</table>
Report Item 3(1): Shareholders
SB Financial Group, Inc.
Defiance, Ohio
Fiscal Year Ending December 31, 2013

Shareholders of record, that directly or indirectly owns, controls, or holds with power to vote
5 percent or more of any class of voting securities of the bank holding company.

<table>
<thead>
<tr>
<th>No. of shares of Registrant Beneficially Owned</th>
<th>Approximate % of Class</th>
</tr>
</thead>
<tbody>
<tr>
<td>The State Bank and Trust Company, as Trustee for the Employees Stock Ownership Plan (ESOP) and sole dispositive power of SB Financial Group Inc. dated June 3, 1985. Defiance, OH, USA</td>
<td>447,322</td>
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<tr>
<td>Phronesis Partners, L.P. Columbus, OH, USA</td>
<td>USA</td>
</tr>
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</table>

(1) Based on 4,869,629 shares outstanding at December 31, 2013.
Report Item 3(2): Shareholders
SB Financial Group, Inc.
Defiance, Ohio
Fiscal Year Ending December 31, 2013

Shareholders of record, not listed in section 3(1), that owned or controlled 5 percent or more of any class of voting securities in the bank holding company during the fiscal year for which the report is being filed.

None
<table>
<thead>
<tr>
<th>(1) Name &amp; Address</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Principal Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</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 subsidiaries)</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>
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</thead>
<tbody>
<tr>
<td>Robert A. Fawcett, Jr.</td>
<td>Consultant</td>
<td>Director</td>
<td>Director, The State Bank and Trust Company</td>
<td>Consultant, FRL/United Insurance Agency Director Putnam County MMRD Housing Board</td>
<td>0.43%</td>
<td>None</td>
<td>None</td>
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<tr>
<td>Richard L. Hardgrove Canton, Ohio</td>
<td>Retired Director</td>
<td>Director</td>
<td>Director, The State Bank and Trust Company</td>
<td>None</td>
<td>0.28%</td>
<td>None</td>
<td>None</td>
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<tr>
<td>Rilla A. Kissner Defiance, Ohio</td>
<td>Retired Director</td>
<td>Director</td>
<td>Director, The State Bank and Trust Company</td>
<td>Trustee, Chair Defiance College Board of Trustee President, Defiance Area Giving Circle</td>
<td>0.38%</td>
<td>None</td>
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<td>Mark A. Klein Defiance, Ohio</td>
<td>N/A</td>
<td>Executive Officer by Definition</td>
<td>Director, President and CEO The State Bank and Trust Company</td>
<td>Chairman, Promedica-Defiance Regional Medical Center Foundation Board Member, Defiance Regional Medical Center Board of Trustees</td>
<td>1.07%</td>
<td>None</td>
<td>3-K Enterprises, LLC (33.33%)</td>
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<tr>
<td>George W. Carter Paulding, Ohio</td>
<td>Electric Co-Op Director</td>
<td>Director</td>
<td>Director, The State Bank and Trust Company</td>
<td>Chief Executive Officer, Paulding Putnam Electric Cooperative</td>
<td>0.01%</td>
<td>None</td>
<td>None</td>
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<tr>
<td>Gaylyn J. Finn Bowling Green, OH</td>
<td>Retired Director</td>
<td>Director</td>
<td>Director, The State Bank and Trust Company</td>
<td>Trustee, Wood County Hospital</td>
<td>0.19%</td>
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<td>Timothy J. Stolty Lima, OH</td>
<td>Insurance Director</td>
<td>Director</td>
<td>Director, The State Bank and Trust Company</td>
<td>Agent and Co-owner of Stolty Insurance Group Board Member Professional Insurance Agents Assoc of Ohio President Lima Interfaith Senior Housing</td>
<td>0.11%</td>
<td>None</td>
<td>Stolty Insurance Agency, Inc (20%) MTBK, LLC Partnership (25%) MTBKW, LLC Partnership (20%) MTBKU, LLC Partnership (25%) MTBKB, LLC Partnership (20%) SOD LLC (33.3%)</td>
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<td>Anthony V. Cosentino Defiance, OH</td>
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<td>CFO The State Bank and Trust Company</td>
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<td>Gary M. Cates Health Care</td>
<td>Director</td>
<td>Director</td>
<td>Director, The State Bank and Trust Company</td>
<td>President, ProMedica Defiance Regional Hospital Director, ProMedica Defiance Regional Board of Trustees Member, ProMedica Defiance Regional Hospital Foundation Board, Director, United Way of Defiance County</td>
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<td>Jonathan R. Gethman</td>
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<td>Senior Lender</td>
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