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 officer 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 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

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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 2540467
C.I.

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Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014

Month / Day / Year
N/A

N/A

Report's Legal Entity Identifier (LEI) (20 Character LEI Code)

Reporter's Name, Street, and Mailing Address

BNB Bancorp, Inc.

Legal Title of Holding Company

225 W. Upper Lewisburg-Salem Road
(Mailing Address of the Holding Company) Street / P.O. Box

Brookville OH 45309

City State Zip Code

Physical Location (if different from mailing address)

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

moler@brookvillenational.com

E-mail Address

Address (URL) for the Holding Company's web page

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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."
Annual Report of Bank Holding Companies (FRY-6) Report Item 1

BNB Bancorp, Inc. is not registered with the Securities and Exchange Commission.
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
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 2B

Submitted Early Via Email 3/14/15
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: 14,280
Percentage: 5.11%

(2) None
Annual Report of Bank Holding Companies (FRY-6) Item 4

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
West Chester, 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
<table>
<thead>
<tr>
<th>Name</th>
<th>Title and Company</th>
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<tbody>
<tr>
<td>John F. McAdams</td>
<td>Retired Corporate President and Director BNB Bancorp, Inc. and Brookville National Bank</td>
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<td>Larry I. McGregor</td>
<td>President McGregor &amp; Associates, Inc. and Director BNB Bancorp, Inc. and Brookville National Bank</td>
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<td>Gary M. Roberts</td>
<td>Vice President Roberts &amp; Roberts, Inc. and Vice Chairman of the Board, BNB Bancorp, Inc. and Brookville National Bank</td>
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<tr>
<td>Ernest Gebhart</td>
<td>Director, BNB Bancorp, Inc. and Brookville National Bank.</td>
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<tr>
<td>Dennis L. Cassel</td>
<td>Director, BNB Bancorp, Inc. and Brookville National Bank, Owner Cassel Insurance Agency</td>
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<td>Roger L. Moler</td>
<td>President &amp; Chairman of the Board BNB Bancorp, Inc. and Chairman of the Board &amp; CEO of Brookville National Bank</td>
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<tr>
<td>Carolyn Haney</td>
<td>Director, Secretary &amp; Treasurer, BNB Bancorp, Inc., President Brookville National Bank</td>
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<tr>
<td>John F. McAdams</td>
<td>Director, BNB Bancorp, Inc. and Brookville National Bank</td>
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<tr>
<td>Larry I. McGregor</td>
<td>Director, BNB Bancorp, Inc. and Brookville National Bank, President McGregor &amp; Associates, Inc.</td>
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<tr>
<td>Gary M. Roberts</td>
<td>Vice Chairman of the Board, BNB Bancorp, Inc. and Brookville National Bank, Vice President Roberts &amp; Roberts, Inc.</td>
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