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 officer 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 & C.E.O.
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
08/10/2015

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
R S S D I D 2855574
C.I. 2855574

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year
N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
Rockhold-Brown Bancshares, Inc.
P.O. Box 506
Bainbridge, OH 45612

City State Zip Code

101 East Main Street
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
William M. Hubbard
President & C.E.O.
Name

740-634-2386
Area Code / Phone Number / Extension

Area Code / FAX Number
bill@rockholdbank.com
E-mail Address
rockholdbank.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 to any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 200th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

10/2014
Form FR Y-6

Rockhold-Brown Bancshares, Inc.
101 East Main Street
P. O. Box 506
Bainbridge, OH 45612
Fiscal Year Ending December 31, 2014

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.
   Enclosed are two copies of the annual report.

2: Organizational Chart

ROCKHOLD-BROWN BANCSHARES, INC.
101 East Main Street
P. O. Box 506
Bainbridge, OH 45612

100%

The Rockhold, Brown & Company Bank
101 East Main Street
P. O. Box 506
Bainbridge, OH 45612

EIN 31-166020

a. 100% ownership of a one
   bank holding company

b. Branch information has been
   updated via e-mail on 3/26/2012.
**Report Item 3: Shareholders**

(1)(a) Name
(City, State, Country)  
(1)(b) Country of Citizenship  
(2)(a) Name
(City, State, Country)  
(2)(b) Country of Citizenship or Incorporation  
(3)(c) Number and Percentage of Each Class of Voting Securities

<table>
<thead>
<tr>
<th>Name</th>
<th>(City, State, Country)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name</th>
<th>(City, State, Country)</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richard W. Brown</td>
<td>Bainbridge, OH United States</td>
<td>United States</td>
<td>6400 6.16% joint w/ children</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
</tr>
<tr>
<td>A. Jed Free</td>
<td>Bainbridge, OH United States</td>
<td>United States</td>
<td>5250 5.17% owner</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
</tr>
<tr>
<td>Sallie R. Free</td>
<td>Bainbridge, OH United States</td>
<td>United States</td>
<td>5750 5.55% owner</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
</tr>
<tr>
<td>Keela Gries</td>
<td>Grove City, OH United States</td>
<td>United States</td>
<td>2350 2.27% joint w/ spouse</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>3300 0.34% custodian for child</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>3400 6.18% joint w/ father &amp; sister</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>9100 6.79%</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kitty Long</td>
<td>Greenfield, OH United States</td>
<td>United States</td>
<td>8585 8.29% owner</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
</tr>
<tr>
<td>Lisbeth Ann Meyer</td>
<td>Woodbury, MN United States</td>
<td>United States</td>
<td>2350 2.27% joint w/ spouse</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>1050 1.01% joint w/ children</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>9400 6.18% joint w/ father &amp; sister</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>9800 9.46%</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Marc Myers</td>
<td>Columbus, OH United States</td>
<td>United States</td>
<td>6000 5.79% owner</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
</tr>
<tr>
<td>Peter D. Guance</td>
<td>Greenfield, OH United States</td>
<td>United States</td>
<td>5825 5.43% joint w/ spouse</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
</tr>
<tr>
<td>Lorin Jo Roberts</td>
<td>Bainbridge, OH United States</td>
<td>United States</td>
<td>11000 10.62% owner</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
</tr>
</tbody>
</table>
# Form FR Y-6
31-Dec-14

Rockhold-Brown Bancshares, Inc.

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## Report Item 4: Directors and Officers

<table>
<thead>
<tr>
<th>(1)</th>
<th>(2) Principal</th>
<th>(3) (a) 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) Percentage of Voting Shares in Other Companies (includes partnerships)</th>
<th>(4) (d) Percentage of Voting Securities held</th>
</tr>
</thead>
<tbody>
<tr>
<td>A. Jed Free</td>
<td>Retired State Employee</td>
<td>Director</td>
<td>Director</td>
<td>Co-owner</td>
<td>5.17%</td>
<td>None</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Bainbridge, OH</td>
<td>State of Oh. Dept. Natural Resources</td>
<td>The Rockhold, Brown &amp; Co. Bar</td>
<td>Haus Common Farm Bainbridge, OH 45612</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>United States</td>
<td>Rocky Fork State Park Hillsboro, OH 45133</td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sally R. Free</td>
<td>Retired Teacher</td>
<td>Director</td>
<td>Director</td>
<td>Co-owner</td>
<td>5.65%</td>
<td>None</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>United States</td>
<td>Greenfield, OH 45123</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>William M. Hubbard</td>
<td>President &amp; CEO</td>
<td>Director</td>
<td>Director</td>
<td></td>
<td>1.93%</td>
<td>None</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>United States</td>
<td>Bainbridge, OH 45612</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lon Jo Roberts</td>
<td>Chilicothe Country Club</td>
<td>Principal shareholder</td>
<td>None</td>
<td>N/A</td>
<td>10.62%</td>
<td>None</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Bainbridge, OH</td>
<td>Chillicothe, OH 45601</td>
<td>&gt; 10% owner</td>
<td>None</td>
<td>N/A</td>
<td></td>
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<td></td>
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</tr>
<tr>
<td>United States</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Joseph Edward Rhoads</td>
<td>Rhoads' Law Office</td>
<td>Director</td>
<td>None</td>
<td>N/A</td>
<td>1.06%</td>
<td>None</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Waverly, OH</td>
<td>Joseph E. Rhoads &amp; Deborah A.</td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>United States</td>
<td>Waverman, Allys, &amp; Law</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John W. Scott III</td>
<td>Retired Teacher</td>
<td>Director</td>
<td>Director</td>
<td></td>
<td>3.57%</td>
<td>None</td>
<td>None</td>
<td></td>
</tr>
<tr>
<td>Bainbridge, OH</td>
<td>Paint Valley LSD</td>
<td>The Rockhold, Brown &amp; Co. Bar</td>
<td>John Scott Farm Bainbridge, OH</td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>United States</td>
<td>Bainbridge, OH</td>
<td>Chairman of the Board</td>
<td>Chairman of the Board</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jonathan D. Waxcup</td>
<td>Chief Financial Officer</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>0.10%</td>
<td>None</td>
<td>None</td>
<td></td>
</tr>
</tbody>
</table>
Results: A list of branches for your depository institution: ROCKHOLD, BROWN & COMPANY BANK, THE (ID: RSS: 23533).
This depository institution is held by ROCKHOLD, BROWN BRANCHES, INC. (205576) of BANBRIDGE, OH.
The data are as of 3/7/2018. Data reflects information that was received and processed through 3/4/2018.2
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
- **Add**: If the branch information is correct, enter "Add" in the Data Action column.
- **Change**: If the branch information is incorrect or incomplete, review the data, and 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 new branch is missing, insert a new, 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 UNNUM, Office Number, and ID RSS 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/ RSS*</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 UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID/ RSS*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Add</td>
<td>3/20/2018</td>
<td>Full Service (Head Office)</td>
<td>23533</td>
<td>ROCKHOLD, BROWN &amp; COMPANY BANK, THE</td>
<td>101 MAIN STREET</td>
<td>BANBRIDGE</td>
<td>OH</td>
<td>45632</td>
<td>Ross</td>
<td>UNITED STATES</td>
<td>3036</td>
<td>ROCKHOLD, BROWN &amp; COMPANY BANK, THE</td>
<td>23533</td>
<td>23533</td>
<td></td>
</tr>
</tbody>
</table>