

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



2015 JUN 29 P 2:14

Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYSIS
DEPARTMENT

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.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

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, George Budig

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.

George J Budig
Signature of Holding Company Director and Official

06/26/2015

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

RSSD ID 3827945
C.I. _____

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

December 31, 2014

Month / Day / Year

Not applicable

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

Reporter's Name, Street, and Mailing Address

Garfield Acquisition Corp

Legal Title of Holding Company

25 Garfield Place

(Mailing Address of the Holding Company) Street / P.O. Box

Cincinnati

OH

45202

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Amy Shafer

Vice President-Controller

Name

Title

513-287-6870

Area Code / Phone Number / Extension

513-721-0140

Area Code / FAX Number

ashafer@foundationbankus.com

E-mail Address

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

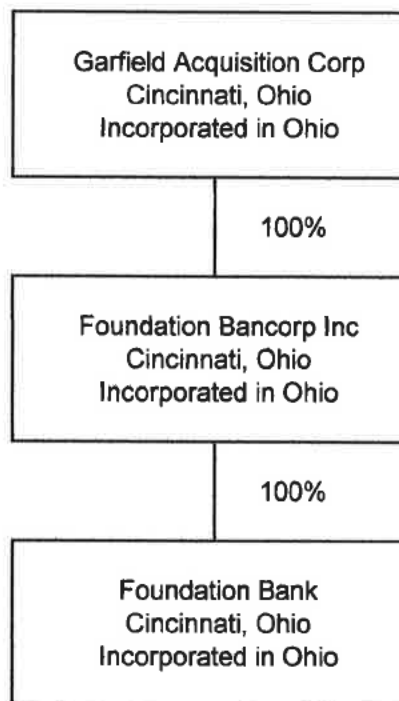
Form FR Y-6

Garfield Acquisition Corp
25 Garfield Place
Cincinnati, Ohio 45202
Fiscal Year Ending December 31, 2014

Report Item

1: The holding company does not prepare an annual report for its sole shareholder and is not registered with the SEC.

2a: Organization Chart



2b: Domestic branch listing provided to the Federal Reserve Bank.

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Foundation Bancorp Inc.

Legal Title of Subsidiary Holding Company

25 Garfield Place

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Cincinnati

OH

45202

City

State

Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical location (if different from mailing address)

Results: A list of branches for your depository institution. FOUNDATION BANK (ID: RSSD: 444471). This depository institution is held by GARFIELD ACQUISITION CORPORATION (3827945) of CINCINNATI, OH. The data are as of 1/23/2014. Data reflects information that was received and processed through 01/07/2015.

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.

Data Action	Effective Date	Branch Service Type	Branch ID	RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID	RSSD*	Comments
OK		Full Service (Head Office)	444471		FOUNDATION BANK	25 GARFIELD PLACE	CINCINNATI	OH	45202	HAMILTON	UNITED STATES	41558		0	FOUNDATION BANK	444471	
OK		Full Service	2713041		HYDE PARK BRANCH	3521 ERIE AVENUE	CINCINNATI	OH	45208	HAMILTON	UNITED STATES	283479		3	FOUNDATION BANK	444471	
OK		Full Service	6351761		NORWOOD BRANCH	4730 MONTGOMERY ROAD	CINCINNATI	OH	45212	HAMILTON	UNITED STATES	40636		2	FOUNDATION BANK	444471	
OK		Full Service	6150751		WOODLAWN BRANCH	9960 SPRINGFIELD PIKE	CINCINNATI	OH	45215	HAMILTON	UNITED STATES	41457		1	FOUNDATION BANK	444471	
OK		Full Service	4196367		MILFORD BRANCH	954 STATE ROUTE 28	MILFORD	OH	45150	CLERMONT	UNITED STATES	40642		5	FOUNDATION BANK	444471	

Form FR Y-6
Garfield Acquisition Corp
Fiscal Year Ending December 31, 2014

Report Item 3: Securities holders

(1)(a)(b)(c) and 2(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2014			Securities holders not listed in 3(1)(a) - 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2014
(1)(a) Name, City, State, Country	(1)(b) Country of citizenship or Incorporation	(1)(c) Number and % of each class of voting Securities	(2)(a) Name, City, State, Country (2)(b) Country of citizenship or Incorporation (2)(c) Number and % of each class of voting Securities
George Budig Fl Mitchell, KY, USA	USA	400 - 100% common stock	None

Form FR Y-6
Foundation Bancorp Inc
Fiscal Year Ending December 31, 2014

Report Item 3: Securities holders

(1)(a)(b)(c) and 2(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2014			Securities holders not listed in 3(1)(a) - 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2014		
(1)(a) Name, City, State, Country	(1)(b) Country of citizenship or Incorporation	(1)(c) Number and % of each class of voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of citizenship or Incorporation	(2)(c) Number and % of each class of voting Securities
Garfield Acquisition Corp Cincinnati, Ohio USA	USA	100 - 100% common stock	None		

Form FR Y-6
Garfield Acquisition Corp
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and 4(a)(b)(c)

(1) Name, City, State, Country	(2) Principal occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with other businesses (Include names of other businesses)	(4)(a) Percentage of voting shares in holding company	(4)(b) Percentage of voting share in subs (Include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
George Budig Ft. Mitchell, KY, USA	Business Owner	President	Chairman (Foundation Bancorp) Chairman (Foundation Bank)	President (Budig Enterprises) Vice President (Budco Group) President (Budig Realty) Vice President (Lift Equipment) Vice President (Parsec Inc) Vice President (Parsec of Canada) Sole owner (Summer Street Capital)	100%	None	Budig Enterprises - 50% Budco Group - 50% Budig Realty - 50% Lift Equipment - 50% Parsec Inc - 50% Parsec of Canada - 50% Summer St Capital - 100%
Meissa Budig Collins Ft. Mitchell, KY, USA	Vice President	Vice President, Treasurer and Secretary	Vice President, Treasurer and Secretary (Foundation Bancorp) Vice President, Treasurer and Secretary (Foundation Bank)	Assistant Treasurer (Budig Enterprises) Assistant Treasurer (Budco Group) Assistant Treasurer (Budig Realty) Assistant Treasurer (Lift Equipment) Assistant Treasurer (Parsec Inc) Assistant Treasurer (Parsec of Canada)	None	None	None

Form FR Y-6
Foundation Bancorp Inc.
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and 4(a)(b)(c)

(1) Name, City, State, Country	(2) Principal occupation If other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with other businesses (include names of other businesses)	(4)(a) Percentage of voting shares in holding company	(4)(b) Percentage of voting share in subs (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
George Budig Ft. Mitchell, KY, USA	Business Owner	President	Chairman (Foundation Bank)	President (Budig Enterprises) Vice President (Budco Group) President (Budig Realty) Vice President (Lift Equipment) Vice President (Parsec Inc) Vice President (Parsec of Canada) Sole owner (Summer Street Capital)	100%	None	Budig Enterprises - 50% Budco Group - 50% Budig Realty - 50% Lift Equipment - 50% Parsec Inc - 50% Parsec of Canada - 50% Summer St Capital - 100%
Melissa Budig Collins Ft. Mitchell, KY, USA	Vice President	Vice President, Treasurer and Secretary	Vice President, Treasurer and Secretary (Foundation Bank)	Assistant Treasurer (Budig Enterprises) Assistant Treasurer (Budco Group) Assistant Treasurer (Budig Realty) Assistant Treasurer (Lift Equipment) Assistant Treasurer (Parsec Inc) Assistant Treasurer (Parsec of Canada)	None	None	None