

Board of Governors of the Federal Reserve System

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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.

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, Thomas G. Caldwell

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.

Thomas G. Caldwell

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 1398740
C.I. _____

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

December 31, 2015

Month / Day / Year

NONE

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

Reporter's Name, Street, and Mailing Address

Middlefield Banc Corp.

Legal Title of Holding Company

15985 East High St/PO Box 35

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

Middlefield

OH

44062

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kathleen M Johnson

Name

Title

440-632-3236

Area Code / Phone Number / Extension

440-632-8223

Area Code / FAX Number

kjohnson@middlefieldbank.com

E-mail Address

www.middlefieldbank.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



15985 East High Street

P.O. Box 35

Middlefield, OH 44062

888/801-1666

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Fax 440/632-1700

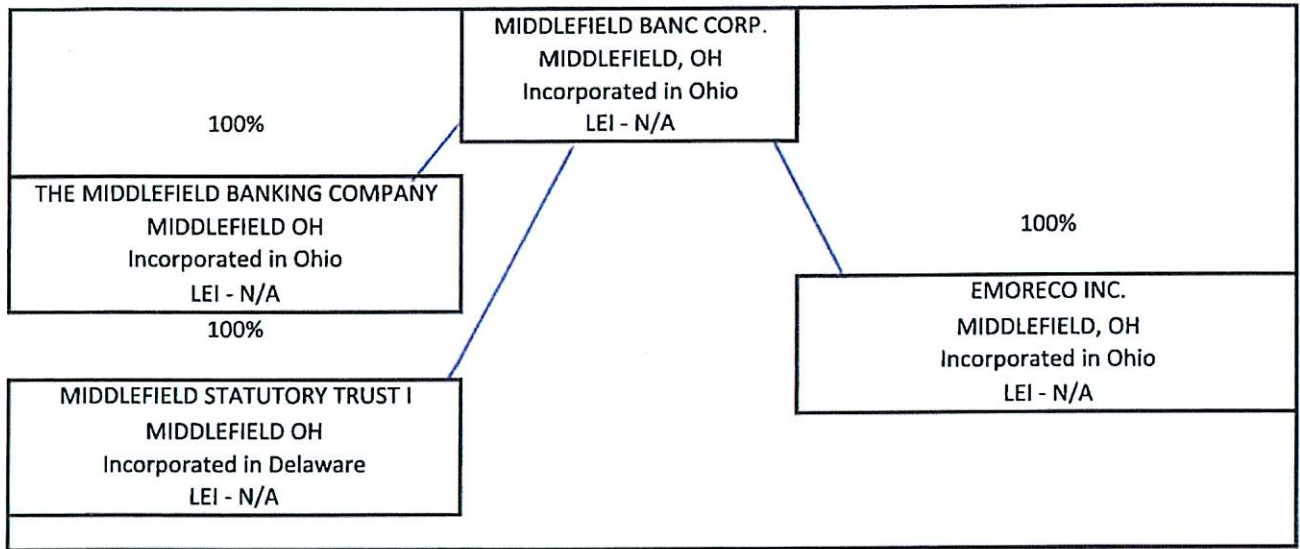
www.middlefieldbank.com

FISCAL YEAR ENDING 12/31/15

Report Item:

1. We are registered with SEC.
- 2.a. Organizational Chart – See Attached Chart
- 2.b. Domestic Branch Listing – See Attached
3. See Attached Chart.
4. See Attached Chart.

2.a. Organization Chart



2b. Branch Listing

Results: A list of branches for your depository institution: MIDDLEFIELD BANKING COMPANY, THE (ID_RSSD: 177920).
This depository institution is held by MIDDLEFIELD BANK CORP (198740) of MIDDLEFIELD, OH.
The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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)	177920	MIDDLEFIELD BANKING COMPANY, THE	15085 EAST HIGH ST	MIDDLEFIELD	OH	44062	GEAUGA	UNITED STATES	8574	0	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	3062009	CHARDON BRANCH	248 CENTER STREET	CHARDON	OH	44024	GEAUGA	UNITED STATES	361924	5	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	3944084	CORTLAND OFFICE	3450 NILES-CORTLAND ROAD	CORTLAND	OH	44410	TRUMBULL	UNITED STATES	477395	8	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	3269974	EMERALD BANK	6215 PERIMETER DRIVE	DUBLIN	OH	43017	FRANKLIN	UNITED STATES	365459	9	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	4125278	GARRETTSVILLE BRANCH	8058 STATE STREET	GARRETTSVILLE	OH	44231	PORTAGE	UNITED STATES	229899	2	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	2748445	MANTUA BRANCH	10519 SOUTH MAIN STREET	MANTUA	OH	44253	PORTAGE	UNITED STATES	229900	3	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	335324	WEST BRANCH	15545 WEST HIGH ST	MIDDLEFIELD	OH	44062	GEAUGA	UNITED STATES	229898	1	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	3658234	NEWBURY BRANCH	11110 KINSMAN ROAD UNIT 1	NEWBURY	OH	44065	GEAUGA	UNITED STATES	457529	7	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	3516913	ORWELL OFFICE	30 SOUTH MAPLE STREET	ORWELL	OH	44076	ASHTABULA	UNITED STATES	419719	6	MIDDLEFIELD BANKING COMPANY, THE	177920	
OK		Full Service	3961612	EMERALD BANK BRANCH	17 NORTH STATE STREET	WESTERVILLE	OH	43081	FRANKLIN	UNITED STATES	359906	10	MIDDLEFIELD BANKING COMPANY, THE	177920	

MIDDLEFIELD BANC CORP.
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REPORT ITEM 3: Securities Holders
(1)(a)(b)© and (2)(a)(b)©

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2015			Securities holders not listed in 3(1)(a) through 3(1)© that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2015		
(1)(a)Names & Address (City, State, & Country)	(1)(b) Country of Citizenship or Incorporation	(1)© Number and Percentage of Each Class of Voting Securities	(2)(a)Names & Address (City, State, & Country)	(2)(b) Country of Citizenship or Incorporation	(2)© Number and Percentage of Each Class of Voting Securities
NONE			NONE		NONE

MIDDLEFIELD BANC CORP.
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REPORT ITEM 4: INSIDERS
(1) (2) (3)(a)(b)© and 4(a)(b)©

(1) Names & Address (City, State, & Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary	(3)© Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percent age of Voting Shares in Subsidiary	(4)© List Names of Other Companies
Thomas G Caldwell Aurora OH USA	N/A	President & CEO Director	President & CEO Director Middlefield Banking Co	N/A	0.62%	None	N/A
James R Heslop II Chardon OH USA	N/A	Executive VP, COO & Director	Executive VP, COO & Director Middlefield Banking Co	N/A	0.34%	None	N/A
Donald L Stacy Canfield OH USA	N/A	Treasurer & CFO	Sr VP & CFO Middlefield Banking Co	N/A	0.05%	None	N/A
Eric Hummel Mantua, OH USA	Owner Hummel Construction	Director	Director Middlefield Banking Co	Owner Hummel Construction	0.27%	None	N/A
Robert W. Toth Chardon, OH USA	Retired Gold Key Processing LTD	Director	Director Middlefield Banking Co	N/A	1.09%	None	N/A
James J McCaskey Chardon OH USA	President McCaskey Landscape & Design LLC	Director	Director Middlefield Banking Co	Owner McCaskey Landscape & Design LLC	0.15%	None	N/A
Carolyn J Turk Orwell OH USA	Controller Molded Fiber Glass Company	Chairman Board of Directors	Chairman Board of Directors Middlefield Banking Co	Controller Molded Fiber Glass Company	0.48%	None	N/A
William J Skidmore Chardon OH USA	NEO Sr District Mgr Waste Management of Ohio Inc	Director	Director Middlefield Banking Co	NEO Sr District Mgr Waste Management of Ohio Inc	0.20%	None	N/A
Darryl Mast Aurora OH USA	Vice President/Operations Hattie Larlham	Director	Director Middlefield Banking Co	Vice President/Operations Hattie Larlham	0.30%	None	N/A
Kenneth E Jones Blacklick, OH USA	President Chesapeake Financial Advisors	Director	Director Middlefield Banking Co	President Chesapeake Financial Advisors	0.34%	None	N/A

MIDDLEFIELD BANC CORP.
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REPORT ITEM 4: INSIDERS
(1) (2) (3)(a)(b)© and 4(a)(b)©

(1) Names & Address (City, State, & Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary	(3)© Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percent age of Voting Shares in Subsidiary	(4)© List Names of Other Companies
Clayton W Rose III C.P.A. Dublin, OH USA	Executive Principal Rea & Associates Inc.	N/A	Director Middlefield Banking Co	Executive Principal Rea & Associates	0.08%	None	N/A
Joseph J. Thomas Alexandria VA USA	President & CEO Bay Bank Columbia, Maryland	Director	Director Middlefield Banking Co	President & CEO Bay Bank Columbia, Maryland	0.00%	None	N/A