

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND

2014 MAR 28 A 11:03

STATISTICS & ANALYSIS
DEPARTMENT



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.

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

December 31, 2013

Month / Day / Year

I, **Ronald L. Zimmerly, Jr.**

Reporter's Name, Street, and Mailing Address

Liberty Bancshares, Inc.

Name of the Holding Company Director and Official

President/CEO

Legal Title of Holding Company

118 South Main Street

Title of the Holding Company Director and Official

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

Ada OH 45810

City State Zip Code

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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Bryan L. Marshall Executive Vice Pres./CFO

Name Title

419-634-5015

Area Code / Phone Number / Extension

419-634-0335

Area Code / FAX Number

bmarshall@lnnbank.com

E-mail Address

Ronald L. Zimmerly, Jr.
Signature of Holding Company Director and Official

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

3/27/14
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 **1246579**
C.I. _____

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
Liberty Bancshares, Inc.
Ada, Ohio
Fiscal Year Ending December 31, 2013

Report Item 1: See Annual Report.

Report Item 2 a: Organization Chart.
Liberty Bancshares, Inc., is a one bank holding company (incorporated in Ohio) and located in Ada, Ohio with one subsidiary, Liberty National Bank (incorporated in Ohio). [The Holding Company owns 100% of the subsidiary]. Liberty National Bank is a full service bank with two offices in Hardin County; within the corporation limits of Ada, Ohio and Kenton, Ohio; two offices in Logan County; within the corporation limits of Bellefontaine, Ohio; and one office in Union County; within the corporation limits of Marysville, Ohio.

Report Item 2 b: Domestic Bank Listing.
Branch Data was verified and e-mailed to the Federal Reserve Bank of Cleveland on 3/26/2014.

Report Item 3:

Securities Holders

Charles Van Dyne 5.94%
Alger, Ohio, USA
Country of Citizenship: United States

Ohio Northern University 5.51%
Ada, Ohio, USA
Country of Incorporation: United States

Thomas J. Simon, Trustee: LNB ESOP 5.17%
Ada, Ohio USA
Country of Incorporation: United States
(The Chairman of the ESOP Committee - who is also a Trustee for the ESOP - votes the shares except for a change of control situation (merger or sale) wherein each ESOP participant votes his/her specifically owned shares).

James E. Turner 5.16%
Ada, Ohio USA
Country of Citizenship: United States

Report Item 3(2): None

FORM FR Y-6
(as of 12/31/2013)

Report Item 4: Insiders

| (1) Names & Address (City, State, County) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank 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 Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (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) |
|--|---|--|---|---|---|--|---|
| Patricia A. Arnett Alger, OH USA | N/A | N/A | Senior Vice Pres. Liberty National Bank | N/A | 0.006 | None | N/A |
| Linda L. Fleming Ada, OH USA | N/A | N/A | Asst. Vice President Liberty National Bank | N/A | 0.086 | None | N/A |
| Mary Hubbell-Ewing Alger, OH USA | Field Operations Coordinator Experience Works, Inc. | Director | Director Liberty National Bank | Employment & Training Coordinator | 0.165 | None | N/A |
| Thomas E. Griffith Ada, OH USA | Seed Production Powell Seeds | Director | Director Liberty National Bank | Partner Powell Seeds | 1.019 | None | Powell Seeds 50% |
| Terry D. Keiser Ada, OH USA | Professor/Dept. Chairman Ohio Northern University | Director | Director Liberty National Bank | ONU Professor | 1.462 | None | N/A |
| Keith W. Kinnear Kenton, OH USA | Retired | Director | Director Liberty National Bank | Retired | 0.313 | None | N/A |
| Bryan L. Marshall Ada, OH USA | N/A | Secretary & Treasurer | Executive Vice Pres. Liberty National Bank | N/A | 0.005 | None | N/A |
| Beth A. McKinley Kenton, OH USA | N/A | N/A | Branch Manager Liberty National Bank | N/A | 0.006 | None | N/A |
| Bruce A. Neely Ada, OH USA | Funeral Director Hanson-Neely Funeral Home, Inc. | Director | Director Liberty National Bank | President Hanson-Neely Funeral Home, Inc. | 0.389 | None | Hanson-Neely Funeral Home, Inc. 64% |
| Paul W. Root III Kenton, OH USA | Retail Sales Root Lumber Co. | Director | Director Liberty National Bank | President Root Lumber Co. | 0.105 | None | Root Lumber Co. 65% |
| Michael W. Shuster Mt. Victory, OH USA | N/A | N/A | Vice President Liberty National Bank | N/A | 0.004 | None | N/A |
| Thomas J. Simon Bellefontaine, OH USA | Insurance Agent Hill & Hamilton, Inc. | Director | Director Liberty National Bank | President Hill & Hamilton, Inc. Co-owner Shady Property Management LTD | 0.191 | None | Hill & Hamilton, Inc. 100% Shady Property Mgmt. LTD 50% |
| Mark R. Watkins Kenton, OH USA | Farmer | Director | Director Liberty National Bank | Partial Owner Watkins Farm Partial Owner Rushwood Farms, Inc. | 0.138 | None | Watkins Farm 45% Rushwood Farms, Inc. 25% |
| Susan K. Zimmer Ada, OH USA | N/A | N/A | Senior Vice President Liberty National Bank | N/A | 0.016 | None | N/A |
| Ronald L. Zimmerly, Jr. Bellefontaine, OH USA | N/A | Director & President | Director & Pres./CEO Liberty National Bank | N/A | 0.149 | None | N/A |

Results: A list of branches for your holding company: LIBERTY BANCSHARES, INC. (1246579) of ADA, OH.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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) | 130813 | LIBERTY NATIONAL BANK | 118 S MAIN ST | ADA | OH | 45810 | HARDIN | UNITED STATES | 4357 | 0 | LIBERTY NATIONAL BANK | 130813 | |
| OK | | Full Service | 2465854 | BELLEFONTAINE BRANCH | 1120 NORTH MAIN ST. | BELLEFONTAINE | OH | 43311 | LOGAN | UNITED STATES | 210554 | 3 | LIBERTY NATIONAL BANK | 130813 | |
| OK | | Full Service | 4528221 | BELLEFONTAINE SOUTH BRANCH | 1454 SOUTH MAIN STREET | BELLEFONTAINE | OH | 43311 | LOGAN | UNITED STATES | Not Required | Not Required | LIBERTY NATIONAL BANK | 130813 | |
| OK | | Full Service | 780124 | KENTON CITY BRANCH | MAIN STREET & FRANKLIN STREET | KENTON | OH | 43326 | HARDIN | UNITED STATES | 4430 | 1 | LIBERTY NATIONAL BANK | 130813 | |
| OK | | Full Service | 3775662 | MARYSVILLE BRANCH | 160 COLEMAN CROSSING BOULEVARD | MARYSVILLE | OH | 43040 | UNION | UNITED STATES | 475980 | 6 | LIBERTY NATIONAL BANK | 130813 | |