

Board of Governors of the Federal Reserve System



FEDERAL RESERVE BANK  
OF CLEVELAND

Annual Report of Holding Companies—FR Y-6 10:20

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.

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

NB&T Financial Group, Inc.

Legal Title of Holding Company

48 N. South St.

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

Wilmington

OH

45177

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Tiffany Mann

AVP, Assistant Controller

Name

Title

937-283-3021

Area Code / Phone Number / Extension

937-383-0561

Area Code / FAX Number

tmann@nbtirect.com

E-mail Address

www.nbtirect.com

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

I, John J. Limbert

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.

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

1070756

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

## For Use By Tiered Holding Companies

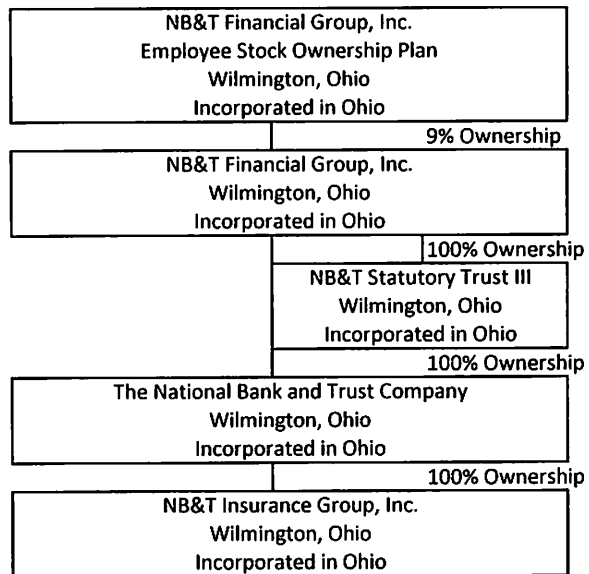
*Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.*

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
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FRY-6  
ANNUAL REPORT OF BANK HOLDING COMPANIES  
TO BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM  
FOR FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item 1: Bank Holding Company Financial Statements  
SEC Registrant - Not applicable

Report Item 2(a): (1) Organization Chart



Item 2(b) Domestic Branch Listing  
Submitted via email on 3/17/14

Results: A list of branches for your depository institution: NATIONAL BANK AND TRUST COMPANY, THE (ID: RSSD: 328423).  
This depository institution is held by NBT FINANCIAL GROUP, INC. (1070756) of WILMINGTON, 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)	328423	NATIONAL BANK AND TRUST COMPANY, THE	48 N SOUTH ST	WILMINGTON	OH	45177	CLINTON	UNITED STATES	4512	0	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	2422240	BATAVIA BRANCH	201 EAST MAIN ST.	BATAVIA	OH	45103	CLERMONT	UNITED STATES	212004	20	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	293129	BLANCHESTER BRANCH	125 WEST MAIN STREET	BLANCHESTER	OH	45107	CLINTON	UNITED STATES	212000	8	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	1392337	CARLISLE BRANCH	655 CENTRAL AVE.	CARLISLE	OH	45005	WARREN	UNITED STATES	211536	38	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	2858746	CENTERVILLE BRANCH	50 WEST SPRING VALLEY ROAD	CENTERVILLE	OH	45458	MONTGOMERY	UNITED STATES	257128	37	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	480817	EAST SECOND STREET BRANCH	1400 EAST SECOND STREET	FRANKLIN	OH	45005	WARREN	UNITED STATES	16889	35	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	503819	SOUTH MAIN OFFICE	885 SOUTH MAIN ST.	GEORGETOWN	OH	45121-973	BROWN	UNITED STATES	4413	16	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	2636243	HILLSBORO BRANCH	101 HARRY SAUNER ROAD	HILLSBORO	OH	45133	HIGHLAND	UNITED STATES	212005	21	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	3740875	LEBANON BRANCH	910 COLUMBUS AVENUE	LEBANON	OH	45036	WARREN	UNITED STATES	478558	34	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	3740839	HAMILTON TOWNSHIP BRANCH	6284 RIVERSBEND DRIVE	MAINEVILLE	OH	45039	WARREN	UNITED STATES	476042	32	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	3740857	MASON SNIDER ROAD BRANCH	6210 SNIDER ROAD	MASON	OH	45040	WARREN	UNITED STATES	476043	33	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	1941865	MILFORD OFFICE	735 LILA AVE.	MILFORD	OH	45150	CLERMONT	UNITED STATES	212002	15	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	270924	MOUNT ORAB BRANCH	452 WEST MAIN ST	MOUNT ORAB	OH	45154	BROWN	UNITED STATES	4455	9	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	384728	NEW VIENNA BRANCH	141 MAIN STREET	NEW VIENNA	OH	45159	CLINTON	UNITED STATES	211995	1	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	2716024	OWENSVILLE BRANCH	227 MAIN STREET, SUITE D	OWENSVILLE	OH	45160	CLERMONT	UNITED STATES	212006	22	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	159627	NORTH HOWARD STREET BRANCH	135 N HOWARD ST	SABINA	OH	45169	CLINTON	UNITED STATES	6061	28	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	2191498	SARDINIA BRANCH	7110 BACHMAN ROAD	SARDINIA	OH	45171	BROWN	UNITED STATES	212003	19	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	361112	SPRINGBORO BRANCH	95 EDGEBROOK DRIVE	SPRINGBORO	OH	45066	WARREN	UNITED STATES	257126	36	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	3026917	WAYNESVILLE FRANKLIN ROAD BRANCH	826 FRANKLIN ROAD	WAYNESVILLE	OH	45068	WARREN	UNITED STATES	360077	25	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	368773	WILLIAMSBURG BRANCH	244 WEST MAIN STREET	WILLIAMSBURG	OH	45176	CLERMONT	UNITED STATES	45123	18	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	267120	AUTO BANK BRANCH	1288 WAYNE ROAD	WILMINGTON	OH	45177	CLINTON	UNITED STATES	211996	2	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Electronic Banking	3667525	INTERNET BANKING BRANCH	48 NORTH SOUTH STREET	WILMINGTON	OH	45177	CLINTON	UNITED STATES	Not Required	Not Required	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	292627	PLAZA BRANCH	1344 ROMBACH AVENUE	WILMINGTON	OH	45177	CLINTON	UNITED STATES	211997	3	NATIONAL BANK AND TRUST COMPANY, THE	328423	

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FOR FISCAL YEAR ENDING DECEMBER 31, 2013

Report Item 3: Securities Holders

1(a)	1(b)	(1)(c)
Janet M. Williams (2) B. Anthony Williams Trust Wilmington, OH USA	USA	374,201- 10.91% Common Stock
Brooke W. James Bexley, OH USA	USA	187,412- 5.66% Common Stock 7,000- 0.2% Options on Common Stock
Dana L. Williams Columbus, OH USA	USA	185,456- 5.41% Common Stock
Lynn W. Cowan Bexley, OH USA	USA	186,068- 5.43% Common Stock
Beth Ellingwood Williamstown, MA USA	USA	198,537- 5.79% Common Stock
The National Bank & Trust Company (3) Wilmington, Ohio USA	USA	453,971- 13.24% Common Stock

- (1) Except as indicated for the shares held by The National Bank and Trust Company (the "Bank"), the beneficial owner has sole voting and dispositive power.
- (2) Of the 374,201 shares, 188,831 are held in the name of Mrs. Williams, and 185,370 are held by the B. Anthony Williams Trust, of which Mrs. Williams is trustee.
- (3) All such shares are held by the Bank as Trustee, 308,712 of which are held as Trustee for the NB&T Financial Group, Inc., Employee Stock Ownership Plan (the "ESOP"). Pursuant to the ESOP, the Bank, as Trustee, has the power to vote in its sole discretion all ESOP shares that have not been allocated to the accounts of participants. At March 3, 2014, all shares were allocated. The Trustee may dispose of shares held in the ESOP Trust and only under limited circumstances specified by the ESOP or by law. The Bank also has sole voting, sole dispositive, and share dispositive power with respect to 120,230 and 145,249 shares, respectively, held as Trustee for various other trusts.

2(a)(b)(c) - None

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Report Item 4: Insiders

Name & Address	Title or Position with NB&T Financial Group, Inc.	Title or Position with National Bank	Title or Position with Other Companies	Principal Occupation	Number of Shares (Percentage Ownership)	
					NB&T Financial Group, Inc.	Other
S. Craig Beam Sabina, OH USA	Director	Director		Member, Thorobeam, LLC	1.01%	
Charles L. Dehner Cincinnati, OH USA	Director	Director		Retired Banker	3.06%	
Daniel A. DiBiasio Wilmington, OH USA	Director	Director	President, Ohio Northern University	President, Ohio Northern University	0.21%	
G. David Hawley Cincinnati, OH USA	Director	Director		Retired Minister	0.56%	
D. Jeffery Lykins Milford, OH USA	Director	Director	President, Lykins Companies	President, Lykins Companies	0.30%	30% Lykins Companies
Timothy L. Smith Maineville, OH USA	Director	Director		Retired Banker	3.03%	
Brooke W. James Bexley, OH USA	Director	Director		Business Administrator	5.66%	
John J. Limbert Dayton, OH USA	President & CEO Director	President & CEO Director		Banker	2.57%	
Craig F. Fortin Beavercreek, OH USA	Senior Vice President CFO	Senior Vice President CFO		Banker	1.24%	
W. Keith Argabright Springboro, OH USA	NA	Senior Vice President		Banker	0.71%	
Keith A. Kral Loveland, OH USA	NA	Senior Vice President		Banker	0.03%	
Walter H. Rowsey Wilmington, OH USA	NA	Senior Vice President		Banker	1.51%	
Howard T. Witherby Clarksville, OH USA	NA	Senior Vice President		Banker	2.32%	



Results: A list of branches for your depository institution: NATIONAL BANK AND TRUST COMPANY, THE (ID\_ISSD: 328423).

This depository institution is held by HIBET FINANCIAL GROUP, INC. (1070756) of WILMINGTON, OH.

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\* FDC UNINUM, Office Number, and ID\_ISSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_ISSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDC UNINUM*	Office Number*	Head Office	Head Office ID_ISSD*	Comments
OK		Full Service (Head Office)	328423	NATIONAL BANK AND TRUST COMPANY, THE	48 N SOUTH ST	WILMINGTON	OH	45177	CLINTON	UNITED STATES	4512		0 NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	2427240	BATAVIA BRANCH	201 EAST MAIN ST.	BATAVIA	OH	45103	CLERMONT	UNITED STATES	212004		20 NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	291129	BLANCHETER BRANCH	125 WEST MAIN STREET	BLANCHETER	OH	45107	CLINTON	UNITED STATES	212000		8 NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	1392337	CARLUSE BRANCH	655 CENTRAL AVE.	CARLUSE	OH	45005	WARREN	UNITED STATES	211536		38 NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	2859746	CENTERVILLE BRANCH	50 WEST SPRING VALLEY ROAD	CENTERVILLE	OH	45458	MONTGOMERY	UNITED STATES	257128		37 NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	480817	EAST SECOND STREET BRANCH	1400 EAST SECOND STREET	FRANKLIN	OH	45005	WARREN	UNITED STATES	16889		35 NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	503819	SOUTH MAIN OFFICE	885 SOUTH MAIN ST.	GEORGETOWN	OH	45121-972	BROWN	UNITED STATES	4413		16 NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	2636249	HILLSBORO BRANCH	101 HARRY SAINIER ROAD	HILLSBORO	OH	45133	HIGHLAND	UNITED STATES	212005		21 NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	3740875	LEBANON BRANCH	910 COLUMBUS AVENUE	LEBANON	OH	45036	WARREN	UNITED STATES	478558		34 NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	3740839	HAMILTON TOWNSHIP BRANCH	6284 RIVERSIDE DRIVE	MAINEVILLE	OH	45039	WARREN	UNITED STATES	476042		32 NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	3740857	MASON SNIDER ROAD BRANCH	6210 SNIDER ROAD	MASON	OH	45040	WARREN	UNITED STATES	476043		33 NATIONAL BANK AND TRUST COMPANY, THE	328423	
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OK		Full Service	384728	NEW VIENNA BRANCH	141 MAIN STREET	NEW VIENNA	OH	45159	CLINTON	UNITED STATES	211995		1 NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	271024	OWENSVILLE BRANCH	227 MAIN STREET, SUITE D	OWENSVILLE	OH	45160	CLERMONT	UNITED STATES	212006		22 NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	159627	NORTH HOWARD STREET BRANCH	135 N HOWARD ST	SABINA	OH	45169	CLINTON	UNITED STATES	6061		28 NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	2191498	SARDINIA BRANCH	7110 BACHMAN ROAD	SARDINIA	OH	45171	BROWN	UNITED STATES	212003		19 NATIONAL BANK AND TRUST COMPANY, THE	328423	
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OK		Full Service	267120	AUTO BANK BRANCH	1288 WAYNE ROAD	WILMINGTON	OH	45177	CLINTON	UNITED STATES	211996		2 NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Electronic Banking	3667525	INTERNET BANKING BRANCH	48 NORTH SOUTH STREET	WILMINGTON	OH	45177	CLINTON	UNITED STATES	Not Required	Not Required	NATIONAL BANK AND TRUST COMPANY, THE	328423	
OK		Full Service	292027	PLAZA BRANCH	1344 FOHABACH AVENUE	WILMINGTON	OH	45177	CLINTON	UNITED STATES	211997		3 NATIONAL BANK AND TRUST COMPANY, THE	328423	