

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYSIS
DEPARTMENT

FEDERAL RESERVE BANK
OF CLEVELAND

2015 JUL 13 A 10:28

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, Ronald J. Seiffert

Name of the Holding Company Director and Official

President, CEO and Director

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.

Ronald J. Seiffert

Signature of Holding Company Director and Official

4-30-15

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 2497462
C.I. _____

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

DCB Financial Corp.

Legal Title of Holding Company

PO Box 1001

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

Lewis Center

OH

43035

City

State

Zip Code

110 Riverbend Ave

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Karen Johnston

FVP & Controller

Name

Title

740-657-7512

Area Code / Phone Number / Extension

740-657-7511

Area Code / FAX Number

KJohnston@dcf-t.com

E-mail Address

www.dcf-financialcorp.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

FORM FR Y-6
DCB Financial Corp
Fiscal Year Ending December 31, 2014

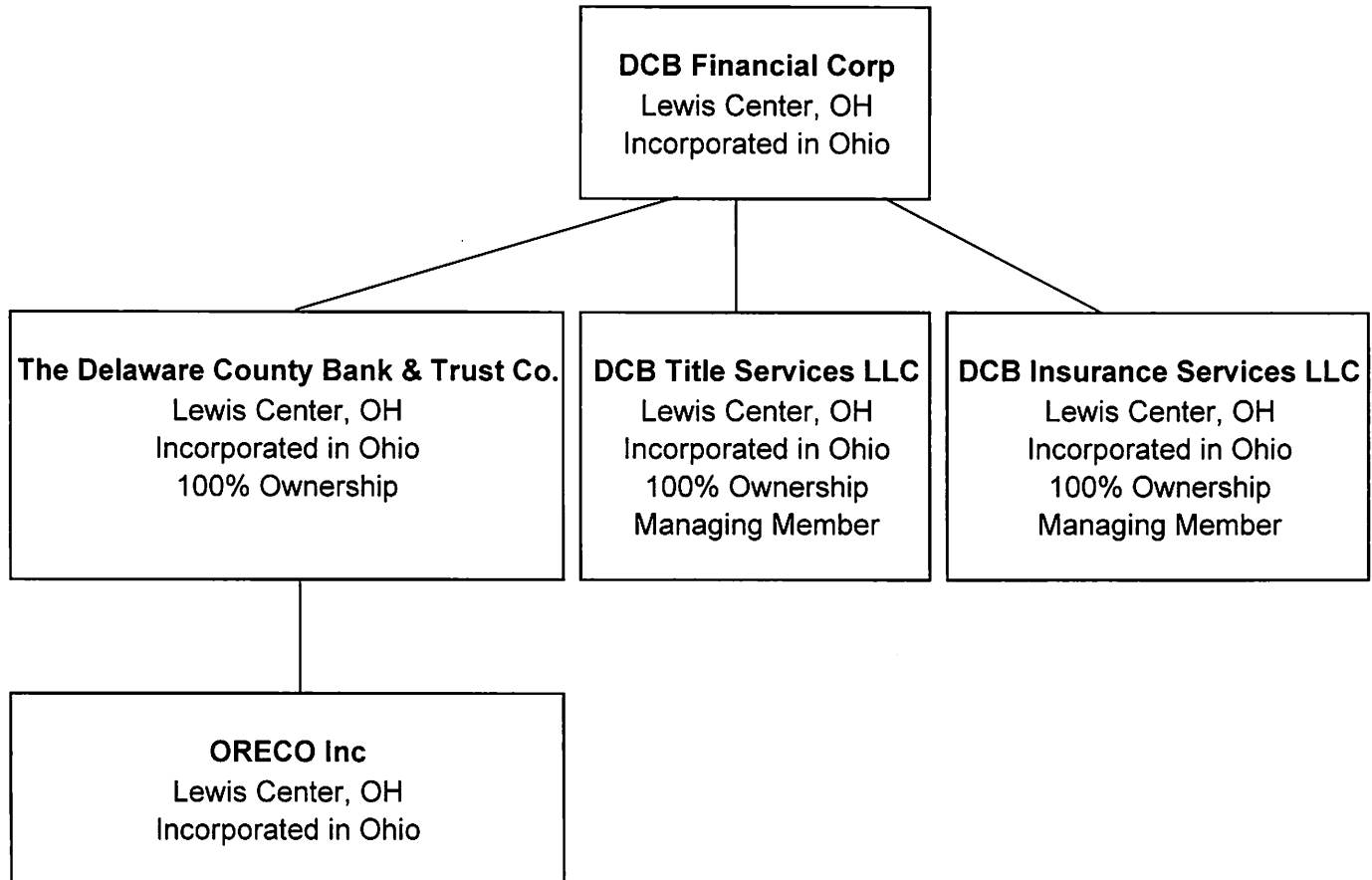
Report Item 1: Annual Report to Shareholders

N/A

DCB Financial Corp is registered with the Securities and Exchange Commission.
The audited annual report is filed in public record.

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DCB Financial Corp
Fiscal Year Ending December 31, 2014

Report Item 2a: Organization Chart



All subsidiaries are wholly-owned by DCB Financial Corp.

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DCB Financial Corp
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Report Item 2b: Domestic Branch Listing

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*
OK		Full Service (Head Office)	616410	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	110 RIVERBEND AVENUE	LEWIS CENTER	OH	43035	DELAWARE	UNITED STATES	11020	0	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
OK		Full Service	220415	ASHLEY BRANCH	2 W. HIGH STREET	ASHLEY	OH	43003	DELAWARE	UNITED STATES	5728	6	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
OK		Full Service	933612	BUEHLERS CENTRAL OFFICE	800 WEST CENTRAL AVE	DELAWARE	OH	43015	DELAWARE	UNITED STATES	239567	7	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
OK		Full Service	747314	DELAWARE CENTER BRANCH	199 S SANDUSKY ST	DELAWARE	OH	43015	DELAWARE	UNITED STATES	239562	1	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
OK		Full Service	3032310	DOWNTOWN DELAWARE BRANCH OFFICE	41 N SANDUSKY ST	DELAWARE	OH	43015	DELAWARE	UNITED STATES	362819	17	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
OK		Limited Service	4127576	WILLOW BROOK AT DELAWARE RUN OFFICE	100 DELAWARE CROSSING WEST	DELAWARE	OH	43015	DELAWARE	UNITED STATES	510939	23	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
OK		Full Service	3668438	WILLOW BROOK BRANCH OFFICE	100 WILLOW BROOK WAY SOUTH	DELAWARE	OH	43015	DELAWARE	UNITED STATES	239572	12	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
OK		Full Service	615918	GALENA BRANCH	10 PARK STREET	GALENA	OH	43021	DELAWARE	UNITED STATES	239563	2	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
OK		Full Service	3944048	CORPORATE DRIVE THRU	34 EVERGREEN AVE	LEWIS CENTER	OH	43035	DELAWARE	UNITED STATES	Not Required	Not Required	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
OK		Full Service	3944057	OLENTANGY CROSSING OFFICE	81 GALLOPERS RIDGE EAST	LEWIS CENTER	OH	43035	DELAWARE	UNITED STATES	Not Required	Not Required	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
SOLD	3/24/2014	Full Service	3944075	MARYSVILLE CITY GATE	181 NORTH COLEMAN'S CROSSING	MARYSVILLE	OH	43040	DELAWARE	UNITED STATES	Not Required	Not Required	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
OK		Full Service	3944066	LIBERTY BRANCH	7319 SAWMILL PARKWAY	POWELL	OH	43065	DELAWARE	UNITED STATES	478873	21	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
OK		Full Service	3668456	SAWMILL PARKWAY OFFICE	10149 BREWSTER LANE	POWELL	OH	43065	DELAWARE	UNITED STATES	239574	14	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
OK		Full Service	3154212	SUNBURY OFFICE	75 SOUTH MILLER DRIVE	SUNBURY	OH	43074	DELAWARE	UNITED STATES	239570	10	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
OK		Full Service	2591856	HIGHLAND LAKES OFFICE	6156 HIGHLAND LAKES AVE.	WESTERVILLE	OH	43085	DELAWARE	UNITED STATES	239573	13	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410
OPENED	7/17/2014	Limited Service	3668465	POLARIS BRANCH	1942 POLARIS PARKWAY	COLUMBUS	OH	43240	FRANKLIN	UNITED STATES	461046	18	DELAWARE COUNTY BANK AND TRUST COMPANY, THE	616410

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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) through 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)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
Banc Funds Co LLC Chicago, IL	Illinois, USA	Common Stock 630,941 shares - 8.7%	None		
JMAC, Inc. Columbus, OH	Ohio, USA	Common Stock 526,316 shares - 7.2%			
DGD Group, Inc Columbus, OH	Ohio, USA	Common Stock 526,316 shares - 7.2%			
Elizabeth Park Capital Advisors, LTD Pepper Pike, OH	Ohio, USA	Common Stock 379,356 shares - 5.2%			

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Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)		(4)(a)	(4)(b)	(4)(c)
Names City, State, Country	Principal Occupation if other than with Bank Holding Company	Title and Position with Bank Holding Company	Title and Position with Subsidiaries (include names of subsidiaries)	Title and Position with Other Businesses (include names of other businesses)	Number of Voting Shares in Subsidiaries	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	Shares with other Company =>25%
Lewis, Vicki J. Delaware, OH	Vice President, Aurora Health Care	Chair of BOD	N/A	Vice President, Aurora Health Care	53,382	*	0	N/A
Johnson, Bart E. Delaware, OH	President & CEO, Agri Communicators, Inc.	Director	N/A	President & CEO, Agri Communicators, Inc.	36,389	*	0	N/A
Kremer, Gerald L. Delaware, OH	Physician, Smith Clinic Delaware	Director	N/A	Physician, Smith Clinic Delaware	14,310	*	0	N/A
Powers, Edward A. Ashley, OH	President, R.B. Powers & Co.	Director	N/A	President, R.B. Powers & Co.	40,440	*	0	N/A
Shipps, Mark H. Dublin, OH	Special Asst to the President, Ohio Wesleyan University	Director	N/A	Special Asst to the President, Ohio Wesleyan University	41,286	*	0	N/A
Stevenson, Adam Dublin, OH	Retired Plant Manager, PPG Industries	Director	N/A	Retired Plant Manager, PPG Industries	19,841	*	0	N/A
Wolf, Donald J. Delaware, OH	President, Wolf, Rogers & Dickey & Co., CPA's	Director	N/A	President, Wolf, Rogers & Dickey & Co., CPA's	33,389	*	0	N/A
Priest, Michael A. Dublin, OH	President, JMAC, Inc. and Columbus Blue Jackets	Director	N/A	President, JMAC, Inc. and Columbus Blue Jackets	528,412	7.30%	0	N/A
Mitevski, Tomislav Westerville, OH	Executive VP, DGD Group, Inc.	Director	N/A	Inc.	554,978	7.67%	0	N/A
Harmeyer, Jerome Delaware, OH	President, Liberty Casting Company	Director	N/A	President, Liberty Casting Company	203,524	2.81%	0	N/A
Seiffert, Ronald J. Blacklick, OH	President and CEO The Delaware County Bank	President	President and CEO The Delaware County Bank	N/A	113,780	1.57%	0	N/A
Mohr, J. Daniel Delaware, OH	Executive VP and CFO The Delaware County Bank	CFO	Executive VP and CFO	N/A	5,957	*	0	N/A
Charles O. Moore Westerville, OH	Executive VP and CRO The Delaware County Bank	CRO	Executive VP and CRO	N/A	17,896	*	0	N/A

* Holds less than 1% of outstanding shares.