

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK  
OF CLEVELAND



# Annual Report of Holding Companies—FR Y-6

2015 JUN 15 A 9:02

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, Claude E. Davis

Name of the Holding Company Director and Official

Chief Executive Officer

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.

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

December 31, 2014

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

First Financial Bancorp

Legal Title of Holding Company

225 East Fifth Street, Suite 700

(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:

Kimberly N. Mueller

AVP-Accounting

Name

Title

513-551-5188

Area Code / Phone Number / Extension

513-346-6245

Area Code / FAX Number

kimberly.mueller@bankatfirst.com

E-mail Address

www.bankatfirst.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

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 1071276

C.I. \_\_\_\_\_

**FR Y-6**  
**FOR PERIOD ENDED DECEMBER 31, 2014**  
**FIRST FINANCIAL BANCORP.**

**Report Item 1:      Annual report to shareholders**

N/A

**Report Item 2a:      Organization Chart**

**Exhibit 1** is the organization chart that indicates the top tier organization and its holdings of all companies.

**Report Item 2b:      Domestic Branch Listing**

**Exhibit 2** list of domestic branches

**Report Item 3:      Securities holders**

- (1)      The following shareholder, of record, directly or indirectly owns, controls, or holds with power to vote five percent or more of any class of voting securities of First Financial Bancorp.

<u>Name and Address</u>	<u>Country Of Citizenship Or Incorporation</u>	<u>Number Of Shares</u>	<u>Percent Of Class</u>
BlackRock Inc. New York, NY	United States	5,441,169	8.9%
Westwood Management Corp. Dallas, TX	United States	3,181,980	5.19%
The Vanguard Group Malvern, PA	United States	3,943,150	6.42%

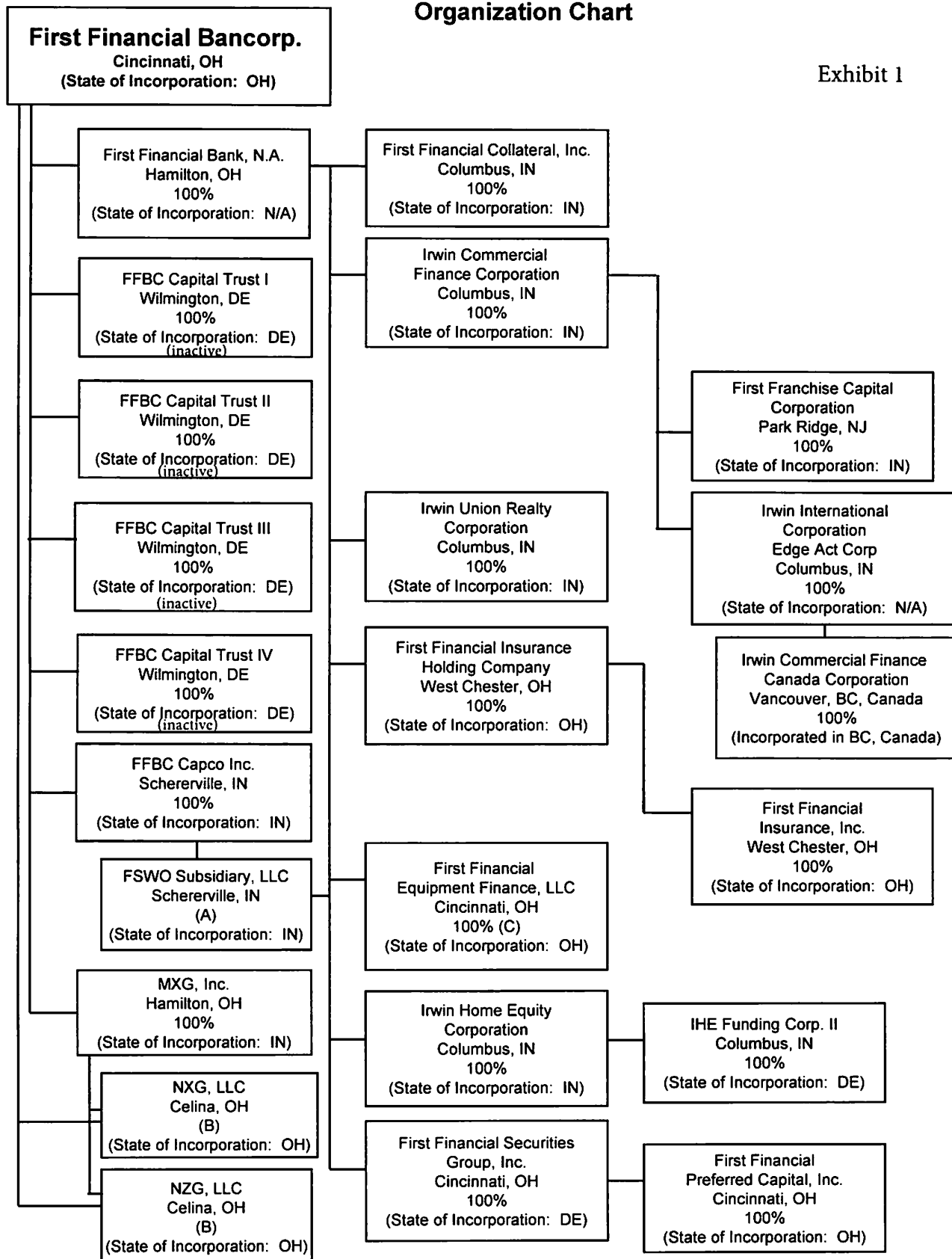
- (2)      All shareholders that owned or controlled five percent or more of any class of voting securities in the bank holding company during the fiscal year for which the report is being filed are listed in (1).

**Report Item 4:      Directors and Officers**

**Exhibit 3** lists each principal shareholder, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation, of the Bank Holding Company.

# First Financial Bancorp Organization Chart

Exhibit 1



- (A) First Financial Bank, N.A. – Sole Common Member, Managing Member; FFBC Capco, Inc. – Sole Preferred Member, Managing Member  
(B) First Financial Bank – 60% Owner, Managing Member; MXG, Inc. 40% Owner, Managing Member  
(C) First Financial Bank – Managing Member



Results: A list of branches for your holding company: **FIRST FINANCIAL BANCORP (1071276) of CINCINNATI, OH.**  
The data are as of **12/31/2014**. Data reflects information that was received and processed through **01/07/2015**.

Exhibit 2

#### 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*
OK		Full Service (Head Office)	165628	FIRST FINANCIAL BANK, NATIONAL ASSOCIATION	300 HIGH STREET	HAMILTON	OH	45011	BUTLER	UNITED STATES	4419
OK		Full Service	2083575	AURORA BRANCH	320 IMPORTING STREET	AURORA	IN	47001-141	DEARBORN	UNITED STATES	220760
OK		Full Service	4158002	ROCKVILLE ROAD BRANCH	10720 EAST HIGHWAY 36	AVON	IN	46123	HENDRICKS	UNITED STATES	Not Required
OK		Full Service	2245720	BLOOMINGTON BRANCH	536 NORTH COLLEGE AVENUE	BLOOMINGTON	IN	47404	MONROE	UNITED STATES	221852
OK		Full Service	3399004	CARMEL BRANCH	751 CITY CENTER DRIVE	CARMEL	IN	46032	HAMILTON	UNITED STATES	221861
OK		Full Service	3483350	COLUMBUS DT BRANCH	125 THIRD STREET	COLUMBUS	IN	47201	BARTHOLOMEW	UNITED STATES	6458
OK		Full Service	3523229	CREEKVIEW BRANCH	707 CREEKVIEW DRIVE	COLUMBUS	IN	47201	BARTHOLOMEW	UNITED STATES	221844
OK		Full Service	2072533	EASTBROOK BRANCH	2531 EASTBROOK PLAZA	COLUMBUS	IN	47201	BARTHOLOMEW	UNITED STATES	221838
OK		Full Service	2074818	WEST HILL BRANCH	3950 W. JONATHAN MOORE PIKE	COLUMBUS	IN	47201	BARTHOLOMEW	UNITED STATES	221843
OK		Full Service	2943240	CONNERSVILLE BRANCH	630 CENTRAL AVENUE	CONNERSVILLE	IN	47331	FAYETTE	UNITED STATES	42521
OK		Full Service	3226708	CROWN POINT BRANCH	11890 BROADWAY AVENUE	CROWN POINT	IN	46307	LAKE	UNITED STATES	424172
OK		Full Service	3921124	SUMMIT CROSSING BRANCH	936 NORTH MAIN STREET	CROWN POINT	IN	46307	LAKE	UNITED STATES	492976
OK		Full Service	2158400	DELPHI BRANCH	215 EAST MAIN STREET	DELPHI	IN	46923	CARROLL	UNITED STATES	46309
OK		Full Service	4159214	ALLISONVILLE BRANCH	11684 ALLISONVILLE ROAD	FISHERS	IN	46038	HAMILTON	UNITED STATES	432673
OK		Full Service	2086400	FLORA BRANCH	817 EAST COLUMBIA STREET	FLORA	IN	46929-141	CARROLL	UNITED STATES	230292

Data Action	Effective Date	Branch Service Type	Branch ID - RSSD *	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM*
OK		Full Service		FRANKLIN BRANCH	1073 WEST JEFFERSON STREET	FRANKLIN	IN	46131	JOHNSON	UNITED STATES	221853
OK		Full Service		GREENSBURG BRANCH	1901 NORTH LINCOLN STREET	GREENSBURG	IN	47240	DECATUR	UNITED STATES	221854
OK		Full Service		HESSVILLE BC	2705 169TH STREET	HAMMOND	IN	46323	LAKE	UNITED STATES	538375
OK		Full Service		HARTFORD CITY MAIN BRANCH	101 WEST WASHINGTON	HARTFORD CITY	IN	47348	BLACKFORD	UNITED STATES	3944
OK		Limited Service		JEFFERSON STREET BRANCH	117 SOUTH JEFFERSON STREET	HARTFORD CITY	IN	47348	BLACKFORD	UNITED STATES	229199
OK		Full Service		45TH STREET BRANCH	2750 45TH STREET	HIGHLAND	IN	46322	LAKE	UNITED STATES	250265
OK		Full Service		CLINE OFFICE	9632 CLINE AVENUE	HIGHLAND	IN	46322	LAKE	UNITED STATES	361468
OK		Full Service		DT HIGHLAND BRANCH	2611 HIGHWAY AVENUE	HIGHLAND	IN	46322	LAKE	UNITED STATES	13798
OK		Full Service		86TH STREET BRANCH	1180 WEST 86TH STREET	INDIANAPOLIS	IN	46260	MARION	UNITED STATES	359148
OK		Full Service		8925 MADISON AVENUE BRANCH	8925 MADISON AVENUE SUITE C	INDIANAPOLIS	IN	46227	MARION	UNITED STATES	Not Required
OK		Full Service		HARRISON CROSSING	9050 EAST 56TH STREET	INDIANAPOLIS	IN	46216	MARION	UNITED STATES	432307
OK		Full Service		NORTH COLLEGE AVENUE BRANCH	6320 NORTH COLLEGE AVENUE	INDIANAPOLIS	IN	46220	MARION	UNITED STATES	Not Required
OK		Full Service		NORTH MERIDIAN	300 NORTH MERIDIAN STREET	INDIANAPOLIS	IN	46204	MARION	UNITED STATES	513387
OK		Full Service		PENNSYLVANIA STREET BRANCH	1 NORTH PENNSYLVANIA STREET	INDIANAPOLIS	IN	46204	MARION	UNITED STATES	Not Required
OK		Full Service		CONCORD ROAD BRANCH	3690 CONCORD ROAD	LAFALETTE	IN	47909	TIPPECANOE	UNITED STATES	452612
OK		Full Service		WEST EADS PARKWAY BRANCH	41 WEST EADS PARKWAY	LAVERGNEBURG	IN	47025	DEARBORN	UNITED STATES	Not Required
OK		Full Service		NORTH MANCHESTER MAIN BRANCH	106 NORTH MARKET STREET	NORTH MANCHESTER	IN	46962	WABASH	UNITED STATES	8299
OK		Full Service		NORTH VERNON NORTH BRANCH	2070 NORTH STATE HIGHWAY 7	NORTH VERNON	IN	47265	JENNINGS	UNITED STATES	222440
OK		Full Service		PLAINFIELD BRANCH	2485 EAST MAIN STREET	PLAINFIELD	IN	46168	HENDRICKS	UNITED STATES	438783
OK		Limited Service		ROCHESTER EAST BRANCH	520 EAST 9TH STREET	ROCHESTER	IN	46975	FULTON	UNITED STATES	232572
OK		Full Service		ROCHESTER MAIN BRANCH	729 EAST MAIN STREET	ROCHESTER	IN	46975	FULTON	UNITED STATES	9368
OK		Full Service		ROSSVILLE BRANCH	358 WEST MAIN STREET	ROSSVILLE	IN	46065	CLINTON	UNITED STATES	270199
OK		Full Service		SANDRIDGE 41 BRANCH	1515 US 41	SCHERERVILLE	IN	46375	LAKE	UNITED STATES	250269
OK		Full Service		SCHERERVILLE BRANCH	450 WEST LINCOLN HIGHWAY	SCHERERVILLE	IN	46375-173	LAKE	UNITED STATES	250268
OK		Full Service		SEYMOUR BRANCH	202 EAST TIPTON STREET	SEYMOUR	IN	47274	JACKSON	UNITED STATES	221845
OK		Full Service		SHELBYVILLE BRANCH	1850 MARKET PLACE BOULEVARD	SHELBYVILLE	IN	46176	SHELBY	UNITED STATES	221848
OK		Full Service		ZIONSVILLE BRANCH	50 NORTH FORD ROAD	ZIONSVILLE	IN	46077	BOONE	UNITED STATES	462051
OK		Full Service		OAKBROOK BRANCH	6081 LIMABURG ROAD	BURLINGTON	KY	41005	BOONE	UNITED STATES	219862



Data Action	Effective Date	Branch Service Type	Branch ID - RSSD *	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM *
OK		Full Service	4122441	EDGEWOOD BRANCH	3580 MADISON PIKE	EDGEWOOD	KY	41017	KENTON	UNITED STATES	500174
OK		Full Service	3387560	FLORENCE BRANCH	7690 MALL RD	FLORENCE	KY	41042	BOONE	UNITED STATES	441706
OK		Full Service	815213	HEBRON BRANCH	2652 NORTH BEND ROAD	HEBRON	KY	41048	BOONE	UNITED STATES	5960
OK		Full Service	4146791	BEAVERCREEK BRANCH	3210 SEAMAY DR	BEAVERCREEK	OH	45430	GREENE	UNITED STATES	287287
OK		Full Service	344566	BEXLEY BRANCH	2680 EAST MAIN ST.	BEXLEY	OH	43209	FRANKLIN	UNITED STATES	Not Required
OK		Full Service	223041	BRYAN BRANCH	327 SOUTH MAIN STREET	BRYAN	OH	43506	WILLIAMS	UNITED STATES	222834
OK		Full Service	945213	CAMDEN BRANCH	4 SOUTH MAIN ST	CAMDEN	OH	45311	PREBLE	UNITED STATES	9375
OK		Full Service	774619	CELINA HARBOR SQUARE BRANCH	1942 HAVEMAN ROAD	CELINA	OH	45822	MERCER	UNITED STATES	222832
OK		Full Service	701718	CELINA SUMMIT STREET BRANCH	115 WEST SUMMIT STREET	CELINA	OH	45822	MERCER	UNITED STATES	222830
OK		Full Service	4146812	CENTERVILLE PLACE BRANCH	1015 S MAIN ST	CENTERVILLE	OH	45458	MONTGOMERY	UNITED STATES	287293
OK		Full Service	4490702	ANDERSON OFFICE	7765 BECHMONT AVENUE	CINCINNATI	OH	45255	HAMILTON	UNITED STATES	535443
OK		Full Service	3482643	BRIDGETOWN BRANCH	5712 BRIDGETOWN ROAD	CINCINNATI	OH	45248	HAMILTON	UNITED STATES	40971
OK		Full Service	316176	DEER PARK BRANCH	7200 BLUE ASH ROAD	CINCINNATI	OH	45236	HAMILTON	UNITED STATES	41371
OK		Full Service	4490681	FIRST FINANCIAL CENTER	225 EAST FIFTH STREET	CINCINNATI	OH	45202	HAMILTON	UNITED STATES	531789
OK		Full Service	4398237	KENWOOD BRANCH	7735 MONTGOMERY ROAD	CINCINNATI	OH	45236	HAMILTON	UNITED STATES	530258
OK		Full Service	4122423	MADEIRA BRANCH	6801 MIAMI AVENUE	CINCINNATI	OH	45243	HAMILTON	UNITED STATES	492977
OK		Full Service	3839760	MONTGOMERY OFFICE	10100 MONTGOMERY ROAD	CINCINNATI	OH	45242	HAMILTON	UNITED STATES	493583
OK		Full Service	3482568	MT. HEALTHY BRANCH	7522 HAMILTON AVENUE	CINCINNATI	OH	45231	HAMILTON	UNITED STATES	40781
OK		Full Service	3482607	NORTHGATE BRANCH	3530 SPRINGDALE RD	CINCINNATI	OH	45251	HAMILTON	UNITED STATES	359171
OK		Electronic Banking	3658149	ONLINE BANKING	WWW BANKATFIRST COM	CINCINNATI	OH	45246	HAMILTON	UNITED STATES	357238
OK		Full Service	4364308	PICTORIA	225 PICTORIA DRIVE	CINCINNATI	OH	45246	HAMILTON	UNITED STATES	532033
OK		Full Service	3482540	WESTERN COMMONS BRANCH	6570 HARRISON AVENUE	CINCINNATI	OH	45247	HAMILTON	UNITED STATES	265189
OK		Full Service	72418	CLYDE BUCKEYE BRANCH	137 W BUCKEYE ST	CLYDE	OH	43410	SANDUSKY	UNITED STATES	6834
OK		Full Service	2949596	ALEX BELL BRANCH	2891 W. ALEX BELL ROAD	DAYTON	OH	45459	MONTGOMERY	UNITED STATES	Not Required
OK		Full Service	2949608	LIBERTY TOWER BRANCH	120 W. SECOND STREET	DAYTON	OH	45402	MONTGOMERY	UNITED STATES	Not Required
OK		Full Service	4147284	OAKWOOD BRANCH	2331 FAR HILLS AVE	DAYTON	OH	45419	MONTGOMERY	UNITED STATES	287284
OK		Full Service	874014	DELPHOS BRANCH	202 NORTH MAIN STREET	DELPHOS	OH	45833	ALLEN	UNITED STATES	211498
CHANGE	09/24/2011	Full Service	4146979	ENGLEWOOD BRANCH	330 W NATIONAL RD	ENGLEWOOD	OH	45322	MONTGOMERY	UNITED STATES	287279

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*
OK		Full Service	108120	FAIRFIELD CROSSINGS BRANCH	4601 DIXIE HIGHWAY	FAIRFIELD	OH	45014	BUTLER	UNITED STATES	211548
OK		Full Service	172121	FAIRFIELD SOUTH GILMORE OFFICE	6060 SOUTH GILMORE	FAIRFIELD	OH	45014	BUTLER	UNITED STATES	211559
OK		Full Service	763426	FAIRFIELD TOWN CENTER BRANCH	5300 PLEASANT AVE	FAIRFIELD	OH	45014	BUTLER	UNITED STATES	211556
OK		Full Service	831718	FT. RECOVERY BRANCH	220 NORTH WAYNE ST.	FORT RECOVERY	OH	45846	MERCER	UNITED STATES	6584
OK		Full Service	1912315	BECKETT PARK OFFICE	8211 PRINCETON-GLENDALE RD.	HAMILTON	OH	45011	BUTLER	UNITED STATES	211564
OK		Limited Service	2994073	BERKELEY SQUARE BRANCH	160 BERKELEY SQUARE	HAMILTON	OH	45013	BUTLER	UNITED STATES	211566
OK		Full Service	168227	HAMILTON PLAZA BRANCH	2344 SOUTH ERIE HIGHWAY	HAMILTON	OH	45015	BUTLER	UNITED STATES	211550
OK		Full Service	107628	MAIN STREET BRANCH	970 MAIN ST	HAMILTON	OH	45013	BUTLER	UNITED STATES	211549
OK		Full Service	2994121	WASHINGTON BOULEVARD BRANCH	720 N.W. WASHINGTON BLVD.	HAMILTON	OH	45013	BUTLER	UNITED STATES	211558
OK		Full Service	4147042	HILLSBORO BRANCH	310 N HIGH ST	HILLSBORO	OH	45133	HIGHLAND	UNITED STATES	Not Required
OK		Full Service	4147051	HUBER HEIGHTS BRANCH	6325 BRANDT PIKE	HUBER HEIGHTS	OH	45424	MONTGOMERY	UNITED STATES	287281
OK		Full Service	3921115	KETTERING BRANCH	4391 FAR HILLS AVENUE	KETTERING	OH	45429	MONTGOMERY	UNITED STATES	492975
OK		Full Service	3482586	NORTH LEBANON BRANCH	1101 COLUMBUS AVE	LEBANON	OH	45036	WARREN	UNITED STATES	493577
OK		Full Service	3839751	LIBERTY COMMONS BRANCH	6945 SOUTH LIBERTY DRIVE	LIBERTY TOWNSHIP	OH	45044	BUTLER	UNITED STATES	493582
OK		Full Service	630911	LANDEN BRANCH	8601 LANDEN DRIVE	MAINEVILLE	OH	45039	WARREN	UNITED STATES	185206
OK		Full Service	3482595	RIVERS BEND BRANCH PCB	5797 SOUTH STATE ROUTE 48	MAINEVILLE	OH	45039	WARREN	UNITED STATES	32633
OK		Full Service	567419	MASON-MONTGOMERY BRANCH	7470 SOUTH MASON MONTGOMERY ROAD	MASON	OH	45040	WARREN	UNITED STATES	462296
OK		Full Service	536929	BREIEL BRANCH	815 S. BREIEL BLVD.	MIDDLETOWN	OH	45044	BUTLER	UNITED STATES	185408
OK		Full Service	182326	DOWNTOWN MIDDLETOWN BRANCH	300 NORTH MAIN STREET	MIDDLETOWN	OH	45042	BUTLER	UNITED STATES	185412
OK		Full Service	2034120	MONROE OFFICE	108 SOUTH MAIN ST.	MONROE	OH	45050	BUTLER	UNITED STATES	211563
OK		Full Service	3760855	STEWART SQUARE BRANCH	335 SOUTH COLLEGE STREET	OXFORD	OH	45056	BUTLER	UNITED STATES	470538
OK		Full Service	613811	PAULDING BANKING CENTER BRANCH	201 NORTH MAIN STREET	PAULDING	OH	45879	PAULDING	UNITED STATES	232298
OK		Full Service	157520	ROCKFORD BRANCH	166 S. MAIN ST	ROCKFORD	OH	45882	MERCER	UNITED STATES	4482
OK		Full Service	109725	ROSS BRANCH	4079 HAMILTON CLEVES ROAD	ROSS	OH	45014	BUTLER	UNITED STATES	211553
OK		Full Service	4122405	ST. MARY'S BRANCH	130 E. SPRING STREET	SAINT MARYS	OH	45885	AUGLAIZE	UNITED STATES	Not Required
OK		Full Service	4147314	SPRINGBORO BRANCH	260 W CENTRAL AVE	SPRINGBORO	OH	45066	WARREN	UNITED STATES	495956
OK		Full Service	414625	TRENTON BRANCH	125 EAST STATE STREET	TRENTON	OH	45067	BUTLER	UNITED STATES	185413
OK		Full Service	3923856	UPPER ARLINGTON BRANCH	3005 NORTHWEST BOULEVARD	UPPER ARLINGTON	OH	43221	FRANKLIN	UNITED STATES	Not Required

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*
OK		Full Service	244822	SUMMIT BRANCH	1163 S SHANNON ST	VAN WERT	OH	45891	VAN WERT	UNITED STATES	211951
CHANGE	08/31/2013	Limited Service	242024	VAN WERT BRANCH	113 CENTRAL AVENUE	VAN WERT	OH	45891	VAN WERT	UNITED STATES	4500
OK		Full Service	762924	PISGAH-KINGSGATE BRANCH	7795 TYLERSVILLE RD	WEST CHESTER	OH	45069	BUTLER	UNITED STATES	211557
OK		Full Service	2865847	UNION CENTRE OFFICE	9120 UNION CENTRE BOULEVARD	WEST CHESTER	OH	45069	BUTLER	UNITED STATES	439350
OK		Full Service	3923847	WESTERVILLE BRANCH	780 SOUTH STATE STREET	WESTERVILLE	OH	43081	FRANKLIN	UNITED STATES	Not Required
OK		Full Service	4147033	FIFE AVENUE BRANCH	647 FIFE AVE	WILMINGTON	OH	45177	CLINTON	UNITED STATES	Not Required
OK		Full Service	476070	DOWNTOWN WORTHINGTON BRANCH	547 HIGH STREET	WORTHINGTON	OH	43085	FRANKLIN	UNITED STATES	Not Required
OK		Full Service	3441480	WORTHINGTON BRANCH	150 W WILSON BRIDGE RD	WORTHINGTON	OH	43085	FRANKLIN	UNITED STATES	Not Required



## Report Item 4: Directors and Officers

Exhibit 3

Name and Address	Principal Occupation Other Than Bank Holding Company Organization	Title or Position Bank Holding Company	Title or Position Bank Holding Company Subsidiaries	Title or Position Other Business Companies	Percentage of Voting Shares in Bank Holding Company	No. of Shares (% of Class) Subsidiaries	Number of Shares (% of Class) Of Other Business Companies If Over 25% of Class
1.) Wickliffe J. Ach Cincinnati, Ohio/USA	CEO-Husson, Inc.	Director		CEO-Husson, Inc.	0.02%		Husson -- 30.88%
2.) David S. Barker Columbus, Indiana/USA	President/CEO - SIHO Insurance Services	Director		President/CEO-SIHO Insurance Services President/CEO-SIG Insurance Agency	0.02%		
3.) Cynthia Booth Cincinnati, Ohio/USA	President/CEO COBCO Enterprises	Director		President/CEO-COBCO Enterprises	0.01%		COBCO Enterprises -- 100%
4.) Mark A. Collier Cincinnati, Ohio/USA	Member-Collier, LTD	Director			0.02%		
5.) Claude E. Devitt Cincinnati, Ohio/USA		CEO Director	CEO-First Financial Bank		0.02%		
6.) Corinne R. Finnerty North Vernon, Indiana/USA	Partner-McConnell & Finnerty Law Office	Director		President/Shareholder-McConnell Finnerty PC Secretary-Carrage House Inv., LLC.	0.08%		McConnell Finnerty PC -- 100% Carrage House Inv., LLC. -- 50%
7.) Peter E. Gower Powell, Ohio/USA	CEO, Ohio State University Health System COO, Ohio State University Wexner Medical Center	Director		CEO, Ohio State University Health System COO, Ohio State University Wexner Medical Center	0.06%		
8.) Murph Knapke Celina, Ohio/USA	Partner-Knapke Law Office	Director		Partner-Knapke Law Office, LLC	0.14%		Knapke Law Office, LLC -- 50%
9.) Susan L. Knust Cincinnati, Ohio/USA	Managing Partner - K.P. Properties of Ohio, LLC	Director		Managing Member-K.P. Properties of Ohio Managing Member-Omega Warehouse Services Managing Member-K.P. Properties of Colorado Managing Member-KP Properties of Florida Managing Member-Webster	0.05%		KP Properties -- 50% Omega Warehouse Services -- 51% KP Properties of Colorado -- 50% KP Properties of Florida -- 50%
10.) William J. Kramer Coldwater, Ohio/USA	Vice President of Operations-Val-Co Companies, Inc.	Director			0.04%		
11.) Jeffrey D. Meyer Bexley, Ohio/USA	Principal-Clean Title Agency, Inc.	Director		Principal-Clean Title Agency, Inc. Principal-David & Meyer Law, LTD Principal-AmenTitle Downtown Principal-2600 East Main, LLC	0.06%		Clean Title Agency, Inc. -- 49.9% David & Meyer Law, LTD -- 50% AmenTitle Downtown -- 25% 2600 East Main, LLC -- 33.3%
12.) Richard E. Otazewski Schererville, Indiana/USA	Owner - 7-Eleven's	Director		Owner - 7-Eleven-415 W. Glenn Park - Griffith, IN Owner - 7-Eleven-845 N. Broad - Griffith, IN President - K&L Inc.	0.06%		7-Eleven-415 W. Glenn Park -- 100% 7-Eleven 845 N. Broad -- 100% K&L Inc. -- 100%
13.) Maribeth S. Rahe Cincinnati, Ohio/USA	President/CEO Fort Washington Investment Advisors	Director		President/CEO - Fort Washington Investment Advisors Board of Directors - Cincinnati Country Club Board of Directors - Consolidated Communications Board of Directors - Cincinnati USA Regional Chamber of Commerce Board of Directors - Cincinnati Women's Executive Forum Vice Chairman of Board - Cincinnati Arts Association Board of Directors and Chairman - Cincinnati Zoo & Botanical Garden Managing Partner - Robert L. Johnston Co. Inc.	0.03%		Robert L. Johnston Co. Inc. --50%

Report Item 4: Directors and Officers

Exhibit 3

Name and Address	Principal Occupation Other Than Bank Holding Company Organization	Title or Position Bank Holding Company	Title or Position Bank Holding Company Subsidiaries	Title or Position Other Business Companies	No. of Shares (% of Class)	No. of Shares (% of Class)	Number of Shares (% of Class) Of Other Business Companies If Over 25% of Class
					Bank Holding Company	Subsidiaries	
13.) Richard S. Barbercheck Amelia, Ohio/USA		Executive Vice President and Chief Credit Officer	See attached for subsidiary positions		0.00%		
14.) Holly Foster Fairfield, Ohio/USA		Executive Vice President and Chief Compliance Officer	See attached for subsidiary positions		0.02%		
15.) John M. Gavigan Liberty Township, Ohio/USA		Senior Vice President and Chief Financial Officer	See attached for subsidiary positions	Officer - Ricardo Enterprises, LLC	0.01%		Ricardo Enterprises, LLC - 50%
16.) Kevin Langford Cincinnati, Ohio/USA		President, Community Banking	See attached for subsidiary positions		0.00%		
17.) C. Douglas Jefferson Williamsburg, Ohio/USA		President, Community Banking	See attached for subsidiary positions		0.14%		
18.) Alise Poe Hebron, Kentucky/USA		Executive Vice President, Chief Talent Officer, and Chief of Staff	See attached for subsidiary positions		0.04%		
19.) Jill Stanton Columbus, Indiana/USA		President, Mortgage Banking	See attached for subsidiary positions		0.05%		
20.) Anthony Stollings Cincinnati, Ohio/USA		Executive Vice President and Chief Operating Officer	See attached for subsidiary positions		0.09%		

First Financial Bank is 100% wholly owned subsidiaries of the Parent Company.

## Executive Officers of Bancorp and Bank:

EXECUTIVE OFFICER	SUBSIDIARY	TITLE
Claude E. Davis	First Financial Bank, N.A.	CEO
Alisa E. Poe	First Financial Bank, N.A.	EVP, Chief Talent Officer and Chief of Staff
Anthony M. Stollings	First Financial Bank, N.A.	EVP, President and Chief Operating Officer
	First Financial Collateral, Inc.	Director
	First Financial Equipment Finance, LLC	Manager
	First Financial Insurance, Inc.	Director
	First Financial Preferred Capital, Inc.	Director and VP
	First Financial Securities Group, Inc.	Director and President
	First Franchise Capital Corporation	Director and EVP
	IHE Funding Corp II	Director
	Irwin Commercial Finance Canada Corporation	Director
	Irwin Commercial Finance Corporation	Director
	Irwin Home Equity Corporation	Director
	Irwin International Corporation	Director
	Irwin Union Realty Corporation	Director
Holly M. Foster	First Financial Bank, N.A.	EVP, Chief Compliance Officer
John M. Gavigan	First Financial Bank, N.A.	SVP and Chief Financial Officer
	First Financial Collateral, Inc.	Treasurer
	First Financial Equipment Finance, LLC	Treasurer
	First Financial Insurance, Inc.	Treasurer
	First Financial Preferred Capital, Inc.	Treasurer
	First Financial Securities Group, Inc.	Director and Treasurer
	First Franchise Capital Corporation	Treasurer
	IHE Funding Corp II	Treasurer
	Irwin Commercial Finance Canada Corporation	Treasurer
	Irwin Commercial Finance Corporation	Treasurer
	Irwin Home Equity Corporation	Treasurer
	Irwin International Corporation	Treasurer
	Irwin Union Realty Corporation	Treasurer

## Executive Officers of Bank only:

Richard Barbercheck	First Financial Bank, N.A.	Chief Credit Officer
	First Financial Collateral, Inc.	Director and EVP
	First Financial Equipment Finance, LLC	Manager
	First Franchise Capital Corporation	Director and EVP
Kevin T. Langford	First Financial Bank, N.A.	President, Community Banking
	First Financial Insurance, Inc.	Director and President
	Irwin Union Realty Corporation	President
C. Douglas Lefferson	First Financial Bank, N.A.	President, Community Banking
	First Financial Insurance Holding Company	Director and President
	First Financial Insurance, Inc.	Director
	First Financial Preferred Capital, Inc.	Director and President
	First Franchise Capital Corporation	Director and Chairman
	IHE Funding Corp II	Director and President
	Irwin Commercial Finance Canada Corporation	Director, Chairman and President
	Irwin Commercial Finance Corporation	Director, Chairman and President
	Irwin Home Equity Corporation	Director, Chairman and President
	Irwin International Corporation	Director, Chairman and President
	Irwin Union Realty Corporation	Director
Jill A. Stanton	First Financial Bank, N.A.	President, Mortgage Banking
	First Financial Collateral, Inc.	EVP
	First Financial Insurance, Inc.	EVP
	First Financial Preferred Capital, Inc.	Director