

Board of Governors of the Federal Reserve System



# Annual Report of Holding Companies—FR Y-6

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FEDERAL RESERVE BANK  
OF CLEVELAND

## 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

President and 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  
C.I.

1071276

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

December 31, 2013

Month / Day / Year

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

City

OH

State

45202

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Kimberly N. Mueller

Name

Accounting Officer

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 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

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

City State Zip Code

Physical location (if different from mailing address)

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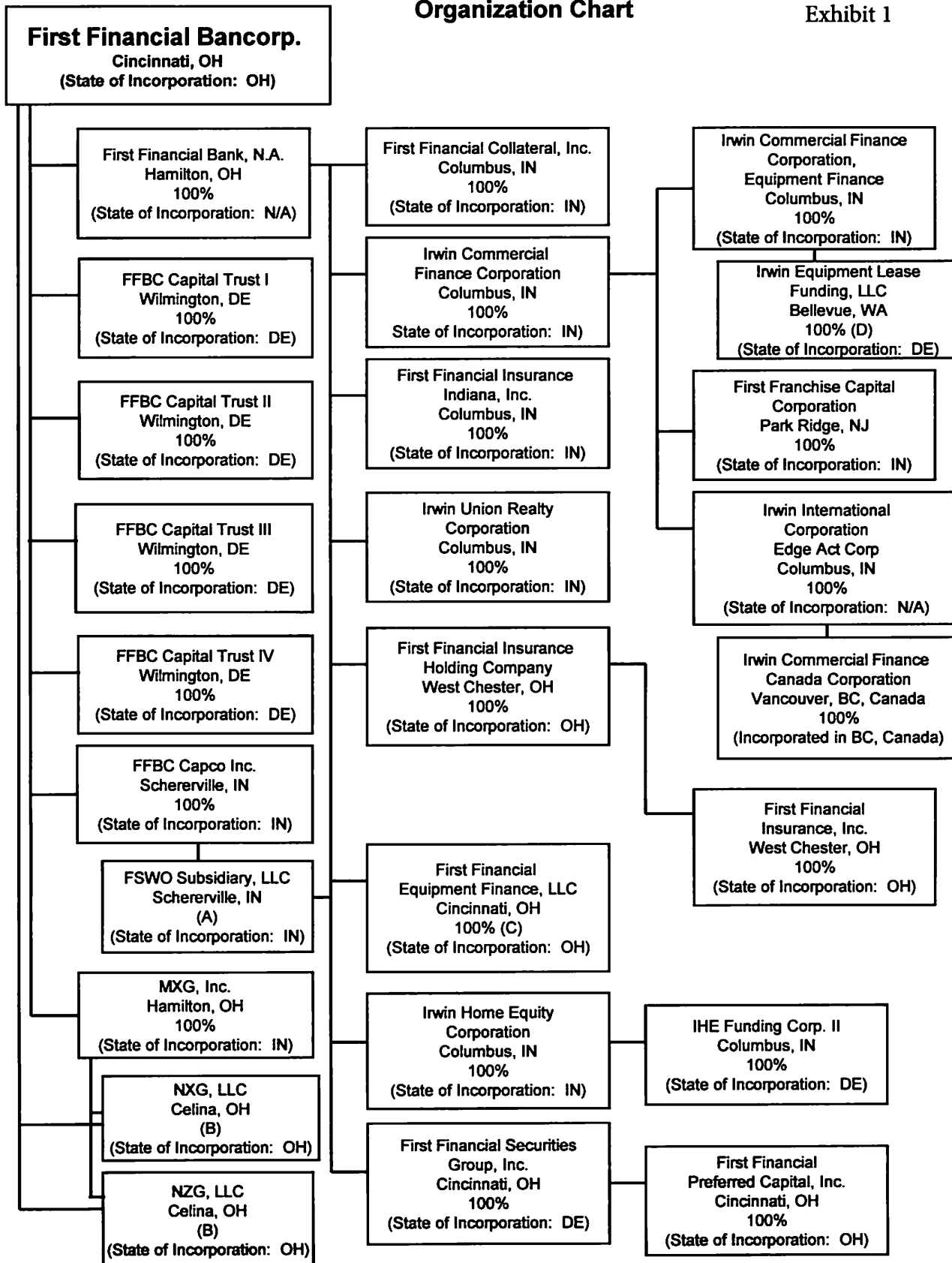
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

# 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
- (D) Irwin Commercial Finance Corporation, Equipment Finance, Managing Member

Results: A list of branches for your holding company: FIRST FINANCIAL BANCORP (1071276) of CINCINNATI, OH.  
The data are as of 12/31/2013. 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*
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	300 WEST SIXTH STREET	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	4159812	RANGE LINE ROAD BRANCH	902 SOUTH RANGE LINE ROAD	CARMEL	IN	46032	HAMILTON	UNITED STATES	Not Required
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 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
Change	5/13/2013	Full Service	2086400	FLORA BRANCH	817 EAST COLUMBIA STREET	FLORA	IN	46929	CARROLL	UNITED STATES	230292
Close	5/13/2013	Full Service	457145	FLORA MAIN BRANCH	FOUR EAST MAIN	FLORA	IN	46929	CARROLL	UNITED STATES	8637
Ok		Full Service	2328771	FRANKLIN BRANCH	1073 WEST JEFFERSON STREET	FRANKLIN	IN	46131	JOHNSON	UNITED STATES	221853
Ok		Full Service	2369514	GREENSBURG BRANCH	1901 NORTH LINCOLN STREET	GREENSBURG	IN	47240	DECATUR	UNITED STATES	221854
Ok		Full Service	4490690	HESSVILLE BC	2705 169TH STREET	HAMMOND	IN	46323	LAKE	UNITED STATES	Not Required
Ok		Full Service	240141	HARTFORD CITY MAIN BRANCH	101 WEST WASHINGTON	HARTFORD CITY	IN	47348	BLACKFORD	UNITED STATES	3944
Ok		Limited Service	2077958	JEFFERSON STREET BRANCH	117 SOUTH JEFFERSON STREET	HARTFORD CITY	IN	47348	BLACKFORD	UNITED STATES	229199
Ok		Full Service	2078133	45TH STREET BRANCH	2750 45TH STREET	HIGHLAND	IN	46322	LAKE	UNITED STATES	250265

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	3536096	CLINE OFFICE	9632 CLINE AVENUE	HIGHLAND	IN	46322	LAKE	UNITED STATES	361468
Ok		Full Service	244345	DT HIGHLAND BRANCH	2611 HIGHWAY AVENUE	HIGHLAND	IN	46322	LAKE	UNITED STATES	13798
Ok		Full Service	4153548	31 SOUTH BRANCH	7245 US 31 SOUTH	INDIANAPOLIS	IN	46227	MARION	UNITED STATES	Not Required
Ok		Full Service	4362135	5004 W 71ST STREET BRANCH	5004 W 71ST STREET	INDIANAPOLIS	IN	46268	MARION	UNITED STATES	Not Required
Ok		Full Service	4158084	71ST STREET BRANCH	5640 EAST 71ST STREET	INDIANAPOLIS	IN	46220	MARION	UNITED STATES	Not Required
Ok		Full Service	4159139	86TH STREET BRANCH	1180 WEST 86TH STREET	INDIANAPOLIS	IN	46260	MARION	UNITED STATES	359148
Ok		Full Service	4152729	8925 MADISON AVENUE BRANCH	8925 MADISON AVENUE SUITE C	INDIANAPOLIS	IN	46227	MARION	UNITED STATES	Not Required
Ok		Full Service	4152710	EMERSON AVENUE BRANCH	6925 SOUTH EMERSON AVENUE	INDIANAPOLIS	IN	46237	MARION	UNITED STATES	429301
Ok		Full Service	4157706	HARRISON CROSSING	9050 EAST 56TH STREET	INDIANAPOLIS	IN	46216	MARION	UNITED STATES	Not Required
Ok		Full Service	3066838	INDIANAPOLIS BRANCH	3221 WEST 86TH STREET	INDIANAPOLIS	IN	46268	MARION	UNITED STATES	Not Required
Ok		Full Service	4288262	INDIANAPOLIS CAPITOL AVE BRANCH	433 NORTH CAPITOL AVE	INDIANAPOLIS	IN	46204	MARION	UNITED STATES	513387
Ok		Full Service	4153472	KEYSTONE AVENUE BRANCH	7325 NORTH KEYSTONE AVENUE	INDIANAPOLIS	IN	46240	MARION	UNITED STATES	362330
Ok		Full Service	4159278	NORTH COLLEGE AVENUE BRANCH	6320 NORTH COLLEGE AVENUE	INDIANAPOLIS	IN	46220	MARION	UNITED STATES	Not Required
Ok		Full Service	4159586	PENNSYLVANIA STREET BRANCH	1 NORTH PENNSYLVANIA STREET	INDIANAPOLIS	IN	46204	MARION	UNITED STATES	Not Required
Ok		Full Service	4159559	WASHINGTON STREET BRANCH	10617 EAST WASHINGTON STREET	INDIANAPOLIS	IN	46229	MARION	UNITED STATES	Not Required
Ok		Full Service	3465691	CONCORD ROAD BRANCH	3690 CONCORD ROAD	LAFAYETTE	IN	47909	TIPPECANOE	UNITED STATES	452612
Ok		Full Service	4337384	WEST EADS PARKWAY BRANCH	41 WEST EADS PARKWAY	LAWRENCEBURG	IN	47025	DEARBORN	UNITED STATES	Not Required
Ok		Full Service	3658167	NORTH MANCHESTER MAIN BRANCH	106 NORTH MARKET STREET	NORTH MANCHESTER	IN	46962	WABASH	UNITED STATES	8299
Ok		Full Service	2098524	NORTH VERNON NORTH BRANCH	2070 NORTH STATE HIGHWAY 7	NORTH VERNON	IN	47265	JENNINGS	UNITED STATES	222440
Ok		Full Service	4156138	PLAINFIELD BRANCH	2485 EAST MAIN STREET	PLAINFIELD	IN	46168	HENDRICKS	UNITED STATES	438783
Ok		Limited Service	3658130	ROCHESTER EAST BRANCH	520 EAST 9TH STREET	ROCHESTER	IN	46975	FULTON	UNITED STATES	232572
Ok		Full Service	3658121	ROCHESTER MAIN BRANCH	729 EAST MAIN STREET	ROCHESTER	IN	46975	FULTON	UNITED STATES	9368
Ok		Full Service	2158464	ROSSVILLE BRANCH	358 WEST MAIN STREET	ROSSVILLE	IN	46065	CLINTON	UNITED STATES	270199
Change	8/1/2012	Electronic Banking	3658149	ONLINE BANKING	WWW.BANKATFIRST.COM	CINCINNATI	OH	45246	HAMILTON	UNITED STATES	357238
Ok		Full Service	2507343	SANDRIDGE 41 BRANCH	1515 US 41	SCHERERVILLE	IN	46375	LAKE	UNITED STATES	250269
Ok		Full Service	2104984	SCHERERVILLE BRANCH	450 WEST LINCOLN HIGHWAY	SCHERERVILLE	IN	46375-173	LAKE	UNITED STATES	250268
Ok		Full Service	3048339	SEYMOUR BRANCH	202 EAST TIPTON STREET	SEYMOUR	IN	47274	JACKSON	UNITED STATES	221845
Ok		Full Service	2249951	SHELBYVILLE BRANCH	1850 MARKET PLACE BOULEVARD	SHELBYVILLE	IN	46176	SHELBY	UNITED STATES	221848
Ok		Full Service	4159193	ZIONSVILLE BRANCH	50 NORTH FORD ROAD	ZIONSVILLE	IN	46077	BOONE	UNITED STATES	462051
Ok		Full Service	1929470	OAKBROOK BRANCH	6081 LIMABURG ROAD	BURLINGTON	KY	41005	BOONE	UNITED STATES	219862
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 SEAJAY DR	BEAVERCREEK	OH	45430	GREENE	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



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	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	4147323	SUGARCREEK BRANCH	5808 WILMINGTON PIKE	CENTERVILLE	OH	45459	MONTGOMERY	UNITED STATES	Not Required
Ok		Full Service	4490702	ANDERSON OFFICE	7765 BEECHMONT AVENUE	CINCINNATI	OH	45255	HAMILTON	UNITED STATES	Not Required
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		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	Not Required
Ok		Full Service	874014	DELPHOS BRANCH	202 NORTH MAIN STREET	DELPHOS	OH	45833	ALLEN	UNITED STATES	211498
Ok		Full Service	4146979	ENGLEWOOD BRANCH	300 W NATIONAL RD	ENGLEWOOD	OH	45322	MONTGOMERY	UNITED STATES	287279
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-LENDALE 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

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	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	Not Required
Ok		Full Service	414625	TRENTON BRANCH	125 EAST STATE STREET	TRENTON	OH	45067	BUTLER	UNITED STATES	185413
Ok		Full Service	244822	SUMMIT BRANCH	1163 S SHANNON ST	VAN WERT	OH	45891	VAN WERT	UNITED STATES	211951
Change	8/31/2013	Limited Service	242024	VAN WERT BRANCH	113 E. CENTRAL AVE.	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	4147033	FIFE AVENUE BRANCH	647 FIFE AVE	WILMINGTON	OH	45177	CLINTON	UNITED STATES	Not Required

**FR Y-6  
FOR PERIOD ENDED DECEMBER 31, 2013  
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	5,223,444	9.10%
Westwood Management Corp. Dallas, TX	United States	3,409,158	5.92%
The Vanguard Group Malvern, PA	United States	3,479,050	6.03%

- (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.



Report Item 4: Directors and Officers

Exhibit 3

<u>Name and Address</u>	<u>Principal Occupation Other Than Bank Holding Company Organization</u>	<u>Title or Position Bank Holding Company</u>	<u>Title or Position Bank Holding Company Subsidiaries</u>	<u>Title or Position Other Business Companies</u>	<u>Percentage of Voting Shares in Bank Holding Company</u>	<u>No. of Shares (% of Class) Subsidiaries</u>	<u>Number of Shares (% of Class) Of Other Business Companies If Over 25% of Class</u>
1.) Donald M. Ciele Hamilton, Ohio/USA	Managing Member-Beward Murphy, LLC	Director		Managing Member-Beward-Murphy, LLC Holdings Manager-4 Leaf Development Manager-Rams Holding LTD	0.30%		Beward Murphy, LLC – 34% Four Leaf Development, LLC – 45%
2.) Claude E. Davis Cincinnati, Ohio/USA		President, CEO Director	Chairman of the Board and CEO-First Financial Bank		0.56%		
3.) Corinne R. Finnerty North Vernon, Indiana/USA	Partner-McConnell & Finnerty Law Office	Director		President/Shareholder-McConnell Finnerty PC Secretary-Carrage House Inv., LLC.	0.06%		McConnell Finnerty PC – 100% Carrage House Inv., LLC. – 50%
4.) Murph Knapke Celina, Ohio/USA	Partner-Knapke Law Office	Director		Partner-Knapke Law Office, LLC	0.14%		Knapke Law Office, LLC – 50%
5.) Susan L. Krust 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 Webster Properties Managing Member - 915 S. Pearl LLC	0.05%		KP Properties – 50% Omega Warehouse Services – 51% KP Properties of Colorado – 50% 915 S. Pearl LLC – 50%
6.) William J. Kramer Coldwater, Ohio/USA	Vice President/General Manager-Val-Co Pex, Inc.	Director			0.04%		
7.) Woldffe J. Ach Cincinnati, Ohio/USA	Chairman, President, & CEO-Hbasen, Inc.	Director		CEO-Hbasen, Inc.	0.02%		Hbasen – 30.90%
8.) Richard E. Olaszewski Schenerville, 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%		K&L Inc. – 100%
9.) Mark A. Collar Cincinnati, Ohio/USA	Member-Collar, LTD	Director			0.02%		
10.) David S. Barker Columbus, Indiana/USA	President/CEO - SMO Insurance Services	Director		President/CEO - SMO Insurance Services President/CEO - SIO Insurance Agency	0.02%		
11.) Cynthia Booth Cincinnati, Ohio/USA	President/CEO COBCO Enterprises	Director		President/CEO COBCO Enterprises	0.01%		COBCO Enterprises – 100%
12.) 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 Managing Partner - Robert L. Johnston Co. Inc.	0.02%		Robert L. Johnston Co. Inc. –50%

Report Item 4: Directors and Officers

EXHIBIT 3

Name and Address	Principal Occupation Other Than Bank Holding Company	Title or Position Bank Holding Company	Title or Position Bank Holding Company	Title or Position Other Business Company	No. of Shares (% of Class) Bank Holding Company	No. of Shares (% of Class) Subsidiaries	Number of Shares (% of Class) Of Other Business Companies If Over 25% of Class
	Company	Company	Subsidiaries	Company			
13.) C. Douglas Larkman Wilmington, Ohio/USA	CRIMBERG	President, Commercial Banking and Wealth Management President, Eastern Markets	See attached for subsidiary positions		0.14%		
14.) Holly Foster Fairfield, Ohio/USA		Senior Vice President and Chief Risk Officer	See attached for subsidiary positions		0.01%		
15.) John M. Ovington Liberty Township, Ohio/USA		First Vice President and Corporate Controller	See attached for subsidiary positions	Other - Ricardo Enterprises, LLC	0.01%		Ricardo Enterprises, LLC - 50%
16.) Keith Langford Chickadee, Ohio/USA		President, Consumer Banking President, Western Markets	See attached for subsidiary positions		0.05%		
17.) Alan Poe Huron, Kentucky/USA		Executive Vice President, Chief Talent Officer and Chief of Staff	See attached for subsidiary positions		0.03%		
18.) Jill Barton Columbus, Indiana/USA		President, Mortgage Banking	See attached for subsidiary positions		0.04%		
19.) Anthony Shalups Chickadee, Ohio/USA		Executive Vice President, Chief Financial Officer and Chief Administrative Officer	See attached for subsidiary positions		0.07%		

First Financial Bank, NCOB Inc., and FFB Capital Inc. are 100% wholly owned subsidiaries of the Parent Company.

EXECUTIVE OFFICER	SUBSIDIARY	TITLE
Claude E. Davis	First Financial Bank, N.A.	Director, Chairman and CEO
Alisa E. Poe	First Financial Bank, N.A.	EVP, Chief Talent Officer
Anthony M. Stollings	First Financial Bank, N.A. First Financial Collateral, Inc. First Financial Equipment Finance, LLC First Financial Insurance, Inc. First Financial Preferred Capital, Inc. First Financial Securities Group, Inc. First Franchise Capital Corporation IHE Funding Corp II Irwin Commercial Finance Canada Corporation Irwin Commercial Finance Corporation Irwin Commercial Finance Corporation, Equipment Finance Irwin Home Equity Corporation Irwin International Corporation Irwin Union Realty Corporation MXG, Inc. NXG, LLC NZG, LLC	EVP, Chief Administrative Officer, Chief Financial Officer and Secretary Director Manager Director Director and VP Director and President Director and EVP Director Director Director Director Director Director Director Director and VP Manager Manager
C. Douglas Lefferson	First Financial Bank, N.A. First Financial Equipment Finance, LLC First Financial Insurance Holding Company First Financial Insurance, Inc. First Financial Preferred Capital, Inc. First Franchise Capital Corporation IHE Funding Corp II Irwin Commercial Finance Canada Corporation Irwin Commercial Finance Corporation Irwin Commercial Finance Corporation, Equipment Finance Irwin Home Equity Corporation Irwin International Corporation Irwin Union Realty Corporation MXG, Inc. NXG, LLC NZG, LLC	President, Commercial Banking and Wealth Management Manager Director Director Director and President Director and Chairman Director Director, Chairman and President Director, Chairman and President Director, Chairman and President Director, Chairman and President Director, Chairman and President Director Director and President Manager Manager
Holly M. Foster	First Financial Bank, N.A.	SVP, Chief Risk Officer
Jill A. Stanton	First Financial Bank, N.A. First Financial Collateral, Inc. First Financial Insurance, Inc. First Financial Preferred Capital, Inc.	President, Mortgage Banking EVP EVP Director
John M. Gavigan	First Financial Bank, N.A. First Financial Collateral, Inc. First Financial Equipment Finance, LLC First Financial Insurance, Inc. First Financial Preferred Capital, Inc. First Financial Securities Group, Inc. First Franchise Capital Corporation IHE Funding Corp II Irwin Commercial Finance Canada Corporation Irwin Commercial Finance Corporation Irwin Commercial Finance Corporation, Equipment Finance Irwin Equipment Lease Funding, LLC Irwin Home Equity Corporation Irwin International Corporation Irwin Union Realty Corporation MXG, Inc.	FVP, Corporate Controller Treasurer Treasurer Treasurer Treasurer Director and Treasurer Treasurer Treasurer Treasurer Treasurer Treasurer Treasurer Treasurer Treasurer Treasurer Treasurer
Kevin T. Langford	First Financial Bank, N.A. Irwin Union Realty Corporation	President, Consumer Banking President