

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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FR Y-6 - 1 A ID: 26

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

December 31, 2018

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, Ronald L. Zimmerly, Jr.

Name of the Holding Company Director and Official

President and CEO

Title of the Holding Company Director and Official

Liberty Bancshares, Inc.

Legal Title of Holding Company

118 South Main Street

(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

EVP/CFO

Name

Title

419-634-5015

Area Code / Phone Number / Extension

419-634-0335

Area Code / FAX Number

bmarshall@myliberty.bank

E-mail Address

www.myliberty.bank

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

Signature of Holding Company Director and Official

03/28/2019

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. 1246579

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0 In accordance with the General Instructions for this report (check only one), 1. a letter justifying this request is being provided along with the report  2. a letter justifying this request has been provided separately ...  NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

**Form FR Y-6**  
**Liberty Bancshares, Inc.**  
**Ada, Ohio**  
**Fiscal Year Ending December 31, 2018**

**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; one office in Union County; within the corporation limits of Marysville, Ohio and one office in Franklin County; within the corporation limits of Westerville, Ohio.

*LEI is N/A unless noted.*

**Report Item 2 b:** Domestic Bank Listing.  
***Branch Data was verified and e-mailed to the Federal Reserve Bank of Cleveland on 3/26/2019.***

|                       |   |            |       |
|-----------------------|---|------------|-------|
| <b>Report Item 3:</b> | Securities Holders                      | 1 security | 9.90% |
|                       | Castle Creek Capital Partners VI, LP    |            |       |
|                       | Rancho Santa Fe, California, USA        |            |       |
|                       | Country of Incorporation: United States |            |       |
|                       | <br>Thomas E. Griffith                  | 1 security | 6.31% |
|                       | Ada, Ohio, USA                          |            |       |
|                       | Country of Citizenship: United States   |            |       |
|                       | <br>Charles Van Dyne                    | 1 security | 5.30% |
|                       | Alger, Ohio, USA                        |            |       |
|                       | Country of Citizenship: United States   |            |       |

**Report Item 3(2):** None

**Results:** A list of branches for your depository institution: **LIBERTY NATIONAL BANK (ID\_RSSD: 130813)**.  
 This depository institution is held by **LIBERTY BANCSHARES, INC. (1246579)** of **ADA, OH**.  
 The data are as of **12/31/2018**. Data reflects information that was received and processed through **01/06/2019**.

**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 | Not Required | Not Required   | LIBERTY NATIONAL BANK | 130813               |          |
| OK          |                | Full Service               | 2465854         | BELLEFONTAINE BRANCH       | 1120 NORTH MAIN ST.            | BELLEFONTAINE | OH    | 43311    | LOGAN    | UNITED STATES | Not Required | Not Required   | 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 | Not Required | Not Required   | LIBERTY NATIONAL BANK | 130813               |          |
| OK          |                | Full Service               | 3775662         | MARYSVILLE BRANCH          | 160 COLEMAN CROSSING BOULEVARD | MARYSVILLE    | OH    | 43040    | UNION    | UNITED STATES | Not Required | Not Required   | LIBERTY NATIONAL BANK | 130813               |          |
| OK          |                | Full Service               | 5112757         | WESTERVILLE BRANCH         | 33 S. CLEVELAND AVE.           | WESTERVILLE   | OH    | 43081    | FRANKLIN | UNITED STATES | Not Required | Not Required   | LIBERTY NATIONAL BANK | 130813               |          |

**FORM FR Y-6**  
**(as of 12/31/2018)**

**Report Item 4: Insiders**

| (1)<br>Names & Address<br>(City, State,<br>County) | (2)<br>Principal Occupation<br>if other than with Bank<br>Holding Company | (3)(a)<br>Title & Position<br>with Bank Holding<br>Company | Title & Position with<br>Subsidiaries<br>(include names of<br>subsidiaries) | Title & Position with<br>Other Businesses<br>(include names of<br>other businesses) | (4)(a)<br>Percentage of Voting<br>Shares in Bank<br>Holding Company | Percentage of Voting<br>Shares in Subsidiaries<br>(include names of<br>subsidiaries) | (4)©<br>more of voting securities are<br>held (List names of companies<br>and percentage of voting<br>securities held) |
|--|---|--|---|---|---|--|--|
| Daniel A. DiBiasio<br>Ada, OH USA                  | President<br>Ohio Northern University                                     | Director   | Director<br>Liberty National Bank   | President<br>Ohio Northern Univ.  | 0.105%  | None   | N/A  |
| Mary Hubbell-Ewing<br>Alger, OH USA                | Field Operations Coordinator<br>Experience Works, Inc.                    | Director   | Director<br>Liberty National Bank   | Employment &<br>Training Coordinator  | 0.620%  | None   | N/A  |
| Thomas E. Griffith<br>Ada, OH USA                  | Seed Production<br>Powell Seeds   | Director   | Director<br>Liberty National Bank   | Partner<br>Powell Seeds   | 6.313%  | None   | Powell Seeds<br>50%  |
| Bryan L. Marshall<br>Ada, OH USA                   | N/A   | Secretary &<br>Treasurer                                   | Executive Vice Pres.<br>Liberty National Bank                               | N/A   | 0.035%  | None   | N/A  |
| Bruce A. Neely<br>Ada, OH USA                      | Funeral Director<br>Hanson-Neely Funeral Home, Inc.                       | Director   | Director<br>Liberty National Bank   | President<br>Hanson-Neely Funeral Home, Inc.  | 1.804%  | None   | Hanson-Neely Funeral Home, Inc.<br>64%   |
| Paul W. Root III<br>Kenton, OH USA                 | Retail Sales<br>Root Lumber Co.   | Director &<br>Chairman                                     | Director<br>Liberty National Bank   | President<br>Root Lumber Co.  | 0.105%  | None   | Root Lumber Co.<br>65%   |
| Thomas J. Simon<br>Bellefontaine, OH USA           | Insurance Agent<br>Hill & Hamilton, Inc.                                  | Director   | Director<br>Liberty National Bank   | President<br>Hill & Hamilton, Inc.  | 0.178%  | None   | Hill & Hamilton, Inc.<br>100%  |
| Mark R. Watkins<br>Kenton, OH USA                  | Farmer  | Director   | Director<br>Liberty National Bank   | Partial Owner<br>Watkins Farm   | 0.292%  | None   | Watkins Farm<br>50%  |
| Ronald L. Zimmerly, Jr.<br>Bellefontaine, OH USA   | N/A   | Director &<br>President                                    | Director & Pres./CEO<br>Liberty National Bank                               | N/A   | 0.200%  | None   | N/A  |