

Board of Governors of the Federal Reserve System

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2014 MAY 13 PM 4:22



Annual Report of Holding Companies — FR Y-6

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

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.

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)

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:

Michael Shannon

Controller

Name

Title

740-657-7512

Area Code / Phone Number / Extension

740-657-7513

Area Code / FAX Number

mshannon@dcb-t.com

E-mail Address

www.dcbfinancialcorp.com

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

Signature of Holding Company Director and Official

05/06/2014

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.

2497462

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

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DCB Financial Corp
Fiscal Year Ending December 31, 2013

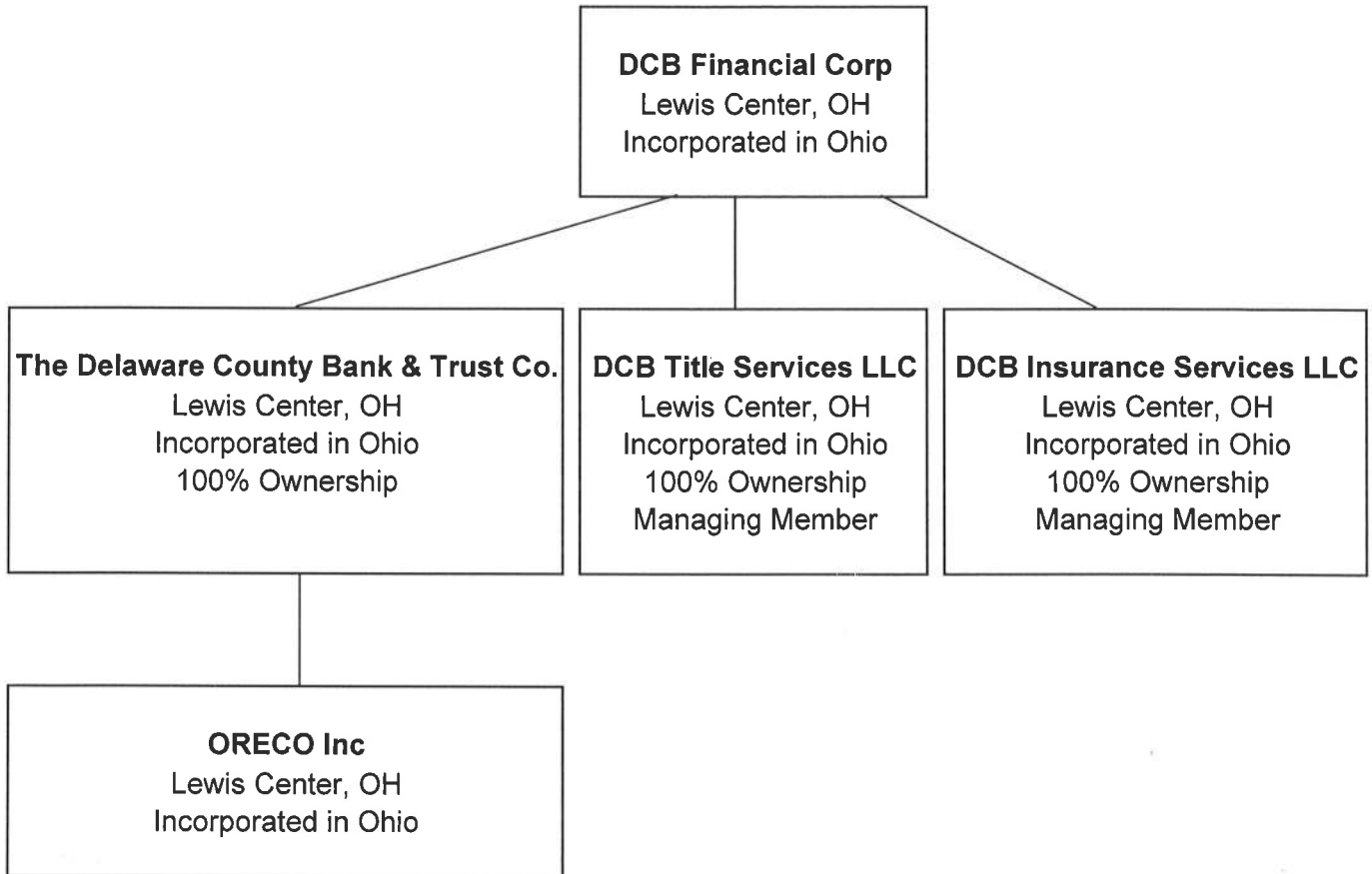
Report Item 1: Annual Report to Shareholders

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, 2013

Report Item 2a: Organization Chart



All subsidiaries are wholly-owned by DCB Financial Corp.

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DCB Financial Corp
Fiscal Year Ending December 31, 2013

Report Item 2b: Domestic Branch Listing

Results: A list of branches for your BHC: DCB FINANCIAL CORP (2497462) of LEWIS CENTER, OH.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/05/2012

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)	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	
Change	12/31/2013	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	
OK		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	

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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	48,367	*	0	N/A
Johnson, Bart E. Delaware, OH	President & CEO, Agri Communicators, Inc.	Director	N/A	President & CEO, Agri Communicators, Inc.	33,853	*	0	N/A
Kremer, Gerald L. Delaware, OH	Physician, Smith Clinic Delaware	Director	N/A	Physician, Smith Clinic Delaware	11,776	*	0	N/A
Powers, Edward A. Ashley, OH	President, R.B. Powers & Co.	Director	N/A	President, R.B. Powers & Co.	37,411	*	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	38,596	*	0	N/A
Stevenson, Adam Dublin, OH	Retired Plant Manager, PPG Industries	Director	N/A	Retired Plant Manager, PPG Industries	15,019	*	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	30,505	*	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	527,561	7.34%	0	N/A
Mitevski, Tomislav Westerville, OH	Executive VP, DGD Group, Inc.	Director	N/A	Inc.	553,916	7.70%	0	N/A
Harmeyer, Jerome Delaware, OH	President, Liberty Casting Company	Director	N/A	President, Liberty Casting Company	202,545	2.82%	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	100,880	1.40%	0	N/A
Mohr, J. Daniel Delaware, OH	Executive VP and CFO The Delaware County Bank	CFO	Executive VP and CFO	N/A	6,585	*	0	N/A
Charles O. Moore Westerville, OH	Executive VP and CRO The Delaware County Bank	CRO	Executive VP and CRO	N/A	16,128	*	0	N/A
Whitney, Thomas R. Ostrander, OH	Executive VP, General Counsel The Delaware County Bank	Secretary	Executive VP, General Counsel The Delaware County Bank	N/A	20,679	*	0	N/A

* Holds less than 1% of outstanding shares.