

FEDERAL RESERVE BANK
OF CLEVELAND

2014 MAR -6 A 11: 15
STATISTICS & ANALYSIS
DEPARTMENT

Board of Governors of the Federal Reserve System



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, Steve P. Foster

Reporter's Name, Street, and Mailing Address

LCNB Corp.

Legal Title of Holding Company

PO BOX 59

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

Lebanon OH 45036

City State Zip Code

2 N Broadway, Lebanon OH 45036

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President

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.

Person to whom questions about this report should be directed:

Robert C. Haines II CFO

Name Title

513-932-1414

Area Code / Phone Number / Extension

513-933-2333

Area Code / FAX Number

rhaines@lcnbc.com

E-mail Address

www.lcnbc.com

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

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.

Steve P. Foster

Signature of Holding Company Director and Official

03/05/2014

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 2759900
C.I. _____

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

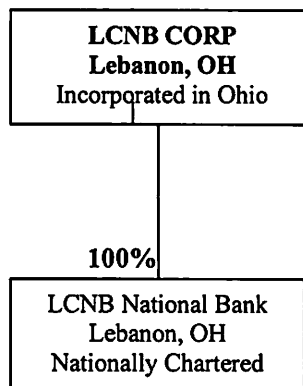
Form FR Y-6

**LCNB Corp
Lebanon, Ohio
Fiscal Year ending December 31, 2013**

Report Item

1: The BHC is required to file a 10K (Annual Report) with the SEC.

2a: Organizational Chart



2b: Submitted via email on 3/5/2014

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LCNB Corp
Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more With power to vote as of fiscal year ending 12-31-13			Shareholders 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 12-31-13		
(1)(a) Name & Address (City, State, Country)	(1) (b) Country of Citizenship or Incorporation	(1) (c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2) (c) Number & Percentage of Each Class of Voting Securities
LCNB National Bank Trust Department, and its nominee Partnership Lebcitco & Co. Lebanon, OH	USA	Holds 858,537 shares or 9.24% of LCNB Corp Common stock on behalf of 36 accounts, no one of which holds more than 1.49% of the outstanding stock.	None	N/A	N/A
Sy Jacobs New York, NY	USA	Holds 487,690 shares or 5.25% of LCNB Corp. common stock.			
Jacobs Asset Management, LL New York, NY	USA	Holds 478,700 shares or 5.15% of LCNB Corp. common stock.			
Stieven Financial Investors, L.P. Saint Louis, MO	USA	Holds Warrant issued through the TARP CPP program to purchase 184,985 shares or 1.99% of outstanding common stock.			
Stieven Financial Offshore, Ltd.. Georgetown, Grand Cayman	Cayman Islands	Holds Warrant issued through the TARP CPP program to purchase 32,078 shares or 0.35% of outstanding common stock.			

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LCNB Corp
Fiscal Year Ending December 31, 2013

Report Item Insiders
(1) (2) (3)(a) (c) and (4)(a)(b)(c)

(1) Names & Address (City, State Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of other companies if 25% or more of voting securities are held
Stephen P. Wilson Maineville, OH	N/A	Director, Chairman, President/CEO	Director, Chairman, CEO LCNB National Bank	N/A	0.91%	None	N/A
Spencer S. Cropper Lebanon, OH	N/A	Director	Director, LCNB National Bank	N/A	0.23%	None	N/A
William H. Kaufman Lebanon, OH	Attorney Kaufman & Florence	Director	Director, LCNB National Bank	Partner- Kaufman & Florence	0.78%	None	Kaufman & Florence (50% partner)
George L. Leasure Lebanon, OH	Manufacturing- GMi Companies.	Director	Director, LCNB National Bank	Chairmant & Director GMi Companies	0.37%	None	GMi Companies (75%)
John H. Kochensparger III Gahanna, OH	Former President, CEO, and Director of First Capital Bancshares	Director	Director, LCNB National Bank	Attorney	1.59%	None	N/A
Rick L. Blossom New Richmond, OH	Reality Check LLC	Director	Director, LCNB National Bank	Managing Partner, Reality Check, LLC	0.02%	None	N/A
Anne Krehbiel Cincinnati, OH	Attorney	Director	Director, LCNB National Bank	Partner Krehbiel Law Office	0.04%	None	N/A
Steve P. Foster Lebanon, OH	N/A	Director	President., LCNB National Bank	N/A	0.27%	None	N/A

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Fiscal Year Ending December 31, 2013

Report Item 4: Directors and Officers

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

(1) Names & Address (City, State Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of other companies if 25% or more of voting securities are held
Bernard H. Wright, Jr. Lebanon, OH	N/A	N/A	Senior Exec. Vice Pres., LCNB National Bank	Secretary-Treasurer WFMS, Inc. Lebanon, OH Partner, Duncan-Wright Lebanon, OH	0.78%	None	WFMS, Inc. (40%) Duncan-Wright (50%)
Eric J. Meilstrup Lebanon, OH	N/A	N/A	Exec. Vice Pres., LCNB National Bank	N/A	0.10%	None	N/A
Leroy F. McKay Lebanon, OH	N/A	N/A	Exec. Vice Pres., LCNB National Bank	N/A	0.13%	None	N/A
Matthew P. Layer Morrow, OH	N/A	N/A	Exec. Vice Pres., LCNB National Bank	N/A	0.05%	None	N/A
Robert C. Haines II Lebanon, OH	N/A	N/A	Exec. Vice Pres., CFO LCNB National Bank	N/A	0.06%	None	N/A

Results: A list of branches for your depository institution: LCNB NATIONAL BANK (ID_RSSD: 785923).
 This depository institution is held by LCNB CORP. (2759900) of LEBANON, 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*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
Ok		Full Service (Head Office)	785923	LCNB NATIONAL BANK	2 NORTH BROADWAY ST	LEBANON	OH	45036	WARREN	UNITED STATES	4436	0	LCNB NATIONAL BANK	785923	
Ok		Full Service	3922176	CENTERVILLE BRANCH	9605 DAYTON-LEBANON PIKE	CENTERVILLE	OH	45458	MONTGOMERY	UNITED STATES	492936	26	LCNB NATIONAL BANK	785923	
Ok		Full Service	3134193	BRIDGE STREET BRANCH	1240 NORTH BRIDGE STREET	CHILlicothe	OH	45601	ROSS	UNITED STATES	Not Required	Not Required	LCNB NATIONAL BANK	785923	
Ok		Full Service	974213	CHILlicothe OFFICE	33 W MAIN ST	CHILlicothe	OH	45601-310	ROSS	UNITED STATES	Not Required	Not Required	LCNB NATIONAL BANK	785923	
Ok		Full Service	1878710	WESTERN BRANCH	1006 WESTERN AVENUE	CHILlicothe	OH	45601	ROSS	UNITED STATES	Not Required	Not Required	LCNB NATIONAL BANK	785923	
Ok		Full Service	690773	COLERAIN TWP BRANCH	3209 W GALBRAITH RD	CINCINNATI	OH	45239	HAMILTON	UNITED STATES	43866	24	LCNB NATIONAL BANK	785923	
Ok		Full Service	647919	CLARKSBURG BANKING CENTER BRANCH	10820 MAIN STREET	CLARKSBURG	OH	43115	ROSS	UNITED STATES	Not Required	Not Required	LCNB NATIONAL BANK	785923	
Ok		Full Service	3669015	OAKWOOD BRANCH	2705 FAR HILLS AVENUE	DAYTON	OH	45419	MONTGOMERY	UNITED STATES	664018	23	LCNB NATIONAL BANK	785923	
Ok		Full Service	3317893	FAIRFIELD BRANCH	765 NILES ROAD	FAIRFIELD	OH	45014	BUTLER	UNITED STATES	438740	20	LCNB NATIONAL BANK	785923	
Ok		Full Service	709013	FRANKFORT BRANCH	MAIN STREET & SPRINGFIELD STREET	FRANKFORT	OH	45628	ROSS	UNITED STATES	Not Required	Not Required	LCNB NATIONAL BANK	785923	
Ok		Full Service	8323	HUNTER BRANCH	3878 STATE ROUTE 122	FRANKLIN	OH	45005	WARREN	UNITED STATES	211622	8	LCNB NATIONAL BANK	785923	
Ok		Full Service	842321	GOSHEN BRANCH	6726 DICK FLYNN BOULEVARD	GOSHEN	OH	45122	CLERMONT	UNITED STATES	211625	11	LCNB NATIONAL BANK	785923	
Ok		Full Service	3060993	HAMILTON OFFICE	794 NORTHWEST WASHINGTON BOULEVARD	HAMILTON	OH	45013	BUTLER	UNITED STATES	362042	19	LCNB NATIONAL BANK	785923	
Ok		Full Service	724223	COLUMBUS AVENUE BRANCH	730 COLUMBUS AVE	LEBANON	OH	45036	WARREN	UNITED STATES	211617	3	LCNB NATIONAL BANK	785923	
Ok		Full Service	6226	LCNB NB DRIVE-IN BRANCH	35 NORTH MECHANIC STREET	LEBANON	OH	45036	WARREN	UNITED STATES	211615	1	LCNB NATIONAL BANK	785923	
Ok		Full Service	7821	OTTERBEIN BRANCH	585 N STATE ROUTE 741	LEBANON	OH	45036	WARREN	UNITED STATES	211621	7	LCNB NATIONAL BANK	785923	
Ok		Full Service	3387551	WARRIOR BRANCH	1916 DRAKE RD	LEBANON	OH	45036	WARREN	UNITED STATES	441705	21	LCNB NATIONAL BANK	785923	
Ok		Full Service	970626	LOVELAND BRANCH	500 LOVELAND-MADEIRA ROAD	LOVELAND	OH	45140	HAMILTON	UNITED STATES	211624	10	LCNB NATIONAL BANK	785923	
Ok		Full Service	786425	MAINEVILLE BRANCH	7795 S. STATE RT 48	MAINEVILLE	OH	45039	WARREN	UNITED STATES	211620	6	LCNB NATIONAL BANK	785923	
Ok		Full Service	841829	MASON BRANCH	1050 READING ROAD	MASON	OH	45040	WARREN	UNITED STATES	211618	4	LCNB NATIONAL BANK	785923	
Ok		Full Service	3401297	MASON CHRISTIAN VILLAGE BRANCH	411 WESTERN ROW RD	MASON	OH	45040	WARREN	UNITED STATES	447179	22	LCNB NATIONAL BANK	785923	
Ok		Full Service	2039675	MIDDLETOWN BRANCH	4441 MARJE DRIVE	MIDDLETOWN	OH	45044	BUTLER	UNITED STATES	211628	12	LCNB NATIONAL BANK	785923	
Ok		Full Service	4298654	MONROE	101 CLARENCE WARNER DR	MONROE	OH	45050	BUTLER	UNITED STATES	521344	27	LCNB NATIONAL BANK	785923	
Ok		Full Service	908722	ROACHESTER/MORROW BRANCH	6123 EAST US 22 AND 3	MORROW	OH	45152	WARREN	UNITED STATES	211619	5	LCNB NATIONAL BANK	785923	
Ok		Full Service	102922	OKEANA BRANCH	6225 CINCINNATI BROOKVILLE ROAD	OKEANA	OH	45053	BUTLER	UNITED STATES	229317	15	LCNB NATIONAL BANK	785923	
Ok		Full Service	106023	OXFORD OFFICE	30 WEST PARK PLACE	OXFORD	OH	45056	BUTLER	UNITED STATES	229319	16	LCNB NATIONAL BANK	785923	
Ok		Full Service	840224	SOUTH LEBANON BRANCH	603 CORWIN NIXON BOULEVARD	SOUTH LEBANON	OH	45065	WARREN	UNITED STATES	211616	2	LCNB NATIONAL BANK	785923	
Ok		Full Service	2485272	SPRINGBORO BRANCH	525 WEST CENTRAL AVE	SPRINGBORO	OH	45066	WARREN	UNITED STATES	211627	13	LCNB NATIONAL BANK	785923	
Ok		Full Service	3673795	FAYETTE BANKING CENTER BRANCH	100 CROSSINGS DRIVE	WASHINGTON COURT HOUSE	OH	43160	FAYETTE	UNITED STATES	Not Required	Not Required	LCNB NATIONAL BANK	785923	
Ok		Full Service	825123	WAYNESVILLE BRANCH	9 NORTH MAIN STREET	WAYNESVILLE	OH	45068	WARREN	UNITED STATES	4506	14	LCNB NATIONAL BANK	785923	
Ok		Full Service	2621230	WILMINGTON BRANCH	1243 ROMBACH AVE.	WILMINGTON	OH	45177	CLINTON	UNITED STATES	211628	17	LCNB NATIONAL BANK	785923	