

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK
 2014 MAR 13 4 00 PM
 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.

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

December 31, 2013

Month / Day / Year

I, **John H. Powell**

Reporter's Name, Street, and Mailing Address

Liberty Capital, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Vice Chairman

3435 Airborne Road, Suite B

Title of the Holding Company Director and Official

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

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.

Wilmington

OH

45177

City

State

Zip Code

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:

Elaine Warren

Corporate Secretary

Name

Title

937-655-7174

Area Code / Phone Number / Extension

937-383-2751

Area Code / FAX Number

elaine.warren@libertysavingsbank.com

E-mail Address

www.libertysavingsbank.com

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

Signature of Holding Company Director and Official

3-10-14

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.

1145001

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

**LIBERTY CAPITAL, INC.
Wilmington, Ohio
Fiscal Year Ending December 31, 2013**

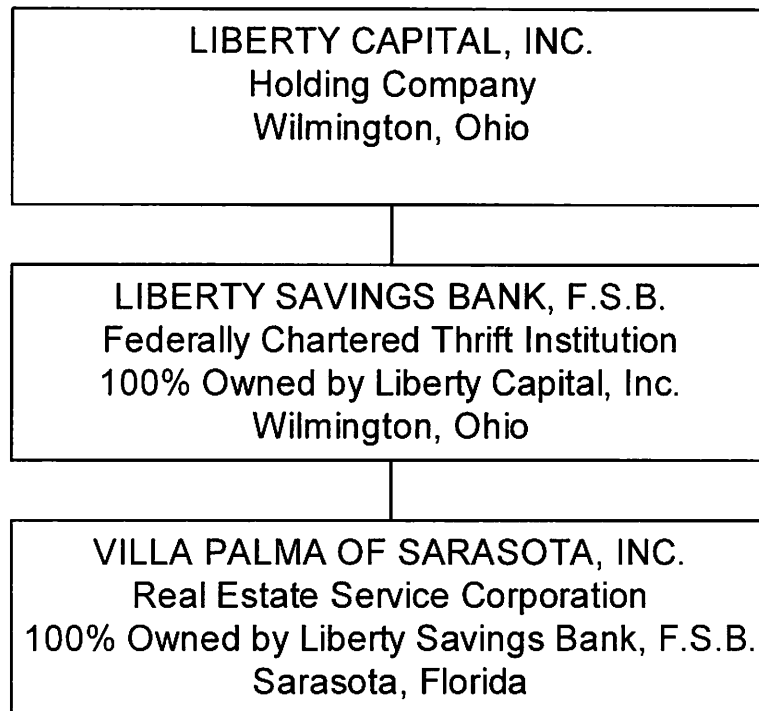
Item 1: Annual Report to Shareholders

The Annual Report to Shareholders will be forwarded to the Federal Reserve Bank as soon as it is available.

FORM FR Y-6

**LIBERTY CAPITAL, INC.
Wilmington, Ohio
Fiscal Year Ending December 31, 2013**

Item 2a: Organization Chart



Liberty Capital, Inc., is incorporated in the State of Ohio.

Liberty Savings Bank, F.S.B., is federally chartered, so is not incorporated in any state.

Villa Palma of Sarasota, Inc., is incorporated in the State of Florida, and was formed to develop, maintain, manage, and sell certain real estate parcels in Sarasota, Florida.

FORM FR Y-6

**LIBERTY CAPITAL, INC.
Wilmington, Ohio
Fiscal Year Ending December 31, 2013**

Item 2b: Domestic Branch Listing

The Domestic Branch Listing as compiled by the Federal Reserve Bank is attached, with the appropriate data actions. This branch listing is complete and accurate as of December 31, 2013.

Please note that the Rock Creek Branch in Superior, Colorado, was closed effective February 21, 2014. A Form FR Y-10 - Report of Changes in Organizational Structure will be filed with the Federal Reserve Bank as required within the appropriate timeframe.

Results: A list of branches for your holding company: LIBERTY CAPITAL, INC. (1145001) of WILMINGTON, 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)	839572	LIBERTY SAVINGS BANK, F.S.B.	3435 AIRBORNE ROAD, SUITE B	WILMINGTON	OH	45177	CLINTON	UNITED STATES	45076	0	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	2161697	MONACO & YALE BRANCH	6460 EAST YALE AVENUE	DENVER	CO	80222	DENVER	UNITED STATES	289249	118	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	2161642	GRANBY BRANCH	129 EAST AGATE AVENUE	GRANBY	CO	80446	GRAND	UNITED STATES	289250	119	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	4147305	ROCK CREEK BRANCH	1697 COALTON RD	SUPERIOR	CO	80027	BOULDER	UNITED STATES	495954	148	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	4146782	BAYSHORE GARDENS BRANCH	1411 60TH AVENUE WEST	BRADENTON	FL	34207	MANATEE	UNITED STATES	495964	152	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	4147341	WILDEWOOD BRANCH	3901 CORTEZ ROAD WEST	BRADENTON	FL	34210	MANATEE	UNITED STATES	287294	130	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	4146746	HYDE PARK BRANCH	1950 SOUTH TAMIAMI TRAIL	SARASOTA	FL	34239	SARASOTA	UNITED STATES	287285	112	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	4146764	SQUARE SOUTH BRANCH	8383 SOUTH TAMIAMI TRAIL	SARASOTA	FL	34238	SARASOTA	UNITED STATES	287286	113	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	4146821	STICKNEY POINT BRANCH	2323 STICKNEY POINT ROAD	SARASOTA	FL	34231	SARASOTA	UNITED STATES	287289	125	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	4146755	JACARANDA BRANCH	4103 SOUTH TAMIAMI TRAIL	VENICE	FL	34293	SARASOTA	UNITED STATES	287292	128	LIBERTY SAVINGS BANK, F.S.B.	839572	
OK		Full Service	4146737	SHAMROCK BRANCH	1697 SOUTH TAMIAMI TRAIL	VENICE	FL	34293	SARASOTA	UNITED STATES	287291	127	LIBERTY SAVINGS BANK, F.S.B.	839572	

FORM FR Y-6

**LIBERTY CAPITAL, INC.
Wilmington, Ohio
Fiscal Year Ending December 31, 2013**

Item 3(1): Securities Holders

Name, City, State & Country	Country of Citizenship	No. of Shares Held	Title of Class Of Securities	% to Total Outstanding
James R. Powell Revocable Trust James R. Powell, Trustee Dayton, Ohio, USA	USA	592	Class A Voting Common	62%
Tinka K. Powell Revocable Trust James R. Powell, Trustee Dayton, Ohio, USA	USA	8	Class A Voting Common	1%
John H. Powell Revocable Trust John H. Powell, Trustee Wilmington, Ohio, USA	USA	192	Class A Voting Common	20%
Barbara A. Powell Revocable Trust John H. Powell, Trustee Wilmington, Ohio, USA	USA	8	Class A Voting Common	1%
Kent R. Powell Revocable Trust Kent R. Powell, Trustee Arcanum, Ohio, USA	USA	144	Class A Voting Common	15%
Karen S. Powell Revocable Trust Kent R. Powell, Trustee Arcanum, Ohio, USA	USA	8	Class A Voting Common	1%

Item 3(2)

This item is not applicable.

FORM FR Y-6
LIBERTY CAPITAL, INC.
Wilmington, Ohio
Fiscal Year Ending December 31, 2013

Item 4: Insiders – Securities Holders

Name, City, State & Country	Principal Occupation	Position with Holding Company	Position with Subsidiary Bank	No. of Shares Held	Title of Class Of Securities	% to Total Outstanding
James R. Powell Revocable Trust James R. Powell, Trustee Dayton, Ohio, USA				592 Class A 3,228 Class B	Voting Common Non-Voting Common	40.13%
Tinka K. Powell Revocable Trust James R. Powell, Trustee Dayton, Ohio, USA				8 Class A 72 Class B	Voting Common Non-Voting Common	.84%
National Bank & Trust Co. Trustee of the James R. and Tinka K. Powell Family Trust Wilmington, Ohio, USA				2,100 Class B	Non-Voting Common	22.06%
John H. Powell Revocable Trust John H. Powell, Trustee Wilmington, Ohio, USA				192 Class A 828 Class B	Voting Common Non-Voting Common	10.72%
Barbara A. Powell Revocable Trust John H. Powell, Trustee Wilmington, Ohio, USA				8 Class A 72 Class B	Voting Common Non-Voting Common	.84%
National Bank & Trust Co. Trustee of the John H. and Barbara A. Powell Family Trust Wilmington, Ohio, USA				900 Class B	Non-Voting Common	9.45%
Kent R. Powell Revocable Trust Kent R. Powell, Trustee Arcanum, Ohio, USA				144 Class A 612 Class B	Voting Common Non-Voting Common	7.94%
Karen S. Powell Revocable Trust Kent R. Powell, Trustee Arcanum, Ohio, USA				8 Class A 72 Class B	Voting Common Non-Voting Common	.84%
National Bank & Trust Co. Trustee of the Kent R. and Karen S. Powell Family Trust Wilmington, Ohio USA				684 Class B	Non-Voting Common	7.18%

FORM FR Y-6**LIBERTY CAPITAL, INC.
Wilmington, Ohio
Fiscal Year Ending December 31, 2013****Item 4: Insiders – Directors**

Name, City, State & Country	Principal Occupation	Position with Holding Company	Position with Subsidiary Bank	No. of Shares Controlled	Title of Class Of Securities	% to Total Outstanding
James R. Powell, Dayton, Ohio, USA		Chairman, CEO, President	Chairman & CEO	600 Class A 3,300 Class B	Voting Common Non-Voting Common	41%
John H. Powell Wilmington, Ohio, USA		Vice Chairman	Vice Chairman	200 Class A 900 Class B	Voting Common Non-Voting Common	12%
Kent R. Powell Arcanum, Ohio, USA	Agriculture	Director	Director	152 Class A 684 Class B	Voting Common Non-Voting Common	9%
John L. Giering Dayton, Ohio, USA	Retired executive with NCR Corp.	Director	None	None		
William F. Kramer Dayton, Ohio, USA	Retired bank executive	Director	None	None		

Item 4: Insiders – Executive Officers

Name, City, State & Country	Principal Occupation	Position with Holding Company	Position with Subsidiary Bank	No. of Shares Controlled	Title of Class Of Securities	% to Total Outstanding
James R. Powell, Dayton, Ohio, USA		Chairman, CEO, President	Chairman & CEO	600 Class A 3,300 Class B	Voting Common Non-Voting Common	41%
John H. Powell Wilmington, Ohio, USA		Vice Chairman	Vice Chairman	200 Class A 900 Class B	Voting Common Non-Voting Common	12%
Suzan D. Kranjc Mason, Ohio, USA		EVP, CFO, Treasurer	EVP & CFO	None		
Joseph Hoskins Dayton, Ohio, USA		SVP, General Counsel	SVP, General Counsel	None		
Kenneth G. Zimpfer Columbus, Ohio, USA		Sr. Vice President	Sr. Vice President	None		