

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE SYSTEM
 2015 FEB 20 A 10
 FEDERAL ANALYSIS

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, Sebastian J. Melluzzo
 Name of the Holding Company Director and Official
President & 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.

Sebastian J. Melluzzo, Pres + CEO
 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 2833127
 C.I. _____

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

December 31, 2014

Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

TCNB Financial Corp.

Legal Title of Holding Company

29 W. Whipp Rd

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

Dayton

OH

45459

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Brett Wierwille

VP, CFO

Name

Title

937-913-8262

Area Code / Phone Number / Extension

937-913-8260

Area Code / FAX Number

bwierwille@banktcnb.com

E-mail Address

www.banktcnb.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.

None

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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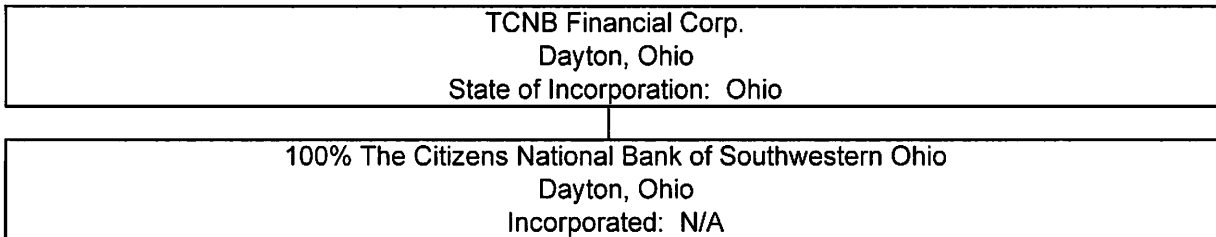
Physical Location (if different from mailing address)

**Form FR Y-6
TCNB Financial Corp.
Dayton, Ohio
Fiscal Year Ending December 31, 2014**

Report Item

1: The bank holding company prepares an informal annual report for its shareholders. One copy is enclosed.

2a: Organization Chart



2b: The Domestic Branch Listing was emailed to Structure@clev.frb.org on 2-16-15

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 12-31-2014

(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
----------------------------------------------------	------------------------------------------------------	--------------------------------------------------------------------

None

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 12-31-2014

(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
----------------------------------------------------	------------------------------------------------------	--------------------------------------------------------------------

None

FORM FR Y-6
TCNB Financial Corp.
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

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

(1) Name (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 (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List Names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Sebastian Melluzzo Dayton, Ohio, USA	CEO & President Subsidiary Bank	Director, CEO & President	Director, CEO & President The Citizens National Bank of Southwestern Ohio	N/A	3.0%	None	N/A
Kay Sandusky Dayton, Ohio, USA	Executive Vice President Subsidiary Bank	Director, Executive Vice President Corporate Secretary	Executive Vice President The Citizens National Bank of Southwestern Ohio Corporate Secretary	N/A	4.1%	None	N/A
Douglas Hawthorne Naples, Florida, USA	Financial Consulting Hawthorne Consulting	Director & Chairman	None	Principal Hawthorne Consulting	0.9%	None	N/A
Linda Parenti Dayton, Ohio, USA	Financial Consulting Buckingham Capital Management	Director	None	President & Chief Investment Strategist Buckingham Capital Management	0.7%	None	N/A
John Bertrand Dayton, Ohio, USA	Retired Manufacturing A.O. Smith	Director	None	Retired President A. O. Smith Company	2.4%	None	N/A
Gary Gottschlich Dayton, Ohio, USA	Attorney Gottschlich & Portune, LLP	Director	None	Partner Gottschlich & Portune, LLP	0.4%	None	N/A
Samuel Lumby Dayton, Ohio, USA	Manufacturing Dayton Bag and Burlap	Director	None	President Dayton Bag and Burlap	4.9%	None	N/A
Robert Nutter Beavercreek, Ohio, USA	Property Management/Development Nutter Enterprises	Director	None	Partner Nutter Enterprises	4.4%	None	N/A

Results: A list of branches for your holding company: TCNB FINANCIAL CORP. (2833127) of DAYTON, OH.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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)	2837077	CITIZENS NATIONAL BANK OF SOUTHWESTERN OHIO, THE	29 WEST WHIPP RD.	DAYTON	OH	45459	MONTGOMERY	UNITED STATES	77692	0	CITIZENS NATIONAL BANK OF SOUTHWESTERN OHIO, THE	2837077	
OK		Full Service	3187920	HUBER HEIGHTS BRANCH	7455 OLD TROY PIKE	HUBER HEIGHTS	OH	45424	MONTGOMERY	UNITED STATES	419355	1	CITIZENS NATIONAL BANK OF SOUTHWESTERN OHIO, THE	2837077	
OK		Full Service	3675856	MIAMISBURG BRANCH	9700 SPRINGBORO PIKE	MIAMISBURG	OH	45342	MONTGOMERY	UNITED STATES	464020	2	CITIZENS NATIONAL BANK OF SOUTHWESTERN OHIO, THE	2837077	