

Board of Governors of the Federal Reserve System

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Annual Report of Holding Companies—FR Y-6

03 MAR 29 A 10:25

FEDERAL RESERVE BANK
 OF CLEVELAND

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, 2016

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@lnbbank.com

E-mail Address

www.lnbbank.com

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

Signature of Holding Company Director and Official

03/21/2017

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 1246579
 C.I. _____

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes

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."

Results: A list of branches for your holding company: **LIBERTY BANCSHARES, INC. (1246579) of ADA, OH.**
 The data are as of **12/31/2016**. Data reflects information that was received and processed through **01/10/2017**.

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	4357	0	LIBERTY NATIONAL BANK	130813	
OK		Full Service	2465854	BELLEFONTAINE BRANCH	1120 NORTH MAIN ST.	BELLEFONTAINE	OH	43311	LOGAN	UNITED STATES	210554	3	LIBERTY NATIONAL BANK	130813	
OK		Full Service	4528221	BELLEFONTAINE SOUTH BRANCH	1454 SOUTH MAIN STREET	BELLEFONTAINE	OH	43311	LOGAN	UNITED STATES	534100	7	LIBERTY NATIONAL BANK	130813	
OK		Full Service	780124	KENTON CITY BRANCH	MAIN STREET & FRANKLIN STREET	KENTON	OH	43326	HARDIN	UNITED STATES	4430	1	LIBERTY NATIONAL BANK	130813	
OK		Full Service	3775662	MARYSVILLE BRANCH	160 COLEMAN CROSSING BOULEVARD	MARYSVILLE	OH	43040	UNION	UNITED STATES	475980	6	LIBERTY NATIONAL BANK	130813	
ADD	8/4/2016	Full Servie		WESTERVILLE BRANCH	33 S CLEVELAND AVE.	WESTERVILLE	OH	43081	FRANKLIN	UNITED STATES			LIBERTY NATIONAL BANK	130813	

Form FR Y-6
Liberty Bancshares, Inc.
Ada, Ohio
Fiscal Year Ending December 31, 2016

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; and one office in Union County; within the corporation limits of Marysville, 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 3/27/2017.

Report Item 3:

Securities Holders

Charles Van Dyne

1 security	6.22%
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Alger, Ohio, USA
Country of Citizenship: United States

Ohio Northern University

1 security	5.38%
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Ada, Ohio, USA
Country of Incorporation: United States

Thomas J. Simon, Trustee: LNB ESOP

1 security	5.04%
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Ada, Ohio USA
Country of Incorporation: United States
(The Chairman of the ESOP Committee - who is also a Trustee for the ESOP - votes the shares except for a change of control situation (merger or sale) wherein each ESOP participant votes his/her specifically owned shares).

Top of the Rock Cottage, LLC

1 security	5.04%
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Ada, Ohio USA
Country of Incorporation: United States

Report Item 3(2): None

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(as of 12/31/2016)

Report Item 4: Insiders

(1) Names & Address (City, State, County)	(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)© 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)© List names of other companies (includes partnerships if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Patricia A. Arnett Alger, OH USA	N/A	N/A	Senior Vice Pres. Liberty National Bank	N/A	0.006	None	N/A
Daniel A. DiBiasio Ada, OH USA	President Ohio Northern University	Director	Director Liberty National Bank	President Ohio Northern Univ.	0.129	None	N/A
Mary Hubbell-Ewing Alger, OH USA	Field Operations Coordinator Experience Works, Inc.	Director	Director Liberty National Bank	Employment & Training Coordinator	0.129	None	N/A
Thomas E. Griffith Ada, OH USA	Seed Production Powell Seeds	Director	Director Liberty National Bank	Partner Powell Seeds Partial Owner Griffco	1.089	None None	Powell Seeds 50% Griffco 23%
Bryan L. Marshall Ada, OH USA	N/A	Secretary & Treasurer	Executive Vice Pres. Liberty National Bank	N/A	0.004	None	N/A
Bruce A. Neely Ada, OH USA	Funeral Director Hanson-Neely Funeral Home, Inc.	Director	Director Liberty National Bank	President Hanson-Neely Funeral Home, Inc.	0.732	None	Hanson-Neely Funeral Home, Inc. 64%
Nanette B. Pfeiffer Kenton, OH USA	N/A	N/A	Asst. Vice Pres. Liberty National Bank	N/A	0.010	None	N/A
Paul W. Root III Kenton, OH USA	Retail Sales Root Lumber Co.	Director & Chairman	Director Liberty National Bank	President Root Lumber Co.	0.617	None	Root Lumber Co. 65%
Michael W. Shuster Mt. Victory, OH USA	N/A	N/A	Vice President Liberty National Bank	N/A	0.004	None	N/A
Thomas J. Simon Bellefontaine, OH USA	Insurance Agent Hill & Hamilton, Inc.	Director	Director Liberty National Bank	President Hill & Hamilton, Inc. Co-owner Shady Property Management LTD	0.187	None None	Hill & Hamilton, Inc. 100% Shady Property Mgmt. LTD 50%
Mark R. Watkins Kenton, OH USA	Farmer	Director	Director Liberty National Bank	Partial Owner Watkins Farm Partial Owner Rushwood Farms, Inc.	0.189	None None	Watkins Farm 45% Rushwood Farms, Inc. 25%
Ronald L. Zimmerly, Jr. Bellefontaine, OH USA	N/A	Director & President	Director & Pres./CEO Liberty National Bank	N/A	0.158	None	N/A