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.

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, Ronald L. Zimmerly, Jr.
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.

Signature of Holding Company Director and Official
3/27/14
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
RSDD ID 1246579
C.I.

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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013
Month / Day / Year

Report's Name, Street, and Mailing Address
Liberty Bancshares, Inc.
118 South Main Street
(Mailing Address of the Holding Company) Street / P.O. Box
Ada ____ OH 45810
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Bryan L. Marshall Executive Vice Pres./CFO
Name Title
419-634-5015
Area Code / Phone Number / Extension
419-634-0335
Area Code / FAX Number
bmarshall@Lnbbank.com
E-mail Address

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
Form FR Y-6
Liberty Bancshares, Inc.
Ada, Ohio
Fiscal Year Ending December 31, 2013

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.

Report Item 2 b:
Domestic Bank Listing.
Branch Data was verified and e-mailed to the Federal Reserve Bank of Cleveland on 3/26/2014.

Report Item 3:
Securities Holders
Charles Van Dyne
Alger, Ohio, USA
Country of Citizenship: United States

Ohio Northern University
Ada, Ohio, USA
Country of Incorporation: United States

Thomas J. Simon, Trustee: LNB ESOP
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).

James E. Turner
Ada, Ohio USA
Country of Citizenship: United States

Report Item 3(2):
None
<table>
<thead>
<tr>
<th>(1) Names &amp; Address (City, State, County)</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(4)(c) 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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Patricia A. Arnett</td>
<td>N/A</td>
<td>N/A</td>
<td>Senior Vice Pres. Liberty National Bank</td>
<td>N/A</td>
<td>0.006</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Linda L. Fleming</td>
<td>N/A</td>
<td>N/A</td>
<td>Asst. Vice President Liberty National Bank</td>
<td>N/A</td>
<td>0.086</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Mary Hubbell-Ewing</td>
<td>Field Operations Coordinator Experience Works, Inc.</td>
<td>Director</td>
<td>Director Employment &amp; Liberty National Bank Training Coordinator</td>
<td>N/A</td>
<td>0.165</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Ada, OH USA</td>
<td>Seed Production</td>
<td>Director</td>
<td>Director Powell Seeds</td>
<td>None</td>
<td>Powell Seeds</td>
<td>50%</td>
<td>N/A</td>
</tr>
<tr>
<td>Terry D. Keiser</td>
<td>Professor/Dept. Chairman Ohio Northern University</td>
<td>Director</td>
<td>Director ONU Professor Liberty National Bank</td>
<td>None</td>
<td>1.462</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Keith W. Kinnear</td>
<td>Retired</td>
<td>Director</td>
<td>Director Retired Liberty National Bank</td>
<td>None</td>
<td>0.313</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Bryan L. Marshall</td>
<td>Secretary &amp; Treasurer</td>
<td>Executive Vice Pres. Liberty National Bank</td>
<td>N/A</td>
<td>0.005</td>
<td>None</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Ada, OH USA</td>
<td>N/A</td>
<td>N/A</td>
<td>Branch Manager Liberty National Bank</td>
<td>None</td>
<td>0.006</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Beth A. McKinley</td>
<td>N/A</td>
<td>N/A</td>
<td>Branch Manager Liberty National Bank</td>
<td>None</td>
<td>0.006</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Bruce A. Neely</td>
<td>Funeral Director Hanson-Neely Funeral Home, Inc.</td>
<td>Director</td>
<td>Director Liberty National Bank</td>
<td>None</td>
<td>0.389</td>
<td>None</td>
<td>Hanson-Neely Funeral Home, Inc. 64%</td>
</tr>
<tr>
<td>Kenton, OH USA</td>
<td>N/A</td>
<td>N/A</td>
<td>Director Hanson-Neely Funeral Home, Inc.</td>
<td>None</td>
<td>0.105</td>
<td>None</td>
<td>Root Lumber Co. 65%</td>
</tr>
<tr>
<td>Paul W. Root III</td>
<td>Retail Sales Root Lumber Co.</td>
<td>Director</td>
<td>Director Liberty National Bank Root Lumber Co.</td>
<td>None</td>
<td>0.004</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Kenton, OH USA</td>
<td>N/A</td>
<td>N/A</td>
<td>Vice President Liberty National Bank</td>
<td>None</td>
<td>0.004</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Michael W. Shuster</td>
<td>Insurance Agent</td>
<td>Director</td>
<td>Director Liberty National Bank</td>
<td>None</td>
<td>0.191</td>
<td>None</td>
<td>Hill &amp; Hamilton, Inc. 100% Shady Property Mgmt. LTD 50%</td>
</tr>
<tr>
<td>Mt. Victory, OH USA</td>
<td>Hill &amp; Hamilton, Inc.</td>
<td>Director</td>
<td>President Hill &amp; Hamilton, Inc. Co-owner</td>
<td>None</td>
<td>0.191</td>
<td>None</td>
<td>Hill &amp; Hamilton, Inc. 100% Shady Property Mgmt. LTD 50%</td>
</tr>
<tr>
<td>Thomas J. Simon</td>
<td>Director</td>
<td>Director</td>
<td>Director Liberty National Bank</td>
<td>None</td>
<td>0.191</td>
<td>None</td>
<td>Hill &amp; Hamilton, Inc. 100% Shady Property Mgmt. LTD 50%</td>
</tr>
<tr>
<td>Bellefontaine, OH USA</td>
<td>Insurance Agent</td>
<td>Director</td>
<td>Director Liberty National Bank</td>
<td>None</td>
<td>0.191</td>
<td>None</td>
<td>Hill &amp; Hamilton, Inc. 100% Shady Property Mgmt. LTD 50%</td>
</tr>
<tr>
<td>Mark R. Watkins</td>
<td>Farmer</td>
<td>Director</td>
<td>Director Liberty National Bank</td>
<td>None</td>
<td>0.138</td>
<td>None</td>
<td>Watkins Farm 45% Rushwood Farms, Inc. 25%</td>
</tr>
<tr>
<td>Kenton, OH USA</td>
<td>N/A</td>
<td>N/A</td>
<td>Director Liberty National Bank</td>
<td>None</td>
<td>0.138</td>
<td>None</td>
<td>Watkins Farm 45% Rushwood Farms, Inc. 25%</td>
</tr>
<tr>
<td>Susan K. Zimmer</td>
<td>N/A</td>
<td>N/A</td>
<td>Senior Vice President Liberty National Bank</td>
<td>None</td>
<td>0.016</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Ada, OH USA</td>
<td>N/A</td>
<td>N/A</td>
<td>Senior Vice President Liberty National Bank</td>
<td>None</td>
<td>0.016</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Ronald L. Zimmerly, Jr.</td>
<td>Director &amp; President</td>
<td>Director &amp; Pres./CEO</td>
<td>Director &amp; Pres./CEO</td>
<td>None</td>
<td>0.149</td>
<td>None</td>
<td>N/A</td>
</tr>
</tbody>
</table>
Results: A list of branches for your holding company: LIBERTY BANCSHARES, INC. (1246579) of ADA, 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 the information first became valid in the Effective Date column.
Close: If a branch line 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 deposityor 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.

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 Unnum, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC Unnum*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>138011</td>
<td>LIBERTY NATIONAL BANK</td>
<td>118 S MAIN ST</td>
<td>ADA</td>
<td>OH</td>
<td>45810</td>
<td>HARDIN</td>
<td>UNITED STATES</td>
<td>4951</td>
<td>G LIBERTY NATIONAL BANK</td>
<td>138011</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>2455624</td>
<td>BELLEFONTAINE BRANCH</td>
<td>1120 NORTH MAIN ST</td>
<td>BELLEFONTAINE</td>
<td>OH</td>
<td>43311</td>
<td>LOGAN</td>
<td>UNITED STATES</td>
<td>21005A</td>
<td>LIBERTY NATIONAL BANK</td>
<td>138011</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4518221</td>
<td>BELLEFONTAINE SOUTH BRANCH</td>
<td>1454 SOUTH MAIN STREET</td>
<td>BELLEFONTAINE</td>
<td>OH</td>
<td>43311</td>
<td>LOGAN</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>LIBERTY NATIONAL BANK</td>
<td>138011</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3880224</td>
<td>KENTON CITY BRANCH</td>
<td>MAIN STREET &amp; FRANKLIN STREET</td>
<td>KENTON</td>
<td>OH</td>
<td>43326</td>
<td>HARDIN</td>
<td>UNITED STATES</td>
<td>44310</td>
<td>LIBERTY NATIONAL BANK</td>
<td>138011</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>2775612</td>
<td>MARSHVILLE BRANCH</td>
<td>140 COLEMAN CROSSING BOULEVARD</td>
<td>MARSHVILLE</td>
<td>OH</td>
<td>43040</td>
<td>UNION</td>
<td>UNITED STATES</td>
<td>473600</td>
<td>LIBERTY NATIONAL BANK</td>
<td>138011</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>