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)); 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(e)(1), and 5468(b)(1)). 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. 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.

R. L. Zimmerly, Jr.
Name of the Holding Company Director and Official
President and 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
03/21/2017
Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:
☐ X 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.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2016
Month / Day / Year
N/A
Reporters’ Legal Entity Identifier (LEI) (20-character LEI Code)
Reporters’ Name, Street, and Mailing Address

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

Physical Location (if different from mailing address)

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

Is confidential treatment requested for any portion of this report submission? □ 0 = No □ 1 = Yes 0
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.”
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 and 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 UNUM, Office Number, and ID/RSID 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, RSID*</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 UNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID, RSID*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>1303813</td>
<td>LIBERTY NATIONAL BANK</td>
<td>3185 MAIN ST</td>
<td>ADA</td>
<td>OH</td>
<td>44510</td>
<td>HARDIN</td>
<td>UNITED STATES</td>
<td>4157</td>
<td>0</td>
<td>LIBERTY NATIONAL BANK</td>
<td>12345678</td>
<td>12345678</td>
<td></td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>2460554</td>
<td>BELLEFAIR BRANCH</td>
<td>1120 NORTH MAIN ST</td>
<td>BELLEFAIR</td>
<td>OH</td>
<td>43311</td>
<td>LOGAN</td>
<td>UNITED STATES</td>
<td>210554</td>
<td>3</td>
<td>LIBERTY NATIONAL BANK</td>
<td>12345678</td>
<td>12345678</td>
<td></td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>4332371</td>
<td>BELLEFAIR SOUTH BRANCH</td>
<td>1254 SOUTH MAIN STREET</td>
<td>BELLEFAIR</td>
<td>OH</td>
<td>43311</td>
<td>LOGAN</td>
<td>UNITED STATES</td>
<td>534100</td>
<td>7</td>
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<td>12345678</td>
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<td>OK</td>
<td>Full Service</td>
<td>780134</td>
<td>KENTON CITY BRANCH</td>
<td>MAIN STREET &amp; FRANKLIN STREET</td>
<td>KENTON</td>
<td>OH</td>
<td>43326</td>
<td>HURON</td>
<td>UNITED STATES</td>
<td>4449</td>
<td>1</td>
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<td>12345678</td>
<td></td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>3775662</td>
<td>MAURICE BRANCH</td>
<td>350-COLEMAN CROSSING BOULEVARD</td>
<td>MARION</td>
<td>OH</td>
<td>43050</td>
<td>UNION</td>
<td>UNITED STATES</td>
<td>479190</td>
<td>6</td>
<td>LIBERTY NATIONAL BANK</td>
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<td>12345678</td>
<td></td>
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<tr>
<td>ADD</td>
<td>6/4/2016 Full Service</td>
<td>33535314</td>
<td>WESTERVILLE BRANCH</td>
<td>535 CLEVELAND AVE.</td>
<td>WESTERVILLE</td>
<td>OH</td>
<td>43081</td>
<td>FRANKLIN</td>
<td>UNITED STATES</td>
<td>43081</td>
<td>1</td>
<td>LIBERTY NATIONAL BANK</td>
<td>12345678</td>
<td>12345678</td>
<td></td>
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</tbody>
</table>
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
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).

Top of the Rock Cottage, LLC
Ada, Ohio USA
Country of Incorporation: United States

Report Item 3(2):
None
<table>
<thead>
<tr>
<th>Names &amp; Address (City, State, Country)</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(b) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(3)(c) Title &amp; Position with Subsidiaries (include names of subsidiaries)</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>
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</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>
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<tr>
<td>Daniel A. DiBasio</td>
<td>President Ohio Northern University</td>
<td>Director</td>
<td>Director Liberty National Bank</td>
<td>President Ohio Northern Univ.</td>
<td>0.129</td>
<td>None</td>
</tr>
<tr>
<td>Mary Hubbell-Ewing</td>
<td>Field Operations Coordinator Experience Works, Inc.</td>
<td>Director</td>
<td>Director Liberty National Bank</td>
<td>Employment &amp; Training Coordinator</td>
<td>0.129</td>
<td>None</td>
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<tr>
<td>Thomas E. Griffith</td>
<td>Seed Production Powell Seeds</td>
<td>Director</td>
<td>Director Liberty National Bank</td>
<td>Partner Powell Seeds Partial Owner Griffco</td>
<td>1.089</td>
<td>None</td>
</tr>
<tr>
<td>Bryan L. Marshall</td>
<td>N/A</td>
<td>Secretary &amp; Treasurer</td>
<td>Executive Vice Pres. Liberty National Bank</td>
<td>N/A</td>
<td>0.004</td>
<td>None</td>
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<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>President Hanson-Neely Funeral Home, Inc.</td>
<td>0.732</td>
<td>None</td>
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<tr>
<td>Nanette B. Pfeiffer</td>
<td>N/A</td>
<td>N/A</td>
<td>Asst. Vice Pres.</td>
<td>N/A</td>
<td>0.010</td>
<td>None</td>
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<tr>
<td>Paul W. Root III</td>
<td>Retail Sales Root Lumber Co.</td>
<td>Director &amp; Chairman</td>
<td>Director Liberty National Bank</td>
<td>President Root Lumber Co.</td>
<td>0.617</td>
<td>None</td>
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<tr>
<td>Michael W. Shuster</td>
<td>N/A</td>
<td>N/A</td>
<td>Vice President Liberty National Bank</td>
<td>N/A</td>
<td>0.004</td>
<td>None</td>
</tr>
<tr>
<td>Thomas J. Simon</td>
<td>Insurance Agent Hill &amp; Hamilton, Inc.</td>
<td>Director</td>
<td>Director Liberty National Bank</td>
<td>President Hill &amp; Hamilton, Inc. Co-owner Shady Property Management LTD</td>
<td>0.187</td>
<td>None</td>
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<tr>
<td>Mark R. Watkins</td>
<td>Farmer</td>
<td>Director</td>
<td>Director Liberty National Bank</td>
<td>Partial Owner Watkins Farm Partial Owner Rushwood Farms, Inc.</td>
<td>0.189</td>
<td>None</td>
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<tr>
<td>Ronald L. Zimmerly, Jr.</td>
<td>N/A</td>
<td>Director &amp; President</td>
<td>Director &amp; Pres./CEO Liberty National Bank</td>
<td>N/A</td>
<td>0.158</td>
<td>None</td>
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