



Parent Company Only Financial Statements for Small Holding Companies—FR Y-9SP

Report at the close of business as of the last calendar day of June and December

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. § 1844) and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and Section 10 of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)).

This report form is to be filed by the parent company of small holding companies. For purposes of this report, small holding companies are holding companies that have total consolidated assets of

less than \$500 million, except holding companies that meet certain criteria to file the Consolidated Financial Statement for Holding Companies (FR Y-9C). When such holding companies are tiered holding companies, separate reports are also to be filed by each of the subsidiary holding companies. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: *The Parent Company Only Financial Statements for Small Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).*

Date of Report: **December 31, 2013**
Month / Day / Year (BHSP 9999)

I, the undersigned CFO (or equivalent) of the named holding company, attest that the Parent Company Only Financial Statements for Small Holding Companies for this report date have 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.

Printed Name of Chief Financial Officer (or Equivalent) (BHSP C490)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature (MM/DD/YYYY) (BHSX J196)

FCN BANC CORP .
Legal Title of Holding Company (TEXT 9010)

501 MAIN STREET
(Mailing Address of the Holding Company) Street / PO Box (TEXT 9110)

BROOKVILLE IN 47012
City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

Holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

RSSD ID _____
C.I. _____ S.F. _____

Name / Title (BHSX 8901)

Area Code / Phone Number (BHSX 8902)

Area Code / FAX Number (BHSX 9116)

E-mail Address of Contact (BHSX 4086)

Name of Holding Company

The Income Statement is to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule SI—Income Statement

	Dollar Amounts in Thousands			
	BHSP			
1. Income from bank subsidiary(ies):				
a. Dividends	0508	1586	1.a.	
b. Other income	2111	0	1.b.	
2. Income from nonbank subsidiary(ies):				
a. Dividends	0523		2.a.	
b. Other income	0530		2.b.	
3. Income from subsidiary holding company(ies): ¹				
a. Dividends	0206		3.a.	
b. Other income	1283		3.b.	
4. Other income	0447	0	4.	
5. TOTAL OPERATING INCOME (sum of items 1, 2, 3, and 4)	4000	1586	5.	
6. Interest expense	4073	0	6.	
7. Other expenses	4093	9	7.	
8. TOTAL OPERATING EXPENSE (sum of items 6 and 7)	4130	9	8.	
9. Income (loss) before income taxes and before undistributed income of subsidiary(ies) (item 5 minus item 8)	4250	1577	9.	
10. Applicable income taxes (benefits) (estimated) (see instructions)	4302	0	10.	
11. Income (loss) before undistributed income of subsidiary(ies) (item 9 minus item 10)	0496	1577	11.	
12. Equity in undistributed income (loss) of subsidiary(ies): (see instructions)				
a. Bank subsidiary(ies)	3156	1652	12.a.	
b. Nonbank subsidiary(ies)	2112		12.b.	
c. Subsidiary holding company(ies) ¹	3513		12.c.	
13. Net income (loss) (sum of items 11 and 12)	4340	3229	13.	
Memoranda				
1. Cash dividends (or non-taxable distributions) declared by the holding company to its shareholders	3158	1566	M.1.	
2. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.)	0=No 1=Yes	BHSP A530	0	M.2.
3. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 7 above)	BHSP C254		0	M.3.
<i>Memorandum item 4 is to be completed by holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.</i>				
4. Net change in fair values of financial instruments accounted for under a fair value option	J980			M.4.

1. This item is to be reported only by those holding companies that have subsidiary holding companies.

Schedule SC—Balance Sheet

		Dollar Amounts in Thousands		BHSP		
Assets						
1.	Cash and due from depository institutions:					
	a. Balances with subsidiary or affiliated depository institutions	5993	34			1.a.
	b. Balances with unrelated depository institutions	0010	0			1.b.
2.	Securities	0390	0			2.
3.	Loans and lease financing receivables (exclusive of loans and lease financing receivables due from bank(s) and nonbank subsidiaries):					
	a. Loans and leases, net of unearned income	2122	0			3.a.
	b. LESS: Allowance for loan and lease losses	3123	0			3.b.
	c. Loans and leases, net of unearned income and the allowance for loan and lease losses (item 3.a minus 3.b)	2723	0			3.c.
4.	Investment in bank subsidiary(ies): (see instructions)					
	a. Equity investment	3239	38885			4.a.
	b. Goodwill	3238	0			4.b.
	c. Loans and advances to and receivables due from bank subsidiary(ies)	3148	0			4.c.
5.	Investment in nonbank subsidiary(ies): (see instructions)					
	a. Equity investment	0088				5.a.
	b. Goodwill	0087				5.b.
	c. Loans and advances to and receivables due from nonbank subsidiary(ies)	0089				5.c.
6.	Investment in subsidiary holding company(ies) (These items are to be completed only by companies that have subsidiary holding companies.):					
	a. Equity investment	0201				6.a.
	b. Goodwill	0202				6.b.
	c. Loans and advances to and receivables due from subsidiary holding company(ies)	3523				6.c.
7.	Other assets	0027	391			7.
8.	Balances due from related nonbank companies (other than investments) ¹	3620	0			8.
9.	TOTAL ASSETS (sum of items 1 through 8)	2170	39310			9.
Liabilities and Equity Capital						
10.	Short-term borrowings:					
	a. Commercial paper	2309	0			10.a.
	b. Other short-term borrowings	2724	0			10.b.
11.	Long-term borrowings (includes limited-life preferred stock and related surplus)	3151	0			11.
12.	Accrued interest payable (see instructions)	3166	0			12.
13.	Other liabilities	3167	391			13.
14.	Balances due to subsidiaries and related institutions:					
	a. Subsidiary bank(s)	3605	0			14.a.
	b. Nonbank subsidiaries and related institutions	3621	0			14.b.
15.	Not applicable					
16.	Equity capital:					
	a. Perpetual preferred stock (including related surplus)	3283	0			16.a.
	b. Common stock (including related surplus)	3230	10476			16.b.
	c. Retained earnings	3247	28948			16.c.
	d. Accumulated other comprehensive income ²	B530	679			16.d.
	e. Other equity capital components ³	A130	-1184			16.e.
	f. Total equity capital (sum of items 16.a through 16.e)	3210	38919			16.f.
17.	TOTAL LIABILITIES AND EQUITY CAPITAL (sum of items 10 through 14.b, and 16.f)	3300	39310			17.

1. This item is to be reported only by lower-tier parent holding companies.

2. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

3. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule SC—Continued

Memoranda (to be completed annually only by top-tier and single-tier holding companies for the December 31 report date)

1. Has the holding company engaged in a full-scope independent external audit at any time during the calendar year (Enter "1" for Yes; enter "0" for No.)

0=No	BHSP	
1=Yes	C884	1

 M.1.

2. If response to Memorandum item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.⁴ M.2.

a. CLARK SCHAEFER HACKETT b. _____
 (1) Name of External Auditing Firm (TEXT C703) (1) Name of Engagement Partner (TEXT C704)
CINCINNATI
 (2) City (TEXT C708) (2) E-mail Address (TEXT C705)
OH 45202
 (3) State Abbreviation (TEXT C714) (4) Zip Code (TEXT C715)

Dollar Amounts in Thousands

Memoranda items 3.a and 3.b are to be completed by holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.

3. Financial assets and liabilities measured at fair value:
 a. Total assets

BHSP		
F819		

 M.3.a.
 b. Total liabilities

F820		

 M.3.b.

4. The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.

Schedule SC-M—Memoranda

Items 1 through 13 are to be completed by all holding companies filing the FR Y-9SP report.

		Dollar Amounts in Thousands					
1.	Total consolidated assets of the holding company	BHSP	8519	413170	M.1.		
2.	Holding company (parent company only) borrowings not held by financial institution(s) or by insiders (including directors) and their interests (included in balance sheet items 10 or 11 above)		3152	0	M.2.		
3.	Treasury stock (report only if the amount exceeds 5 percent of equity capital) included in item 16.e above..		3153	0	M.3.		
4.	Amount of nonvoting equity capital, including related surplus (included in balance sheet items 16.a., 16.b., 16.c., and 16.d.).....		C702	0	M.4.		
5.	Total loans from parent holding company and nonbank subsidiary(ies) to insiders (excluding directors) and their interests		3155	0	M.5.		
6.	Pledged securities		0416	0	M.6.		
7.	a. Fair value of securities classified as available-for-sale (included in item 2 of the balance sheet).....		8516	0	M.7.a.		
	b. Amortized cost of securities classified as held-to-maturity (included in item 2 of the balance sheet)		8517	0	M.7.b.		
8.	a. Total off-balance-sheet activities conducted either directly or through a nonbank subsidiary		F074	0	M.8.a.		
	b. Total debt and equity securities (other than trust preferred securities) outstanding that are registered with the Securities and Exchange Commission.....		F075	0	M.8.b.		
9.	Balances held by the subsidiary bank(s) due from nonbank subsidiaries of the parent holding company ..		6796	0	M.9.		
10.	Balances held by the subsidiary bank(s) due to nonbank subsidiaries of the parent holding company ..		6797	0	M.10.		
11.	Other assets (only report amounts that exceed 25 percent of balance sheet, line item 7):						
	a. Accounts receivable.....		A024	0	M.11.a.		
	b. Income taxes receivable		C256	0	M.11.b.		
	c. Premises and fixed assets		2145	0	M.11.c.		
	d. Net deferred tax assets		2148	0	M.11.d.		
	e. Cash surrender value of life insurance policies		C009	0	M.11.e.		
	f. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td></tr><tr><td>8520</td></tr></table>	TEXT	8520		8520		M.11.f.
TEXT							
8520							
	g. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td></tr><tr><td>8521</td></tr></table>	TEXT	8521		8521		M.11.g.
TEXT							
8521							
	h. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td></tr><tr><td>8522</td></tr></table>	TEXT	8522		8522		M.11.h.
TEXT							
8522							
12.	Other liabilities (only report amounts that exceed 25 percent of balance sheet, line item 13):						
	a. Accounts payable		3066	0	M.12.a.		
	b. Income taxes payable		C257	0	M.12.b.		
	c. Dividends payable		2932	0	M.12.c.		
	d. Net deferred tax liabilities.....		3049	0	M.12.d.		
	e. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td></tr><tr><td>8523</td></tr></table>	TEXT	8523		8523		M.12.e.
TEXT							
8523							
	f. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td></tr><tr><td>8524</td></tr></table>	TEXT	8524		8524		M.12.f.
TEXT							
8524							
	g. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td></tr><tr><td>8525</td></tr></table>	TEXT	8525		8525		M.12.g.
TEXT							
8525							
13.	Notes payable to special-purpose subsidiaries that issued trust preferred securities (included in balance sheet, item 14.b).....		C255	0	M.13.		

Schedule SC-M—Continued

14. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? This item must be completed only by the top-tier holding company (and single-tier holding companies). The top-tier holding company must not leave blank or enter "N/A." Lower-tier holding companies should report "N/A." The top-tier holding company *must enter "1" for Yes or for no changes to report; or enter "0" for No.*

0=No	BHSP	
1=Yes	6416	1

If the answer to this question is no, complete the FR Y-10..... M.14.

TEXT		
6428	Name of holding company official verifying FR Y-10 reporting (Please type or print name)	Area Code / Phone Number (TEXT 9009)

	Dollar Amounts in Thousands		BHSP		
<i>Memoranda items 15 and 16 should only be completed by tiered holding companies:</i>					
15. Short-term borrowings included in balance sheet item 14.b:					
a. From parent holding company	3524				M.15.a.
b. From subsidiary holding company	3526				M.15.b.
16. Long-term borrowings included in balance sheet item 14.b:					
a. From parent holding company	3525				M.16.a.
b. From subsidiary holding company	3527				M.16.b.
<i>Memorandum Item 17 is to be completed only by the top-tier holding company (and single-tier holding companies) for its consolidated nonbank and thrift subsidiaries:¹</i>					
17. a. Total combined nonbank assets of nonbank subsidiaries	4778		0		M.17.a.
b. Total combined loans and leases of nonbank subsidiaries	C427		0		M.17.b.
c. Total aggregate operating revenue of nonbank subsidiaries	C428		0		M.17.c.
d. Combined thrift assets included in 17.a (to be completed by a bank holding company)	2792		0		M.17.d.
	Number (Unrounded)				
e. Number of nonbank subsidiaries included in 17.a	2794		0		M.17.e.
f. Number of thrift subsidiaries included in 17.d (to be completed by a bank holding company)	2796		0		M.17.f.

The following two questions (items 18 and 19) will be used to determine if the reporting holding company must complete the Consolidated Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). In most cases, these questions are only applicable to the top-tier holding company (and single-tier holding company). See the line item instructions for further details.

18. Does the holding company hold, either directly or indirectly through a subsidiary or affiliate, any nonfinancial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4(c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for Yes; enter "0" for No.)

0=No	BHSP	
1=Yes	C161	0

M.18.

If the answer to item 18 is no, your organization does not need to complete the FR Y-12. Skip item 19 and proceed to items 20.a. and 20.b. below. If the answer to item 18 is yes, proceed to item 19.

19. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed (on an acquisition cost basis) 10 percent of the holding company's total capital as of the report date? (Enter "1" for Yes; enter "0" for No.)

0=No	BHSP	
1=Yes	C159	

M.19.

If the answer to both item 18 and item 19 is yes, your organization must complete the FR Y-12. Skip items 20.a. and 20.b., and proceed to item 21 below.

If the answer to either item 18 or item 19 is no, your organization does not need to complete the FR Y-12. Proceed to items 20.a. and 20.b. below.

1. A savings and loan holding company should not include its consolidated savings association in items 15(a) through 15(h). See the instructions for more details.

Schedule SC-M—Continued

Items 20.a. and 20.b. are to be completed by all holding companies that are not required to file the FR Y-12.

20. a. Has the holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for Yes; enter "0" for No.)	0=No	BHSP			M.20.a.
	1=Yes	C700	0		
b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for Yes; enter "0" for No.)	0=No	BHSP			M.20.b.
	1=Yes	C701	0		

Dollar Amounts in Thousands

Memoranda items 21 and 22 are to be completed only by top-tier holding companies (and single-tier holding companies) who have made an effective election to become a financial holding company. See the line item instructions for further details.

21. Net assets of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act	C252				M.21.
22. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act	C253				

Memorandum item 23 is to be completed by all holding companies who have participated in the U.S. Department of Treasury Capital Purchase Program.

23. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:	BHSP				M.23.a.
a. Senior perpetual preferred stock or similar items	G234		0		
b. Warrants to purchase common stock or similar items	G235		0		M.23.b.

Notes to the Parent Company Only Financial Statements

Enter in the lines provided below any additional information on specific line items on the financial statements that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC).

Also include any transactions which previously would have appeared as footnotes to the Balance Sheet and Income Statement. Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A parent holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$50 thousand and that amount has increased the parent company's long-term unsecured debt by a material amount. Enter on the line item below the following information:

TEXT	BHSP			
0000 Balance Sheet, item 11, New loan to holding company's ESOP				
guaranteed by holding company parent				
				50

Notes to the Financial Statements

	TEXT	Dollar Amounts in Thousands	BHSP			
1.		Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDIC) program included in Schedule SC, item 16.a, Perpetual preferred stock including related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDIC included in Schedule SC, item 11, Long-term borrowings)	K141			0
2.		8527				
3.		8528				
4.		8529				
5.	8530					