



BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM

WASHINGTON, D.C. 20551

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

October 21, 2013

Michael A. Priest
President
JMAC, Inc.
200 West Nationwide Boulevard
Columbus, Ohio 43215

Dear Mr. Priest:

This letter responds to your request of April 20, 2013, on behalf of JMAC, Inc. ("JMAC"), Columbus, Ohio, and to subsequent correspondence, including your letter dated August 12, 2013, requesting modification of a commitment made to the Board in connection with the investment by JMAC in DCB Financial Corp ("DCB"), Lewis Center, Ohio. The requested relief would allow JMAC and its subsidiaries to establish and maintain deposit accounts with DCB's subsidiary bank, The Delaware County Bank and Trust Company ("Bank"), also of Lewis Center, and to obtain loans from Bank, each within specified limits.

In September 2012, JMAC acquired 7.6 percent of the voting stock of DCB, a bank holding company, and a right to designate one director representative to DCB's board. In connection with this acquisition, JMAC provided certain commitments to the Board similar to those on which the Board previously has relied to ensure that an investor would not be able to exercise a controlling influence over a bank or bank holding company. These included a commitment that JMAC would engage in only limited business relationships with DCB that did not include obtaining credit from DCB ("Business Relationship Commitment").

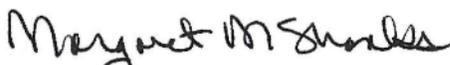
JMAC requests modification of the Business Relationship Commitment to allow it and its subsidiaries to (1) establish and maintain deposit accounts with Bank, provided that the aggregate balances of all such deposit accounts do not exceed 1 percent of Bank's total deposits, and (2) obtain loans from Bank, provided that the aggregate total of such loans does not exceed the lesser of 1 percent of Bank's total outstanding loans or 85 percent of Bank's legal lending limit. JMAC has represented that all transactions and relationships with DCB would be on an arm's-length, negotiated basis, would be on market terms, and would not restrict DCB from entering into transactions of the same type with other parties.

When viewed in conjunction with JMAC's relatively small ownership interest in DCB, and given (1) the limitations on the size of business relationships incorporated into the revised Business Relationship Commitment (which would equate, roughly, to \$4.48 million in deposits and \$3.46 million in loans, based on June 30, 2013, figures); (2) the fact that the relationships would be on market terms and nonexclusive; and (3) the fact that all other passivity commitments made by JMAC would remain in place, including the commitment not to exercise a controlling influence over DCB, it appears that the expanded business relationships between JMAC and DCB would not provide JMAC or its subsidiaries with the power to exercise a controlling influence over the management or policies of DCB or its subsidiaries for purposes of the Bank Holding Company Act.

Based on all the facts of record, the Director of the Division of Banking Supervision and Regulation, acting pursuant to authority delegated by the Board under section 265.7(a)(2) of the Board's Rules Regarding Delegation of Authority (12 CFR 265.7(a)(2)), and after consulting with the General Counsel, has approved your request to modify JMAC's Business Relationship Commitment to permit JMAC and its subsidiaries to engage in the specific transactions to the extent described above, provided that JMAC does not, through these activities or in any other way, attempt to exercise a controlling influence over the management or policies of DCB.

This action is based on the representations and commitments set forth in all of your communications and correspondence related to your request, including the representations discussed above. Any change in the facts presented could result in a different conclusion and should be reported to Board staff immediately. This determination should not be construed as granting relief from any other conditions or commitments to which JMAC may be subject.

Very truly yours,


Margaret McCloskey Shanks
Deputy Secretary of the Board

cc: Allen Brown, Banking Supervisor
Federal Reserve Bank of Cleveland