



For Immediate Release  
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## **DCB Financial Corp Retains Sandler O'Neill and Vorys to Raise Capital**

(Lewis Center, OH) - February 3, 2012 – DCB Financial Corp, (OTC Bulletin Board DCBF), parent holding company of Lewis Center-based Delaware County Bank and Trust Company today announced that its Board of Directors has retained Sandler O'Neill + Partners, L.P. (Sandler O'Neill) as its financial adviser and Vorys, Sater, Seymour and Pease, LLP (Vorys) as its legal counsel to assist the company in raising capital.

The DCB Financial Corp entered into a written agreement (the "Agreement") with the Ohio Division of Financial Institutions ("ODFI") and a Consent Order (the "Consent Order") with the Federal Deposit Insurance Corporation ("FDIC") on October 28, 2010. The Consent Order, among other mandates, requires that The Bank achieve minimum capital ratios equal to 13% for total capital as a percentage of risk-weighted assets, and 9% for Tier 1 capital as a percentage of adjusted total assets.

"We are very pleased to have the investment banking expertise of Sandler O'Neill and the legal experience of Vorys as we execute on our capital plan and work towards fulfilling the Consent Order requirements," noted Ronald J. Seiffert, President and Chief Executive Officer. "Both of our consultants have outstanding track records and are considered leaders in the community bank industry. We look forward to completing the capital raise as one of our final steps in resolving our regulatory issues as quickly as possible."

### About DCB Financial Corp:

DCB Financial Corp is the financial holding company of The Delaware County Bank and Trust Company, which provides personal, small business and commercial banking services to individuals and businesses throughout Delaware, Union and northern Franklin Counties in Central Ohio. The institution was established in 1950 and is one of the largest community banks in Central Ohio.

### About Sandler O'Neill + Partners, L.P.:

Founded in 1988, Sandler O'Neill + Partners is a full-service investment banking firm dedicated to providing comprehensive, innovative advisory and transaction execution services to the financial services sector. The firm specializes in strategic business planning, mergers and acquisitions, capital markets, mutual-to-stock conversions, investment portfolio and interest rate risk management, fixed income securities transactions and mortgage finance restructurings.

### About Vorys, Sater, Seymour and Pease, LLP:

Vorys was established in 1909 and has grown to be one of the largest Ohio-based law firms with 375 attorneys in six offices in Columbus, Cincinnati, Cleveland and Akron, Ohio; Washington, D.C.; and Houston, Texas. Vorys currently ranks as one of the 200 largest law firms in the United States according to *American Lawyer* magazine.