

LNB BANCORP INC  
Form 425  
April 27, 2015

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under the Securities Act of 1933 and deemed filed under  
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**Subject Company: LNB Bancorp, Inc.**

**Commission File No. 000-13203**

Lorain National and Morgan Bank Employees:

We are making great progress on the merger of our two companies and wanted to take this opportunity to provide some details on the conversion plan. We also understand that everyone is anxious to receive more information and better understand what will happen at the time of conversion and what their role may be with Northwest.

Since the announcement was made on December 15, 2014, teams from both banks have been working diligently to develop integration strategies that will ensure a smooth transition for both employees and customers. These strategies include employee education and training; data mapping; image archiving; file storage; product, service and delivery channel conversion; business workflow and customer notification and disclosure. We are pleased with the progress that has been made to date, and we remain on schedule with our plan to merge our banks and convert the Lorain and Morgan customers to Northwest on August 14, 2015.

As part of the conversion process, we are finalizing the future organizational structure for Northwest's Ohio Region with a goal of defining roles and responsibilities by May 15, 2015. Once completed, we will be notifying all Lorain National Bank and Morgan Bank employees whether they will have a future role with Northwest.

If you will be retained in a similar role with the same level of authority and responsibility with Northwest following the merger, your base compensation rate will remain the same. Also, Northwest is committed to retaining Lorain National Bank's and Morgan Bank's current incentive plans through 2016. Going forward, Northwest is working towards implementing plans similar to those currently used by Lorain National Bank and Morgan Bank.

We understand there are employees asking questions specifically about medical benefits, the 401(k) plan and severance. Included in this communication is a Q & A which answers the most common questions. We hope this information will be helpful. Further communications will be forthcoming as well as scheduled employee meetings.

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On behalf of the Northwest team, I want to thank each of you for your assistance throughout this process.

Sincerely,  
William J. Wagner  
Chairman, President and CEO

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