
Section 1: SC 13D/A (SC 13D/A)

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 1)

DNB Financial Corporation

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

233237 10 6

(CUSIP Number)

J. Abbott R. Cooper
CT Opportunity Partners I LP
203 Colony Road
Jupiter, FL 33469
917-744-7758

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 1, 2019

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Name of Reporting Person
CT Opportunity Partners I LP

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)
WC, OO

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
256,945

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
0

9 Sole Dispositive Power
256,945

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
256,945

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)
5.95%*

14 Type of Reporting Person (See Instructions)
PN

* The percentage calculations herein are based upon an aggregate of 4,315,518 shares of common stock, par value \$1.00 per share, of DNB Financial Corporation outstanding as of November 5, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 5, 2018.

1 Name of Reporting Person
CT Opportunity Management LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)
Not Applicable

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
256,945*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
0

9 Sole Dispositive Power
256,945*

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
256,945

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)
5.95%**

14 Type of Reporting Person (See Instructions)
OOO (Limited Liability Company)

* Solely in its capacity as general partner of CT Opportunity Partners I LP. CT Opportunity Management LLC disclaims beneficial ownership except to the extent of its pecuniary interest therein.

** The percentage calculations herein are based upon an aggregate of 4,315,518 shares of common stock, par value \$1.00 per share, of DNB Financial Corporation outstanding as of November 5, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 5, 2018.

1 Name of Reporting Person
Driver Management Company LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)
WC, OO

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power
23,000

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
0

9 Sole Dispositive Power
23,000

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
23,000

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)
0.53%*

14 Type of Reporting Person (See Instructions)
OOO (Limited Liability Company)

* The percentage calculations herein are based upon an aggregate of 4,315,518 shares of common stock, par value \$1.00 per share, of DNB Financial Corporation outstanding as of November 5, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 5, 2018.

1 Name of Reporting Person
J. Abbott R. Cooper

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)
Not Applicable

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
United States

7 Sole Voting Power
23,000*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
256,945*

9 Sole Dispositive Power
23,000*

10 Shared Dispositive Power
256,945*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
279,945

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)
6.49%**

14 Type of Reporting Person (See Instructions)
IN

* Mr. Cooper may be deemed to beneficially own and have shared voting and dispositive power over 256,644 shares as one of the two controlling persons of CT Opportunity Management LLC. Mr. Cooper may be deemed to beneficially own and have sole voting and dispositive power over 23,000 shares as the controlling person of Driver. Mr. Cooper disclaims beneficial ownership of any shares held by any of the Reporting Person except to the extent of his pecuniary interest therein.

** The percentage calculations herein are based upon an aggregate of 4,315,518 shares of common stock, par value \$1.00 per share, of DNB Financial Corporation outstanding as of November 5, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 5, 2018.

1 Name of Reporting Person
John B. Thompson II

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions)
Not Applicable

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
United States

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
256,945*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
256,945*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
256,945

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)
5.95%**

14 Type of Reporting Person (See Instructions)
IN

* Mr. Thompson may be deemed to beneficially own these shares as one of the two controlling persons of CT Opportunity Management LLC. Mr. Thompson disclaims beneficial ownership of any shares held by any of the Reporting Person except to the extent of his pecuniary interest therein.

** The percentage calculations herein are based upon an aggregate of 4,315,518 shares of common stock, par value \$1.00 per share, of DNB Financial Corporation outstanding as of November 5, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 5, 2018.

This amendment No. 1 to Schedule 13D (this “Amendment No. 9”) relates to the Schedule 13D filed on January 17, 2019 (as amended and supplemented through the date of this Amendment No. 1, the “Schedule 13D”) by (a) CT Opportunity Partners I LP, a Delaware limited partnership, (b) CT Opportunity Management LLC, a Delaware limited liability company, (c) Driver Management Company LLC, a Delaware limited liability company, (d) J. Abbott R. Cooper, citizen of the United States of America, and (e) John B. Thompson II, a citizen of the United States of America, relating to the common stock, par value \$1.00 per share (the “Common Stock”), of DNB Financial Corporation, a Delaware corporation (“DNB” or the “Issuer”).

Capitalized terms used but not defined in this Amendment No. 1 shall have the meanings set forth in the Schedule 13D.

Except as specifically amended by this Amendment No. 1, the Schedule 13D is unchanged.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On January 22, 2019, the Reporting Persons sent a letter (the “January 22 Letter”) to the Issuer’s Board of Directors (the “Board”) requesting that the Board form a committee of independent directors to (a) immediately engage a qualified financial advisor and, with the advice of such advisor, solicit acquisition proposals for the Issuer and (b) investigate the payment made to the Issuer’s former Chief Banking Officer, Mr. Vince Liuzzi, pursuant to Mr. Liuzzi’s severance agreement with the Issuer, as well as the Issuer’s disclosures to investors regarding the payment. The January 22 Letter also invited the Board to contact the Reporting Persons to discuss these matters. The January 22 Letter is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

On January 29, 2019, the Reporting Persons sent a second letter (the “January 29 Letter”) to the Board expressing disappointment with the Board’s failure to engage with the Reporting Persons as well as the Board’s decision not to hold an earnings call to discuss the Issuer’s full-year results or provide an alternative forum for the Reporting Persons and other shareholders to ask questions of the Issuer. The Reporting Persons attached to the January 29 Letter a series of questions about the Issuer’s performance, strategy and governance. The January 29 Letter is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

The Issuer has acknowledged receipt of the January 22 Letter and the January 29 Letter. The Issuer also indicated, in an e-mail message dated January 29, that James Thornton, Chairman of the Board, would respond to the Reporting Persons’ letters.

On January 30, 2019, the Reporting Persons sent a third letter (the “January 30 Letter”) to Mr. Thornton indicating that they eagerly await his response and requesting him to take any necessary steps to dispel any misconceptions that might exist regarding the Issuer’s receptivity to inbound expressions of interest regarding potential business combination transactions with other financial institutions. The January 30 Letter is attached hereto as Exhibit 99.4 and is incorporated herein by reference.

The Reporting Persons continue to await Mr. Thornton’s response.

Item 7. Exhibits

<u>Exhibit</u>	<u>Description</u>
Exhibit 99.1	Joint Filing Agreement by and among the Reporting Persons, dated January 18, 2019
Exhibit 99.2	January 22 Letter
Exhibit 99.3	January 29 Letter
Exhibit 99.4	January 30 Letter

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 1, 2019

CT Opportunity Partners I LP
By: CT Opportunity Management LLC, its general partner

By: /s/ J. Abbott R. Cooper
Name: J. Abbott R. Cooper
Title: President

CT Opportunity Management LLC

By: /s/ J. Abbott R. Cooper
Name: J. Abbott R. Cooper
Title: President

Driver Management Company LLC

By: /s/ J. Abbott R. Cooper
Name: J. Abbott R. Cooper
Title: Manager

By: /s/ J. Abbott R. Cooper
J. Abbott R. Cooper

By: /s/ John B. Thompson II
John B. Thompson II

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Section 2: EX-99.2 (EX-99.2)

Exhibit 99.2

January 22, 2019

Board of Directors
DNB Financial Corporation
c/o Gerald F. Sopp
Corporate Secretary
4 Brandywine Avenue
Downingtown, PA 19335-0904

Via Overnight Express and E-mail

Dear Members of the Board of Directors,

Reference is made to the Schedule 13D (the "13D") filed with respect to the common stock of DNB Financial Corporation ("DNBF") by CT Opportunity Partners I, L.P. *et al.* (the "Reporting Persons") on January 17, 2019.

On behalf of the Reporting Persons, I am requesting that you form a committee of independent directors (or authorize an existing committee of independent directors) to (i) immediately engage a qualified financial advisor and solicit acquisition proposals for DNBF and (ii) investigate the payment (the "Liuzzi Payment") made to DNBF's former Chief Banking Officer, Mr. Vince Liuzzi, pursuant to that Severance Agreement and General Release, dated June 6, 2018, between Mr. Liuzzi and DNB First, N.A. (the "Severance Agreement"), as well as the disclosures made regarding the Liuzzi Payment in the Form 8-K filed by DNBF on June 7, 2018 (the "Liuzzi 8-K").

Put simply, the Reporting Persons believe that (i) the market value of DNBF is well below its actual value (ii) due to lackluster financial performance and indifferent prospects and (iii) the best way to maximize value for all stockholders is through a sale transaction. To the extent that you disagree with this point, we are happy to review any analysis that you might provide that would suggest otherwise, but the Reporting Persons assume

these conclusions to be self evident.

The Reporting Persons are concerned, however, that DNB's senior management may have discouraged potential buyers and their intermediaries from making acquisition proposals (and actively avoided any encounters where an acquisition proposal might be made) in the past and this conduct has had, and is having, a chilling effect on any discussions likely to lead to an acquisition proposal. More seriously, the Reporting Persons believe that this type of conduct (if it occurred) would deprive you of valuable information regarding (i) the extent and magnitude of potential buyers' interest in an acquisition (ii) the potential prices that such potential buyers might be willing to pay and (iii) the merits of pursuing a sale transaction versus continuing the *status quo*.

Given these serious concerns, the Reporting Persons believe that it is only appropriate for you to form a special committee of independent directors, advised by qualified financial advisors of their own choosing, to affirmatively solicit acquisition proposals in order to mitigate the impact of any past

conduct by DNB senior management that might currently be having a chilling effect on any inbound expressions of interest.

It is hardly worth pointing out that, to the extent that DNB senior management actively dissuaded any interested parties from making acquisition proposals in the past (or took steps reasonably intended to do so), such conduct not only deprived you of valuable information necessary for the exercise of your fiduciary duties, but also clearly indicates an agenda at odds with acting for the benefit of all stockholders.

With respect to the Liuzzi Payment, based on the Reporting Persons' review of the Liuzzi 8-K, the Severance Agreement and Change of Control Agreement (as defined in the Severance Agreement), it appears that DNB was under no obligation to make the Liuzzi Payment (other than any created by the Severance Agreement itself), yet it seems that both the Liuzzi 8-K and the Severance Agreement were drafted in a manner that gives the strong impression that DNB was contractually obligated to make such payment (and in that amount). The Reporting Persons do not have any basis to speculate whether such drafting was intentional or inadvertent, but given the fact that the disclosures regarding the Liuzzi Payment were made in a report filed pursuant to the Securities and Exchange Act of 1934, it would seem only appropriate for you to form a committee of independent directors to determine (i) whether DNB was obligated to make the Liuzzi Payment, (ii) whether the Severance Agreement and Liuzzi 8-K were intentionally drafted in a manner to suggest that a voluntary payment was instead a contractual obligation and (iii) what, if any, subsequent disclosures need be made.

Please do not hesitate to contact me to discuss any of the matters contained in the letter.

/s/ J. Abbott R. Cooper

J. Abbott R. Cooper

President
CT Opportunity Management LLC

Manager
Driver Management Company LLC

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Section 3: EX-99.3 (EX-99.3)

Exhibit 99.3

January 29, 2019

Board of Directors
DNB Financial Corporation
c/o Gerald F. Sopp
Corporate Secretary
4 Brandywine Avenue
Downingtown, PA 19335-0904

Via Overnight Express and E-mail

Dear Members of the Board of Directors,

On behalf of the Reporting Persons (as defined in my letter of January 22, 2019), I am somewhat surprised that there has been no response from you to either that letter or the Schedule 13D filed on January 17, 2019. Given that, collectively, we are some of your largest stockholders as well as the seriousness of the issues that we have raised, I would expect that you, as faithful fiduciaries, would not shirk from engaging with us, but rather embrace the "open communication with shareholders" that you claim to welcome.

Your lack of engagement does not seem to be limited to us as, despite increased interest in DNB given our 13D filing and the issues raised therein, you did not hold an earnings call to discuss DNB's fourth quarter and full year's results. Such a call clearly would have been appropriate to elaborate on DNB's "strong and flexible business strategy" (and perhaps explain whether that business strategy will produce greater stockholder value than a sale, taking into account the risks and timing of both) and answer questions from current and prospective investors as well as the lone research analyst that covers DNB.

Since you have provided no forum for us (or any other stockholders) to ask questions concerning DNB, its past conduct, current condition and performance or future prospects, I have attached an addendum that includes the questions that we would have asked, if provided this customary courtesy.

Awaiting your reply,

/s/ J. Abbott R. Cooper

J. Abbott R. Cooper

President
CT Opportunity Management LLC

Manager
Driver Management Company LLC

ADDENDUM

Liuzzi Change of Control Payment

Why did DNBf make a change of control payment to Vincent Liuzzi (“Liuzzi”) in the absence of any change of control?

In the Severance Agreement and General Release, dated June 6, 2018, by and between DNB First, N.A. and Liuzzi (the “Severance Agreement”) that was attached as Exhibit 10.1 to the Form 8-K filed by DNBf on June 6, 2018 and available at <https://www.sec.gov/Archives/edgar/data/713671/000095015918000252/ex10-1.htm>, Section 8(a) provides:

[Liuzzi] will be paid \$433,519.35 (the “**Change of Control Payment**”), which represents the “Base Severance,” as such term is defined in that certain Change of Control Agreement by and among [Liuzzi], the Bank and [DNBF] dated July 23, 2014 (the “Change of Control Agreement”).

However, the Change of Control Agreement (the “Change of Control Agreement”) among DNBf, DNB First, N.A. and Liuzzi, made as of July 23, 2014, attached as Exhibit 10.1 to DNBf’s Form 10-Q for the fiscal quarter ended June 30, 2014 and available at <https://www.sec.gov/Archives/edgar/data/713671/000071367114000044/dnbf-20140630ex1014fb31c.htm> clearly states:

This Agreement does not govern any termination of [Liuzzi’s] employment with [DNBF] which occurs prior to a “change in control” as defined in subsection (e) of this Section. No inference shall be drawn from any provision of [Section 3 of the Change of Control Agreement] concerning the rights and obligations of the parties in connection with a termination of [Liuzzi’s] employment prior to such a “change in control”.

Given that DNBf has not alleged that any “Change of Control” had occurred prior to making the “Change of Control Payment” to Liuzzi (and how could one, given that DNBf senior management has essentially erected a large “Not for Sale—Don’t Bother Asking” sign on DNBf’s front lawn by way of their studied refusal to entertain any communications that might lead to an acquisition proposal), why would DNBf characterize any payment to Liuzzi as a Change of Control Payment or, indeed, even reference the Change of Control Agreement, which, by its terms, would not have been relevant to Liuzzi’s termination on May 24, 2018.

Obviously, DNBf would be well within its rights to make a severance payment to Liuzzi, particularly in exchange for a general release, without making any (misleading) reference to an agreement that was—by its terms—irrelevant to Liuzzi’s termination. However, the size of the Change in Control Payment (\$433,519.35) relative to his total 2017 compensation (\$308,533 per DNBf’s 2017 Proxy Statement), the intentional linking of the Severance Agreement to the Change of Control Agreement and the fact that the Severance Agreement did not provide for any non-compete or similar provision in exchange for such

and outsized payment certainly gives rise to a host of suspicions, none of them particularly flattering to DNBK, including:

Given that DNBK knew that the Severance Agreement was to be filed as an exhibit to an 8-K, was DNBK trying to mislead anyone who might read the Severance Agreement (regulators, stockholders, etc.) into thinking that the \$433,519.35 paid to Liuzzi was in satisfaction of a separate contractual obligation rather than a discretionary payment?

Since the only consideration given in return by Liuzzi was a general release along with customary confidentiality and non-disparagement obligations, what was DNBK getting in return for its \$433,519.35? Just how valuable was that release and Liuzzi's silence and why?

Were a court or other body to view the intentional conflation of a discretionary severance payment and a contractual (albeit one where the necessary precondition had not occurred) obligation with a critical eye, what would be the impact with regard to the compensation and similar arrangements with the remaining members of DNBK's senior management and the continuation of their status?

Stockholder Mix

Since DNBK was deleted from the Russell 3000 Index, its stockholder base has changed dramatically. Are you aware of the extent of this change? Do you think that any of the investors who have initiated or increased positions in DNBK stock since then are content with the status quo? How many stockholders can you count on to support DNBK's current path?

Strategic Plan

A review of the "Comprehensive 5-Year Plan" presented in DNBK's most recent 10-Q reveals nothing more than a list of aspirational generalities— aspirational generalities that would apply to most any bank, in most any market, in most any economic/competitive/regulatory, etc. environment— does DNBK have any strategic plans specific to its current condition and prospects, the actual markets in which it operates and the present (and prospective) business and economic climate? Has DNBK taken any steps to identify the particular impediments in its path to improving profitability and creating stockholder value? If so, what are they and what concrete plans has DNBK made to address those impediments?

Does DNBK actually believe that "increased loan participations, as well as strategic loan and lease purchases" will increase stockholder value? Given that DNBK can count a number of thoughtful and experienced bank investors among its stockholders, has DNBK taken advantage of this resource in assessing whether this plan will increase or decrease stockholder value?

Performance Goals and Benchmarking

What are DNBK goals/targets for overall profitability? Does DNBK aspire to be a top performing bank? What peer sets does DNBK compare itself to and what does that comparison show as far as what DNBK is doing right and what needs substantial improvement?

Commercial Loans

DNBF seems to be emphasizing growth in “commercial” loans, into which it groups not only commercial and industrial loans, but also commercial construction and commercial real estate loans. While growth in this category has improved—not surprising given DNBF’s very low level of commercial loans relative to peers—will adding more commercial real estate loans at this point in the interest rate/business cycle increase stockholder value, particularly as DNBF nears the supervisory guideline for CRE loans to total risk based capital of 300%?

Investment Thesis/Engagement with Stockholders

Other than scarcity value (i.e., the prospect that DNBF will eventually monetize its franchise value and sell to one of the many interested potential buyers at a significant premium), what is the investment thesis that DNBF would like to convey to current and potential investors? To the extent that investment thesis involves any departure from the status quo, how does DNBF intend to communicate that message given its lack of research coverage and investor engagement?

Role of Executive and Strategic Planning Committees

How often did the Executive and Strategic Planning Committees of the DNBF board meet during 2018? Are either of these committees empowered to retain their own financial advisors to assess the value that DNBF might obtain in a sale? If not, how do these committees (and the board generally) judge whether it is in DNBF’s best interest to prolong the status quo versus obtaining the best price in a sale transaction?

To the extent that DNBF senior management were to receive a bona fide acquisition proposal from another financial institution with the wherewithal and capabilities to consummate such a transaction, would the proposal be communicated in the first instance to (i) the Executive Committee, (ii) the Strategic Planning Committee or (iii) to the board as a whole?

Given the resurgence in bank M&A over the past few years, as well as the attractiveness of DNBF’s franchise to a multitude of other financial institutions, it would be highly unusual if DNBF had not received a number of serious overtures (whether made directly or indirectly)—to the extent that no such overtures were communicated to (or evaluated by) the relevant committee or the board as a whole, does that indicate a lack of buyer interest or something else?

Preferred Partner

Assuming that recent events have sharpened the DNBF board’s focus on a potential sale transaction, does the DNBF board have a preferred partner? Would the DNBF board be more amenable to a sale to an in market player, where the magnitude of expense synergies might result in a higher price, or, instead, prefer a buyer for whom DNBF would represent an entry into a new market and have less branch and other overlap?

Supplemental Executive Retirement Plan

Per the 2018 Proxy Statement, on October 25, 2017, DNBF created a Supplemental Executive Retirement Plan (“SERP”) for its CEO and CFO. What is the rationale for the SERP? Did DNBF believe that it was at risk of losing the services of either the CEO or the CFO without creating the SERP? Alternatively, did DNBF’s performance justify granting additional compensation to the CEO and CFO? Why was the retirement age for purposes of the SERP set at 67?

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Section 4: EX-99.4 (EX-99.4)

Exhibit 99.4

January 31, 2019

Mr. James Thornton
Chairman
Board of Directors
DNB Financial Corporation
c/o Gerald F. Sopp
Corporate Secretary
4 Brandywine Avenue
Downingtown, PA 19335-0904

Via E-mail

Dear Mr. Thornton,

By email message on January 29, 2019, Gerald Sopp, Chief Financial Officer of DNBF, indicated that you would respond to my previous two letters. I look forward to, and eagerly await, your response.

In the meantime, I would like to bring a matter to your attention. My understanding is that there are a number of financial institutions interested in discussing a possible business combination with DNBF. My further understanding is that, on previous occasions, when such financial institutions expressed this interest to the CEO of DNBF, they were rebuffed. I also understand that these financial institutions are now leery of expressing such interest due to fears that to do so might prejudice them in the eyes of either the senior management of DNBF and/or its board of directors and put them at a disadvantage relative to other financial institutions that might also be interested in pursuing a business combination with DNBF.

I would assume that these fears are unfounded, but whatever steps you could take to dispel this misconception would be appreciated.

/s/ J. Abbott. R. Cooper

J. Abbott R. Cooper

President
CT Opportunity Management LLC

Manager
Driver Management Company LLC

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