

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, MARK A. HENSCHEN
Name of the Holding Company Director and Official
PRESIDENT + CEO
Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has 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.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Mark A. Hensch
Signature of Holding Company Director and Official

July 29, 2014
Date of Signature

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:
☐ is included with the FR Y-6 report
☐ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only

RSSD ID 2795702
C.I. _____

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

Date of Report (top-tier holding company's fiscal year-end):

12/31/2013
Month / Day / Year

Reporter's Name, Street, and Mailing Address

MINSTER FINANCIAL CORP
Legal Title of Holding Company
95 W. FOURTH ST. PO Box 90
(Mailing Address of the Holding Company) Street / P.O. Box
MINSTER OH 45865
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

PHYLLIS M. ROSE SENIOR OPERATIONS OFFICER
Name Title

419-628-2351
Area Code / Phone Number / Extension

419-628-4227
Area Code / FAX Number

prose@minsterbank.com
E-mail Address

minsterbank.com (address for bank held by holding co. -
Address (URL) for the Holding Company's web page

no website for holding co.)

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

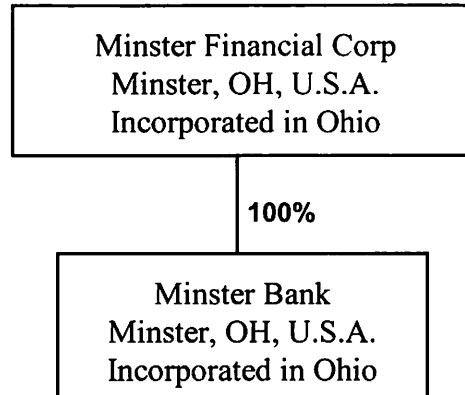
☒ No

Form FR Y-6

**Minster Financial Corp
Minster, Ohio
Fiscal Year Ending December 31, 2013**

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC does prepare an annual report for its shareholders.
Enclosed are two copies of the annual report.
- 2: Organizational Chart



Supplement to Organization Chart:

- 2.a Minster Financial Corp and Minster Bank are incorporated in the State of Ohio
- 2.b Domestic branch listing provided to the Federal Reserve Bank
- 2.c N/A
- 2.d N/A

Form FR Y-6

December 31, 2013

Report Item 3: Shareholders

Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of 12/31/13			Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending 12/31/13		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
John R. Eiting Marie E. Eiting (spouse) Portland/OR/USA	USA	61,262 -- 5.8275% 31,040 -- 2.9526% Common Stock	N/A		

Form FR Y-6

December 31, 2013

Report Item 4: Directors & Officers
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include name of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Orval H. Homan Minster/OH/USA	N/A	Director, Chairman	Director, Chairman (Minster Bank)	Maria Stein Shrine of Holy Relics - Director	1.5411	None	
Helen Homan (spouse) Minster/OH/USA	Retired	None	None		1.5411		
Robin K. Brandt New Bremen/ OH/USA	Vice President, Crown Equipment Corp.	Director	Director (Minster Bank)	Gast Construction – Secretary Joint Township Hospital – Director KLERP LLC - Partner	.0410	None	KLERP LLC – 33%
John A. Dunlap Sidney/OH/USA	Owner/President, John Dunlap & Associates	Director	Director (Minster Bank)		.0411	None	John Dunlap & Associates –100%
Ronald A. Dorsten Minster/OH/USA	V.P., H.A. Dorsten President, Dorsten Industries & Dorsten Enterprises, Inc. Partner, Dorsten Investments LTD	Director	Director (Minster Bank)	Commercial & Ind. Leasing – Partner M & R Land Dev. Inc. – Partner Coldwater Lumber Co. – Director & Officer Lake Campus Develop. - Partner	1.3090	None	Commercial & Ind. Leasing – 25% M & R Land Dev. Inc. – 50% Dorsten Enterprises – 96% Dorsten Investments LTD – 26%

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include name of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Richard G. Knostman Troy/OH/USA	Attorney At Law	Director	Director (Minster Bank)	Knostman Farms – Officer & Director	1.2738	None	Knostman Farms, Inc.– 25%
Mary Ann (spouse) Troy/OH/USA	Homemaker	None	None		.6161		
Lonnie D. Pedersen Wapakoneta/OH USA	Chief Operating Officer, Telephone Service Co.	Director	Director (Minster Bank)	Com Net Inc. – Director OSLECA – Trustee Ohio Small Local Exchange Carrier Association Telcom Insurance Group - Director	.1423	None	N/A
Brian T. Holter Troy/OH/USA	Partner/President, Bruns Realty Group LLC	Director	Director (Minster Bank)	Holter Companies – Principal Owner Miami Industrial Properties – Secretary Tippecanoe Investment Co. – Vice President	.00	None	Bruns Realty Group – 40% Holter Companies – 100% Miami Industrial Properties – 25%
Mark S. Dominik St. Marys/OH/ USA	Co-Owner/ Director, Schwieterman Pharmacies	Director	Director (Minster Bank)		.00	None	Schwieterman Pharmacies – 40%

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include name of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Mark A. Henschen New Knoxville/ OH/USA	N/A	Director, President & CEO	Director, President & CEO (Minster Bank)	New Knoxville Telephone Co - Director	.1175	None	N/A
Sheryl Henschen New Knoxville/ OH/USA	Homemaker	None	None		.8991		
Phyllis M. Rose New Bremen/ OH/USA	N/A	Senior Operations Officer	Senior Operations Officer (Minster Bank)	Creative Memories – Consultant	.1570	None	N/A
Kenneth J. Wuebker Minster/OH/USA	N/A	Chief Financial Officer	Chief Financial Officer (Minster Bank)	N/A	.8697	None	N/A
Dale T. Luebke Ft. Loramie/OH/ USA	N/A	Executive Vice President	Executive Vice President (Minster Bank)	Joint Township Hospital – Board Member	.1128	None	N/A
Daniel F. Heitmeyer Sidney/OH/USA	N/A	V.P. of Commercial Banking	V.P. of Commercial Banking (Minster Bank)	HW Properties LTD- Member	.1737	None	HW Properties LTD – 50%

Results: A list of branches for your holding company: **MINSTER FINANCIAL CORP. (2795702) of MINSTER, OH.**
The data are as of **12/31/2013**. Data reflects information that was received and processed through **01/07/2014**.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter "OK" in the Data Action column.

Change: If the branch information is incorrect or incomplete, revise the data, enter "Change" in the Data Action column and the date when this information first became valid in the Effective Date column.

Close: If a branch listed was sold or closed, enter "Close" in the Data Action column and the sale or closure date in the Effective Date column.

Delete: If a branch listed was never owned by this depository institution, enter "Delete" in the Data Action column.

Add: If a reportable branch is missing, insert a row, add the branch data, and enter "Add" in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of **Change, Close, Delete, or Add**.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_BSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_BSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_BSSD*	Comments
OK		Full Service (Head Office)	604024	MINSTER BANK	95 WEST 4TH ST.	MINSTER	OH	45865	AUGLAIZE	UNITED STATES	485		0 MINSTER BANK		604024
OK		Full Service	3760284	WAGNERS IGA BANKING CENTER	265 EAST FOURTH STREET	MINSTER	OH	45865	AUGLAIZE	UNITED STATES	185419		5 MINSTER BANK		604024
OK		Full Service	3360349	NEW BREMEN BANKING CENTER	443 SOUTH WASHINGTON STREET	NEW BREMEN	OH	45869	AUGLAIZE	UNITED STATES	185415		1 MINSTER BANK		604024
OK		Full Service	1225042	SAINT MARYS BRANCH	301 WEST HIGH STREET	SAINT MARYS	OH	45885	AUGLAIZE	UNITED STATES	185416		2 MINSTER BANK		604024
OK		Full Service	2112279	SIDNEY BANKING CENTER	117 WEST RUSSELL ROAD	SIDNEY	OH	45365	SHELBY	UNITED STATES	185418		4 MINSTER BANK		604024
OK		Full Service	3660218	TROY BANKING CENTER BRANCH	1280 EXPERIMENT FARM ROAD	TROY	OH	45373	MIAMI	UNITED STATES	453362		6 MINSTER BANK		604024
OK		Full Service	1992344	WAPAKONETA BANKING CENTER BRANCH	607 DEFIANCE STREET	WAPAKONETA	OH	45895	AUGLAIZE	UNITED STATES	185417		3 MINSTER BANK		604024