

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

RECEIVED
 SCS ADMINISTRATION
 2019 MAR 25 P 2:28

FEDERAL RESERVE BANK
 OF CLEVELAND

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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.

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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

12/31/2018
 Month / Day / Year

NA
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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 VICE PRESIDENT OPERATIONS
 Name Title

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

419-628-4227
 Area Code / Phone Number / Extension

prose@minsterbank.com
 E-mail Address

minsterbank.com (address for bank held by holding co. - no website for holding co.)
 Address (URL) for the Holding Company's web page

DALE T. LUEBKE
 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.

Dale T. Luebke
 Signature of Holding Company Director and Official
 3-19-19
 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 2995702
 C.I. _____

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report

2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N/A

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6

**Minster Financial Corp
Minster, Ohio
Fiscal Year Ending December 31, 2018**

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



*LEI is N/A unless otherwise noted.

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

Results: A list of branches for your holding company: MINSTER FINANCIAL CORP. (2795702) of MINSTER, OH.
 The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	604024	MINSTER BANK	95 WEST 4TH ST.	MINSTER	OH	45865	AUGLAIZE	UNITED STATES	Not Required	Not Required	MINSTER BANK	604024	
OK		Full Service	3760284	WAGNERS IGA BANKING CENTER	265 EAST FOURTH STREET	MINSTER	OH	45865	AUGLAIZE	UNITED STATES	Not Required	Not Required	MINSTER BANK	604024	
OK		Full Service	3360349	NEW BREMEN BANKING CENTER	443 SOUTH WASHINGTON STREET	NEW BREMEN	OH	45869	AUGLAIZE	UNITED STATES	Not Required	Not Required	MINSTER BANK	604024	
OK		Full Service	1225042	SAINT MARYS BRANCH	301 WEST HIGH STREET	SAINT MARYS	OH	45885	AUGLAIZE	UNITED STATES	Not Required	Not Required	MINSTER BANK	604024	
OK		Full Service	2112279	SIDNEY BANKING CENTER	117 WEST RUSSELL ROAD	SIDNEY	OH	45365	SHELBY	UNITED STATES	Not Required	Not Required	MINSTER BANK	604024	
OK		Full Service	3660218	TROY BANKING CENTER BRANCH	1280 EXPERIMENT FARM ROAD	TROY	OH	45373	MIAMI	UNITED STATES	Not Required	Not Required	MINSTER BANK	604024	
OK		Full Service	1992344	WAPAKONETA BANKING CENTER BRANCH	607 DEFIANCE STREET	WAPAKONETA	OH	45895	AUGLAIZE	UNITED STATES	Not Required	Not Required	MINSTER BANK	604024	

Form FR Y-6

December 31, 2018

Report Item 3: Shareholders

Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of 12/31/17			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 12/31/17		
(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	60,498 -- 5.7906% 31,040 -- 2.9710% Common Stock	N/A		

Form FR Y-6

December 31, 2018

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)
Mark A. Henschen New Knoxville/ OH/USA	N/A	Director, Chairman	Director, Chairman (Minster Bank)	New Knoxville Telephone Co - Director	1.0623%	None	N/A
Robin K. Brandt New Bremen/ OH/USA	Vice President, Crown Equipment Corp.	Director	Director (Minster Bank)	Gast Construction – Secretary Joint Township Hospital – Director	.0605 %	None	Gast Construction – 100%
John A. Dunlap Sidney/OH/USA	Retired	Director	Director (Minster Bank)	1157 Design Concepts - Director	.0382%	None	N/A
Sean P. Dorsten Minster/OH/USA	President, H.A. Dorsten, Inc.	Director	Director (Minster Bank)	Dorsten Industries – Partner Dorsten Enterprises – Partner HAD Developers, LLC – Member Partner	.1465%	None	HAD Developers, LLC – 90% H.A. Dorsten – 73% Dorsten Enterprises – 40% Dorsten Industries – 27%
Richard G. Knostman Troy/OH/USA	Attorney At Law	Director	Director (Minster Bank)	Knostman Farms – Officer & Director	.5628%	None	Knostman Farms, Inc.– 25%

(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)
Lonnie D. Pedersen Wapakoneta/OH USA	Chief Operating Officer, Telephone Service Co.	Director	Director (Minster Bank)	Com Net Inc. – Director Telcom Insurance Group - Director	.2020%	None	N/A
Brian T. Holter Troy/OH/USA	Property Manager, Premier Health	Director	Director (Minster Bank)	Miami Industrial Properties – Secretary The Holter Companies, Inc. – Principle Owner	.00%	None	The Holter Companies – 100% Miami Industrial Properties – 25%
Mark S. Dominik St. Marys/OH/ USA	Retired	Director	Director (Minster Bank)	Schwieterman Pharmacies – Director/Executive Officer	.00%	None	Schwieterman Pharmacies – 32%

(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)
Phyllis M. Rose New Bremen/ OH/USA	N/A	V.P. of Operations Officer	V.P. of Operations Officer (Minster Bank)	N/A	.164%	None	N/A
Kenneth J. Wuebker Minster/OH/USA	N/A	Chief Financial Officer	Chief Financial Officer (Minster Bank)	N/A	.8743%	None	N/A
Dale T. Luebke Ft. Loramie/OH/ USA	N/A	President & CEO/ Director	President & CEO/ Director (Minster Bank)	Joint Township Hospital – Board Member Ohio Living Dorothy Love – Board Member	.2048%	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- Manager	.0789%	None	HW Properties LTD – 100%
Scott A. Neth Minster/OH/USA	N/A	V.P. of Retail Banking	V.P. of Retail Banking (Minster Bank)	Neth Properties LLC – Manager	.0202%	None	Neth Properties, LLC – 50%