

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies — FR Y-6

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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):  
**December 31, 2018**

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

I, **Donn R Schafer**

Name of the Holding Company Director and Official

**Chief Financial Officer**

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.

**Third Street Bancshares, Inc**

Legal Title of Holding Company

**115 Third St**

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

**Marietta**

**OH**

**45750**

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Donn R Schafer**

**CFO**

Name

Title

**740-373-9200**

Area Code / Phone Number / Extension

**740-373-9962**

Area Code / FAX Number

**dschafer@settlersbank.com**

E-mail Address

**None**

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

*Donn R Schafer*  
 3-14-19

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  
 C.I.

**2747288**

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

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."

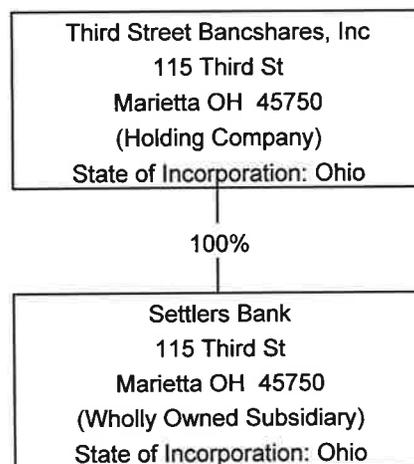
**Report Item 1.a: Form 10-K filed with Securities and Exchange Commission**

"N/A"

**Report Item 1.b: Annual Report to Shareholders**

"NONE"

**Report Item 2: Organization Chart\***



**Report Item 2.a: N/A**

**Report Item 2.b: Submitted via email on 3-14-19**

**Report Item 2.c: N/A**

**Report Item 2.d: N/A**

\* - Legal Entity Identifier is n/a, unless otherwise stated.

**Results:** A list of branches for your depository institution: **SETTLERS BANK (ID\_RSSD: 2747279)**.  
 This depository institution is held by **THIRD STREET BANCSHARES, INC. (2747288) of MARIETTA, 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) | 2747279         | SETTLERS BANK | 115 THIRD STREET | MARIETTA | OH    | 45750    | WASHINGTON | UNITED STATES | Not Required | Not Required   | SETTLERS BANK | 2747279              |          |

**Form FR Y-6**

**December 31, 2018**

**Report Item 3: Shareholders**

**(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)**

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-18.

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 12-31-18.

| (1)(a)                                      | (1)(b)                                     | (1)(c)<br>Number and<br>Percentage of<br>Each Class of<br>Voting<br>Securities | (2)(a)                                    | (2)(b)                                     | (2)(c)<br>Number and<br>Percentage of<br>Each Class of<br>Voting<br>Securities |
|---|--|--|---|--|--|
| Names & Address<br>(City, State, Country)   | Country of Citizenship<br>or Incorporation |  | Names & Address<br>(City, State, Country) | Country of Citizenship<br>or Incorporation |  |
| Robert G Kelly<br>Marietta OH, USA          | USA  | 21,252 - 7.08%<br>Common Stock   | None                                      |  |  |
| Kay L Meagle, Jr.<br>Marietta OH, USA       | USA  | 17,559 - 5.85%<br>Common Stock   |   |  |  |
| Richard A Spindler<br>Marietta OH, USA      | USA  | 21,312 - 7.10%<br>Common Stock   |   |  |  |
| Dan Stephan, Jr<br>Parkersburg WV, USA      | USA  | 23,259 - 7.75%<br>Common Stock   |   |  |  |
| Neil R Wynn<br>Wesley Chapel FL, USA        | USA  | 29,698 - 9.89%<br>Common Stock   |   |  |  |
| Louis G Stephan III<br>Williamstown WV, USA | USA  | 23,656 - 7.88%<br>Common Stock   |   |  |  |

**Form FR Y-6**  
**December 31, 2018**

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

| <b>(1)<br/>Name &amp; Address<br/>(City, State, Country)</b> | <b>(2)<br/>Principal<br/>Occupation if<br/>other than<br/>with Bank<br/>Holding<br/>Company</b> | <b>(3)(a)<br/>Title and<br/>Position<br/>with Bank<br/>Holding<br/>Company</b> | <b>(3)(b)<br/>Title &amp; Position<br/>with<br/>Subsidiaries<br/>(includes names<br/>of subsidiaries)</b> | <b>(3)(c)<br/>Title &amp; Position with<br/>other Businesses<br/>(includes names of other<br/>businesses)</b> | <b>(4)(a)<br/>Percentage<br/>of Voting<br/>Shares in<br/>Bank<br/>Holding<br/>Company</b> | <b>(4)(b)<br/>Percentage of<br/>Voting Shares in<br/>Subsidiaries<br/>(includes names of<br/>subsidiaries)</b> | <b>(4)(c)<br/>List names of other<br/>companies (includes partnerships)<br/>if 25% or more of voting<br/>securities are held<br/>(list names of companies and<br/>percentage of voting<br/>securities held)</b> |
|--|---|--|---|---|---|--|---|
| C Fred Hunter, Jr.<br>Marietta OH, USA                       | Retired   | Director   | Director<br>Settlers Bank   | N/A   | 3.32%   | N/A  | N/A   |
| Robert G Kelly<br>Marietta OH, USA                           | Real Estate<br>Rentals  | Director   | Director<br>Settlers Bank   | N/A   | 7.08%   | N/A  | N/A   |
| Richard A Spindler<br>Marietta OH, USA                       | Pool Sales &<br>Engineering   | Director   | Director<br>Settlers Bank   | President - Dowling Pool Co.  | 7.10%   | N/A  | N/A   |
| Dan Stephan, Jr<br>Parkersburg WV, USA                       | Wholesaler/<br>Retailer of<br>Books &<br>Magazines  | Director   | Director<br>Settlers Bank   | Secretary/Treasurer - S R<br>Properties, Inc.<br>VP - Valley News Service, Inc.                               | 7.75%   | N/A  | S R Properties, Inc. - 33.33%<br>Valley News Service, Inc. - 10%<br>Peoples Clubs, Inc. - 33.33%  |

Form FR Y-6

December 31, 2018

Report Item 4: Directors and Officers (Continued)

(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

| (1)<br>Name & Address<br>(City, State, Country) | (2)<br>Principal<br>Occupation if<br>other than<br>with Bank<br>Holding<br>Company | (3)(a)<br>Title and<br>Position<br>with Bank<br>Holding<br>Company | (3)(b)<br>Title & Position<br>with<br>Subsidiaries<br>(includes names<br>of subsidiaries) | (3)(c)<br>Title & Position with<br>other Businesses<br>(includes names of other<br>businesses)           | (4)(a)<br>Percentage<br>of Voting<br>Shares in<br>Bank<br>Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(includes names of<br>subsidiaries) | (4)(c)<br>List names of other<br>companies (includes partnerships)<br>if 25% or more of voting<br>securities are held<br>(list names of companies and<br>percentage of voting<br>securities held) |
|---|--|--|---|--|--|--|---|
| Louis G Stephan III<br>Williamstown WV, USA     | Investment<br>Management -<br>Real Estate<br>Magazines                             | Director   | Director<br>Settlers Bank   | President - Valley<br>Hospitality, Inc.  | 7.88%  | N/A  | Valley Hospitality, Inc. - 50%<br>Canfish, LLC - 50%<br>231 Development - 33.33%  |
| Neil R Wynn<br>Wesley Chapel FL, USA            | Entrepreneur   | Director   | Director<br>Settlers Bank   | VP & Owner - Neil Wynn, Inc.<br>VP - Mainline Motors, Inc.<br>President & Owner - N&K Oil<br>& Gas, Inc. | 9.89%  | N/A  | N&K Oil & Gas, Inc. - 100%<br>Neil Wynn, Inc. - 100%<br>Mainline Motors, Inc. - 50%   |
| Donn R Schafer<br>Marietta OH, USA              | N/A  | CFO &<br>Treasurer,<br>Director                                    | President, CEO &<br>CFO, Director<br>Settlers Bank  | N/A  | 1.26%  | N/A  | River Point Properties - 50%  |