

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK
OF CLEVELAND
2014 FEB 21 P 2:55
DEPARTMENT

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.

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.

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.

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

December 31, 2013

Month / Day / Year

I, JOE WACHTEL

Name of the Holding Company Director and Official

PRESIDENT

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.

Reporter's Name, Street, and Mailing Address

Monitor Bancorp, Inc.

Legal Title of Holding Company

13210 State Route 226, P.O. Box 98

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

Big Prairie OH 44611
City State Zip Code

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Weldon L. Jordan

CPA

Name

Title

614-864-6388

Area Code / Phone Number / Extension

614-864-3331

Area Code / FAX Number

weldon@wjacpafirm.com

E-mail Address

Monitorbank.com

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

Signature of Holding Company Director and Official

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 2575735
C.I. _____

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

MONITOR BANCORP, INC.

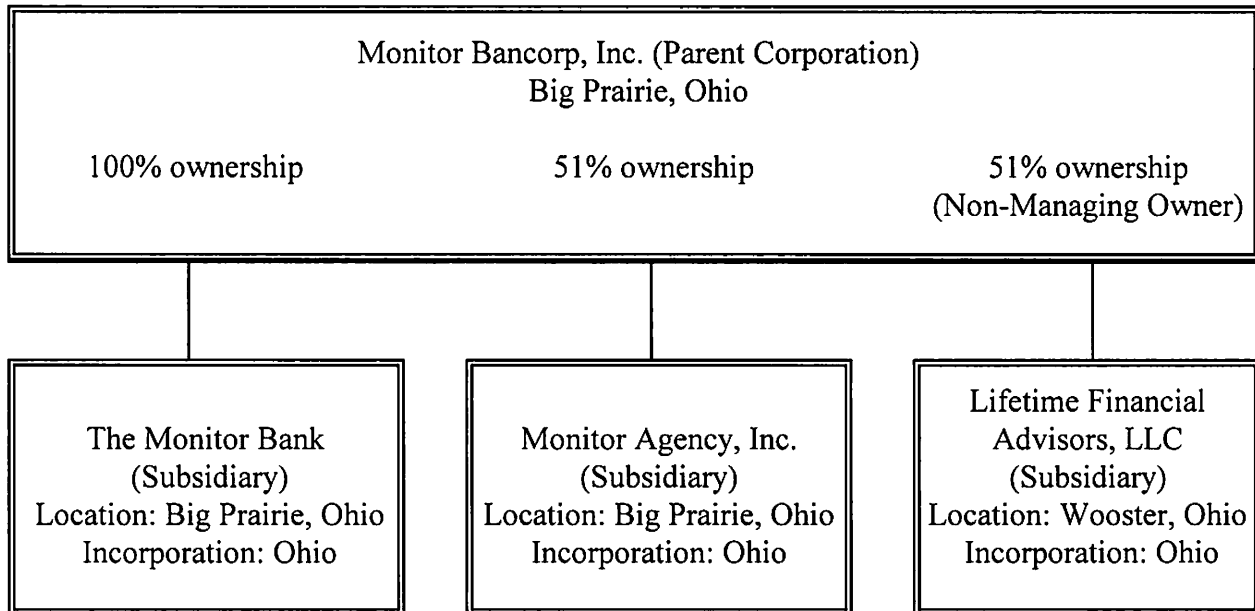
Big Prairie, Ohio

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Report Item 1: A compiled consolidated balance sheet and consolidated income statement are attached.

Report Item 2a: Organization Chart



Report Item 2b: Branch list submitted early via email to the Federal Reserve on February 10, 2014. There are no changes to the branch listing.

Report Item 3: (1)(a) James R. Smail Paul A. Miller
Wooster, Ohio Millersburg, Ohio
(b) USA USA
(c) 6700 shares 1242 shares
67.00% of common stock 12.42% of common stock

(2)(a) None
(b) None
(c) None

Results: A list of branches for your depository institution: MONITOR BANK, THE (ID_RSSD: 1009813).
 This depository institution is held by MONITOR BANCORP, INC. (2575735) of BIG PRAIRIE, 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_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)	1009813	MONITOR BANK, THE	13210 STATE ROUTE 226	BIG PRAIRIE	OH	44611	HOLMES	UNITED STATES	11005	0	MONITOR BANK, THE	1009813	

MONITOR BANCORP, INC.

Big Prairie, Ohio

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- Report Item 4: (1) James R. Smail
Wooster, Ohio USA
- (2) Various executive officer positions with several companies (see list below)
- (3)(a) Chairman and CEO
- (3)(b) Chairman and Director of The Monitor Bank
Chairman and Director of Monitor Agency, Inc.
- (3)(c) James R. Smail, Inc.: Chairman
Methane Exploration, Inc.: Chairman
D.A. Waldron & Associates, Inc.: Director
Mesa Coal Corporation: Chairman
Monitor Ranch, Inc.: Chairman
STS Oil, Inc.: President
Poulson Drilling Corporation: Chairman
Wooster Gas, Inc.: Vice President
Hagen Well Service, LLC : Chairman
National Bancshares Corp.: Executive Chairman
DTS Trucking Services, Inc.: Chairman
Zimmerly Cattle Co., LLC: Member
Orion Petro Corporation: Secretary/Treasurer/Director
- (4)(a) 6700 shares, 67.00%
- (4)(b) None
- (4)(c)
- | <u>Company</u> | <u>Ownership Percentage</u> | |
|---------------------------------|-----------------------------|---|
| James R. Smail, Inc. | 100 | % |
| Methane Exploration, Inc. | 100 | % |
| D.A. Waldron & Associates, Inc. | 50 | % |
| Mesa Coal Corporation | 100 | % |
| Monitor Ranch, Inc. | 100 | % |
| STS Oil, Inc. | 50 | % |
| Poulson Drilling Corporation | 40 | % |
| Wooster Gas, Inc. | 50 | % |
| Hagen Well Service, LLC | 33.33 | % |
| DTS Trucking Services, Inc. | 35 | % |
| Zimmerly Cattle Co., LLC | 50 | % |
| Orion Petro Corporation | 50 | % |

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Report Item 4: (1) Paul A. Miller
Millersburg, Ohio USA

(2) Attorney

(3)(a) Director

(3)(b) Director of The Monitor Bank
Director of Monitor Agency, Inc.

(3)(c) Miller Law Office: Owner
Berlin Town Center, Ltd.: Member
First Holmes Corp.: President

(4)(a) 1242 shares, 12.42%

(4)(b) None

(4)(c)

<u>Company</u>	<u>Ownership Percentage</u>	
Miller Law Office	100	%
Berlin Town Center, Ltd.	50	%
First Holmes Corp.	100	%

MONITOR BANCORP, INC.

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- Report Item 4: (1) Mark A. Sparr
Wooster, Ohio USA
- (2) Various executive officer positions with several companies
(See list below)
- (3)(a) Director
- (3)(b) Director of The Monitor Bank
Director of Monitor Agency, Inc.
- (3)(c) Aaron Ventures, Inc.: President
STS Oil, Inc.: Vice President
Monitor Ranch, Inc.: Vice President
Wooster Gas, Inc.: Secretary/Treasurer
James R. Smail, Inc.: President
Mesa Coal Corporation: Vice President
Poulson Drilling Corp.: Secretary/Treasurer
Methane Exploration, Inc.: Vice President
D.A. Waldron & Associates, Inc.: Vice President/Director
- (4)(a) 125 shares, 1.25%
- (4)(b) None
- (4)(c)
- | <u>Company</u> | <u>Ownership Percentage</u> |
|----------------------|-----------------------------|
| Aaron Ventures, Inc. | 100% |
| STS Oil, Inc. | 50% |

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Report Item 4: (1) Richard W. Dyer
Wooster, Ohio USA

(2) Certified Public Accountant

(3)(a) Director

(3)(b) Director of The Monitor Bank
Director of Monitor Agency, Inc.

(3)(c) D/H/R/W, Inc.: President
Tahoma Ent, Inc.: Treasurer
East of Eden, Ltd.: Treasurer
Land of Nod, Ltd.: Treasurer
RCK Holdings, LLC: Partner

(4)(a) None

(4)(b) None

(4)(c)

<u>Company</u>	<u>Ownership Percentage</u>
D/H/R/W, Inc.	33.33%
RCK Holdings, LLC	33.33%

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Report Item 4:	(1)	Joseph M. Wachtel Big Prairie, Ohio USA	
	(2)	President of The Monitor Bank	
	(3)(a)	President and Director	
	(3)(b)	President and Director of The Monitor Bank Director of Monitor Agency, Inc.	
	(3)(c)	JW Concessions, LLC: Member	
	(4)(a)	175 shares, 1.75%	
	(4)(b)	None	
	(4)(c)	<u>Company</u> JW Concessions, LLC	<u>Ownership Percentage</u> 50%