

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK  
 FEDERAL RESERVE SYSTEM



2014 MAR 12 A 10:27  
 STATISTICS & ANALYSIS  
 DEPARTMENT

# 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.

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, James A Meagle, Jr

Reporter's Name, Street, and Mailing Address

Third Street Bancshares, Inc

Name of the Holding Company Director and Official

Chairman

Legal Title of Holding Company

115 Third St

Title of the Holding Company Director and Official

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

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.

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

*James A. Meagle, Jr., Chairman*  
 Signature of Holding Company Director and Official  
 MARCH 12, 2014

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

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

2747288

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

Form FR Y-6

December 31, 2013

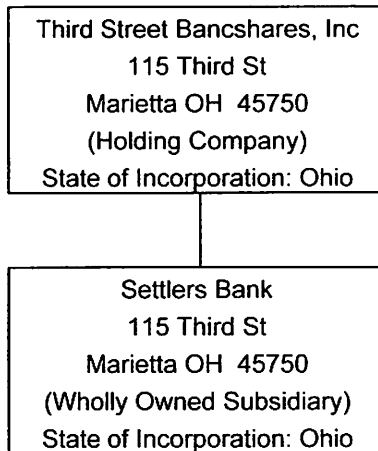
Report Item 1.a: Form 10-K filed with Securities and Exchange Commission

"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 3-4-14

Report Item 2.c: N/A

Report Item 2.d: N/A

**Form FR Y-6**

**December 31, 2013**

**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 12-31-13.

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) Names & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Names & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Robert G Kelly Marietta OH	USA	21,252 - 7.07% Common Stock	N/A		
James A Meagle, Jr. Marietta OH	USA	18,049 - 6.01% Common Stock			
Richard A Spindler Marietta OH	USA	27,481 - 9.15% Common Stock			
Dan Stephan, Jr Parkersburg WV	USA	21,509 - 7.16% Common Stock			
Neil R Wynn Tampa FL	USA	29,398 - 9.78% Common Stock			
Louis G Stephan III Williamstown WV	USA	20,712 - 6.89% Common Stock			

Form FR Y-6

December 31, 2013

Report Item 4: Directors and Officers

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (includes names of subsidiaries)	(3)(c) Title & Position with other Businesses (includes names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (includes 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)
C Fred Hunter, Jr. Marietta OH, USA	Retired	Director	Director Settlers Bank		3.18%	N/A	Third Street Development, LLC - 20%
Robert G Kelly Marietta OH, USA	Auto Sales & Leasing/ Real Estate	Director	Director Settlers Bank	President - Quantum Leasing & Auto Sales Partner - MKB Realty	7.07%	N/A	Quantum Leasing & Auto Sales - 33.33% MKB Realty - 33.33%
James A Meagle, Jr. Marietta OH, USA	Retired	Chairman & Director	Chairman Settlers Bank	Director, Vanguard Paints & Finishes, Inc.	6.01%	N/A	Third Street Development, LLC - 20%
Richard A Spindler Marietta OH, USA	Pool Sales & Engineering	Director	Director Settlers Bank	President - Dowling Pool Co.	9.15%	N/A	Third Street Development, LLC - 20%

Form FR Y-6

December 31, 2013

Report Item 4: Directors and Officers (Continued)

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (includes names of subsidiaries)	(3)(c) Title & Position with other Businesses (includes names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (includes 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)
Dan Stephan, Jr Parkersburg WV, USA	Wholesaler/ Retailer of Books & Magazines	Director	Director Settlers Bank	Secretary/Treasurer - S R Properties, Inc. VP - Valley News Service, Inc.	7.16%	N/A	S R Properties, Inc. - 33.33% Valley News Service, Inc. - 10% Third Street Development, LLC - 20% Peoples Clubs, Inc. - 33.33%
Louis G Stephan III Williamstown WV, USA	Investment Management - Real Estate	Director	Director Settlers Bank	President - Valley Hospitality, Inc.	6.89%	N/A	Valley Hospitality, Inc. - 50% Canfish, LLC - 50% 231 Development - 33.33%
Neil R Wynn Tampa FL, USA	Entrepreneur	Director	Director Settlers Bank	VP & Owner - Neil Wynn, Inc. VP - Mainline Motors, Inc. President & Owner - N&K Oil & Gas, Inc.	9.78%	N/A	N&K Oil & Gas, Inc. - 100% Neil Wynn, Inc. - 100% Mainline Motors, Inc. - 50% Third Street Development, LLC - 20%
Carolyn A Ewart Marietta OH, USA	N/A	Corp Secretary	Sr VP, Corporate Secretary & HRO Settlers Bank	N/A	1.33%	N/A	N/A

Form FR Y-6

December 31, 2013

Report Item 4: Directors and Officers (Continued)

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (includes names of subsidiaries)	(3)(c) Title & Position with other Businesses (includes names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (includes 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)
Steven C Hall Williamstown WV, USA	N/A	N/A	Sr VP & Chief Lending Officer Settlers Bank	N/A	1.00%	N/A	N/A
Donna L Perine Ellenboro WV, USA	N/A	N/A	Sr VP & Chief Compliance Officer/ Settlers Bank	N/A	0.40%	N/A	N/A
Donn R Schafer Marietta OH, USA	N/A	CFO & Treasurer, Director	President, CEO & CFO, Director Settlers Bank	N/A	0.75%	N/A	River Point Properties - 50%
Jeffrey D Welch Marietta OH, USA	N/A	N/A	Sr VP, Business Development, IT Officer	N/A	0.69%	N/A	N/A

**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 12/31/2013. 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)	2747279	SETTLERS BANK	115 THIRD STREET	MARIETTA	OH	45750	WASHINGTON	UNITED STATES	74364	0	SETTLERS BANK	2747279	