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. § 3105(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 811a); 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, 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.

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.

Signature of Holding Company Director and Official
06/25/2015

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: 2147288
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address
Third Street Bancshares, Inc.
115 Third St
Marietta OH 45750

City State Zip Code

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
donscafer@settlersbank.com
E-mail Address

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

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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. § 3108(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.

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i. Donn R Schafer
Name of the Holding Company Director and Official
Chief Financial Officer
Title of the Holding Company Director and Official

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Signature of Holding Company Director and Official
03/11/2015
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 27441288 C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2014
Month / Day / Year

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

Reporter’s Name, Street, and Mailing Address
Third Street Bancshares, Inc.
115 Third St
Marietta, OH 45750
City State Zip Code

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
dschaefer@settlersbank.com
E-mail Address

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

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
☐ No

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.”

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10/2014
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

Third Street Bancshares, Inc  
115 Third St  
Marietta OH 45750  
(Holding Company)  
State of Incorporation: Ohio

Settlers Bank  
115 Third St  
Marietta OH 45750  
(Wholly Owned Subsidiary)  
State of Incorporation: Ohio

Report Item 2.a: N/A

Report Item 2.b: Submitted via email on 3-11-15

Report Item 2.c: N/A

Report Item 2.d: N/A
<table>
<thead>
<tr>
<th>(1)(a) Names &amp; Address (City, State, Country)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Names &amp; Address (City, State, Country)</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert G Kelly</td>
<td>USA</td>
<td>21,252 - 7.06% Common Stock</td>
<td>N/A</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Marietta OH</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>James A Meagle, Jr.</td>
<td>USA</td>
<td>18,049 - 6.00% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Marietta OH</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richard A Spindler</td>
<td>USA</td>
<td>27,481 - 9.13% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Marietta OH</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dan Stephan, Jr</td>
<td>USA</td>
<td>21,709 - 7.21% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Parkersburg WV</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Neil R Wynn</td>
<td>USA</td>
<td>29,398 - 9.76% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Wesley Chapel FL</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Louis G Stephan III</td>
<td>USA</td>
<td>20,812 - 6.91% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Williamstown WV</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name &amp; Address</td>
<td>Occupation if other than with Bank</td>
<td>Title and Position with Bank Subsidiaries (includes names of subsidiaries)</td>
<td>Title &amp; Position with other Businesses (includes names of other businesses)</td>
<td>Percentage of Voting Shares in Bank</td>
<td>Percentage of Voting Shares in Subsidiaries (includes names of subsidiaries)</td>
</tr>
<tr>
<td>------------------------</td>
<td>----------------------------------</td>
<td>---------------------------------------------------------------------------</td>
<td>--------------------------------------------------------------------------</td>
<td>-----------------------------------</td>
<td>-----------------------------------------------------------------------------</td>
</tr>
<tr>
<td>C Fred Hunter, Jr.</td>
<td>Retired</td>
<td>Director</td>
<td>Director, Settlers Bank</td>
<td>3.18%</td>
<td>N/A</td>
</tr>
<tr>
<td>Marietta OH, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Robert G Kelly</td>
<td>Real Estate Rentals</td>
<td>Director</td>
<td>Director, Settlers Bank</td>
<td>7.06%</td>
<td>N/A</td>
</tr>
<tr>
<td>Marietta OH, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>James A Meagle, Jr.</td>
<td>Retired</td>
<td>Chairman &amp; Director</td>
<td>Chairman, Settlers Bank</td>
<td>6.00%</td>
<td>N/A</td>
</tr>
<tr>
<td>Marietta OH, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richard A Spindler</td>
<td>Pool Sales &amp; Engineering</td>
<td>Director</td>
<td>Director, Settlers Bank</td>
<td>9.13%</td>
<td>N/A</td>
</tr>
<tr>
<td>Marietta OH, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name &amp; Address (City, State, Country)</td>
<td>(2) Principal Occupation if other than with Bank Holding Company</td>
<td>(3)(a) Title and Position with Bank Holding Company</td>
<td>(3)(b) Title &amp; Position with Subsidiaries (includes names of subsidiaries)</td>
<td>(3)(c) Title &amp; Position with other Businesses (includes names of other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Bank Holding Company</td>
</tr>
<tr>
<td>-------------------------------------</td>
<td>---------------------------------------------------------------</td>
<td>--------------------------------------------------</td>
<td>-----------------------------------------------------------</td>
<td>-----------------------------------------------------------------</td>
<td>-------------------------------------------------</td>
</tr>
<tr>
<td>Dan Stephan, Jr</td>
<td>Wholesaler/ Retailer of Books &amp; Magazines</td>
<td>Director</td>
<td>Director Settlers Bank</td>
<td>Secretary/Treasurer - S R Properties, Inc. VP - Valley News Service, Inc.</td>
<td>7.21%</td>
</tr>
<tr>
<td>Louis G Stephan III</td>
<td>Investment Management - Real Estate</td>
<td>Director</td>
<td>Director Settlers Bank</td>
<td>President - Valley Hospitality, Inc.</td>
<td>6.91%</td>
</tr>
<tr>
<td>Neil R Wynn</td>
<td>Entrepreneur</td>
<td>Director</td>
<td>Director Settlers Bank</td>
<td>VP &amp; Owner - Neil Wynn, Inc. VP - Mainline Motors, Inc. President &amp; Owner - N&amp;K Oil &amp; Gas, Inc.</td>
<td>9.76%</td>
</tr>
<tr>
<td>Carolyn A Ewart</td>
<td>N/A</td>
<td>Corp Secretary</td>
<td>Sr VP, Corporate Secretary &amp; HRO Settlers Bank</td>
<td>N/A</td>
<td>1.33%</td>
</tr>
</tbody>
</table>

Form FR Y-6
December 31, 2014

Report Item 4: Directors and Officers (Continued) (1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)
<table>
<thead>
<tr>
<th>(1) Name &amp; Address (City, State, Country)</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title and Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (includes names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with other Businesses (includes names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (includes names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Steven C Hall</td>
<td>N/A</td>
<td>N/A</td>
<td>Sr VP &amp; Chief Lending Officer Settlers Bank</td>
<td>N/A</td>
<td>1.00%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Williamstown WV, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Donna L Perine</td>
<td>N/A</td>
<td>N/A</td>
<td>Sr VP &amp; Chief Compliance Officer/ Settlers Bank</td>
<td>N/A</td>
<td>0.40%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Ellenboro WV, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Donn R Schafer</td>
<td>N/A</td>
<td>CFO &amp; Treasurer, Director</td>
<td>President, CEO &amp; CFO, Director Settlers Bank</td>
<td>N/A</td>
<td>0.85%</td>
<td>N/A</td>
<td>River Point Properties - 50%</td>
</tr>
<tr>
<td>Marietta OH, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jeffrey D Welch</td>
<td>N/A</td>
<td>N/A</td>
<td>Sr VP, Business Development, IT Officer</td>
<td>N/A</td>
<td>0.83%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Marietta OH, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Results: A list of branches for your depository institution: SETTLERS BANK [ID_BSSD: 2747270].
This depository institution is held by THIRD STREET BANCSHARES, INC. (2747288) of MARIETTA, OH.
The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_BSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_BSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>2747270</td>
<td>SETTLERS BANK</td>
<td>115 THIRD STREET</td>
<td>MARIETTA</td>
<td>OH</td>
<td>45750</td>
<td>WASHINGTON</td>
<td>UNITED STATES</td>
<td>74664</td>
<td>0</td>
<td>SETTLERS BANK</td>
<td>2747270</td>
<td></td>
</tr>
</tbody>
</table>