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.

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

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: 27417288
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015
Month / Day / Year

None
Reporter’s Legal Entity Identifier (LEI) (20-character LEI code)

Reporters 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
Name
CFO
Title

740-373-9200
Area Code / Phone Number / Extension
740-373-9962
Area Code / Fax Number
dshafer@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 23 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.

12/2015
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

100%

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 3-16-16

Report Item 2.c: N/A

Report Item 2.d: N/A

* - Legal Entity Identifier is n/a, unless otherwise stated.
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 12-31-15.

<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>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 12-31-15</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert G Kelly Marietta OH</td>
<td>USA</td>
<td>21,252 - 7.05% Common Stock</td>
<td>James A Meagle, Jr. Marietta OH 18,049 - 5.99% Common Stock</td>
</tr>
<tr>
<td>Kay L Meagle, Jr. Marietta OH</td>
<td>USA</td>
<td>18,049 - 5.99% Common Stock</td>
<td></td>
</tr>
<tr>
<td>Richard A Spindler Marietta OH</td>
<td>USA</td>
<td>20,212 - 6.71% Common Stock</td>
<td></td>
</tr>
<tr>
<td>Dan Stephan, Jr Parkersburg WV</td>
<td>USA</td>
<td>21,659 - 7.19% Common Stock</td>
<td></td>
</tr>
<tr>
<td>Neil R Wynn Wesley Chapel FL</td>
<td>USA</td>
<td>29,398 - 9.75% Common Stock</td>
<td></td>
</tr>
<tr>
<td>Louis G Stephan III Williamstown WV</td>
<td>USA</td>
<td>20,812 - 6.91% Common Stock</td>
<td></td>
</tr>
<tr>
<td>(1) Name &amp; Address</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>
</tr>
<tr>
<td>-------------------------------</td>
<td>---------------------------------------------------------------</td>
<td>----------------------------------------------------</td>
<td>--------------------------------------------------------------------------</td>
</tr>
<tr>
<td>C Fred Hunter, Jr.</td>
<td>Retired</td>
<td>Director</td>
<td>Director</td>
</tr>
<tr>
<td>Marietta OH, USA</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Robert G Kelly</td>
<td>Real Estate Rentals</td>
<td>Director</td>
<td>Director</td>
</tr>
<tr>
<td>Marietta OH, USA</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</td>
</tr>
<tr>
<td>Marietta OH, USA</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</td>
</tr>
<tr>
<td>Parkersburg WV, USA</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name &amp; Address</td>
<td>(2) Principal Occupation if other than with Bank Holding Company</td>
<td>(3)(a) Title &amp; Position with Bank Holding Company</td>
<td>(3)(b) Title &amp; Position with Subsidiaries (includes names of subsidiaries)</td>
</tr>
<tr>
<td>-----------------</td>
<td>-------------------------------------------------</td>
<td>-----------------------------------------------</td>
<td>-----------------------------------------------------------------</td>
</tr>
<tr>
<td>Louis G Stephan III</td>
<td>Investment Management - Real Estate Magazines</td>
<td>Director</td>
<td>Director Settlers Bank</td>
</tr>
<tr>
<td>Williamstown WV, USA</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Neil R Wynn</td>
<td>Entrepreneur</td>
<td>Director</td>
<td>Director Settlers Bank</td>
</tr>
<tr>
<td>Wesley Chapel FL, USA</td>
<td></td>
<td></td>
<td></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>
</tr>
<tr>
<td>Marietta OH, USA</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>
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</tr>
<tr>
<td>-------------------------------------</td>
<td>---------------------------------------------------------------</td>
<td>---------------------------------------------------</td>
<td>-----------------------------------------------------------------</td>
</tr>
<tr>
<td>Steven C Hall Williamstown WV, USA</td>
<td>N/A</td>
<td>Sr VP/ Chief Lending Officer &amp; Director Settlers Bank</td>
<td>N/A</td>
</tr>
<tr>
<td>Donna L Perine Eileenboro WV, USA</td>
<td>N/A</td>
<td>Sr VP &amp; Chief Compliance Officer/ Settlers Bank</td>
<td>N/A</td>
</tr>
<tr>
<td>Donn R Schafer Marietta OH, USA</td>
<td>N/A</td>
<td>CFO &amp; Treasurer, Director</td>
<td>President, CEO &amp; CFO, Director Settlers Bank</td>
</tr>
<tr>
<td>Jeffrey D Welch Marietta OH, USA</td>
<td>N/A</td>
<td>Sr VP, Business Development, IT Officer Settlers Bank</td>
<td>N/A</td>
</tr>
</tbody>
</table>
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_RDSS 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 RDSS</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 UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID RDSS*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full service (Head Office)</td>
<td>2747279</td>
<td>SETTLERS BANK</td>
<td>125 THIRD STREET</td>
<td>MARIETTA</td>
<td>OH</td>
<td>45750</td>
<td>WASHINGTON</td>
<td>UNITED STATES</td>
<td>74364</td>
<td>0</td>
<td>SETTLERS BANK</td>
<td>2747279</td>
<td></td>
</tr>
</tbody>
</table>