

FEDERAL RESERVE BANK  
OF CLEVELAND

Board of Governors of the Federal Reserve System



2013 SEP 30 P 4: 02

Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYSIS  
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):

June 30, 2013

Month / Day / Year

I, Ellen H. Hardyman

Reporter's Name, Street, and Mailing Address

MSB Capital Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairperson

2000 Bethel Road, Suite D

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.

Columbus

OH

43220

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:

Terry White

President / CEO

Name

Title

614-453-0629

Area Code / Phone Number / Extension

614-453-0630

Area Code / FAX Number

twhite@umwsb.com

E-mail Address

Signature of Holding Company Director and Official

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

09/27/2013

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.

3828054

Does the reporter request confidential treatment for any portion of this submission?

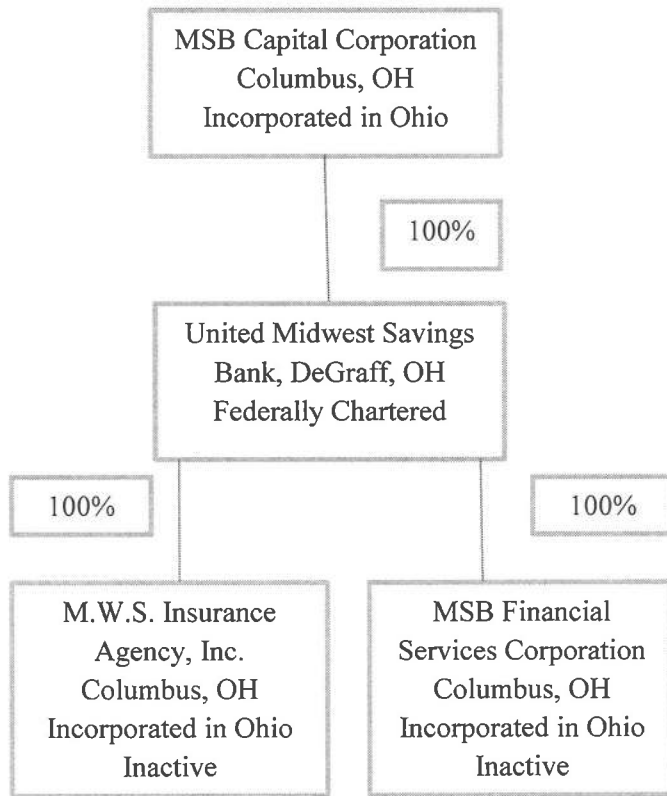
- Yes Please identify the report items to which this request applies:  
  
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
- No

Form FR Y-6

**MSB Capital Corporation**  
**Columbus, Ohio**  
**Fiscal Year Ending June 30, 2013**

Report Item

1. The bank holding company prepares an annual report for its securities holders. Two copies are enclosed.
- 2a. Organizational Chart



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MSB Capital Corporation  
Columbus, OH  
Fiscal Year Ending June 30, 2013

Item 2b: Domestic Branch Listing

Name	Address	County	City	State	Zip	Country	Service Type	Aquired Date
DeGraff Branch, United Midwest Savings Bank	101 S Main St.	Logan	DeGraff	OH	43318	USA	Full	5/5/1889
Columbus Branch, United Midwest Savings Bank	4848 Reed Road	Franklin	Columbus	OH	43220	USA	Full	3/1/1991
Falmouth Branch, Pendleton Savings Bank	1057 Ridgeway Ave	Pendleton	Falmouth	KY	41040	USA	Full	6/28/2002
West Manchester Branch, United Midwest Savings Bank	101 N Main St.	Preble	West Manchester	OH	45382	USA	Full	2/13/2004
Lake Mary Branch, United Financial Bank of Florida	875 Currency Circle	Seminole	Lake Mary	FL	32746	USA	Full	9/2/2008

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MSB Capital Corporation  
Columbus, Ohio  
Fiscal Year Ending June 30, 2013

Report Item 3: Securities Holders

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 06/30/2013			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 06/30/2013		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Ellen H. Hardymon, Columbus, Ohio, USA	USA	3,265,776 shares of common stock – 58%	None	None	None
Ellen H. Hardymon, Columbus, Ohio, USA	USA	433,140.13 shares of Class A Preferred Stock – 84%			
Ellen H. Hardymon, Columbus, Ohio, USA	USA	4,300 shares of Class A Senior Preferred Stock – 100%			

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MSB Capital Corporation  
Columbus, Ohio  
Fiscal Year Ending June 30, 2013

Report Item 4: Insiders

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

(1) Name, City, State, Country	(2) Principal Occupation, if other than Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of other businesses)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Ellen H. Hardymon, Columbus, Ohio, USA	Investor	Chairperson	Director of subsidiary bank	See Separate Schedule	58% of common	NA	See Separate Schedule
Thomas W. Pulfer, Huntsville, Ohio, USA	Investor	Director	Chairman of subsidiary bank	None	3% of common	NA	None
Terry M. White, Columbus, Ohio, USA	N/A	President and CEO	President and CEO of subsidiary bank	None	None	None	None
Michael L. Lerch, Dublin, Ohio, USA	N/A	CFO and Secretary	CFO and Secretary of subsidiary bank	None	None	None	None
Laura M. Herring, Hilliard, Ohio, USA	N/A	N/A	Chief Retail Banking Officer of subsidiary bank	None	None	None	None
Richard I. Witherow, Columbus, Ohio, USA	N/A	N/A	Chief Credit Officer of subsidiary bank	None	None	None	None

Responses to item (3)(c) and 4(c) for Ellen H. Hardymon

Name of Related Interest	Name of Insider	Type of Business Entity (e.g. Corporation, Partnership, Limited Partnership, LLC, etc.) or Political or Campaign Committee.	Insider's Relation To Related Interest (e.g. Owner, Director, Officer, Partner, Member, etc.)
Mark Hardymon Builders, Inc.	Ellen H. Hardymon	Sub S - Corporation	Individual ownership > 20%, family ownership over 40%, officer and director
Oakstreet Financial Services, Inc.	Ellen H. Hardymon	Limited Liability Corporation	Minority ownership less than 20%
TFH-EB, Inc.	Ellen H. Hardymon	Sub S - Corporation	Minority ownership less than 20%, officer and director
Wall Alley, Inc.	Ellen H. Hardymon	C - Corporation	Individual ownership >20%, family ownership >40%, officer and director
CreditWatch Oversight, LLC. And CreditWatch Services LTD	Ellen H. Hardymon	Limited Liability Corporation	Individual ownership less than 20%, family ownership > 40%, management committee
January Partnership, Ltd.	Ellen H. Hardymon	Partnership	Individual ownership less than 20%, family ownership >40%, General and limited partner
Crown Group Liquidation, LLC.	Ellen H. Hardymon	Limited Liability Corporation	Individual ownership < 20%, family ownership > 40%, Management Committee
Havens Farm Partnership	Ellen H. Hardymon	Partnership	Individual ownership < 20%, family ownership > 40%, and partner
The Franklin Foundation	Ellen H. Hardymon	Non-profit	Director and officer
The Pennant Companies	Ellen H. Hardymon	C - Corporation	Individual ownership <20%, family ownership > 40%, director
Cornerstone International, Inc.	Ellen H. Hardymon	C – Corporation	Individual ownership > 20%, family ownership > 40%
Harbor Structured Finance, LLC	Ellen H. Hardymon	Limited Liability Company	Individual ownership < 20%, family ownership > 40%