

THIRD CENTURY BANCORP
Form DEF 14A
April 04, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Third Century Bancorp

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- \$125 per Exchange Act Rules 0-11(c)1(ii), 14a-6(i)(1), 14a-6(i)(2) or Item 22(a)(2) of Schedule 14A.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

-
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

**Third Century Bancorp
80 East Jefferson Street
Franklin, Indiana 46131
(317) 736-7151**

April 7, 2006

TO THE SHAREHOLDERS OF THIRD CENTURY BANCORP

You are cordially invited to attend the 2006 Annual Meeting of Shareholders of Third Century Bancorp, which will be held at the main office of Mutual Savings Bank, 80 East Jefferson Street, Franklin, Indiana 46131, on Wednesday, May 17, 2006, at 9:00 a.m. local time.

At the Meeting, you will be asked to consider and vote upon: (i) the election of directors to serve for terms expiring in May 2009; and (ii) the ratification of our independent registered public accounting firm.

Enclosed are the Notice of Meeting, Proxy Statement and Proxy. We hope you can attend the Meeting and vote your shares in person. In any case, we would appreciate your completing the enclosed Proxy and returning it to us. This action will ensure that your preferences will be expressed on the matters that are being considered. If you are able to attend the Meeting, you may vote your shares in person even if you have previously returned your Proxy.

We want to thank you for your support this past year. Enclosed with the Proxy Statement is the 2005 Annual Report, which we encourage you to review.

If you have any questions about the Proxy Statement or Annual Report, please call or write us.

Sincerely,

/s/ Robert D. Heuchan

Robert D. Heuchan
President and Chief Executive Officer

**Third Century Bancorp
80 East Jefferson Street
Franklin, Indiana 46131
(317) 736-7151**

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held On May 17, 2006

Notice is hereby given that the Annual Meeting of Shareholders of Third Century Bancorp will be held at the main office of Mutual Savings Bank, 80 East Jefferson Street, Franklin, Indiana, on Wednesday, May 17, 2006, at 9:00 a.m., local time.

The Annual Meeting will be held for the following purposes:

1. The election of two directors of Third Century Bancorp, each to serve for terms expiring in 2009;
2. The ratification of BKD LLP as independent registered public accounting firm for the year ended December 31, 2006; and

Such other matters as may properly come before the meeting or any adjournment thereof.

Shareholders of record at the close of business on March 20, 2006, are entitled to vote at the meeting or any adjournment thereof.

We urge you to read the enclosed Proxy Statement carefully so that you may be informed about the business to come before the meeting, or any adjournment thereof. At your earliest convenience, please sign and return the accompanying proxy in the postage-paid envelope furnished for that purpose.

A copy of our Annual Report for the year ended December 31, 2005, is enclosed. The Annual Report is not a part of the proxy soliciting material enclosed with this letter.

By Order of the Board of Directors

/s/ Robert D. Heuchan

Robert D. Heuchan
President and Chief Executive Officer

Franklin, Indiana
April 7, 2006

IT IS IMPORTANT THAT THE PROXIES BE RETURNED PROMPTLY. THEREFORE, WHETHER OR NOT YOU PLAN TO BE PRESENT IN PERSON AT THE ANNUAL MEETING, PLEASE SIGN, DATE AND COMPLETE THE ENCLOSED PROXY AND RETURN IT IN THE ENCLOSED ENVELOPE WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

**Third Century Bancorp
80 East Jefferson Street
Franklin, Indiana 46131
(317) 736-7151**

PROXY STATEMENT

**FOR
ANNUAL MEETING OF SHAREHOLDERS**

May 17, 2006

This Proxy Statement is being furnished to the holders of common stock, no par value (the "Common Stock"), of Third Century Bancorp, an Indiana corporation, in connection with the solicitation of proxies by the Board of Directors to be voted at the Annual Meeting of Shareholders to be held at 9:00 a.m., local time, on May 17, 2006, at the main office of Mutual Savings Bank, 80 East Jefferson Street, Franklin, Indiana, and at any adjournment of such meeting. We are the holding company parent of Mutual Savings Bank. This Proxy Statement is expected to be mailed to the shareholders of Third Century Bancorp on or about April 7, 2006.

The proxy we are soliciting, if properly signed and returned to Third Century Bancorp and not revoked prior to its use, will be voted in accordance with the instructions contained therein. If no contrary instructions are given, each proxy received will be voted for the matters described below and, upon the transaction of such other business as may properly come before the meeting, in accordance with the best judgment of the persons appointed as proxies.

Any shareholder giving a proxy has the power to revoke it at any time before it is exercised by (i) filing with the Secretary of Third Century Bancorp written notice of such revocation (Pamela J. Spencer, 80 East Jefferson Street, Franklin, Indiana 46131), (ii) submitting a duly executed proxy bearing a later date, or (iii) by appearing at the Annual Meeting and giving the Secretary notice of his or her intention to vote in person. Proxies solicited hereby may be exercised only at the Annual Meeting and any adjournment thereof and will not be used for any other meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Only shareholders of record at the close of business on March 20, 2006 ("Voting Record Date"), will be entitled to vote at the Annual Meeting. On the Voting Record Date, there were 1,653,125 shares of the Common Stock issued and outstanding, and Third Century Bancorp had no other class of equity securities outstanding. Each share of Common Stock is entitled to one vote at the Annual Meeting on all matters properly presented at the Annual Meeting. The holders of a majority of the outstanding shares of Common Stock as of the Voting Record Date must be present in person or by proxy at the Annual Meeting to constitute a quorum. In determining whether a quorum is present, shareholders who abstain, cast broker non-votes, or withhold authority to vote on one or more director nominees will be deemed present at the Annual Meeting.

The following table sets forth certain information regarding the beneficial ownership of the Common Stock as of March 20, 2006, by each person who is known by Third Century Bancorp to own beneficially 5% or more of the

Common Stock. Unless otherwise indicated, the named beneficial owner has sole voting and investment power with respect to the shares.

| Name and Address of Beneficial Owner(1) | Number of Shares of Common Stock Beneficially Owned | Percent of Class |
|--|---|---------------------|
| HomeFederal Bank, Trustee For the Third Century Bancorp Employee Stock Ownership Plan and Trust 501 Washington Street Wellington Management Company, LLP | 132,250(2) | 8.0% |
| 75 State Street Boston, MA 02109 | 118,900(3) | 7.2% |
| Advisory Research, Inc. 180 North Stetson Street Suite 5500 Chicago, Illinois 60601 | 118,300(4) | 7.2% |

- (1) The information in this chart is based on Schedule 13G and 13D Reports filed by the above-listed persons with the Securities and Exchange Commission (the “SEC”) containing information concerning shares held by them. It does not reflect any changes in those shareholdings which may have occurred since the date of such filings.
- (2) These shares are held by the Trustee of Third Century Bancorp Employee Stock Ownership Plan and Trust (the “ESOP”). The Employees participating in that Plan are entitled to instruct the Trustee how to vote shares held in their accounts under the Plan. Unallocated shares held in a suspense account under the Plan are required under the Plan tends to be voted by the Trustee in the same proportion as allocated shares are voted.
- (3) In a Schedule 13G filed with the SEC, Wellington Management Company, LLP indicates that it is the beneficial owner of the foregoing shares, and that it has shared dispositive power and no voting power with respect to those shares. Wellington Management Company, LLP (“WMC”) is a Massachusetts limited partnership and a registered investment advisor. First Financial Fund, Inc. is one of its clients, with whom WMC shares dispositive power as to 1 10,500 of these shares. First Financial Fund, Inc., 1680 38th Street, Suite 800, Boulder, Colorado 80301, has sole voting power with respect to those 110,500 shares.
- (4) Based on a Schedule 13G filed with the SEC on February 14, 2006, Advisory Research, Inc. claims sole voting and dispositive ownership over all shares reported.

PROPOSAL I — ELECTION OF DIRECTORS

The Board of Directors consists of five members. Directors Robert L. Ellett, Jerry D. Petro, and Robert D. Schafstall meet the standards for independence for Board members set forth in the Listing Standards for the National Association of Securities Dealers. Our By-Laws provide that the Board of Directors is to be divided into three classes as nearly equal in number as possible. The members of each class are to be elected for a term of three years and until their successors are elected and qualified. One class of directors is to be elected annually. Directors must have their primary domicile in Johnson or Bartholomew Counties, Indiana, must have had a loan or deposit relationship with Mutual Savings Bank for a continuous period of nine months prior to their nomination to the Board (or in the case of directors in office on March 16, 2004, prior to that date), and non-employee directors must have served as a member of a civic

or community organization based in Johnson County, Indiana, for at least a continuous period of 12 months during the five years prior to their nomination to the Board.

2

At the Annual Meeting two directors are to be elected, each for a three-year term. The Nominating Committee of the Board of Directors has nominated David A. Coffey and Jerry D. Petro to stand for election at this year's Annual Meeting.

Unless otherwise directed, each proxy executed and returned by a shareholder will be voted for the election of the nominees listed below. If any person named as a nominee should be unable or unwilling to stand for election at the time of the Annual Meeting, the proxy holders will vote for a replacement nominated by the Nominating Committee. At this time, the Board of Directors knows of no reason why the nominees may not be able to serve as directors if elected.

The following table sets forth certain information regarding the nominees for the position of director of Third Century Bancorp, and current board members who are not to be considered for reelection at this Annual Meeting, and for all directors and executive officers as a group. Unless otherwise indicated, each nominee has sole investment and/or voting power with respect to the shares shown as beneficially owned by him. No nominee for director is related to any other nominee for director or executive officer of Third Century Bancorp by blood, marriage, or adoption, and there are no arrangements or understandings between any nominee and any other person pursuant to which such nominee was selected.

| Name | Expiration of Term as Director | Director of the Holding Company Since | Director of the Bank Since | Common Stock Beneficially Owned as of The Voting Record Date(1) | Percentage of Class |
|---|--------------------------------|---------------------------------------|----------------------------|---|---------------------|
| Nominees | | | | | |
| David A. Coffey | 2006 | 2004 | 1999 | 63,663 (2) | 3.9% |
| Jerry D. Petro | 2006 | 2004 | 1997 | 46,772 (3) | 2.8% |
| Continuing Directors | | | | | |
| Robert L. Ellett | 2008 | 2004 | 1987 | 48,142 (4) | 2.9% |
| Robert D. Heuchan | 2007 | 2004 | 1991 | 66,498 (5) | 4.0% |
| Robert D. Schafstall | 2008 | 2004 | 1999 | 46,272 (6) | 2.8% |
| All directors and executive officers as a group (6 persons) | | | | 282,668 (7) | 17.1% |

* Less than 1% of outstanding shares.

- (1) Based upon information furnished by the respective director nominees. Under applicable regulations, shares are deemed to be beneficially owned by a person if he or she directly or indirectly has or shares the power to vote or dispose of the shares, whether or not he or she has any economic power with respect to the shares. Includes shares beneficially owned by members of the immediate families of the directors residing in their homes.
- (2) Includes 17,540 shares held jointly with Mr. Coffey's spouse, 8,638 shares held in Mutual Savings Bank's 401(k) plan as of December 31, 2005, 1,117 shares allocated to Mr. Coffey's account under the Bank's ESOP as of December 31, 2005, and 16,531 shares of restricted stock and 19,837 shares underlying options that are exercisable within sixty (60) days of the Voting Record Date.
- (3) Includes 10,000 shares in trust for the benefit of Mr. Petro, 15,000 shares in trust for the benefit of Mr. Petro's spouse, 7,200 shares held in a profit-sharing plan for Mr. Petro's benefit and 3,306 shares of restricted stock and 8,266 shares underlying options that are exercisable within sixty(60) days of the Voting Record Date.
- (4)

Includes 3,306 shares of restricted stock and 8,266 shares underlying options that are exercisable within sixty (60) days from the Voting Record Date and 10,000 shares held directly by Mr. Ellett's spouse.

(5) Includes 10,000 shares held jointly with Mr. Heuchan's spouse, 16,640 shares held in Mutual Savings Bank's 401(k) plan as of December 31, 2005, 1,340 shares allocated to Mr. Heuchan's account under Mutual Savings

Bank's ESOP as of December 31, 2005, and 16,531 shares of restricted stock and 21,987 shares underlying options that are exercisable within sixty (60) days of the Voting Record Date.

- (6) Of these shares, 25,000 are held jointly with Mr. Schafstall's spouse and 3,306 shares of restricted stock and 8,266 shares underlying options that are exercisable within sixty (60) days of the Voting Record Date.
- (7) Includes 29,278 shares held in Mutual Savings Bank's 401(k) plan and 3,231 shares held in Mutual Savings Bank's ESOP as of December 31, 2005, and 40,766 shares of restricted stock and 72,077 shares underlying options that are exercisable within sixty (60) days of the Voting Record Date.

Presented below is certain information concerning the director nominees of Third Century Bancorp:

David A. Coffey (age 43) has served as Chief Operating Officer of Mutual Savings Bank since 1998 and as Executive Vice President of Mutual Savings Bank since 1999. He was a Senior Vice President prior to being named Executive Vice President. Mr. Coffey is a graduate of Franklin College.

Robert L. Ellett (age 68) has served as Chairman of the Board of Directors of Mutual Savings Bank since 1999. Mr. Ellett also serves Chairman of Mutual Financial Services, Inc., a subsidiary of Mutual Savings Bank engaged in mortgage life insurance sales and servicing. He was the General Manager of Rytex Company, a stationery products company, until his retirement in December 2001.

Robert D. Heuchan (age 52) has served as the President and Chief Executive Officer of Mutual Savings Bank since 1991. He has also served as Vice Chairman of the Board since 1999. He also has been President of Mutual Financial Services, Inc. since its formation in 1991. Mr. Heuchan is a graduate of Franklin College and has an MBA from the University of Indianapolis.

Jerry D. Petro (age 60) is the owner and President of J.D. Petro & Associates, Inc., which sells protective coatings in Indiana, and R.T.I. L.L.C., which sells protective coatings in Kentucky. He also is the owner and President of R.T.I., which sells architectural coatings; Petro's Water Conditioning of Johnson County; Water Treatment Services of Shelby County; Petro Group, Inc., an owner/lessor of buildings for light industrial use; and Petro Group, L.L.C., an owner/lessor of buildings for office use. Mr. Petro is a graduate of Franklin College and Indiana University (M.S.).

Robert D. Schafstall (age 62) has been the Franklin City judge and an attorney in the law firm of Cutsinger and Schafstall since 1972. Mr. Schafstall is a graduate of Franklin College and the Indiana University School of Law at Indianapolis.

THE DIRECTORS SHALL BE ELECTED UPON RECEIPT OF A PLURALITY OF VOTES CAST AT THE ANNUAL SHAREHOLDERS MEETING. PLURALITY MEANS THAT INDIVIDUALS WHO RECEIVE THE LARGEST NUMBER OF VOTES CAST ARE ELECTED UP TO THE MAXIMUM NUMBER OF DIRECTORS TO BE CHOSEN AT THE MEETING. ABSTENTIONS, BROKER NON-VOTES, AND INSTRUCTIONS ON THE ACCOMPANYING PROXY TO WITHHOLD AUTHORITY TO VOTE FOR ONE OR MORE OF THE NOMINEES WILL RESULT IN THE RESPECTIVE NOMINEE RECEIVING FEWER VOTES.

The Board of Directors and its Committees

During the year ended December 31, 2005, the Board of Directors of Third Century Bancorp met or acted by written consent twelve times. No director attended fewer than 75% of the aggregate total number of meetings during the last year of the Board of Directors of Third Century Bancorp held while he served as director and of meetings of committees which he served during that year. The Board of Directors of Third Century Bancorp has an Audit Committee, a Stock Compensation Committee, and a Governance and

Nominating Committee (“Nominating Committee”) among its other Board Committees. The Board of Directors appoints all committee members.

The Audit Committee, which has been established in accordance with §3(a)(58)(A) of the Securities Exchange Act of 1934, appoints Third Century Bancorp’s independent accountants, and meets with them to outline the scope and review the results of the annual audit. The members of the Audit Committee are Robert L. Ellett and Jerry D. Petro. The Audit Committee met 5 times during the year ended December 31, 2005.

The Stock Compensation Committee administers the Option Plan and the RRP. The members of that Committee are Messrs. Robert L. Ellett (Chairman), Jerry D. Petro and Robert D. Schafstall. All of these Committee members meet the standards for independence for compensation committee members set forth in the Listing Standards of the National Association of Securities Dealers. It met one time in 2005.

The Nominating Committee consists of its three non-employee directors. The members of the Nominating Committee meet the standards for independence for nominating committee members set forth in the Listing Standards of the National Association of Securities Dealers. The Nominating Committee met one time in 2005. The Nominating Committee has a charter. This committee will consider nominees recommended by shareholders, however it has not actively solicited recommendations for nominees from shareholders nor has it established procedures for this purpose, as it will address nominations on a case-by-case basis. When considering a potential candidate for membership on Third Century Bancorp’s Board of Directors, the Nominating Committee considers relevant business and industry experience and demonstrated character and judgment. The Nominating Committee does not have specific minimum qualifications that must be met by a Nominating Committee-recommended candidate and there is not a specific process for identifying such candidates. There are no differences in the manner in which the Nominating Committee evaluates a candidate that is recommended for nomination for membership on Third Century Bancorp’s Board of Directors by a shareholder. The Nominating Committee has not received any recommendations from any of Third Century Bancorp’s shareholders in connection with the Annual Meeting.

Directors must satisfy certain qualification requirements set forth in Third Century Bancorp’s By-Laws. Article III, Section 12 of Third Century Bancorp’s By-Laws provides that shareholders entitled to vote for the election of directors may name nominees for election to the Board of Directors but there are certain requirements that must be satisfied in order to do so. Among other things, written notice of a proposed nomination must be received by the Secretary of the Holding Company not less than 120 days prior to the Annual Meeting; provided, however, that in the event that less than 130 days’ notice or public disclosure of the date of the meeting is given or made to shareholders (which notice or public disclosure includes the date of the Annual Meeting specified in Third Century Bancorp’s By-Laws if the Annual Meeting is held on such date), notice must be received not later than the close of business on the 10th day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made.

Third Century Bancorp has adopted a policy for its shareholders to send written communications to Third Century Bancorp’s directors. Under this policy, shareholders may send written communications in a letter by first-class mail addressed to any director at Third Century Bancorp’s main office. Third Century Bancorp has also adopted a policy that strongly encourages its directors to attend each Annual Meeting of Shareholders.

Executive Officers of Mutual Savings Bank Who Are Not Directors

Presented below is certain information regarding the executive officer of Mutual Savings Bank who is not a director:

| <u>Name</u> | <u>Position</u> |
|-----------------|-------------------------|
| Debra K. Harlow | Chief Financial Officer |

Debra K. Harlow (age 54) has served as Chief Financial Officer since January 1, 2004. Prior to that time she had served as EDP Coordinator.

Management Compensation and Related Transactions

During the year ended December 31, 2005, no cash compensation was paid directly by Third Century Bancorp to any of its executive officers. Mutual Savings Bank compensated each of such officers.

The following table sets forth information as to annual, long-term and other compensation for services in all capacities to our President and Chief Executive Officer and our Chief Operating Officer (the "Named Executive Officers") for the three years ended December 31, 2005. We had no other executive officers who earned over \$100,000 in salary and bonuses during the past year.

| Name and Principal Position | Year | Annual Compensation | | Other Annual Compensation(\$)(2) | All Other Compensation(3) |
|--|-------------|----------------------------|-------------------|---|----------------------------------|
| | | Salary(\$)(1) | Bonus (\$) | | |
| Robert D. Heuchan, President and Chief Executive Officer | 2005 | \$126,000 | \$ 23,000 | — | \$43,357 |
| | 2004 | 120,000 | 33,000 | — | 35,565 |
| | 2003 | 100,000 | 30,000 | — | 21,040 |
| David A. Coffey, Executive Vice President | 2005 | 105,000 | 15,000 | — | 37,873 |
| | 2004 | 100,000 | 22,000 | — | 30,671 |
| | 2003 | 83,500 | 20,000 | — | 17,366 |

(1) Includes amounts deferred by Mutual Savings Bank's executive officers pursuant to § 401(k) of the Internal Revenue Code of 1986, as amended (the "Code"), under Mutual Savings Bank's § 401(k) Plan.

(2) Mr. Heuchan and Mr. Coffey received certain perquisites, but the incremental cost of providing such perquisites did not exceed the lesser of \$50,000 or 10% of their salary and bonus. These perquisites include the payment of annual Hillview Country Club dues in the amount of \$2,640 for Mr. Heuchan and \$2,640 for Mr. Coffey.

(3) Includes director fees, Mutual Savings Bank's matching contributions under the § 401(k) Plan, fees from Mutual Financial Services, Inc., and contributions made in 2005 to the ESOP.

Employment Contract

Mutual Savings Bank entered into three-year employment contracts with Robert D. Heuchan and with David A. Coffey. The contracts became effective on June 29, 2004, and extend annually to maintain their three-year term if Mutual Savings Bank's Board of Directors determines to so extend them, unless notice not to extend is properly given by either party to the contract. Mr. Heuchan and Mr. Coffey receive an initial salary under the contract equal to their

current salary, subject to increases approved by the Board of Directors. Each contract also provides, among other things, for participation in other fringe benefits and benefit plans available to Mutual Savings Bank's employees.

Mr. Heuchan or Mr. Coffey may terminate his employment upon sixty days' written notice to Mutual Savings Bank. Mutual Savings Bank may discharge Mr. Heuchan or Mr. Coffey, for cause (as defined in the contract) at any time. If Mutual Savings Bank terminates Mr. Heuchan's or Mr. Coffey's employment for other than cause or if either of them terminates his own employment for cause (as defined in the contract), he

will receive his base compensation under the contract for an additional three years if the termination follows a change of control of Third Century Bancorp (as defined below), or for the remaining term of the contract if the termination does not follow a change of control. In addition, during such period, Mr. Heuchan and Mr. Coffey will continue to participate in Mutual Savings Bank's group insurance plans and retirement plans, or receives comparable benefits. Moreover, within a period of three months after such termination following a change of control, each of them will have the right to cause Mutual Savings Bank to purchase any stock options he holds for a price equal to the fair market value (as defined in the contract) of the shares subject to such options minus their option price. If the payments provided for in the contract, together with any other payments made to Mr. Heuchan or Mr. Coffey, are deemed to be payments in violation of the "golden parachute" rules of the Internal Revenue Code, such payments will be reduced to the largest amount which would not cause us to lose a tax deduction for such payments under those rules. As of the date hereof, the cash compensation which would be paid under the contracts to Mr. Heuchan and Mr. Coffey if the contracts were terminated either after a change of control of Third Century Bancorp, without cause by Mutual Savings Bank, or for cause by either Mr. Heuchan or Coffey, would be \$402,000 for Mr. Heuchan and \$333,000 for Mr. Coffey. For purposes of these employment contracts, a change of control of Third Century Bancorp is generally an acquisition of control, as defined in regulations issued under the Change in Bank Control Act and Mutual Savings Bank Third Century Bancorp Act.

The employment contracts provide Mutual Savings Bank with protection of its confidential business information and protection from competition by Mr. Heuchan and Mr. Coffey should either of them voluntarily terminate their employment without cause or be terminated by Mutual Savings Bank for cause.

Compensation of Directors

All of our directors receive monthly director fees for their services. The Chairman receives \$1,200 per month, the Vice Chairman receives \$1,125 per month and each of the other directors receives \$1,050 per month. Directors also receive \$200 for each board meeting attended and non-employee directors receive \$100 for each committee meeting attended. Emeritus directors receive \$525 per month and \$100 for each committee meeting attended. Aggregate fees paid to Mutual Savings Bank's directors for the year ended December 31, 2005, were \$85,850 and the aggregate fees paid to Mutual Savings Bank's emeritus directors were \$19,875. Directors of Third Century Bancorp are paid \$500 for each monthly Board meeting attended, provided however that no more than \$500 per month is payable to such directors. During 2005, each non-employee director received options to acquire 8,266 shares of Common Stock and 3,306 shares of common stock pursuant to the Restricted Stock Plan.

Stock Based Compensation

During 2005 shareholders approved the Third Century Bancorp Stock Option Plan (the "Option Plan") and the Mutual Savings Bank Recognition and Retention Plan and Trust (the "Restricted Stock Plan"). The purpose of each plan is to retain directors and key employees of Third Century Bancorp and its subsidiaries by providing such persons with a proprietary interest in Third Century Bancorp. The Option Plan provides for the grant of options to acquire up to 165,312 shares of Common Stock, subject to adjustment for reorganizations, recapitalizations, stock splits, stock dividends and other extraordinary corporate changes as set forth in the Option Plan. The Restricted Stock Plan provides for the grant of up to 66,125 shares of Common Stock.

The Option Plan provides for the grant of both incentive stock options (options that afford favorable tax treatment to recipients upon compliance with certain restrictions and that do not normally result in tax deductions to Third Century Bancorp) and options that do not so qualify (non-qualified stock options).

Administration. The Option Plan and Restricted Stock Plan are administered, construed and interpreted by a Third Century Bancorp's Stock Compensation Committee. Members of the Stock Compensation Committee must be nonemployee directors of Third Century Bancorp.

Terms of the Options and Restricted Stock Awards. *Stock Option Price.* The price to be paid for shares of Common Stock upon the exercise of each stock option shall not be less than the fair market value of such shares on the date on which the option is granted. Incentive stock options granted to holders of more than 10% of the combined voting power of all classes of stock of Third Century Bancorp may be granted at an option price no less than 110% of the fair market value of the stock on the date of grant.

Option Term. No option may have a term longer than ten years and one day from the date of grant. However, under the Code, incentive stock options may not have terms in excess of ten years. Incentive stock options granted to holders of more than 10% of the combined voting power of all classes of stock of Third Century Bancorp may not have terms in excess of five years.

Vesting. All options awarded during 2005 were fully vested upon grant.

Vesting of Restricted Stock Awards. Restricted Stock Awards vest at a rate of 20% per year commencing with the date of the award, subject to earlier vesting in the event of the death or disability of the award recipient, or upon the involuntary termination of service within 18 months after a change of control of Third Century Bancorp or Mutual Savings Bank.

Voting of Restricted Stock. Restricted Stock Awards that are vested may be voted at the direction of the recipient. Recipients of unvested Restricted Stock Awards may direct the Restricted Stock Plan trustee as to the voting of their shares. The trustee will vote shares as to which no voting instructions have been received in the same proportion that unvested shares have been voted.

Change of Control. In the event of a change of control of Third Century Bancorp, and subject to certain limitations set forth in the Option Plan, outstanding options that are not otherwise exercisable will become immediately exercisable. Change of control, for this purpose, means an acquisition of control of Third Century Bancorp or Mutual Savings Bank within the meaning of 12 C.F.R. § 225.41 (other than a change of control resulting from a trustee or other fiduciary holding shares of Common Stock under an employee benefit plan of Third Century Bancorp or any of its subsidiaries). This provision could result in adverse tax consequences to Third Century Bancorp and to the optionee as a result of the golden parachute provisions in the Code. Under the golden parachute provisions, compensatory payments made by Third Century Bancorp to an employee following a change in control which are contingent on a change in control and which exceed certain limits based on the average annual compensation of the employee for the five calendar years before the change in control are not deductible by Third Century Bancorp and would subject the optionee to a 20% excise tax. The value of any option which would become immediately exercisable following a change in control (the spread between the then fair market value of the option shares and the option price) could be deemed to be a compensatory payment contingent on a change in control, and, thus, if such amount, when added to any other payments made by Third Century Bancorp to the employee which are contingent on a change in control, would exceed the limits described above, the excess amounts would be non-deductible and subject to the excise tax.

The effect of this change of control provision which, under certain circumstances, could accelerate benefits to option holders may be to increase the cost of a potential business combination or acquisition of control of Third Century Bancorp. To the extent that this increased cost is significant, potential acquirors may be deterred from pursuing a transaction involving Third Century Bancorp, and its shareholders may be deprived of an opportunity to sell their shares at a favorable price. Moreover, to the extent this provision could operate to accelerate benefits under stock options awarded in the future, the Board of Directors

believes that the expected benefits of these provisions in attracting and retaining qualified management personnel outweigh these possible disadvantages.

Other Provisions. The Stock Compensation Committee may provide for such other terms, provisions and conditions of an option as are not inconsistent with the Option Plan. The Stock Compensation Committee may also prescribe, and amend, waive and rescind rules and regulations relating to the Option Plan, may accelerate the vesting of stock options or cash awards granted or made under the Option Plan, may make amendments or modifications in the terms and conditions (including exercisability) of the options relating to the effect of termination of employment of the optionees, and may waive any restrictions or conditions applicable to any option or the exercise thereof.

Set forth below is certain information regarding options granted to the Named Executive Officers during 2005.

| OPTION GRANTS IN LAST FISCAL YEAR | | | | | |
|-----------------------------------|-----------------|--|----------------|-----------------|------------------------------|
| Individual Grants | | | | | |
| Name | Options Granted | Percent of Total Options Granted to Employees in FY 2005 | Exercise Price | Expiration Date | Grant Date Present Value (1) |
| Robert D. Heuchan | | | | | |
| David A. Coffey | 21,987 | 15.02 | \$13.10 | July 21, 2015 | \$4.76 |
| | 19,837 | 13.55 | \$13.10 | July 21, 2015 | \$4.76 |

(1)The grant date present value was derived using the Black-Scholes option-pricing model with the following assumptions: volatility of 25.10%; risk free rate of return of 4.17%; and a 10 year option life.

The Named Executive Officers exercised no options during 2005.

Set forth below is information as of December 31, 2005 regarding equity compensation plans categorized by those plans that have been approved by stockholders and those plans that have not been approved by stockholders.

| Plan | Number of Securities to be Issued Upon Exercise of Outstanding Options and Rights | Weighted Average Exercise Price (2) | Number of Securities Remaining Available For Issuance Under Plan |
|--|---|-------------------------------------|--|
| Equity compensation plans approved by stockholders | | | |
| Equity compensation plans not approved by stockholders | 209,185(1) | \$13.10 | 22,253 |
| Total | 0 | 0 | |
| | 209,185 | \$13.10 | 22,253 |

- (1) Consists of (i) options to purchase 62,885 shares of common stock under the Restricted Stock Plan and (ii) 146,300 shares of common stock under the Option Plan.
- (2) The weighted average exercise price reflects the exercise price of \$13.10 per share for options granted under the Option Plan. Does not take into effect the grant of shares of restricted stock.

Audit Committee Report, Charter, and Independence

Audit Committee Report. The Audit Committee reports as follows with respect to the audit of Third Century Bancorp's financial statements for the year ended December 31, 2005, included in Third Century Bancorp's Shareholder Annual Report. ("2005 Audited Financial Statements"):

The Committee has reviewed and discussed Third Century Bancorp's 2005 Audited Financial Statements with the Company's management.

The Committee has discussed with its independent auditors (BKD, LLP) the matters required to be discussed by Statement on Auditing Standards 61, which include, among other items, matters related to the

conduct of the audit of Third Century Bancorp's financial statements. BKD, LLP did not use any employees other than its full-time permanent employees on its audit of Third Century Bancorp's 2005 Audited Financial Statements.

The Committee has received written disclosures and the letter from the independent auditors required by Independence Standards Board Standard No. 1 (which relates to the auditor's independence from Third Century Bancorp and its related entities) and has discussed with the auditors the auditors' independence from Third Century Bancorp. The Committee considered whether the provision of services by its independent auditors, other than audit services and review of Forms 10-QSB, is compatible with maintaining the auditors' independence.

Based on review and discussions of Third Century Bancorp's 2005 Audited Financial Statements with management and discussions with the independent auditors, the Audit Committee recommended to the Board of Directors that Third Century Bancorp's 2005 Audited Financial Statements be included in Third Century Bancorp's Annual Report on Form 10-KSB for the year ended December 31, 2005.

This Report is respectfully submitted by the Audit Committee of Third Century Bancorp's Board of Directors.

Audit Committee Members

Robert L. Ellett

Jerry D. Petro

Audit Committee Charter. The Board of Directors has adopted a written charter for the Audit Committee. The Board of Directors reviews and approves changes to the Audit Committee Charter annually.

Independence of Audit Committee Members. Third Century Bancorp's Audit Committee is comprised of Messrs. Ellett and Petro. Each of these members meets the current requirements for independence of Audit Committee members set forth in the Listing Standards of the National Association of Securities Dealers. In addition, the Board of Directors has determined that Jerry D. Petro is a "financial expert" as that term is defined in Item 401(h)(2) of Regulation S-K promulgated under the Securities Exchange Act of 1934.

Accountants' Fees

Audit Fees. The firm of BKD, LLP ("BKD") served as Third Century Bancorp's independent registered public accounting firm for each of its last two years ended December 31, 2004 and 2005. The aggregate fees billed by BKD for the audit of Third Century Bancorp's financial statements included in its annual report on Form 10-KSB and for the review of its financial statements included in its quarterly reports on Form 10-QSB for the years ended December 31, 2005 and 2004, were \$44,837 and \$43,956, respectively.

Audit-Related Fees. The aggregate fees billed in each of 2005 and 2004 for assurance and related services by BKD that are reasonably related to the audit or review of the Holding Company's financial statements and that were not covered in the Audit Fees disclosure above, were \$3,073 and \$84,800, respectively.

Tax Fees. The aggregate fees billed in each of 2005 and 2004 for professional services rendered by BKD for tax compliance, tax advice or tax planning were \$8,840 and \$3,500, respectively.

All Other Fees. There were no fees billed in 2005 or 2004 for professional services rendered by BKD other than those disclosed above.

Board of Directors Pre-Approval. Third Century Bancorp's Audit Committee formally adopted resolutions pre-approving the engagement of BKD to act as Third Century Bancorp's independent auditor for the last two years ended December 31, 2005 and 2004, respectively. The Audit Committee has not adopted pre-approval policies and procedures in accordance with paragraph (c) (7) (i) of Rule 2-01 of Regulation S-X, because it anticipates that in the future the engagement of BKD will be made by the Audit Committee and all non-audit and audit services to be rendered by BKD will be pre-approved by the Audit Committee. The Board of Directors for the last two years pre-approved audit-related and tax services provided by BKD.

Transactions With Certain Related Persons

Mutual Savings Bank follows a policy of offering to its directors, officers, and employees real estate mortgage loans secured by their principal residence and other loans. These loans are made in the ordinary course of business with the same collateral, interest rates and underwriting criteria as those of comparable transactions prevailing at the time and do not involve more than the normal risk of collectibility or present other unfavorable features. All such loans at December 31, 2005, were secured by the principal residences of directors and executive officers, except that Mr. Ellett has a loan secured by rental real estate and a loan secured by commercial real estate and Mr. Petro has two loans secured by commercial real estate and a loan secured by a commercial vehicle.

Current law requires that all loans or extensions of credit to executive officers, directors, and principal shareholders be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with the general public and must not involve more than the normal risk of repayment or present other unfavorable features. In addition, Mutual Savings Bank's lending to each of its executive officers for loans other than the purchase of a residence is limited to an amount equal to the greater of \$25,000 or 2.5% of Mutual Savings Bank's capital and unimpaired surplus, but not to exceed \$100,000. Mutual Savings Bank's policy regarding loans to directors and all employees meets the requirements of current law. All loans to Mutual Savings Bank's officers, directors and employees are and have been approved by a majority of the disinterested members of the board of directors. The aggregate amount of loans to directors and executive officers at December 31, 2005, was approximately \$2,496,000.

Robert D. Heuchan, Mutual Savings Bank's President and Chief Executive Officer, also serves as President and Treasurer of Mutual Financial Services, Inc., our wholly-owned subsidiary. He receives a \$100 monthly management fee for the services he provides to Mutual Financial Services, Inc. which include financial recordkeeping and preparing financial statements, negotiating agreements with insurance companies and overseeing compliance with insurance regulations. The disinterested directors on Mutual Savings Bank's Board of Directors review and approve his services and payment of the management fee on a quarterly basis.

The law firm of Cutsinger and Schafstall, of which Director Robert D. Schafstall is a partner, serves as counsel to Mutual Savings Bank in connection with loan delinquencies and related matters. The aggregate fees paid to Cutsinger and Schafstall did not exceed \$60,000 during the year ended December 31, 2005.

**PROPOSAL II - RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board of Directors of Third Century Bancorp has approved the engagement of BKD LLP to serve as Third Century Bancorp's independent registered public accounting firm for the year ending December 31, 2006, subject to the ratification of the engagement by Third Century Bancorp's stockholders at this Meeting.

Auditors are not deemed independent unless the Audit Committee has approved the engagement, or alternatively, the engagement is entered into pursuant to detailed pre-approval policies and procedures established by the Audit Committee which sets forth each specific service to be performed by the auditor. At the Meeting, stockholders will consider and vote on the ratification of the engagement of BKD LLP. A representative of the independent public accounting firm is expected to attend the Meeting to respond to appropriate questions and to make a statement if he so desires.

In order to ratify the selection of BKD LLP as the auditors for the year ending December 31, 2006, the proposal must receive at least a majority of the votes cast, either in person or by proxy, in favor of such ratification without regard to broker non-votes or proxies marked "Abstain". The Board of Directors recommends a vote "FOR" the ratification of BKD LLP as auditors for the 2006 year.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the 1934 Act requires that Third Century Bancorp's officers and directors and persons who own more than 10% of Third Century Bancorp's Common Stock file reports of ownership and changes in ownership with the Securities and Exchange Commission (the "SEC"). Officers, directors and greater than 10% shareholders are required by SEC regulations to furnish Third Century Bancorp with copies of all Section 16(a) forms that they file.

Based solely on its review of the copies of such forms received by it, and/or written representations from certain reporting persons that no Forms 5 were required for those persons, Third Century Bancorp believes that during the year ended December 31, 2005, all filing requirements applicable to its officers, directors and greater than 10% beneficial owners with respect to Section 16(a) of the 1934 Act were satisfied in a timely manner.

SHAREHOLDER PROPOSALS

Any proposal which a shareholder wishes to have presented at the next Annual Meeting of Third Century Bancorp and included in the Proxy Statement and form of proxy relating to that meeting must be received at the main office of Third Century Bancorp for inclusion in the proxy statement no later than December 7, 2006. Any such proposal should be sent to the attention of the Secretary of Third Century Bancorp at 80 East Jefferson Street, Franklin, Indiana 46131.

A shareholder proposal being submitted for presentation at the Annual Meeting but not for inclusion in Third Century Bancorp's proxy statement and form of proxy, will be considered untimely if it is received by Third Century Bancorp a reasonable time before Third Century Bancorp begins to print proxy materials for the 2007 Annual Meeting. If,

however, less than 130 days' notice or prior public disclosure of the date of the next Annual Meeting is given or made to shareholders (which notice or public disclosure of the date of the meeting shall include the date of the Annual Meeting specified in publicly available By-Laws, if the Annual Meeting is held on such date), such proposal shall be considered untimely if it is received by Third Century

Bancorp later than the close of business on the 10th day following the day on which such notice of the date of the meeting was mailed or such public disclosure is made. If Third Century Bancorp receives notice of such proposal after such time, each proxy that Third Century Bancorp receives will confer upon it the discretionary authority to vote on the proposal in the manner the proxies deem appropriate, even though there is no discussion of the proposal in Third Century Bancorp's proxy statement for the next Annual Meeting.

OTHER MATTERS

Management is not aware of any business to come before the Annual Meeting other than those matters described in the Proxy Statement. However, if any other matters should properly come before the Annual Meeting, it is intended that the proxies solicited hereby will be voted with respect to those other matters in accordance with the judgment of the persons voting the proxies.

The cost of solicitation of proxies will be borne by Third Century Bancorp. Third Century Bancorp will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy material to the beneficial owners of the Common Stock. In addition to solicitation by mail, directors, officers, and employees of Third Century Bancorp may solicit proxies personally or by telephone without additional compensation.

Each shareholder is urged to complete, date and sign the proxy and return it promptly in the enclosed envelope.

By Order of the Board of Directors

/s/ Robert D. Heuchan

Robert D. Heuchan
President and Chief Executive Officer

April 7, 2006

ý PLEASE MARK VOTES
AS IN THIS EXAMPLE

**REVOCABLE PROXY
THIRD CENTURY BANCORP**

**ANNUAL MEETING OF SHAREHOLDERS
MAY 17, 2006**

1. The election as directors of all nominees listed below (except as marked to the contrary):

| For | With- hold | For All Except |
|-----|---------------|-------------------|
| o | o | o |

The undersigned hereby appoints Connie Paris-Carson and Debra K. Harlow, with full powers of substitution, to act as attorneys and proxies for the undersigned to vote all shares of common stock of Third Century Bancorp which the undersigned is entitled to vote at the Annual Meeting of Shareholders to be held at the main office of Mutual Savings Bank, 80 East Jefferson Street, Franklin, Indiana 46131, on Wednesday, May 17, 2006 at 9:00 a.m. local time, and at any and all adjournments thereof, as follows:

David A. Coffey Jerry D. Petro

INSTRUCTION: To withhold authority to vote for any individual -nominee, mark “For All Except” and write that nominee’s name in the space provided below.

In their discretion, the proxies are authorized to vote on any other business that may properly come before the Meeting or any adjournment thereof.

The Board of Directors recommends a vote “**FOR**” listed proposition.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

This Proxy may be revoked at any time prior to the voting thereof.

Please be sure to sign and date this Proxy in the box below

Date

Shareholder sign above

Co-holder (if any) sign above)

^ Detach above card, sign, date and mail in postage paid envelope provided. ^

THIRD CENTURY BANCORP

THIS PROXY WILL BE VOTED AS DIRECTED, BUT IF NO INSTRUCTIONS ARE SPECIFIED, THIS PROXY WILL BE VOTED FOR THE PROPOSITION STATED. IF ANY OTHER BUSINESS IS

PRESENTED AT SUCH MEETING, THIS PROXY WILL BE VOTED BY THOSE NAMED IN THIS PROXY IN THEIR BEST JUDGMENT. AT THE PRESENT TIME, THE BOARD OF DIRECTORS KNOWS OF NO OTHER BUSINESS TO BE PRESENTED AT THE MEETING.

The above signed acknowledges receipt from Third Century Bancorp, prior to the execution of this Proxy, of a Notice of the Meeting, a Proxy Statement and an Annual Report to Shareholders.

Please sign as your name appears on this card. When signing as attorney, executor, administrator, trustee or guardian, please give your full title. If shares are held jointly, each holder should sign.

**PLEASE ACT PROMPTLY
SIGN, DATE & MAIL YOUR PROXY CARD TODAY**

IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED BELOW AND RETURN THIS PORTION WITH THE PROXY IN THE ENVELOPE PROVIDED.
