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CSB BANCORP INC /OH  
Form DFAN14A  
July 12, 2001

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 (Amendment No. )

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 Section 240.14a-11(c) or Section 240.14a-12

CSB Bancorp, Inc.

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(Name of Registrant as Specified In Its Charter)

The Committee of Concerned CSB Shareholders for a Better Bank

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed  
pursuant to Exchange Act Rule 0-11 (set forth the amount on which

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the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:  
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(5) Total fee paid:  
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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:  
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(2) Form, Schedule or Registration Statement No.:  
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(3) Filing Party:  
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(4) Date Filed:  
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Notes:

Concerned CSB Shareholders For a Better Bank

An Open Invitation To The Shareholders  
Of CSB Bancorp, Millersburg, Ohio

Dear Fellow Shareholders:

As you probably know, The Committee of Concerned CSB Shareholders has nominated Jeffery A. Robb, Sr. for election to the Board of Directors of CSB Bancorp, Inc. at the annual meeting of shareholders, which is scheduled for Wednesday, July 25, 2001. We have sent our proxy materials, along with our blue proxy card, to all CSB shareholders and I urge you to review these materials carefully.

We will be holding a meeting on Wednesday, July 18, 2001 in the conference room

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at Millersburg Medical Center, 1261 Wooster Road, Millersburg, Ohio, beginning at 7:00 p.m. Please join us to meet Mr. Robb, hear about his plans for the bank and share your thoughts as to how we can make our bank better. Our attorney, Christopher J. Hubbert, will be available to answer any questions you may have about voting at the annual meeting. We will also have available copies of our proxy statement and card if you have not yet received yours.

We believe that CSB's Board and management have failed to implement a business plan and strategy to keep the bank financially sound. We are convinced that CSB's shareholders have stood by long enough while the Board's management of the bank has failed to halt a steady decline in shareholder value. We nominated Mr. Robb for election to the Board because we trust that he will represent you, the shareholders of CSB, and that he has the knowledge and expertise needed to help guide the bank through this crisis. We believe that Mr. Robb's election will provide management with the fresh perspective necessary to increase profitability and maximize shareholder value, and we urge you to vote to support Mr. Robb and help bring a change of direction to your bank.

Your vote is important. No matter how many or how few shares of CSB you own, please vote for Mr. Robb by signing, dating and returning our blue proxy card today. Do not return the green proxy card sent to you by CSB's Board of Directors. Even if you mark "withhold" on the Board's green proxy card as a protest against the incumbent Board, your vote will not count for Mr. Robb. You can only vote for Mr. Robb on the blue proxy card.

If your shares are held for you by a bank or brokerage firm, your broker cannot vote your shares unless he or she receives your specific instructions. Please call your bank or broker and instruct your representative to vote for Mr. Robb on the blue proxy card.

If you have already returned a Board of Directors' proxy card before receiving our proxy statement, you have every right to change your vote by signing and returning our blue proxy card. Only your latest dated properly executed proxy will count at the annual meeting. Make certain that your most recent proxy is our blue proxy.

For your proxy to count for Mr. Robb, we must receive it before the annual meeting on July 25. You can mail your signed and dated proxy card to us at P.O. Box 170, Millersburg, Ohio 44654, fax it to us at 330-674-4914, or deliver it directly to any of our committee members: Richard G. Elliott, Ted W. DeHass, Don E. Sprankle, Jeffery A. Robb, Sr., Gloria J. Miller, Darwin L. Snyder or Victor R. Snyder. Of course, you may also attend the annual meeting and vote for Mr. Robb in person.

If you have any questions about how to vote your shares or change your vote, please contact us toll-free at 800-276-8169. The annual meeting is July 25 -- don't delay! Please vote the blue proxy card today for a better bank!

Respectfully Submitted,

/s/ Richard G. Elliott  
RICHARD G. ELLIOTT  
Chairman of The Committee of Concerned  
CSB Shareholders for a Better Bank

July 12, 2001