

Board of Governors of the Federal Reserve System

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SUPERVISION & REGULATION



Annual Report of Holding Companies—FR Y-6

2014 MAR 26 PM 3:21

FEDERAL RESERVE BANK
OF CLEVELAND

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.

I, JANE GILKERSON

Name of the Holding Company Director and Official

TREASURER

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 3213463
C.I. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

TOWN SQUARE FINANCIAL CORPORATION

Legal Title of Holding Company

P.O. BOX 2289

(Mailing Address of the Holding Company) Street / P.O. Box

ASHLAND KY 41105
City State Zip Code

9431 US 60, ASHLAND, KY 41102

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

JANE GILKERSON

CFO

Name

Title

606-929-7713

Area Code / Phone Number / Extension

606-929-5566

Area Code / FAX Number

jgilkeron@townsquarebank.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."

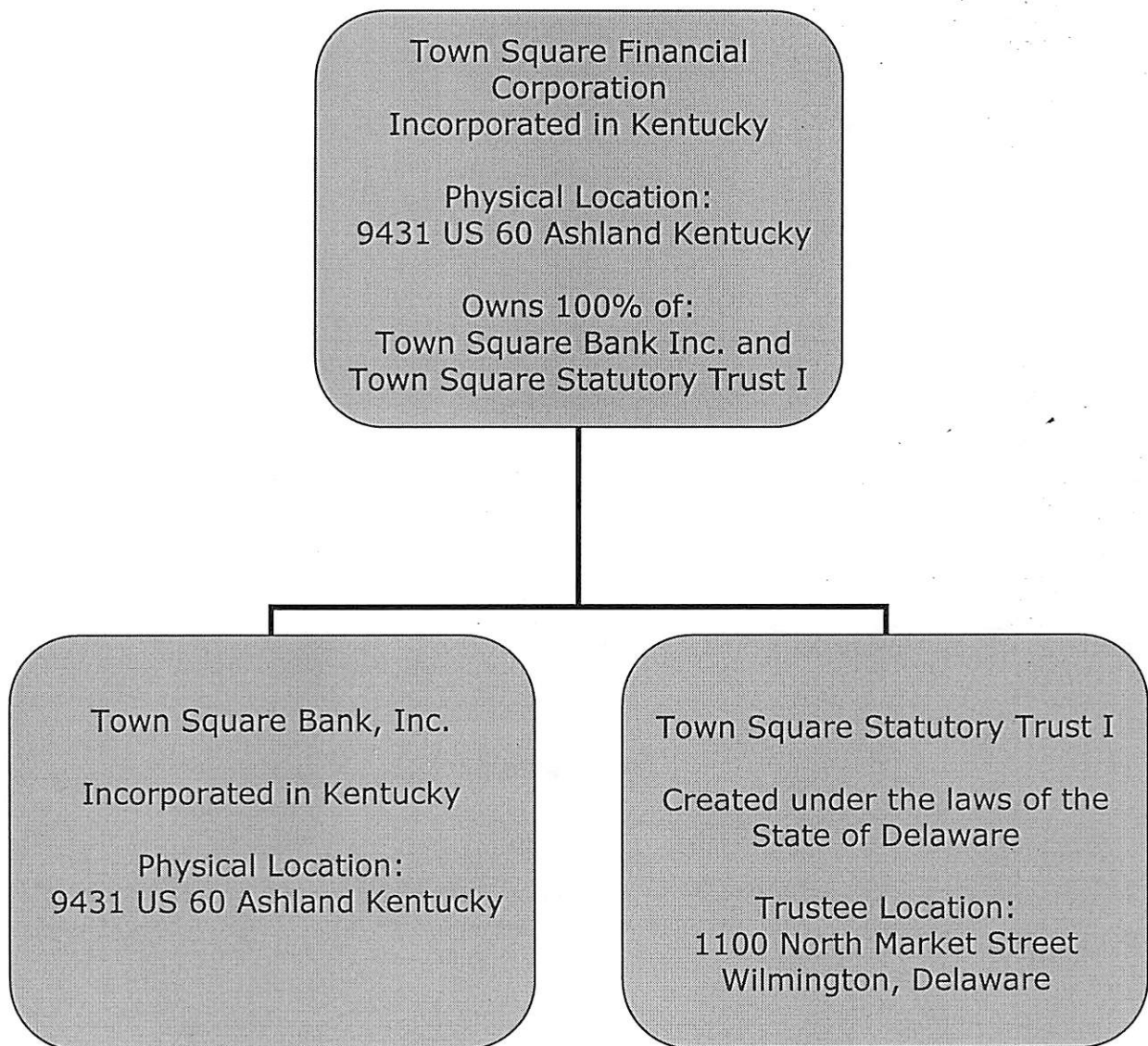
☒ No

Form FR Y-6

Town Square Financial Corporation
Ashland Kentucky
Fiscal Year Ending December 31, 2013

Report Item

- 1: The bank holding company did not prepare an annual report for its shareholders. Shareholders received a proxy and notice of a Special Meeting on March 11, 2014 to vote on the merger with Home Federal Savings & Loan Association. The merger was effective March 18, 2014.**
- 2: Organizational Chart**



Form FR Y-6
Town Square Financial Corporation
Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			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 12-31-2013		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Shannon Wells Rush, Kentucky	USA	156,082 shs 35.85%	NOT APPLICABLE		
Christie Addington Ashland, Kentucky	USA	41,750 shs 9.59%			
Thomas L. Burnette Ashland Kentucky	USA	26,500 shs 6.09%			

Form FR Y-6
Town Square Financial Corporation
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & 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 (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Bruce VanHorn Ashland, Ky USA	N/A	President, CEO & Chairman	President & CEO	A3A Storage	3.29%	None	A3A Storage: 100%
E. Thomas Cobb Nicholasville, Ky USA	N/A	Vice President	Area President	Partner: Branco Properties Partner: Cobb and Temple Properties Sole Proprietor: Cobb Insurance	1.65%	None	Branco Properties: 50% Cobb and Temple Properties: 50% Cobb Insurance: 100%
Cathy L. Groves Ashland, Ky USA	N/A	Secretary	Chief Operations Officer	N/A	.44%	None	N/A
F Jane Gilkerson Kenova, WV USA	N/A	Treasurer	Chief Financial Officer	N/A	.15%	None	N/A
Curt Cassell Ashland Ky USA	N/A	Director	None	N/A	.54%	None	N/A
David L. Varney Huntington WV USA	N/A	Director	None	N/A	1.16%	None	N/A
Christie Addington Ashland, Ky USA	N/A	N/A	N/A	N/A	9.72%**	None	N/A

**Note: Although Christie Addington is not a director or officer of the bank holding company, information must be provided because she is considered a "principal shareholder" of the bank holding company. This definition can be found in the FRY-6 instructions.

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Town Square Financial Corporation
Fiscal Year Ending December 31, 2013

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Shannon Wells Rush, Ky USA	Commercial Electrical Contractor	Director	None	President: CW Electric President: Williams Electric President: Mine Ventilation President: Appalachian Electric Supply Owner: Triple Z Enterprises Owner: Rush Properties Owner: Triple Z Properties Owner: Coalton Properties Owner: Rt. 207 Properties President: SAZ Properties President: High Voltage Inc. Owner: Power Services, Inc. Owner: CW Electric Services Owner: Wilburn Farm Properties Owner: Triple W Electric Owner: Nitro E & I Owner: Rushmart Owner: SLW Enterprises Owner: Rock and Coal Construction, Inc. Owner: American Staffing Owner: CW Coal Sales Owner: Iron Horse Mud Ranch Owner: Primetime Energy Owner: Bluehawks Properties Owner: High Voltage Vulcanizing Owner: WACW, LLC Owner: Eastern KY Equipment Sales & Services Owner: Wells Real Estate	38.54%	None	CW Electric: 100% Williams Electric: 50% Mine Ventilation: 100% Appalachian Electric Supply: 100% Triple Z Enterprises: 100% Rush Properties: 100% Triple Z Properties: 100% Coalton Properties: 100% Rt. 207 Properties: 100% SAZ Properties: 100% High Voltage Inc.: 50% Power Services, Inc.: 50% CW Electric Services: 100% Wilburn Farm Properties: 100% Triple W Electric: 100% Nitro E & I: 100% Rushmart: 100% SLW Enterprises: 100% Rock and Coal Construction, Inc.: 49% American Staffing: 25% CW Coal Sales: 100% Iron Horse Mud Ranch: 100% Primetime Energy: 100% Bluehawks Properties: 49% High Voltage Vulcanizing: 100% WACW, LLC: 50% Eastern KY Equipment Sales & Services: 100% Wells Real Estate: 100%

Form FR Y-6
Town Square Financial Corporation
Fiscal Year Ending December 31, 2013

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Thomas L. Burnette Ashland Ky USA	N/A	Director	None	President: Ashland Office Supply Owner: TOJO, LLC Owner: Shannco, LLC Owner: ABB Properties Owner: GTD, LLC Owner: TADS, LLC	6.09%	None	Ashland Office Supply: 100% TOJO, LLC: 50% Shannco, LLC: 50% ABB Properties: 100% GTD, LLC: 25% TADS, LLC: 50%
John C. Stewart, Jr. Ashland Ky USA	N/A	Director	None	Owner: Van Art Properties Owner: Bellefonte Land Owner: V & S Assurance Owner: Scorpio Assurance Owner: Robinson Realty	3.45%	None	Van Art Properties: 100% Bellefonte Land: 75% V & S Assurance: 50% Scorpio Assurance: 50% Robinson Realty: 100%

Results: A list of branches for your depository institution: TOWN SQUARE BANK INC. (ID_RSSD: 2869667).
This depository institution is held by TOWN SQUARE FINANCIAL CORPORATION (3213463) of ASHLAND, KY.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ok		Full Service (Head Office)	2869667	TOWN SQUARE BANK INC.	9431 U.S. ROUTE 60	ASHLAND	KY	41102	BOYD	UNITED STATES	78243	0	TOWN SQUARE BANK INC.	2869667	
ok		Full Service	3134205	MIDTOWN BRANCH	621 MARTIN LUTHER KING JR. BOULEVARD	ASHLAND	KY	41101	BOYD	UNITED STATES	364332	1	TOWN SQUARE BANK INC.	2869667	
ok		Full Service	4243953	CATLETTSBURG OFFICE	3500 COURT STREET	CATLETTSBURG	KY	41129	BOYD	UNITED STATES	515974	4	TOWN SQUARE BANK INC.	2869667	
ok		Full Service	3282946	NICHOLASVILLE BRANCH	150 SOUTH MAIN STREET	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	429581	2	TOWN SQUARE BANK INC.	2869667	