

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
 OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 APR -2 A 11:00
 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):

December 31, 2013

Month / Day / Year

I, R. E. Coffman

Name of the Holding Company Director and Official

President & CEO

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.

Reporter's Name, Street, and Mailing Address

Poage Bankshares, Inc.

Legal Title of Holding Company

P.O. Box 905

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

Ashland KY 41101-0905

City State Zip Code

1500 Carter Avenue, Ashland, KY 41101

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Jeff Clark SVP & Controller

Name Title

606-326-2916

Area Code / Phone Number / Extension

606-326-2988

Area Code / FAX Number

jclark@hfsl.com

E-mail Address

NA

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

Signature of Holding Company Director and Official

03/31/2014

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 4303969
 C.I. _____

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

Poage Bankshares, Inc.

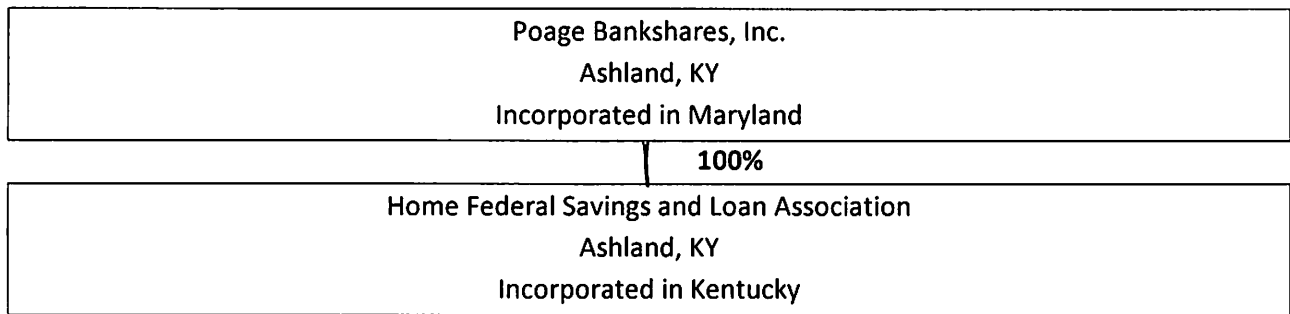
Ashland, KY

Fiscal Year Ending December 31, 2013

Report Item

1: The savings and loan holding company prepares the annual report on form 10-K and is registered with the SEC. (Copy of form 12/31/13 10-K enclosed)

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank. (Copy enclosed)

Form FR Y-6
Poage Bankshares, Inc.
Fiscal Year Ending December 31, 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 12-31-13

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and percentage of Each Class of Voting Shares
Home Federal Savings and Loan ESOP Ashland, KY, USA	USA	269,688 - 8.06% Common Stock
Sandler O'Neill Asset Management, LLC New York, NY, USA	USA	260,333 - 7.76% Common Stock
Joseph Stilwell	USA	
Stilwell Activist Fund, L.P.	USA	
Stilwell Activist Investments, L.P.	USA	
Stilwell Partners, L.P.	USA	
Stilwell Value LLC	USA	
Stilwell Value Partners II, L.P.	USA	
Stilwell Value Partners V, L.P.	USA	
Stilwell Value Partners VII, L.P. New York, NY, USA	USA	318,471 - 9.51% Common Stock
Ithan Creek Master Investors (Cayman), L.P.	Cayman Islands	
Wellington Hedge Management, LLC	USA	315,817 - 9.44 % Common Stock
c/o Wellington Management Company, LLP	USA	
(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and percentage of Each Class of Voting Shares

NONE

Form FR Y-6
Poage Bankshares, Inc.
Ashland, KY
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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

(1)	(2)	(3)(a)	3(b)	3(c)	4(a)	4(b)	4(c)
Name, City, State, Country	Principal Occupation If other than with Holding Company	Title and Position with Holding company	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries	List names of other companies (includes partnerships) if 25% or more of voting securities are held
J. Thomas Rupert Ashland, KY, USA	Retired	Director & Chairman	Director & Chairman	N/A	1.15%	None	N/A
Ralph E. Coffman Ashland, KY, USA	N/A	President, Chief Executive Officer & Director	President, Chief Executive Officer & Director	N/A	0.54%	None	N/A
Darryl E. Akers Ashland, KY, USA	Retired	Director	N/A	N/A	0.12%	None	N/A
James W. King Ashland, KY, USA	N/A	Exe Vice President & Chief Information Officer	Exe Vice President & Chief Information Officer & Director	N/A	0.55%	None	N/A
Jeffery W. Clark Proctorville, OH, USA	N/A	Sr. Vice President & Chief Financial Officer	Sr. Vice President & Chief Financial Officer	N/A	0.31%	None	N/A
Miles R. Armentrout Springboro, OH, USA	N/A	Exe Vice President & Chief Credit Officer	Exe Vice President & Chief Credit Officer	N/A	0.28%	None	N/A
Thomas P. Carver Franklin Furnace, OH, USA	Real Estate Property Managemnet	Director	Director	Partner CasCar Properties	1.14%	None	N/A
Everette B. Geveden Ashland, KY, USA	Physician	Director	Director	President & CEO - Family Allergy Services, Inc.	0.69%	None	Family Allergy Services, Inc. (100%)
Stuart N. Moore Ashland, KY, USA	Real Estate Management and Realtor	Director	Director	President - Jasmine Properties LLC & MRS Corp.	1.23%	None	Jasmine Properties, LLC (100%) MRS Corp. (100%)
Charles W. Robinson Ashland, KY, USA	Public Accounting	Director	Director	President - Charles W. Robinson, CPA, PSC	1.14%	None	Charles W. Robinson, CPA, PSC (100%) BJR&C, Inc. (37%)

Results: A list of branches for your depository institution: HOME FEDERAL SAVINGS AND LOAN ASSOCIATION (ID_RSSD: 1011076).
 This depository institution is held by POAGE BANKSHARES, INC. (4303969) 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)	1011076	HOME FEDERAL SAVINGS AND LOAN ASSOCIATION	1500 CARTER AVENUE	ASHLAND	KY	41101	BOYD	UNITED STATES	42711	0	HOME FEDERAL SAVINGS AND LOAN ASSOCIATION	1011076	
OK		Full Service	4150949	SUMMIT OFFICE	6628 US RT 60	ASHLAND	KY	41102	BOYD	UNITED STATES	277555	102	HOME FEDERAL SAVINGS AND LOAN ASSOCIATION	1011076	
OK		Full Service	4150903	FLATWOODS OFFICE	1608 ARGILLITE RD	FLATWOODS	KY	41139	GREENUP	UNITED STATES	277553	1	HOME FEDERAL SAVINGS AND LOAN ASSOCIATION	1011076	
OK		Full Service	4150912	GREENUP OFFICE	501 US 23	GREENUP	KY	41144	GREENUP	UNITED STATES	518617	104	HOME FEDERAL SAVINGS AND LOAN ASSOCIATION	1011076	
OK		Full Service	4150921	LOUISA OFFICE	119 NORTH MAIN CROSS STREET	LOUISA	KY	41230	LAWRENCE	UNITED STATES	44332	101	HOME FEDERAL SAVINGS AND LOAN ASSOCIATION	1011076	
OK		Full Service	4150930	SOUTH SHORE OFFICE	33 MCKELL LANE	SOUTH SHORE	KY	41175	GREENUP	UNITED STATES	277554	100	HOME FEDERAL SAVINGS AND LOAN ASSOCIATION	1011076	