

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK  
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2015 JUL -2 P 3: 02  
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.

I, R. E. Coffman, Jr.

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.

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  
06/30/2015

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. \_\_\_\_\_

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

December 31, 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Poage Bankshares, Inc

Legal Title of Holding Company

P. O. Box 509

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

Ashland KY 41105-0509

City State Zip Code

1500 Carter Avenue, Ashland, KY 41101

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jeff Clark Sr. VP & Controller

Name Title

606-326-2916

Area Code / Phone Number / Extension

606-324-7197

Area Code / FAX Number

jclark@townsquarebank.com

E-mail Address

N/A

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

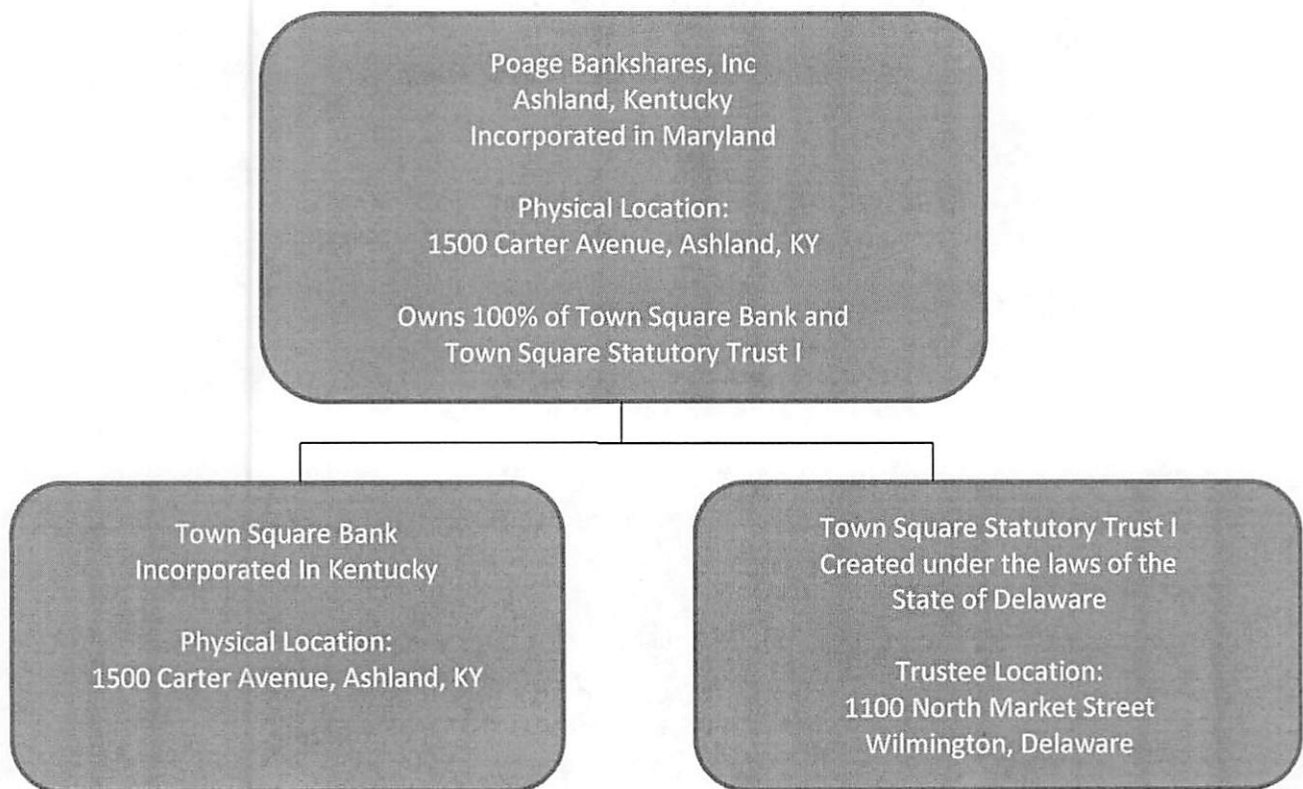
Poage Bankshares, Inc.  
Ashland, KY

Fiscal Year Ending December 31, 2014

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 12/31/14 10-K is included)

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank by e-mail on 3/27/15.

**Results:** A list of branches for your depository institution: TOWN SQUARE BANK (ID\_RSSD: 1011076).  
 This depository institution is held by POAGE BANKSHARES, INC. (4303969) of ASHLAND, KY.  
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**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         | TOWN SQUARE BANK     | 1500 CARTER AVENUE          | ASHLAND       | KY    | 41101    | BOYD      | UNITED STATES | 42711        | 0              | TOWN SQUARE BANK | 1011076              |          |
| OK          |                | Full Service               | 2869667         | CANNONSBURG OFFICE   | 9431 U.S. ROUTE 60          | ASHLAND       | KY    | 41102    | BOYD      | UNITED STATES | Not Required | Not Required   | TOWN SQUARE BANK | 1011076              |          |
| OK          |                | Full Service               | 4243953         | CATLETTSBURG OFFICE  | 3500 COURT STREET           | CATLETTSBURG  | KY    | 41129    | BOYD      | UNITED STATES | Not Required | Not Required   | TOWN SQUARE BANK | 1011076              |          |
| OK          |                | Full Service               | 4150903         | FLATWOODS OFFICE     | 1608 ARGILLITE RD           | FLATWOODS     | KY    | 41139    | GREENUP   | UNITED STATES | 277553       | 1              | TOWN SQUARE BANK | 1011076              |          |
| OK          |                | Full Service               | 4150912         | GREENUP OFFICE       | 501 US 23                   | GREENUP       | KY    | 41144    | GREENUP   | UNITED STATES | 518617       | 104            | TOWN SQUARE BANK | 1011076              |          |
| OK          |                | Full Service               | 4150921         | LOUISA OFFICE        | 119 NORTH MAIN CROSS STREET | LOUISA        | KY    | 41230    | LAWRENCE  | UNITED STATES | 44332        | 101            | TOWN SQUARE BANK | 1011076              |          |
| OK          |                | Full Service               | 3282946         | NICHOLASVILLE BRANCH | 150 SOUTH MAIN STREET       | NICHOLASVILLE | KY    | 40356    | JESSAMINE | UNITED STATES | Not Required | Not Required   | TOWN SQUARE BANK | 1011076              |          |
| OK          |                | Full Service               | 4150930         | SOUTH SHORE OFFICE   | 33 MCKELL LANE              | SOUTH SHORE   | KY    | 41175    | GREENUP   | UNITED STATES | 277554       | 100            | TOWN SQUARE BANK | 1011076              |          |

**Form FR Y-6**  
**Poage Bankshares, Inc.**  
**Fiscal Year Ending December 31, 2014**

**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

| <b>(1)(a)</b><br>Name, City, State, Country            | <b>(1)(b)</b><br>Country of Citizenship or Incorporation | <b>(1)(c)</b><br>Number and percentage of Each Class of<br>Voting Shares |
|--|--|--|
| Home Federal Savings and Loan ESOP<br>Ashland, KY, USA | USA  | 269,409 - 6.95% Common Stock   |
| Maltese Capital Management, LLC<br>New York, NY, USA   | USA  | 205,400 - 5.30% Common Stock   |
| Joseph Stilwell<br>New York, NY, USA                   | USA  | 374,708 - 9.67% Common Stock   |
| Wellington Management Group LLP<br>Boston, MA, USA     | USA  | 315,817 - 8.15 % Common Stock  |
| <b>(2)(a)</b><br>Name, City, State, Country            | <b>(2)(b)</b><br>Country of Citizenship or Incorporation | <b>(2)(c)</b><br>Number and percentage of Each Class of<br>Voting Shares |

NONE

**Form FR Y-6**  
**Poage Bankshares, Inc.**  
**Ashland, KY**  
**Fiscal Year Ending December 31, 2014**

**Report Item 4: Insiders**

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

| (1)<br>Name, City, State, Country             | (2)<br>Principal Occupation if other than<br>with Holding Company | (3)(a)<br>Title and Position with Holding<br>company | (3)(b)<br>Title & Position with Subsidiaries  | (3)(c)<br>Title & Position with Other Businesses   | (4)(a)<br>Percentage of Voting<br>Shares in Holding<br>Company | (4)(b)<br>Percentage of Voting<br>Shares in<br>Subsidiaries | (4)(c)<br>List names of other companies (includes<br>partnerships) if 25% or more of voting securities are<br>held |
|---|---|--|---|--|--|---|--|
| Ralph E. Coffman<br>Ashland, KY, USA          | N/A   | President, Chief Executive<br>Officer &<br>Director  | Chief Executive Officer &<br>Director         | N/A  | 0.47%  | None  | N/A  |
| Darryl E. Akers<br>Ashland, KY, USA           | N/A   | Director   | Consultant                                    | N/A  | 0.14%  | None  | N/A  |
| James W. King<br>Ashland, KY, USA             | N/A   | EVP & Chief Information<br>Officer                   | EVP & Chief Information<br>Officer & Director | N/A  | 0.48%  | None  | N/A  |
| Jeffery W. Clark<br>Proctorville, OH, USA     | N/A   | Sr. Vice President &<br>Controller                   | Sr. Vice President &<br>Controller            | N/A  | 0.27%  | None  | N/A  |
| Miles R. Armentrout<br>Springboro, OH, USA    | N/A   | EVP & Chief Credit<br>Officer                        | EVP & Chief Credit<br>Officer                 | N/A  | 0.23%  | None  | N/A  |
| Thomas P. Carver<br>Franklin Furnace, OH, USA | N/A   | Chairman- Director                                   | Chairman- Director                            | Partner<br>CasCar Properties                       | 0.99%  | None  | N/A  |
| Everette B. Geveden<br>Ashland, KY, USA       | Physician   | Director   | Director                                      | President & CEO -<br>Family Allergy Services, Inc. | 0.98%  | None  | Family Allergy Services, Inc. (100%)   |
| Stuart N. Moore<br>Ashland, KY, USA           | Real Estate Management  | Director   | Director                                      | President -<br>Jasmine Properties LLC & MRS Corp.  | 1.10%  | None  | Jasmine Properties, LLC (100%)<br>MRS Corp. (100%)   |
| Charles W. Robinson<br>Ashland, KY, USA       | Public Accounting   | Director   | Director                                      | President -<br>Charles W. Robinson, CPA, PSC       | 1.02%  | None  | Charles W. Robinson, CPA, PSC (100%)<br>BJR&C, Inc. (37%)  |

**Report Item 4: Insiders**

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

| (1)<br>Name, City, State, Country        | (2)<br>Principal Occupation if other than<br>with Holding Company | (3)(a)<br>Title and Position with Holding<br>company | (3)(b)<br>Title & Position with Subsidiaries | (3)(c)<br>Title & Position with Other Businesses  | (4)(a)<br>Percentage of Voting<br>Shares in Holding<br>Company | (4)(b)<br>Percentage of Voting<br>Shares in<br>Subsidiaries | (4)(c)<br>List names of other companies (includes<br>partnerships) if 25% or more of voting securities are<br>held                  |
|--|---|--|--|---|--|---|---|
| Thomas Burnette<br>Ashland, KY, USA      | N/A   | Director   | Director                                     | President - Ashland Office Supply<br>Owner - TOJO, LLC<br>Owner - Shannco, LLC<br>Owner - ABB Properties<br>Owner - GDT, LLC<br>Owner - TADS, LLC | 1.99%  | None  | Ashland Office Supply - 100%<br>TOJO, LLC - 50%<br>Shannco, LLC - 50%<br>ABB Properties - 100%<br>GTD, LLC - 25%<br>TADS, LLC - 50% |
| John C. Stewart, Jr.<br>Ashland, KY, USA | N/A   | Director   | Director                                     | Owner - Van Art Properties<br>Owner - Bellefonte Land<br>Owner - V & S Assurnace<br>Owner - Scorpio Assurance<br>Owner - Robinson Realty          | 1.47%  | None  | Van Art Properties - 100%<br>Bellefonte Land - 75%<br>V & S Assurance - 50%<br>Scorpio Assurance - 50%<br>Robinson Realty - 100%    |
| F. Jane Gilkerson<br>Kenova, WV, USA     | N/A   | EVP & Chief Financial<br>Officer                     | EVP & Chief Financial<br>Officer             | N/A   | 0.07%  | None  | N/A   |
| Bruce VanHorne<br>Ashland, KY, USA       | N/A   | EVP  | President & Director                         | Owner - A3A Storage   | 0.63%  | None  | A3A Storage - 100%  |