Annual Report of Holding Companies—FR Y-6

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013

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.

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 251, 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

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.

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

([Footer: Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of .35 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.])
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

Diagram:
- Town Square Financial Corporation
  Incorporated in Kentucky
  Physical Location: 9431 US 60 Ashland Kentucky
  Owns 100% of:
  - Town Square Bank Inc. and Town Square Statutory Trust I

- Town Square Bank, Inc.
  Incorporated in Kentucky
  Physical Location: 9431 US 60 Ashland Kentucky

- Town Square Statutory Trust I
  Created under the laws of the State of Delaware
  Trustee Location: 1100 North Market Street Wilmington, Delaware
Report Item 3: Shareholders (1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013</th>
<th>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</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)(a) Name &amp; Address (City, State, Country)</td>
<td>(1)(b) Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>Shannon Wells Rush, Kentucky</td>
<td>USA</td>
</tr>
<tr>
<td>Christie Addington Ashland, Kentucky</td>
<td>USA</td>
</tr>
<tr>
<td>Thomas L. Burnette Ashland Kentucky</td>
<td>USA</td>
</tr>
</tbody>
</table>
### 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)

<table>
<thead>
<tr>
<th>(1) Names &amp; Address (City, State, Country)</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bruce VanHorn Ashland, Ky USA</td>
<td>N/A President, CEO &amp; Chairman</td>
<td>President &amp; CEO</td>
<td>A3A Storage</td>
<td>3.29%</td>
<td>None</td>
<td>A3A Storage: 100%</td>
<td></td>
</tr>
</tbody>
</table>
| 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.
<table>
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<tr>
<th>Names &amp; Address</th>
<th>Principal Occupation with Bank Holding Company</th>
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<tr>
<td>Shannon Wells Rush, Ky USA</td>
<td>Commercial Electrical Contractor</td>
<td>Director</td>
<td>None</td>
<td>President: CW Electric&lt;br&gt;President: Williams Electric&lt;br&gt;President: Mine Ventilation&lt;br&gt;President: Appalachian Electric Supply&lt;br&gt;Owner: Triple Z Enterprises&lt;br&gt;Owner: Rush Properties&lt;br&gt;Owner: Triple Z Properties&lt;br&gt;Owner: Coalton Properties&lt;br&gt;Owner: Rt. 207 Properties&lt;br&gt;President: SAZ Properties&lt;br&gt;President: High Voltage Inc.&lt;br&gt;Owner: Power Services, Inc.&lt;br&gt;Owner: CW Electric Services&lt;br&gt;Owner: Wilburn Farm Properties&lt;br&gt;Owner: Triple W Electric&lt;br&gt;Owner: Nitro E &amp; I&lt;br&gt;Owner: Rushmart&lt;br&gt;Owner: SLW Enterprises&lt;br&gt;Owner: Rock and Coal Construction, Inc.&lt;br&gt;Owner: American Staffing&lt;br&gt;Owner: CW Coal Sales&lt;br&gt;Owner: Iron Horse Mud Ranch&lt;br&gt;Owner: Primetime Energy&lt;br&gt;Owner: Bluehawks Properties&lt;br&gt;Owner: High Voltage Vulcanizing&lt;br&gt;Owner: WACW, LLC&lt;br&gt;Owner: Eastern KY Equipment Sales &amp; Services&lt;br&gt;Owner: Wells Real Estate</td>
<td>38.54%</td>
<td>None</td>
</tr>
</tbody>
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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 (1213463) 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 was listed as open, enter 'Close' in the Data Action column and the sale or closing date in the Effective Date column.
Delete: If a branch listed was never owned by your depository institution, enter 'Delete' in the Data Action column.
Add: If a reportable branch is missing, insert a row 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 signed copy to your FRB contact. See the detailed instructions on this site for more information.
If you are emailing 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 UNIFORM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch_ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNIFORM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office_ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>ck</td>
<td>2869667</td>
<td>Full Service (Branch Office)</td>
<td>2869667</td>
<td>TOWN SQUARE BANK INC.</td>
<td>9431 U.S. ROUTE 60</td>
<td>ASHLAND</td>
<td>KY</td>
<td>41102</td>
<td>Boyd</td>
<td>United States</td>
<td>78242</td>
<td>TOWN SQUARE BANK INC.</td>
<td>2869667</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ck</td>
<td>3134205</td>
<td>Full Service</td>
<td>3134205</td>
<td>MIDTOWN BRANCH</td>
<td>211 MARTIN LUTHER KING JR. BOULEVARD</td>
<td>ASHLAND</td>
<td>KY</td>
<td>41101</td>
<td>Boyd</td>
<td>United States</td>
<td>364139</td>
<td>TOWN SQUARE BANK INC.</td>
<td>2869667</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ck</td>
<td>2822946</td>
<td>Full Service</td>
<td>2822946</td>
<td>NICHOLASVILLE BRANCH</td>
<td>150 SOUTH MAIN STREET</td>
<td>NICHOLASVILLE</td>
<td>KY</td>
<td>40356</td>
<td>Jessamine</td>
<td>United States</td>
<td>429981</td>
<td>TOWN SQUARE BANK INC.</td>
<td>2869667</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>