Annual Report of Holding Companies—FR Y-6

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. § 3108(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, Bruce VanHorn
Name of the Holding Company Director and Official
President & Chief Executive Officer
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
03/28/2016
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 C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
Month / Day / Year
N/A

Reporters Legal Entity Identifier (LEI) (20-character LEI Code)

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
Month / Day / Year
N/A

Reporters 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 SVP & 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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.26 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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City</td>
<td>City</td>
</tr>
<tr>
<td>State</td>
<td>State</td>
</tr>
<tr>
<td>Zip Code</td>
<td>Zip Code</td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
<tr>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

12/2012
Form FR Y-6

Poage Bankshares, Inc.
Ashland, KY
Fiscal Year Ending December 31, 2015

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 12/31/15 10-K will be sent separately)

2a: Organizational Chart

Poage Bankshares, Inc
Ashland, Kentucky
Incorporated in Maryland

Physical Location:
1500 Carter Avenue, Ashland, KY

Owns 100% of Town Square Bank and Town Square Statutory Trust I

Legal Entity Identifier (LEI): N/A

Town Square Bank
A Federally Chartered Savings & Loan Association

Physical Location:
1500 Carter Avenue, Ashland, KY

Legal Entity Identifier (LEI): N/A

Town Square Statutory Trust I
Created under the laws of the State of Delaware

Trustee Location:
1100 North Market Street
Wilmington, Delaware

Legal Entity Identifier (LEI): N/A

2b: Domestic branch listing provided to the Federal Reserve Bank by e-mail on 3/17/16.
### 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 12-31-15

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name, City, State, Country</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and percentage of Each Class of Voting Shares</td>
</tr>
<tr>
<td>Home Federal Savings and Loan ESOP Ashland, KY, USA</td>
<td>USA</td>
<td>268,785 - 6.89% Common Stock</td>
</tr>
<tr>
<td>Maltese Capital Management, LLC New York, NY, USA</td>
<td>USA</td>
<td>210,000 - 5.38% Common Stock</td>
</tr>
<tr>
<td>Joseph Stilwell New York, NY, USA</td>
<td>USA</td>
<td>370,250 - 9.49% Common Stock</td>
</tr>
<tr>
<td>Wellington Management Group LLP Boston, MA, USA</td>
<td>USA</td>
<td>316,716 - 8.12% Common Stock</td>
</tr>
</tbody>
</table>

(2)(a) and (2)(b) and (2)(c)

None
Results: A list of branches for your depository institution: TOWN SQUARE BANK [ID_25690: 1011076].
This depository institution is held by POGGE BANKSHARES, INC. (4303965) of ASHLAND, KY.
The data are as of 12/11/2015. Data reflects information that was received and processed through 01/07/2016.

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-9C Reporting requirements, you must also submit FR Y-9C Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
The FR Y-9C report may be submitted in a hardcopy format or via the FR Y-9C Online application: https://y9c.frb.federalreserve.gov.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID RSSID</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 UNINUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID</th>
<th>RSSID</th>
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</thead>
<tbody>
<tr>
<td>OK</td>
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<td>Full Service (Head Office)</td>
<td>1011076</td>
<td>TOWN SQUARE BANK</td>
<td>1500 CARTER AVENUE</td>
<td>ASHLAND</td>
<td>KY</td>
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<td>BOYD</td>
<td>UNITED STATES</td>
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<td>78243</td>
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<td>1500 COURT STREET</td>
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<td>FLATWOODS OFFICE</td>
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<td>41229</td>
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<td>UNITED STATES</td>
<td>77765</td>
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<td>Full Service</td>
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<td>GREENUP OFFICE</td>
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<td>BOYD</td>
<td>UNITED STATES</td>
<td>77765</td>
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<td>KY</td>
<td>40955</td>
<td>RUSSELL</td>
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</tr>
<tr>
<td>OK</td>
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<td>Full Service</td>
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<td>SOUTH SHORE OFFICE</td>
<td>83 MCKELL LANE</td>
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<td>UNITED STATES</td>
<td>277554</td>
<td>100 TOWN SQUARE BANK</td>
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<tbody>
<tr>
<td>NONE</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

## Report Item 4: Insiders

1. **Bruce VanHorn**  
   **Ashland, KY, USA**  
   **Principal Occupation if other than with Holding Company: N/A**  
   **Title and Position with Holding Company: President, Chief Executive Officer & Director**  
   **Title & Position with Subsidiaries: President, Chief Executive Officer & Director**  
   **Title & Position with Other Businesses: N/A**  
   **Percentage of Voting Shares in Holding Company: 0.63%**  
   **Percentage of Voting Shares in Subsidiaries: None**  
   **List names of other companies (includes partnerships) if 25% or more of voting securities are held:**  
   - A3A Storage - 100%

2. **Darryl E. Akers**  
   **Ashland, KY, USA**  
   **Principal Occupation if other than with Holding Company: N/A**  
   **Title and Position with Holding Company: Consultant**  
   **Title & Position with Subsidiaries: Director**  
   **Title & Position with Other Businesses: N/A**  
   **Percentage of Voting Shares in Holding Company: 0.15%**  
   **Percentage of Voting Shares in Subsidiaries: None**  
   **List names of other companies (includes partnerships) if 25% or more of voting securities are held:**  
   - N/A

3. **James W. King**  
   **Ashland, KY, USA**  
   **Principal Occupation if other than with Holding Company: N/A**  
   **Title and Position with Holding Company: EVP & Chief Information Officer**  
   **Title & Position with Subsidiaries: EVP & Chief Information Officer & Director**  
   **Title & Position with Other Businesses: N/A**  
   **Percentage of Voting Shares in Holding Company: 0.55%**  
   **Percentage of Voting Shares in Subsidiaries: None**  
   **List names of other companies (includes partnerships) if 25% or more of voting securities are held:**  
   - N/A

4. **Jeffery W. Clark**  
   **Proctorville, OH, USA**  
   **Principal Occupation if other than with Holding Company: N/A**  
   **Title and Position with Holding Company: Sr. Vice President & Controller**  
   **Title & Position with Subsidiaries: Sr. Vice President & Controller**  
   **Title & Position with Other Businesses: N/A**  
   **Percentage of Voting Shares in Holding Company: 0.29%**  
   **Percentage of Voting Shares in Subsidiaries: None**  
   **List names of other companies (includes partnerships) if 25% or more of voting securities are held:**  
   - N/A

5. **Miles R. Armentrout**  
   **Springboro, OH, USA**  
   **Principal Occupation if other than with Holding Company: N/A**  
   **Title and Position with Holding Company: EVP & Chief Credit Officer**  
   **Title & Position with Subsidiaries: EVP & Chief Credit Officer**  
   **Title & Position with Other Businesses: N/A**  
   **Percentage of Voting Shares in Holding Company: 0.18%**  
   **Percentage of Voting Shares in Subsidiaries: None**  
   **List names of other companies (includes partnerships) if 25% or more of voting securities are held:**  
   - N/A

6. **Thomas P. Carver**  
   **Franklin Furnace, OH, USA**  
   **Principal Occupation if other than with Holding Company: N/A**  
   **Title and Position with Holding Company: Chairman - Director**  
   **Title & Position with Subsidiaries: Chairman - Director**  
   **Title & Position with Other Businesses: Partner CasCar Properties**  
   **Percentage of Voting Shares in Holding Company: 0.98%**  
   **Percentage of Voting Shares in Subsidiaries: None**  
   **List names of other companies (includes partnerships) if 25% or more of voting securities are held:**  
   - N/A

7. **Everette B. Geveden**  
   **Ashland, KY, USA**  
   **Principal Occupation if other than with Holding Company: Physician**  
   **Title and Position with Holding Company: Director**  
   **Title & Position with Subsidiaries: Director**  
   **Title & Position with Other Businesses: President & CEO - Family Allergy Services, Inc.**  
   **Percentage of Voting Shares in Holding Company: 0.74%**  
   **Percentage of Voting Shares in Subsidiaries: None**  
   **List names of other companies (includes partnerships) if 25% or more of voting securities are held:**  
   - Family Allergy Services, Inc. (100%)

8. **Stuart N. Moore**  
   **Ashland, KY, USA**  
   **Principal Occupation if other than with Holding Company: Real Estate Management**  
   **Title and Position with Holding Company: Director**  
   **Title & Position with Subsidiaries: Director**  
   **Title & Position with Other Businesses: President - Jasmine Properties LLC & MRS Corp.**  
   **Percentage of Voting Shares in Holding Company: 1.31%**  
   **Percentage of Voting Shares in Subsidiaries: None**  
   **List names of other companies (includes partnerships) if 25% or more of voting securities are held:**  
   - Jasmine Properties, LLC (100%)  
   - MRS Corp. (100%)

9. **Charles W. Robinson**  
   **Ashland, KY, USA**  
   **Principal Occupation if other than with Holding Company: Certified Public Accountant**  
   **Title and Position with Holding Company: Director**  
   **Title & Position with Subsidiaries: Director**  
   **Title & Position with Other Businesses: President - Charles W. Robinson, CPA, PSC**  
   **Percentage of Voting Shares in Holding Company: 1.05%**  
   **Percentage of Voting Shares in Subsidiaries: None**  
   **List names of other companies (includes partnerships) if 25% or more of voting securities are held:**  
   - Charles W. Robinson, CPA, PSC (100%)  
   - BJR&C, Inc. (29%)
<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation if other than with Holding Company</th>
<th>Title and Position with Holding company</th>
<th>Title &amp; Position with Subsidiaries</th>
<th>Title &amp; Position with Other Businesses</th>
<th>Percentage of Voting Shares in Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries</th>
<th>List names of other companies (includes partnerships) if 25% or more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Thomas Burnette, Ashland, KY, USA</td>
<td>Rental and Real Estate Management</td>
<td>Director</td>
<td>Director</td>
<td>President - Ashland Office Supply Member - TOJO, LLC Member - Shannco, LLC Member - ABB Properties Member - GDT, LLC Member - TADS, LLC Member - Office Furniture, USA Member - Boyd Properties</td>
<td>2.07%</td>
<td>None</td>
<td>Ashland Office Supply - 100% TOJO, LLC - 50% Shannco, LLC - 50% ABB Properties - 100% GTD, LLC - 25% TADS, LLC - 50% Office Furniture, USA - 49% Boyd Properties - 100%</td>
</tr>
<tr>
<td>John C. Stewart, Jr., Ashland, KY, USA</td>
<td>N/A</td>
<td>Director</td>
<td>Director</td>
<td>Owner - Van Art Properties Owner - Belclaire Land Owner - V &amp; S Assurance Owner - Scorpio Assurance Owner - Robinson Realty</td>
<td>1.65%</td>
<td>None</td>
<td>Van Art Properties - 100% Belclaire Land - 75% V &amp; S Assurance - 50% Scorpio Assurance - 50% Robinson Realty - 100%</td>
</tr>
<tr>
<td>F. Jane Gilkerson, Kenova, WV, USA</td>
<td>N/A</td>
<td>EVP &amp; Chief Financial Officer</td>
<td>EVP &amp; Chief Financial Officer</td>
<td>N/A</td>
<td>0.08%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Daniel King, III, Ashland, KY, USA</td>
<td>Attorney</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>0.20%</td>
<td>None</td>
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<tr>
<td>Stephen S. Burchett, Ashland, KY, USA</td>
<td>Attorney</td>
<td>Director</td>
<td>Director</td>
<td>Member - Offutt Nord Burchett, PLLC</td>
<td>0.00%</td>
<td>None</td>
<td>N/A</td>
</tr>
</tbody>
</table>