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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 26A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5465(b)(1)). 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. If the holding company is an ESOP/ESOT formed as a corporation or as an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Bruce VanHorn
Name of the Holding Company Director and Official
President and 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, 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
03/27/2018
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, 2017
Month / Day / Year

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 Kentucky 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:
Jane Gillkerson Chief Financial Officer
Name Title

Area Code / Phone Number / Extension
606-929-7713

Area Code / FAX Number
606-326-2988

E-mail Address
jgillkerson@townsquarebank.com

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

Is confidential treatment requested for any portion of this report submission?...

☐ ☐

1=Yes 0=No

In accordance with the General Instructions for this report (check only one),
1. a letter justifying this request is being provided along with the report...
2. a letter justifying this request has been provided separately...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 6.5 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 by to the Board of Governors of the Federal Reserve System, 230th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503. 03/2018
Form FR Y-6

Poage Bankshares, Inc.
Ashland, KY
Fiscal Year Ending December 31, 2017

Report Item

1: The savings and loan holding company prepares the annual report on form 10-K and is registered with the SEC.

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

Managing Member of Town Square
Assets Holding LLC
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

Town Square Assets Holdings, LLC
Incorporated in Kentucky

Physical Location:
1500 Carter Avenue, Ashland, KY

Legal Entity Identifier (LEI): N/A
2b: Domestic branch listing provided to the Federal Reserve Bank by e-mail on 3/20/18.

Form FR Y-6
Poage Bankshares, Inc.
Fiscal Year Ending December 31, 2017

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 12-31-17

<table>
<thead>
<tr>
<th>(1)(a) Name, City, State, Country</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and percentage of Each Class of Voting Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Home Federal Savings and Loan ESOP Ashland, KY, USA</td>
<td>USA</td>
<td>251,334 - 7.15% Common Stock</td>
</tr>
<tr>
<td>Maltese Capital Management, LLC New York, NY, USA</td>
<td>USA</td>
<td>315,535 - 8.98% Common Stock</td>
</tr>
<tr>
<td>Joseph Stilwell New York, NY, USA</td>
<td>USA</td>
<td>342,554 - 9.75% Common Stock</td>
</tr>
<tr>
<td>Wellington Management Group LLP Boston, MA, USA</td>
<td>USA</td>
<td>177,357 - 5.05% Common Stock</td>
</tr>
</tbody>
</table>

(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, 2017

Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c), (4)(a)(b)(c)

<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>Bruce VanHorn, Ashland, KY, USA</td>
<td>N/A</td>
<td>President, Chief Executive Officer &amp; Director</td>
<td>President, Chief Executive Officer &amp; Director</td>
<td>N/A</td>
<td>0.74%</td>
<td>None</td>
<td>A3A Storage - 100%</td>
</tr>
<tr>
<td>Darryl E. Akers, Ashland, KY, USA</td>
<td>N/A</td>
<td>Consultant</td>
<td>Director</td>
<td>N/A</td>
<td>0.16%</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>0.22%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Stephen S. Burchett, Ashland, KY, USA</td>
<td>Attorney</td>
<td>Director</td>
<td>Director</td>
<td>Jackson Kelly, PLLC</td>
<td>0.00%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Everette B. Geveden, Ashland, KY, USA</td>
<td>Physician</td>
<td>Director</td>
<td>Director</td>
<td>President &amp; CEO - Family Allergy Services, Inc.</td>
<td>0.77%</td>
<td>None</td>
<td>Family Allergy Services, Inc. (100%)</td>
</tr>
<tr>
<td>Stuart N. Moore, Ashland, KY, USA</td>
<td>Real Estate Management</td>
<td>Director</td>
<td>Director</td>
<td>President - Jasmine Properties LLC &amp; MRS Corp.</td>
<td>1.48%</td>
<td>None</td>
<td>Jasmine Properties, LLC (100%) MRS Corp. (100%)</td>
</tr>
<tr>
<td>Charles W. Robinson, Ashland, KY, USA</td>
<td>Public Accounting</td>
<td>Director</td>
<td>Director</td>
<td>President - Charles W. Robinson, CPA, PSC</td>
<td>1.24%</td>
<td>None</td>
<td>Charles W. Robinson, CPA, PSC (100%)</td>
</tr>
<tr>
<td>Thomas Burnette, Ashland, KY, USA</td>
<td>N/A</td>
<td>Director, Chairman</td>
<td>Director, Chairman</td>
<td>President - Ashland Office Supply Owner - TOJO, LLC Owner - Office Furniture USA Owner - Shannco, LLC Owner - ABB Properties Owner - GTD, LLC Owner - TADS, LLC</td>
<td>2.61%</td>
<td>None</td>
<td>Ashland Office Supply - 100% TOJO, LLC - 50% Office Furniture USA - 49% Shannco, LLC - 50% ABB Properties - 100% GTD, LLC - 25% TADS, LLC - 50%</td>
</tr>
</tbody>
</table>
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 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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.
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.

<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 UNINUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSD</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>12/31/2017</td>
<td>Full Service</td>
<td>1011076</td>
<td>TOWN SQUARE BANK</td>
<td>1500 CARTER AVENUE</td>
<td>ASHLAND</td>
<td>KY</td>
<td>41101</td>
<td>BOYD</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TOWN SQUARE BANK</td>
<td>1011076</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>12/31/2017</td>
<td>Full Service</td>
<td>2899967</td>
<td>CANNONSBURG OFFICE</td>
<td>9411 S. ROUTE 60</td>
<td>ASHLAND</td>
<td>KY</td>
<td>41102</td>
<td>BOYD</td>
<td>UNITED STATES</td>
<td>Not Required</td>
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<td></td>
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<tr>
<td>OK</td>
<td>12/31/2017</td>
<td>Full Service</td>
<td>4550990</td>
<td>MIDDLETOWN OFFICE</td>
<td>625 MARTIN LUTHER KING, JR. BOULEVARD</td>
<td>ASHLAND</td>
<td>KY</td>
<td>41101</td>
<td>BOYD</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TOWN SQUARE BANK</td>
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</tr>
<tr>
<td>OK</td>
<td>12/31/2017</td>
<td>Full Service</td>
<td>4150903</td>
<td>FLATOODS OFFICE</td>
<td>1608 ARGYLE RD</td>
<td>FLATOODS</td>
<td>KY</td>
<td>41139</td>
<td>GREENUP</td>
<td>UNITED STATES</td>
<td>Not Required</td>
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<td>TOWN SQUARE BANK</td>
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<td></td>
</tr>
<tr>
<td>OK</td>
<td>12/31/2017</td>
<td>Full Service</td>
<td>4150911</td>
<td>GREENUP OFFICE</td>
<td>1021 US 25</td>
<td>GREENUP</td>
<td>KY</td>
<td>41144</td>
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<td>UNITED STATES</td>
<td>Not Required</td>
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<td>1011076</td>
<td></td>
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<tr>
<td>OK</td>
<td>12/31/2017</td>
<td>Full Service</td>
<td>4150912</td>
<td>LOUISA OFFICE</td>
<td>119 NORTH MAIN CROSS STREET</td>
<td>LOUISA</td>
<td>KY</td>
<td>42380</td>
<td>LAWRENCE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TOWN SQUARE BANK</td>
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<td></td>
</tr>
<tr>
<td>OK</td>
<td>12/31/2017</td>
<td>Full Service</td>
<td>654177</td>
<td>MT. STERLING OFFICE</td>
<td>101 COMMONWEALTH DRIVE</td>
<td>MONTGOMERY</td>
<td>KY</td>
<td>40353</td>
<td>MONTGOMERY</td>
<td>UNITED STATES</td>
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<td>Not Required</td>
<td>TOWN SQUARE BANK</td>
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<tr>
<td>OK</td>
<td>12/31/2017</td>
<td>Full Service</td>
<td>3282946</td>
<td>NICHOLASVILLE BRANCH</td>
<td>150 SOUTH MAIN STREET</td>
<td>NICHOLASVILLE</td>
<td>KY</td>
<td>40436</td>
<td>RUSSELL</td>
<td>UNITED STATES</td>
<td>Not Required</td>
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<td>TOWN SQUARE BANK</td>
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<td></td>
</tr>
<tr>
<td>OK</td>
<td>12/31/2017</td>
<td>Full Service</td>
<td>4160340</td>
<td>SOUTH SHORE OFFICE</td>
<td>133 MDELL LANE</td>
<td>SOUTH SHORE</td>
<td>KY</td>
<td>41775</td>
<td>GREENUP</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>TOWN SQUARE BANK</td>
<td>1011076</td>
<td></td>
</tr>
</tbody>
</table>