

Board of Governors of the Federal Reserve System



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)); 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 25A 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 5468(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 is 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 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.

B VanHorn
Signature of Holding Company Director and Official

03/27/2017

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. _____

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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.

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

December 31, 2016

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 Ave, 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

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

0=No

1=Yes

0

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."

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.

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

Form FR Y-6

Poage Bankshares, Inc.

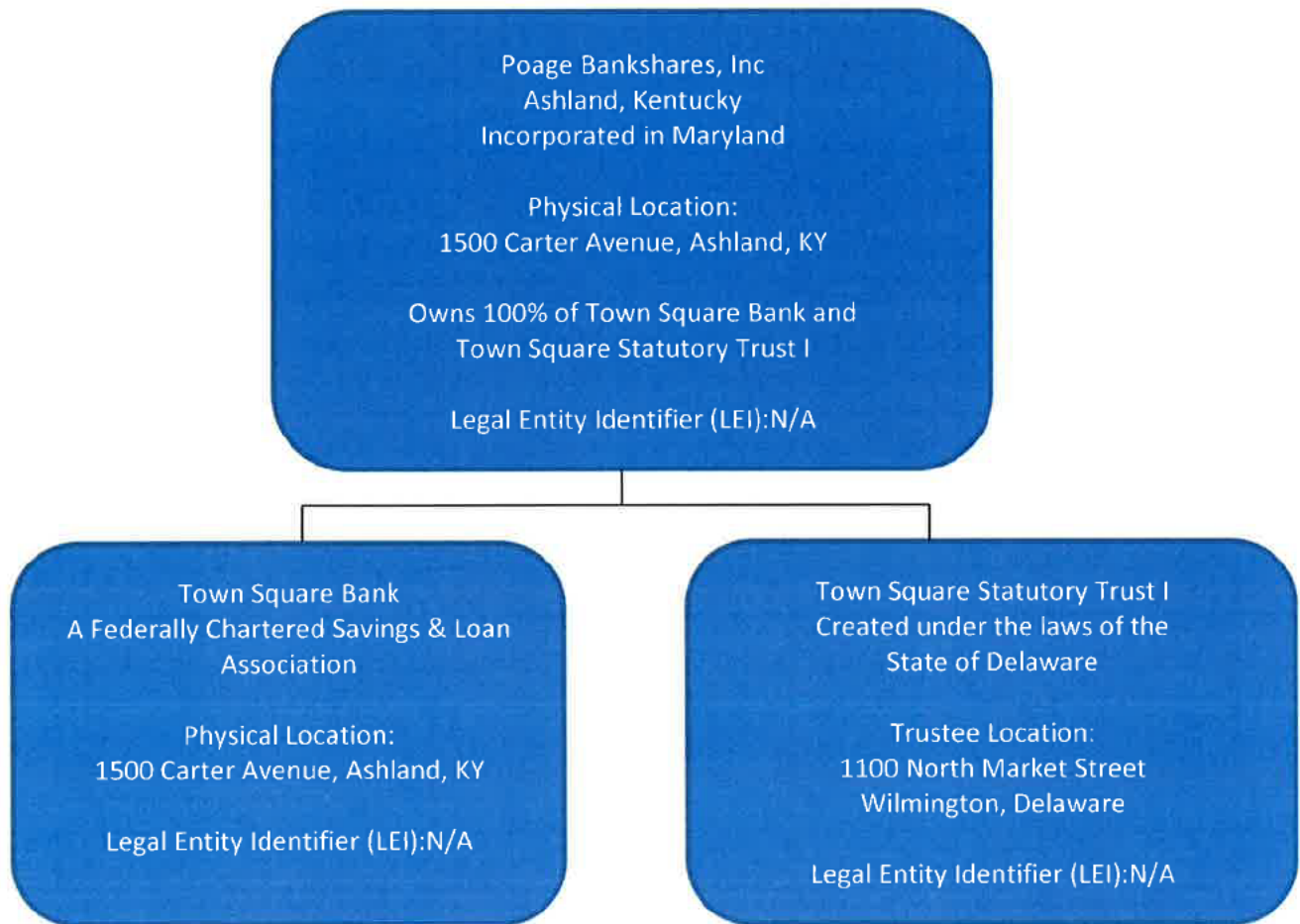
Ashland, KY

Fiscal Year Ending December 31, 2016

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



2b: Domestic branch listing provided to the Federal Reserve Bank by e-mail on 3/13/17.

Results: A list of branches for your holding company: POAGE BANKSHARES, INC. (4303969) of ASHLAND, KY.
The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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	78243	105	TOWN SQUARE BANK	1011076	
OK		Full Service	4989680	MIDTOWN OFFICE	621 MARTIN LUTHER KING, JR. BOULEVARD	ASHLAND	KY	41101	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	515974	109	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	654177	MT. STERLING OFFICE	101 COMMONWEALTH DRIVE	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	Not Required	Not Required	TOWN SQUARE BANK	1011076	
OK		Full Service	3282946	NICHOLASVILLE BRANCH	150 SOUTH MAIN STREET	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	429581	107	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, 2016

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 12-31-16

(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	255,935 - 6.91% Common Stock
Maltese Capital Management, LLC New York, NY, USA	USA	270,505 - 7.30% Common Stock
Joseph Stilwell New York, NY, USA	USA	365,554 - 9.87% Common Stock
Wellington Management Group LLP Boston, MA, USA	USA	316,716 - 8.55 % Common Stock
(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, 2016

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
Bruce VanHorn Ashland, KY, USA	N/A	President, Chief Executive Officer & Director	President, Chief Executive Officer & Director	N/A	0.68%	None	A3A Storage - 100%
Darryl E. Akers Ashland, KY, USA	N/A	Consultant	Director	N/A	0.16%	None	N/A
James W. King Ashland, KY, USA	N/A	EVP & Chief Information Officer	EVP, Chief Information Officer & Director	N/A	0.57%	None	N/A
Jeffery W. Clark Proctorville, OH, USA	N/A	SVP & Controller	SVP & Controller	N/A	0.31%	None	N/A
Miles R. Armentrout Springboro, OH, USA	N/A	EVP & Chief Credit Officer	EVP & Chief Credit Officer	N/A	0.14%	None	N/A
Everette B. Geveden Ashland, KY, USA	Physician	Director	Director	President & CEO - Family Allergy Services, Inc.	0.78%	None	Family Allergy Services, Inc. (100%)
Stuart N. Moore Ashland, KY, USA	Real Estate Management	Director	Director	President - Jasmine Properties LLC & MRS Corp.	1.40%	None	Jasmine Properties, LLC (100%) MRS Corp. (100%)
Charles W. Robinson Ashland, KY, USA	Public Accounting	Director	Director	President - Charles W. Robinson, CPA, PSC	1.17%	None	Charles W. Robinson, CPA, PSC (100%)
Thomas Burnette Ashland, KY, USA	N/A	Director, Chairman	Director, Chairman	President - Ashland Office Supply Owner - TOJO, LLC Owner - Shannco, LLC Owner - ABB Properties Owner - GTD, LLC Owner - TADS, LLC	2.47%	None	Ashland Office Supply - 100% TOJO, LLC - 50% Shannco, LLC - 50% ABB Properties - 100% GTD, LLC - 25% TADS, LLC - 50%

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)
John C. Stewart, Jr. Ashland, KY, USA	N/A	Director	Director	Owner - Van Art Properties Owner - Bellefonte Land Owner - V & S Assurance Owner - Scorpio Assurance Owner - Robinson Realty	1.81%	None	Van Art Properties - 100% Bellefonte Land - 75% V & S Assurance - 50% Scorpio Assurance - 50% Robinson Realty - 100%
F. Jane Gilkerson Kenova, WV, USA	N/A	EVP & Chief Financial Officer	EVP & Chief Financial Officer	N/A	0.09%	None	N/A
Daniel King, III Ashland, KY, USA	Attorney	Director	Director	N/A	0.21%	None	N/A
Stephen S. Burchett Ashland, KY, USA	Attorney	Director	Director	Member - Offutt Nord Burchett, PLLC	0.00%	None	N/A