

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies **FREEDOM**

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.

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

December 31, 2013

Month / Day / Year

I, **Valerie Hurst**

Reporter's Name, Street, and Mailing Address

Freedom Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President

315 Crim Avenue

Title of the Holding Company Director and Official

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

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.

Belington

WV

26250

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Terri Kittle

SVP/CFO

Name

Title

304-823-1531

Area Code / Phone Number / Extension

304-823-2982

Area Code / FAX Number

tkittle@freedombankwv.com

E-mail Address

www.freedombankwv.com

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

Valerie Hurst

Signature of Holding Company Director and Official

03/25/2014

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. _____

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

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.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

Physical location (if different from mailing address)

**ANNUAL REPORT OF BANK HOLDING COMPANIES – FR Y-6
FREEDOM BANCSHARES, INC.
DECEMBER 31, 2013**

**RESPONSES TO REPORT ITEMS CALLED FOR IN FORM FR Y-6 ARE AS
FOLLOWS:**

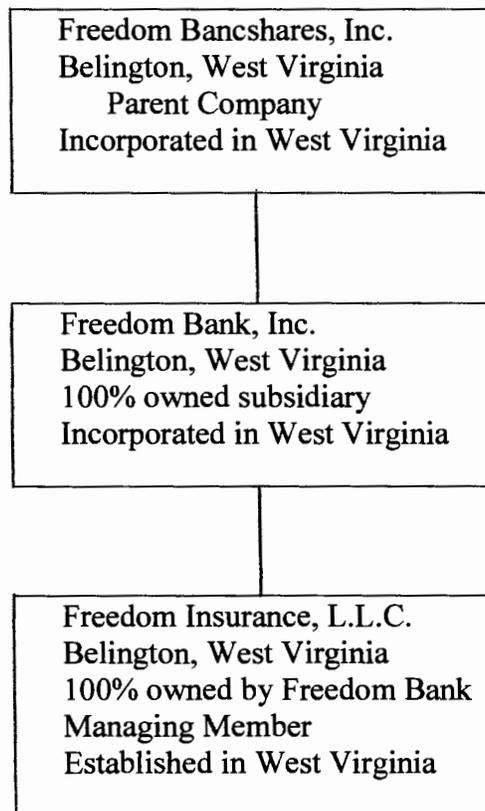
**REPORT ITEM 1a: FORM 10-K FILED WITH THE SECURITIES AND
EXCHANGE COMMISSION**

Freedom Bancshares, Inc. is not currently subject to filing with the Securities and Exchange Commission. No Form 10-K is due for 2013.

REPORT ITEM 1b: ANNUAL REPORTS TO SHAREHOLDERS

The Annual Report to Shareholders as of and for the year ended December 31, 2013 will be sent under separate cover.

REPORT ITEM 2: ORGANIZATIONAL CHART



**ANNUAL REPORT OF BANK HOLDING COMPANIES – FR Y-6
FREEDOM BANCSHARES, INC.
DECEMBER 31, 2013**

REPORT ITEM 2 CONT.

ORGANIZATION CHART, SUPPLEMENTAL QUESTIONS

- (a) None
- (b) None
- (c) None
- (d) None

REPORT ITEM 2B: BRANCHES

There are no changes to the listing of branches. See Attachment A for listing.

REPORT ITEM 3: SHAREHOLDERS

A listing of shareholders that directly or indirectly own, control, or hold with power to vote five percent or more of common stock of Freedom Bancshares, Inc. is included as Attachment B.

All principal shareholders listed are United States citizens.

There were no other shareholders during the year who owned or controlled five percent or more of the common stock of Freedom Bancshares, Inc.

There were no options, warrants, or other securities which may be converted or exercised for common stock.

REPORT ITEM 4: DIRECTORS AND OFFICERS

Attachment C is a schedule of directors and officers of Freedom Bancshares, Inc. and subsidiary as of December 31, 2013.

Percentage of securities owned or held with power to vote in direct or indirect subsidiaries of the BHC: NONE.

Freedom Bank is wholly owned by Freedom Bancshares, Inc.
Freedom Insurance, LLC is wholly owned by Freedom Bank, Inc.

ATTACHMENT B

Freedom Bancshares, Inc.

5% or More Stock Ownership

December 31, 2013

| | | |
|--|---------------|------------------|
| Margaret L. Baughman Principal Shareholder Morgantown, WV United States of America | 14,680 Shares | 8.09% Ownership |
| Craig G. Phillips Principal Shareholder Belington, WV United States of America | 12,099 Shares | 6.67% Ownership |
| Thomas M. Pitsenberger Principal Shareholder/Director Emeritus Beverly, WV United States of America | 31,527 Shares | 17.38% Ownership |
| Anna Gale Smithson Principal Shareholder Belington, WV United States of America | 27,678 Shares | 15.26% Ownership |

ATTACHMENT C

FREEDOM BANK/FREEDOM BANCSHARES, INC.
Belington, WV 26250
December 31, 2013
OFFICERS, DIRECTORS and PRINCIPAL SHAREHOLDERS

| Name & Address | Title Freedom Bancshares, Inc. | Title Freedom Bank | Other Business Relationships | Title/Position Held | Ownership Percent | Principal Occupation | % of Shares |
|--|---|--|--|--|------------------------------|---------------------------------------|------------------------|
| Michael W. Talbott Belington, WV | Director | Director | Talbott Funeral Home Tygart Valley Monumental | Funeral Director Managing Member | 100% 100% | Funeral Services Monument Services | .33% |
| Linda K. Wellings Buckhannon, WV | Director | Director, Chair | None | | | Software Development | .56% |
| Terri L. Kittle Belington, WV | Treasurer | SVP/CFO Executive Officer Team | None | | | Banking | .06% |
| Randall P. Miller Morgantown, WV | Senior Credit Officer | SVP/Senior Credit Officer Executive Officer Team | None | | | Banking | .00% |
| Gary (Dave) Shaw Fairmont, WV | Senior Loan Officer | VP/Senior Loan Officer Executive Officer Team | None | | | Banking | .00% |
| *Thomas M. Pitsenberger Beverly, WV | Director Emeritus Principal Shareholder | | Seneca Mall, LLC P & M Properties, LLC | Member Member | 33% 50% | Retired | 17.38% |
| *Anna Gale Smithson Belington, WV | Principal Shareholder | | None | | | Retired | 15.26% |

***Denotes Principal Shareholder**

ATTACHMENT A

Results: A list of branches for your depository institution: FREEDOM BANK, INC. (ID_RSSD: 629522).
 This depository institution is held by FREEDOM BANCSHARES, INC. (1250053) of BELINGTON, WV.
 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 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) | 629522 | FREEDOM BANK, INC. | 315 CRIM AVENUE | BELINGTON | WV | 26250 | BARBOUR | UNITED STATES | 9940 | 0 | FREEDOM BANK, INC. | 629522 | |
| Ok | | Full Service | 2309332 | BRIDGEPORT OFFICE | 625 W. MAIN STREET | BRIDGEPORT | WV | 26330 | HARRISON | UNITED STATES | 234920 | 3 | FREEDOM BANK, INC. | 629522 | |
| Ok | | Full Service | 2529907 | BUCKHANNON BRANCH | ROUTE 20 SOUTH | BUCKHANNON | WV | 26201 | UPSHUR | UNITED STATES | 234921 | 4 | FREEDOM BANK, INC. | 629522 | |
| Ok | | Full Service | 2448398 | ELKINS BRANCH | EAST U.S. ROUTES 219 & 250 | ELKINS | WV | 26241 | RANDOLPH | UNITED STATES | 234919 | 1 | FREEDOM BANK, INC. | 629522 | |
| Ok | | Full Service | 2448400 | PHILIPPI BRANCH | 124 SOUTH MAIN STREET | PHILIPPI | WV | 26416 | BARBOUR | UNITED STATES | 241513 | 2 | FREEDOM BANK, INC. | 629522 | |