

COPY

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies **FREEDOM BANK** **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.

I, Valerie Hurst
Name of the Holding Company Director and Official
President & CEO
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.

Valerie Hurst
Signature of Holding Company Director and Official
3-26-15
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 1250053
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014

Month / Day / Year
N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
Freedom Bancshares, Inc.

Legal Title of Holding Company

20 N Crim Avenue

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

Belington WV 26250
City State Zip Code

SAME

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

FREEDOMBANKWV.CO

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

**ANNUAL REPORT OF BANK HOLDING COMPANIES – FR Y-6
FREEDOM BANCSHARES, INC.
DECEMBER 31, 2014**

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

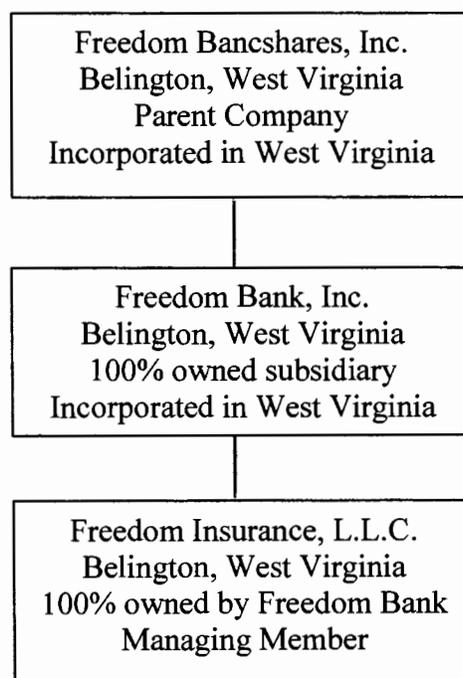
**REPORT ITEM 1a: FORM 10-K FILED WITH THE SECURITIES AND
EXCHANGE COMMISSION**

Freedom Bancshares, Inc. is not currently subject to filing with the Securities and Exchange Commission. No Form 10-K is due for 2014.

REPORT ITEM 1b: ANNUAL REPORTS TO SHAREHOLDERS

The Annual Report to Shareholders as of and for the year ended December 31, 2014 is enclosed as Attachment A.

REPORT ITEM 2: ORGANIZATIONAL CHART



**ANNUAL REPORT OF BANK HOLDING COMPANIES – FR Y-6
FREEDOM BANCSHARES, INC.
DECEMBER 31, 2014**

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 B 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 C.

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 D is a schedule of directors and officers of Freedom Bancshares, Inc. and subsidiary as of December 31, 2014.

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 A

ATTACHMENT B

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 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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
CHANGE	1/1/2014	Full Service (Head Office)	629522	FREEDOM BANK, INC.	20 N 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	

ATTACHMENT C

Freedom Bancshares, Inc.

5% or More Stock Ownership

December 31, 2014

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 D

FREEDOM BANK/FREEDOM BANCSHARES, INC.
Belington, WV 26250
December 31, 2014

Officers, Directors and Principal Shareholders

Name & Address	Title Freedom Bancshares, Inc.	Title Freedom Bank	Other Business Relationships	Title/Postion Held	Ownership Percent	Principal Occupation	% of Shares
L. Kevin Hawkins Tallmansville, WV	Director	Director	Gutter Works, LLC	Member	100%	Building Contractor	.29%
J. Craig Hott Upper Tract, WV	Director Chair	Director	None			Ag Services	.28%
Valerie D. Hurst Clarksburg, WV	Director President/CEO	Director	None			Banking	.35%
John B. Lockwood Buckhannon, WV	Director	Director	Rosewood Lumber Company	President	100%	Lumber Operator	.85%
Carol L. Sinsel Philippi, WV	Director	Director	Flamco, Inc. None	President	100%	Retired College Professor	.28%
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	SVP/Senior Credit Officer	SVP/Senior Credit Officer Executive Officer Team	None			Banking	.00%
Gary (Dave) Shaw Fairmont, WV	VP/Senior Loan Officer	VP/Senior Loan Officer Executive Officer Team	None			Banking	.00%
*Thomas M. Pitsenberger Beverly, WV	Director Emeritus Principal Shareholder		Seneca Mall P & M Properties	Member Member	33% 50%	Retired	17.38%
*Anna Gale Smithson Belington, WV	Principal Shareholder		None			Retired	15.26%

***Denotes Principal Shareholder**