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FR Y-6  
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Approval expires September 30, 2018  
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MAY - 9 2016

Board of Governors of the Federal Reserve System



FRB RICHMOND  
Annual Report of Holding Companies—FR Y-6

COPY

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, 2015

Month / Day / Year

N/A

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

I, Valerie Hurst

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.

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)

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.

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

5/2/16

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.

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, 2015**

**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 2015.

**REPORT ITEM 1b: ANNUAL REPORTS TO SHAREHOLDERS**

The Annual Report to Shareholders as of and for the year ended December 31, 2015 will be sent under separate cover.

**REPORT ITEM 2: ORGANIZATIONAL CHART**

Freedom Bancshares, Inc.  
Belington, West Virginia  
Parent Company  
Incorporated in West Virginia  
LEI – None

Freedom Bank, Inc.  
Belington, West Virginia  
100% owned subsidiary  
Incorporated in West Virginia  
LEI – None

Freedom Insurance, L.L.C.  
Belington, West Virginia  
100% owned by Freedom Bank  
Managing Member  
Established in West Virginia  
LEI – None

**ANNUAL REPORT OF BANK HOLDING COMPANIES – FR Y-6**  
**FREEDOM BANCSHARES, INC.**  
**DECEMBER 31, 2015**

**REPORT ITEM 2 CONT.**

ORGANIZATION CHART, SUPPLEMENTAL QUESTIONS

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

**REPORT ITEM 2B: BRANCHES**

There is an address change for Branch 0. The city renumbered addresses for 911 emergency tracking. 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, 2015.

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**

**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 12/31/2015. Data reflects information that was received and processed through 04/05/2016.

**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-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	1/1/2015	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 B**

# Freedom Bancshares, Inc.

## 5% or More Stock Ownership

December 31, 2015

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 Bancshares, Inc.**

Belington, WV 26250

December 31, 2015

**Officers, Directors and Principal Shareholders**

<b>4.1 Name &amp; Address</b>	<b>4.2 Principal Occupation</b>	<b>4.3a Title Freedom Bancshares, Inc.</b>	<b>4.4a Ownership Freedom Bancshares, Inc.</b>	<b>4.3b Title Freedom Bank</b>	<b>4.4b Ownership Freedom Bank</b>	<b>4.3c Other Business Relationships</b>	<b>4.4c Ownership of Other Business</b>
L. Kevin Hawkins Tallmansville, WV	Building Contractor	Director	0.29%	Director	None	Gutterworks, LLC	100%
J. Craig Hott Upper Tract, WV	Ag Services	Director Chair	0.28%	Director	None	None	
Valerie D. Hurst Clarksburg, WV	Banking	Director President/CEO	0.35%	Director President/CEO	None	None	
John B. Lockwood Buckhannon, WV	Lumber Operator	Director	0.85%	Director	None	Rosewood Lumber Company Flamco, Inc	100% 100%
William V. Ross Coalton, WV	Meter & Regulator Operator	Director	0.30%	Director	None	None	
Samuel D. Sedosky, Jr. Weston, WV	Accountant	Director Audit Chair	1.10%	Director Audit Chair	None	Trent & Sedosky, PLLC	99%
Carol L. Sinsel Philippi, WV	Retired College Professor	Director	0.28%	Director	None	None	
Linda K. Wellings Buckhannon, WV	Software Development	Director	0.56%	Director Chair	None	None	
Terri L. Kittle Belington, WV	Banking	SVP/CFO Exec. Officer Team	0.06%	Treasurer	None	None	
Randall P. Miller Morgantown, WV	Banking	SVP/Senior Credit Officer Exec. Officer Team	0.00%	SVP/Senior Credit Officer Exec. Officer Team	None	None	
Gary (Dave) Shaw Fairmont, WV	Banking	VP/Senior Loan Officer Exec. Officer Team	0.00%	VP/Senior Loan Officer Exec. Officer Team	None	None	
*Thomas M. Pitsenberger Beverly, WV	Retired	Director Emeritus Principal Shareholder	17.38%		None	Seneca Mall P & M Properties LLC	33% 50%
*Anna Gale Smithson Belington, WV	Retired	Principal Shareholder	15.26%		None		

\*Denotes Principal Shareholder