

Board of Governors of the Federal Reserve System

APR - 1 2019



Annual Report of Holding Companies—FR Y-6

FRB RICHMOND

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, James L Bennett

Name of the Holding Company Director and Official

Director and Chairman of the Board

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.

Signature of Holding Company Director and Official

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 1357046
 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, 2018

Month / Day / Year

No LEI

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

Reporter's Name, Street, and Mailing Address

Calhoun Bankshares Inc

Legal Title of Holding Company

PO Box 430

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

Grantsville WV 26147
 City State Zip Code

443 High St, Grantsville, WV 26147

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Christopher Arden CFO
 Name Title

304-354-6116

Area Code / Phone Number / Extension

304-354-7855

Area Code / FAX Number

carden@calhounbanks.com

E-mail Address

www.calhounbanks.com

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.

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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City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6

**Calhoun Bankshares, Inc.
P.O. Box 430
443 High St
Grantsville, WV 26147**

Fiscal Year Ended December 31, 2018

Report Item:

1. The bank holding company prepares an annual report for its securities holders. Two copies will be mailed under separate cover when they are completed.

2a. Organization Chart:

Calhoun Bankshares, Inc.
No LEI
P.O. Box 430
443 High St
Grantsville, WV 26147
Incorporated in WV

100% owner of:

Calhoun County Bank, Inc.
LEI – 54930001GYIWKBD35H65
P.O. Box 430
443 High St
Grantsville, WV 26147
Incorporated in WV

2b. Domestic Branch Listing

Submitted via email on March 22, 2019.

Results: A list of branches for your holding company: CALHOUN BANKSHARES, INC. (1357046) of GRANTSVILLE, WV.
The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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)	498625	CALHOUN COUNTY BANK, INC.	443 HIGH STREET	GRANTSVILLE	WV	26147	CALHOUN	UNITED STATES	Not Required	Not Required	CALHOUN COUNTY BANK, INC.	498625	
OK		Full Service	1162660	ARNOLDSBURG BRANCH	860 ARNOLDSBURG ROAD	ARNOLDSBURG	WV	25234	CALHOUN	UNITED STATES	Not Required	Not Required	CALHOUN COUNTY BANK, INC.	498625	
OK		Full Service	2529895	ELIZABETH BRANCH	ROUTE 14	ELIZABETH	WV	26143	WIRT	UNITED STATES	Not Required	Not Required	CALHOUN COUNTY BANK, INC.	498625	
OK		Full Service	2639646	GLENVILLE BRANCH	904 NORTH LEWIS STREET	GLENVILLE	WV	26351	GILMER	UNITED STATES	Not Required	Not Required	CALHOUN COUNTY BANK, INC.	498625	

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Calhoun Bankshares Inc
December 31, 2018

Report Item 3: Shareholders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/18	Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/18
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(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) # and % of each class of voting securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) # and % of each class of voting securities
Estate of Francis Cain David Cain & Susan Hall, Trustees Big Bend, WV USA	USA	31678 shares - 10.82% Common Stock	None		
Donald Gunn Mount Zion, WV USA	USA	16111 shares - 5.50% Common Stock			

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Calhoun Bankshares, Inc
December 31, 2018

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name & Address	(2) Principal Occupation	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Subsidiaries	(3c) Title & Position with other businesses	(4)(a) % voting shares in Bank Holding Co.	(4)(b) % voting shares in Subsidiaries	(4c) 25% or more voting securities other Co.
David Cain Big Bend, WV USA	Employee : Cain Oil & Gas	Director	None	Employee - Cain Oil & Gas	1.250%	None	N/A
Roy Henderson Glenville, WV USA	Retired	Director	None	N/A	0.780%	None	N/A
Richard Morris Grantsville, WV USA	Self Employed: Oil & Gas / Farming	Vice President & Director	None	President, Morris Oil & Gas / Partner - Hilltop Farms	1.330%	None	100% - Morris Oil & Gas
James L. Bennett Mineral Wells, WV USA	Retired	Director & Chairman of the Board	None	N/A	0.400%	None	N/A
Larry Chapman Glenville, WV USA	Store Owner	Director	None	Owner, Glenville Western Auto	1.010%	None	100% Glenville Western Auto
Leslie Maze Elizabeth, WV USA	Attorney	Director	None	Owner, Leslie Maze Attorney At Law	0.270%	None	100% Leslie Maze Attorney At Law
Estate of Francis Cain David Cain & Susan Hall, Trustees Big Bend, WV USA	Estate	None	None	None	10.820%	None	100% - Cain Oil & Gas