

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK  
OF CLEVELAND  
2014 MAR 31  
STATISTICS & ANALYSIS  
DEPARTMENT

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, Vickie Johnson

Name of the Holding Company Director and Official

Director & CFO

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.

*Vickie Johnson*

Signature of Holding Company Director and Official

03/27/2014

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.

1071342

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

McCreary Bancshares, Inc.

Legal Title of Holding Company

PO Box 160

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

Whitley City KY 42653

City State Zip Code

47 S Main St, Whitley City, KY 42653

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Barry Braden

Corporate Secretary

Name

Title

606-376-5031

Area Code / Phone Number / Extension

606-376-5038

Area Code / FAX Number

bbraden@bankofmccreary.com

E-mail Address

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

Form FR Y-6  
McCreary Bancshares, Inc.  
Whitley City, Kentucky 42653  
Fiscal Year Ending December 31, 2013

**Report Item 1a: Form 10-K filed with the Securities and Exchange Commission**  
Not Applicable

**Report Item 1b: Annual Reports to Shareholders**  
McCreary Bancshares does not prepare an annual report for the shareholders

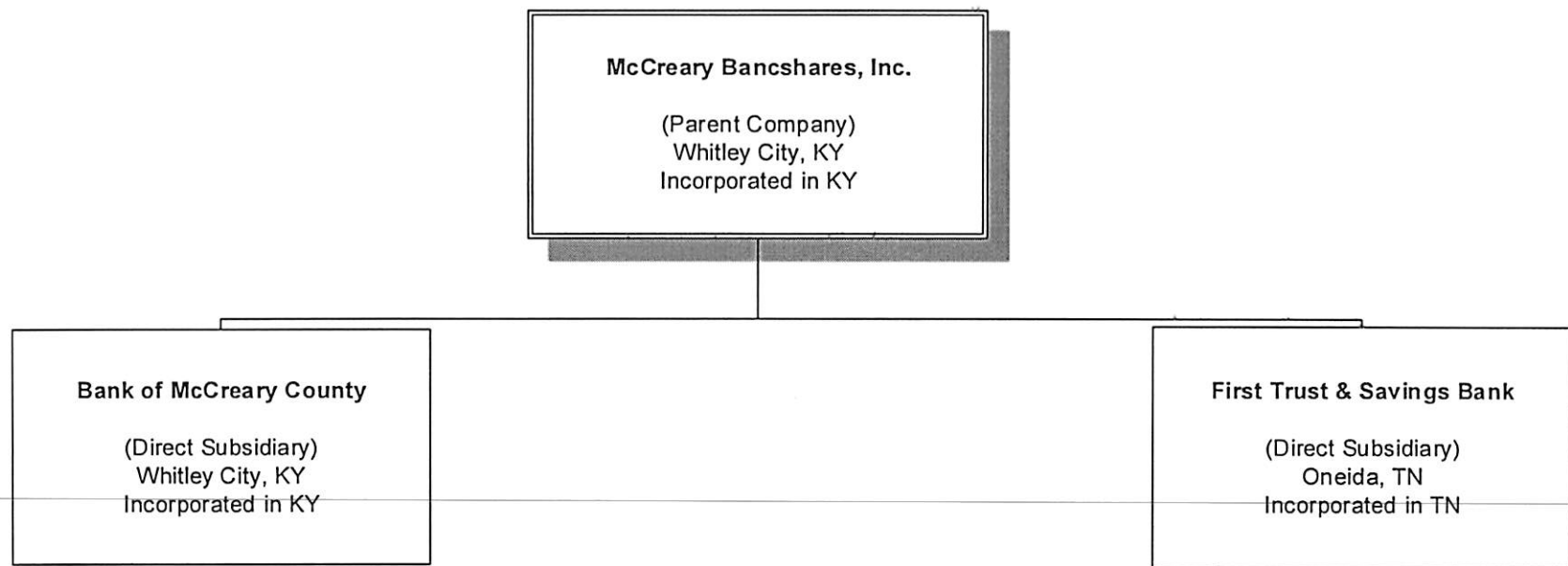
**Report Item 2: Organization Chart**  
See Attached

**Report Item 2A-2D**  
None

**Report Item 3(1): Shareholders**  
See Attached

**Report Item 3(2)**  
See Attached

**Report Item 4: Directors and Officers**  
See Attached



McCreary Bancshares, Inc. owns 100% of Bank of McCreary County and First Trust & Savings Bank.

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31-Dec-13

] **Report Item 3: Shareholders**  
**(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)**

**Current Shareholders with ownership, control or holdings of 5% or more  
with power to vote as of 12-31-13**

<b>(1)(a) Name &amp; Address (City, State, Country)</b>	<b>(1)(b) Country of Citizenship or Incorporation</b>	<b>(1)(c) Number and percentage of Each Class of Voting Securities</b>
Darrell D. King Winfield, Tennessee [REDACTED]	USA	17,508 Shares (Revocable Living Trust, As Custodian, Adult Children) 12.87% Common Stock
David Ross and/or Kathy Ross Whitley City, Kentucky [REDACTED]	USA	23,000 Shares (Owned Individually, Jointly with Spouse, ) 16.91% Common Stock
M.A. Winchester and Portia Winchester Whitley City, Kentucky [REDACTED]	USA	29,815 Shares (Owned Individually, jntly w/Adult Chldrn,Adult Chldrn & Gndchldrn) 21.93% Common Stock
McCreary Bancshares ESOP Whitley City, Kentucky 42653	USA	30,311 Shares 22.29% Common Stock

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Report Item 3: Shareholders

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

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 as of 12-31-2013

(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and percentage of Each Class of Voting Securities
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None

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Report Item 4: Insiders  
(1) (2) (3)(a)(b)(c) and (4)(a)(b)©

(1)	(2)	(3)(a)	(3)(b)	(3)©	(4)(a)	(4)(b)	(4)© ----- other companies (includes partnerships) if 25% or more of voting securities are held (list names
Names & Address (City, State, Country)	Principal Occupation If other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares In Bank Holding Company	Percentage of Voting Shares in subsidiaries (Include names of subsidiaries)	
David Ross Whitley City, Ky. USA	Businessman	Director	Director (Bank McCreary Co.) Director (First Trust & Savings)	Officer & Director (DKMJ, Inc.) MJ of Somerset, Inc. David Ross Enterprises No. 2, LLC Ross Land Co, LLC KD Enterprises, LLC Grayville Host LLC Frankfort Host LLC Bluegrass Hosp Prop LLC Country Host LLC Corbin Host LLC Florence-42 W Ldging LLC Bellevue Host, LLC Morehead Ventures LLC Berea Madison Center Mason Host	16.92%	None	DKMJ 50% MJ of Somerset 50% D Ross Enterprises 50% KD Enterprises 50% Ross Land Co. 50% Corbin Host 50% Frankfort Host LLC 50% Blue Grass Hospitality 50% Florence-42 W Ldging LLC 50% Morehead Ventures 54% Country Host 40% Mason Host 50%

(1) M.A. Winchester Stearns, Ky. [REDACTED] USA	(2) Retiree	(3)(a) Director & Chairman	(3)(b) Director & Chairman (Bank McCreary Co) Director (First Trust & Savings)	(3)© Officer Auto Plus LLC Director (Crabtree-Wilson Ins.) Director (Sandstone LLC) Director (Parkland Investments) Sandstone CC	(4)(a) 9.34%	(4)(b) None	(4)© Crabtree-Wilson Ins. 35% Parkland Investments 100% Sandstone LLC 33% Parkland Land 100% Auto Plus Sandstone CC
Portia Winchester ** (Spouse of M.A. Winchester) Stearns, Ky [REDACTED] USA	Retiree	N/A	N/A	N/A	11.47%	None	Crabtree-Wilson Ins. Ag 25% Auto Plus LLC 25% Sandstone LLC 25% Parkland Investments 25%
Darrell D. King Winfield, Tenn [REDACTED] USA	Businessman and Attorney	Director	Director (Bank McCreary Co) Director (First Trust & Savings)	Officer & Director Director (Lumber King) 100% Owner (Farm King) Officer & Director (Brewco) Trustee (King Trust) Officer & Director Officer & Director KT Group KT Minerals	12.87%	None	Farm King 100% Brewco 25% King Trust 100% KT Group LLC KT Minerals LLC
David Winchester LaFollette, Tenn. [REDACTED] USA	Attorney	Director	Director (Bank McCreary Co) Director (First Trust & Savings)	Director	0.65%	None	

<b>(1)</b> <b>James C. Egnew</b> Stearns, Ky. [REDACTED] USA	<b>(2)</b> Businessman	<b>(3)(a)</b> Director	<b>(3)(b)</b> Director (Bank of McCreary Co) Director (First Trust & Savings)	<b>(3)©</b> Director & Officer (Outdoor Venture) Director & Officer (Shelter Pro)	<b>(4)(a)</b> 4.00%	<b>(4)(b)</b> None	<b>(4)©</b> OVC 58% Shelter Pro 60% Egnew Properties Mgmt. 40%
<b>Vickie A. Johnson</b> Whitley City, Ky. [REDACTED] USA	CFO Bank of McCreary County	Exec. VP & Director	CFO (Bank of McCreary County)	None	0.14%	None	None
<b>Gordon W. Kidd</b> Pine Knot, Ky [REDACTED] USA	President Bank of McCreary Co	President & Director	Director & President (Bank of McCreary Co.) Director (First Trust & Savings)	Officer (Kidd's Heating Oil)	0.55%	None	
<b>Skila King Brown</b> Lexington, Ky [REDACTED] USA	Former School- Teacher	Director	Director (Bank of McCreary Co) Director (First Trust & Savings)	None	3.31%	None	None

\*\*Note: Principal Shareholder



**Results:** A list of branches for your holding company: MCCREARY BANCSHARES INC. (1071342) of WHITLEY CITY, KY.  
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)	425818	BANK OF MCCREARY COUNTY	47 SOUTH MAIN STREET	WHITLEY CITY	KY	42653	MCCREARY	UNITED STATES	242		0 BANK OF MCCREARY COUNTY	425818	
CHANGE	1/1/2000	Full Service	361514	PINE KNOT BRANCH	3995 US HWY 27 S	PINE KNOT	KY	42635	MCCREARY	UNITED STATES	181479		1 BANK OF MCCREARY COUNTY	425818	
OK		Full Service	486417	NORTH BRANCH	1385 US HWY 27 N	WHITLEY CITY	KY	42653	MCCREARY	UNITED STATES	181480		2 BANK OF MCCREARY COUNTY	425818	
OK		Full Service (Head Office)	700739	FIRST TRUST AND SAVINGS BANK	106 MUNICIPAL DRIVE	ONEIDA	TN	37841	SCOTT	UNITED STATES	4130		0 FIRST TRUST AND SAVINGS BANK	700739	
CHANGE	1/1/2000	Full Service	1218259	SCOTT HIGH DRIVE BR	567 BAKER HWY	HUNTSVILLE	TN	37756	SCOTT	UNITED STATES	208756		3 FIRST TRUST AND SAVINGS BANK	700739	
OK		Full Service	3645055	JACKSBORO BRANCH	2828 APPALACHIAN HIGHWAY	JACKSBORO	TN	37757	CAMPBELL	UNITED STATES	479022		6 FIRST TRUST AND SAVINGS BANK	700739	
OK		Full Service	2857543	ONEIDA WAL-MART BRANCH	19740 ALBERTA ST	ONEIDA	TN	37841	SCOTT	UNITED STATES	208758		5 FIRST TRUST AND SAVINGS BANK	700739	