

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK  
OF CLEVELAND

2014 MAR 24 A 11:29



Annual Report of Holding Companies—FR Y-6

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.

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.

1. Wallace Warfield

Name of the Holding Company Director and Official

Exe Vice Pres / CFO + Director

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.

Wallace Warfield

Signature of Holding Company Director and Official

Date of Signature 3-20-14

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 1966671  
C.I. \_\_\_\_\_

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.

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Whitaker Bank Corporation of Kentucky

Legal Title of Holding Company

POB 14037

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

Lexington

KY

40512

City

State

Zip Code

2937 Paris Pike, Lexington, KY

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Penny Crabtree

VP&Financial Services Mgr

Name

Title

859-293-6005 1207

Area Code / Phone Number / Extension

859-294-3942

Area Code / FAX Number

pcrabtree@whitakerbank.com

E-mail Address

whitakerbank.com

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

WHITAKER BANK CORPORATION OF KENTUCKY  
FORM FR Y-6  
December 31, 2013

---

**Report Item 1: Annual Report to Shareholders**

Whitaker Bank Corporation of Kentucky does not prepare an annual report for its shareholders.

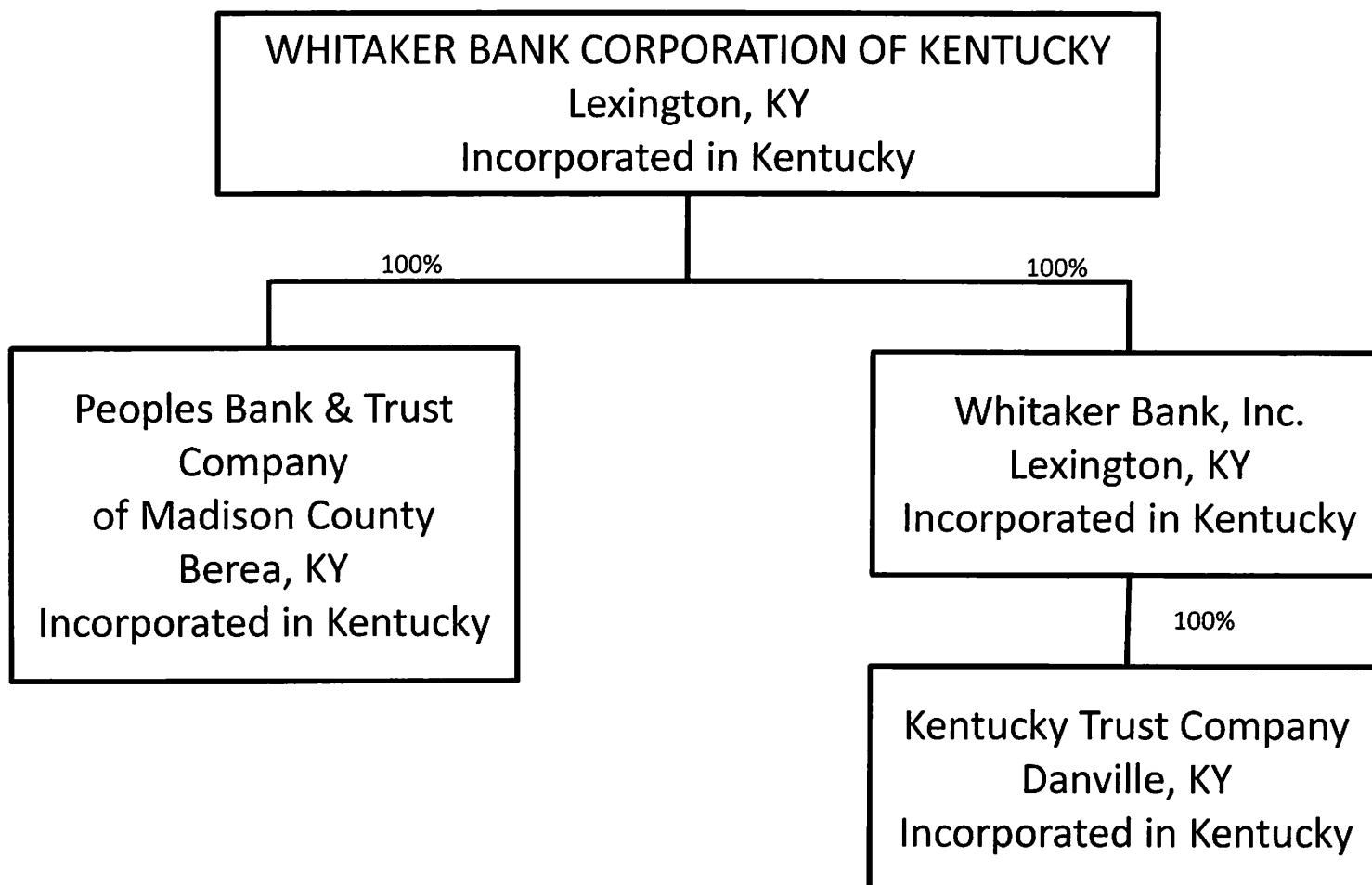
**Report Item 2: Organization Chart**

See next page.

**Report Item 2b. Branch Data Verification**

Submitted via e-mail on 3-14-14.

Whitaker Bank Corporation of Kentucky  
12-31-2013  
Organization Chart





Results: A list of branches for your holding company: WHITAKER BANK CORPORATION OF KENTUCKY (1966671) of LEXINGTON, 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)	746513	PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY	419 CHESTNUT STREET	BEREA	KY	40403	MADISON	UNITED STATES	13956	0	PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY	746513	
OK		Full Service	3460315	NORTH BEREA BRANCH	228 GLADES ROAD	BEREA	KY	40403	MADISON	UNITED STATES	193824	9	PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY	746513	
OK		Full Service	192316	U S 25 BRANCH	303 RICHMOND ROAD NORTH	BEREA	KY	40403	MADISON	UNITED STATES	250658	1	PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY	746513	
OK		Full Service	681717	WEST END BRANCH	102 WEST JEFFERSON STREET	BEREA	KY	40403	MADISON	UNITED STATES	193823	8	PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY	746513	
OK		Full Service	3154191	MT VERNON BRANCH	350 RICHMOND STREET	MOUNT VERNON	KY	40456	ROCKCASTLE	UNITED STATES	431446	10	PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY	746513	
OK		Full Service	2690601	BRANDY LANE BRANCH	1000 BRANDY LANE	RICHMOND	KY	40475	MADISON	UNITED STATES	250662	5	PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY	746513	
OK		Full Service	2242363	BYPASS BRANCH	460 EASTERN BYPASS	RICHMOND	KY	40475	MADISON	UNITED STATES	250660	3	PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY	746513	
OK		Full Service	1166725	RICHMOND BRANCH	1157 BERE A ROAD	RICHMOND	KY	40475	MADISON	UNITED STATES	250659	2	PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY	746513	
OK		Full Service	2483513	WALMART BRANCH	820 EASTERN BYPASS	RICHMOND	KY	40475	MADISON	UNITED STATES	250661	4	PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY	746513	
OK		Full Service	3361775	WACO BRANCH	HIGHWAY 52 & COLLEGE HILL ROAD	WACO	KY	40385	MADISON	UNITED STATES	3995	6	PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY	746513	
OK		Full Service (Head Office)	1445943	WHITAKER BANK, INC	2001 PLEASANT RIDGE DRIVE	LEXINGTON	KY	40509	FAYETTE	UNITED STATES	45826	0	WHITAKER BANK, INC	1445943	
OK		Full Service	2943606	WOLFE CO BRANCH	191 KY 15 SOUTH	CAMPTON	KY	41301	WOLFE	UNITED STATES	6197	11	WHITAKER BANK, INC	1445943	
OK		Full Service	3361953	CARLISLE BRANCH	227 WEST MAIN STREET	CARLISLE	KY	40311	NICHOLAS	UNITED STATES	1731	6	WHITAKER BANK, INC	1445943	
OK		Full Service	415613	CLAY CITY BRANCH	4459 MAIN STREET	CLAY CITY	KY	40312	POWELL	UNITED STATES	220834	12	WHITAKER BANK, INC	1445943	
OK		Full Service	748610	EAST CORBIN BRANCH	1400 EAST MASTER STREET	CORBIN	KY	40701	KNOX	UNITED STATES	193828	22	WHITAKER BANK, INC	1445943	
OK		Full Service	3745955	KEAVY BRANCH	1280 HIGHWAY 770	CORBIN	KY	40701	LAUREL	UNITED STATES	478784	42	WHITAKER BANK, INC	1445943	
OK		Full Service	685911	NORTH MAIN STREET BRANCH	100 NORTH MAIN STREET	CORBIN	KY	40701	WHITLEY	UNITED STATES	1732	20	WHITAKER BANK, INC	1445943	
OK		Full Service	749112	SOUTH CORBIN BRANCH	1319 CUMBERLAND FALLS HIGHWAY	CORBIN	KY	40701	WHITLEY	UNITED STATES	193827	21	WHITAKER BANK, INC	1445943	
OK		Full Service	3460342	FRANKFORT BRANCH	130 WEST MAIN STREET	FRANKFORT	KY	40601	FRANKLIN	UNITED STATES	1781	24	WHITAKER BANK, INC	1445943	
OK		Full Service	3460409	U.S. HIGHWAY 127 BRANCH	1305 U.S. HIGHWAY 127	FRANKFORT	KY	40601	FRANKLIN	UNITED STATES	194056	27	WHITAKER BANK, INC	1445943	
OK		Full Service	3460418	VERSAILLES ROAD BRANCH	264 VERSAILLES ROAD	FRANKFORT	KY	40601	FRANKLIN	UNITED STATES	194055	26	WHITAKER BANK, INC	1445943	
OK		Full Service	3361971	GEORGETOWN MAIN OFFICE	101 WEST MAIN STREET	GEORGETOWN	KY	40324	SCOTT	UNITED STATES	1739	28	WHITAKER BANK, INC	1445943	
OK		Full Service	2815860	THOROUGHbred BANKING CENTER BRANCH	100 FINANCIAL WAY	GEORGETOWN	KY	40324	SCOTT	UNITED STATES	193869	31	WHITAKER BANK, INC	1445943	
OK		Full Service	3460397	WASHINGTON SQUARE BRANCH	950 SOUTH BROADWAY STREET	GEORGETOWN	KY	40324	SCOTT	UNITED STATES	193868	30	WHITAKER BANK, INC	1445943	
OK		Full Service	538240	MERCER COUNTY MAIN OFFICE	211 SOUTH MAIN STREET	HARRRODSBURG	KY	40330	MERCER	UNITED STATES	7719	38	WHITAKER BANK, INC	1445943	
OK		Limited Service	3665530	NORTH BRANCH	1104 NORTH COLLEGE STREET	HARRRODSBURG	KY	40330	MERCER	UNITED STATES	464181	41	WHITAKER BANK, INC	1445943	
OK		Full Service	536143	SOUTH BRANCH	928 SOUTH COLLEGE STREET	HARRRODSBURG	KY	40330	MERCER	UNITED STATES	226378	40	WHITAKER BANK, INC	1445943	
OK		Full Service	3460388	HAZARD BRANCH	777 MORTON BOULEVARD	HAZARD	KY	41701	PERRY	UNITED STATES	442301	37	WHITAKER BANK, INC	1445943	
OK		Full Service	3361962	HWY 15 PERRY COUNTY BRANCH	1818 KENTUCKY HIGHWAY 15 SOUTH	HAZARD	KY	41701	PERRY	UNITED STATES	360841	18	WHITAKER BANK, INC	1445943	
OK		Full Service	485915	ISOM BRANCH	9754 HIGHWAY 15	ISOM	KY	41824	LETCHER	UNITED STATES	181451	17	WHITAKER BANK, INC	1445943	
OK		Full Service	356015	JENKINS BRANCH	9387 HIGHWAY 805	JENKINS	KY	41537	LETCHER	UNITED STATES	181449	15	WHITAKER BANK, INC	1445943	
OK		Full Service	3675463	DANVILLE MAPLE BRANCH	322 DANVILLE STREET	LANCASTER	KY	40444	GARRARD	UNITED STATES	190250	8	WHITAKER BANK, INC	1445943	
OK		Full Service	1003914	LANCASTER BRANCH	39 PUBLIC SQUARE	LANCASTER	KY	40444	GARRARD	UNITED STATES	1255	7	WHITAKER BANK, INC	1445943	
OK		Full Service	3361944	BEAUMONT BRANCH	998 GOVERNORS LANE	LEXINGTON	KY	40513	FAYETTE	UNITED STATES	357528	10	WHITAKER BANK, INC	1445943	
OK		Full Service	3037397	PARIS PIKE DRIVE BRANCH	2311 PARIS PIKE	LEXINGTON	KY	40505	FAYETTE	UNITED STATES	360845	19	WHITAKER BANK, INC	1445943	
OK		Full Service	2522597	REGENCY CENTER BRANCH	175 WEST LOWRY LANE SUITE 116	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	289067	5	WHITAKER BANK, INC	1445943	
OK		Full Service	2193063	ROMANY ROAD BRANCH	344 ROMANY ROAD	LEXINGTON	KY	40502	FAYETTE	UNITED STATES	289065	3	WHITAKER BANK, INC	1445943	
OK		Limited Service	2742265	TURFLAND MALL FINANCIAL CENTER	2033 HARRRODSBURG ROAD	LEXINGTON	KY	40504	FAYETTE	UNITED STATES	289068	9	WHITAKER BANK, INC	1445943	
OK		Full Service	170912	MOREHEAD BANK	140 EAST MAIN STREET	MOREHEAD	KY	40351	ROWAN	UNITED STATES	17646	35	WHITAKER BANK, INC	1445943	
OK		Full Service	2949318	NORTHSIDE BRANCH	1489 FLEMINGSBURG	MOREHEAD	KY	40351	ROWAN	UNITED STATES	357154	36	WHITAKER BANK, INC	1445943	
OK		Full Service	3460379	CAMARGO BRANCH	4085 CAMARGO RD	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	193939	33	WHITAKER BANK, INC	1445943	
OK		Full Service	3460351	INDIAN MOUND BRANCH	275 INDIAN MOUND DRIVE	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	193940	34	WHITAKER BANK, INC	1445943	
OK		Full Service	725611	MOUNT STERLING BANK BRANCH	30 WEST MAIN STREET	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	1754	32	WHITAKER BANK, INC	1445943	
OK		Limited Service	537748	SALVISA BRANCH	4795 LOUISVILLE RD	SALVISA	KY	40372	MERCER	UNITED STATES	226377	39	WHITAKER BANK, INC	1445943	
OK		Full Service	342719	STANTON BRANCH	130 SOUTH MAIN STREET	STANTON	KY	40380	POWELL	UNITED STATES	359542	13	WHITAKER BANK, INC	1445943	
OK		Full Service	484310	HIGHWAY 15 NORTH BRANCH	2378 HIGHWAY 15 NORTH	WHITESBURG	KY	41858	LETCHER	UNITED STATES	181450	16	WHITAKER BANK, INC	1445943	
OK		Full Service	357610	MAIN STREET BRANCH	187 MAIN STREET	WHITESBURG	KY	41858	LETCHER	UNITED STATES	225	14	WHITAKER BANK, INC	1445943	
OK		Full Service	3251876	WILLIAMSBURG BANKING CENTER BRANCH	1025 SOUTH HIGHWAY 25 WEST	WILLIAMSBURG	KY	40769	WHITLEY	UNITED STATES	193829	23	WHITAKER BANK, INC	1445943	

**WHITAKER BANK CORPORATION OF KENTUCKY**

FORM FR Y-6 December 31, 2013

**Report Item 3: Securities Holders (revised)**

(1)(a)(b)© and (2)(a)(b)©

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			Securities holders 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 fiscal year ending 12-31-2013		
(1)(a) Name, (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage Each Class of Voting Securities	(2)(a) Name, (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage Each Class of Voting Securities
Elmer Whitaker Revocable Trust Elmer Whitaker, Trustee Lexington, KY, USA	USA	18,051 - 11% Class A (voting)	None	None	None
Jack E. Whitaker Lexington, KY, USA	USA	857 - 0% Class A (voting)			
Trust for the benefit of Anna Whitaker Lake Jack E. Whitaker, Advisory Trustee* Lexington, KY, USA	USA	28,400 - 5% Class A (voting)			
Trust for the benefit of Anna Whitaker Lake Wallace Warfield, Advisory Trustee* Lexington, KY, USA	USA	28,400 - 5% Class A (voting)			
Trust for the benefit of Anna Whitaker Lake Anna Whitaker Lake, Advisory Trustee* Berea, KY, USA	USA	28,400 - 5% Class A (voting)			
Trust for the benefit of Jacquelin Whitaker Murphy Jack E. Whitaker, Advisory Trustee* Lexington, KY, USA	USA	28,400 - 5% Class A (voting)			
Trust for the benefit of Jacquelin Whitaker Murphy Wallace Warfield, Advisory Trustee* Lexington, KY, USA	USA	28,400 - 5% Class A (voting)			
Trust for the benefit of Jacquelin Whitaker Murphy Jacquelin Whitaker Murphy, Advisory Trustee* Paris, KY, USA	USA	28,400 - 5% Class A (voting)			
Trust for the benefit of Elmer Keith Whitaker Jack E. Whitaker, Advisory Trustee* Lexington, KY, USA	USA	28,400 - 5% Class A (voting)			

Trust for the benefit of Elmer Keith Whitaker Wallace Warfield, Advisory Trustee* Lexington, KY, USA	USA	28,400 - 5% Class A (voting)	
Trust for the benefit of Elmer Keith Whitaker Elmer Keith Whitaker, Advisory Trustee* Nicholasville, KY, USA	USA	28,400 - 5% Class A (voting)	
Trust for the benefit of John L. Whitaker, Jr Jack E. Whitaker, Advisory Trustee* Lexington, KY, USA	USA	28,400 - 5% Class A (voting)	
Trust for the benefit of John L. Whitaker, Jr Wallace Warfield, Advisory Trustee* Lexington, KY, USA	USA	28,400 - 5% Class A (voting)	
Trust for the benefit of John L. Whitaker, Jr Anna Whitaker Lake, Advisory Trustee* Berea, KY, USA	USA	28,400 - 5% Class A (voting)	
Trust for the benefit of Rebecca Whitaker Doehring Jack E. Whitaker, Advisory Trustee* Lexington, KY, USA	USA	28,400 - 5% Class A (voting)	
Trust for the benefit of Rebecca Whitaker Doehring Wallace Warfield, Advisory Trustee* Lexington, KY, USA	USA	28,400 - 5% Class A (voting)	
Trust for the benefit of Rebecca Whitaker Doehring Elmer Keith Whitaker, Advisory Trustee* Nicholasville, KY, USA	USA	28,400 - 5% Class A (voting)	

Note - total voting percentage is less than 100% due to rounding down - 14%

\* See Advisory Trust (pro forma voting power) attached and Class A (voting) Shareholder List attached

WHITAKER BANK CORPORATION OF KENTUCKY

FORM FR Y-6 December 31, 2013

Report Item 4: Insiders

				(3)(c)	(4)(a)	(4)(b)	(4)(c) *
				Title & Position with	Percentage of Voting	Percentage of Voting	List names of other
(1)	(2)	(3)(a)	(3)(b)	Other Businesses	Shares in Bank Holding	Shares in Subsidiaries	companies (includes
Names &	Principal Occupation	Title & Position with	Title & Position with	(include names of other	Company	(include names of	partnerships) If 25% or
Addresses	If other than with Bank	Bank Holding Company	Subsidiaries (include	businesses)		subsidiaries)	more of voting securities
(City, State, Country)	Holding Company	Bank Holding Company	names of subsidiaries)				are held (list names of
							companies and percentage
							of voting securities held)
Anna Whitaker Lake Berea, KY	None	Director, Vice President & Stockholder	None	Limited Partner-American International Warehouses, Ltd.	Anna W. Lake, Advisory Trustee-35.30% (as Advisory Trustee, must act in concert with one of the other two	None	Whitaker Farms-100.00%  Ecco Mining Company, Inc.-100.00%  W.G. Coal Sales, Inc.- 52.50%  Hazard Coal Co.-26.36%  Kentucky Union Co.-27.00%  Kycoga Co., LLC-50.00%  American International Warehouses, Ltd.-50.00%  Whitaker Land Co., Ltd.-100.00%  Whitaker Trust, LLC-100.00%  W.R. Storage Corp.-50.00%  PK Lubbock 98 Partners LLC-40.00%  Royal Land LLC -100.00%
Anna W. Lake, Advisory Trustee for: (w/a 1989 Trusts) Anna W. Lake John L. Whitaker				Limited Partner-Whitaker Land Company, Ltd Royal Land LLC  Member-Whitaker Trust, LLC  Voting Member - 25% ownership Four Great Lakes, LLC	Advisory Trustees in order to override decisions of the Primary Trustee, Kentucky Trust Co)		

\* % includes all ownership by immediate family and related companies

WHITAKER BANK CORPORATION OF KENTUCKY

FORM FR Y-6 December 31, 2013

Report Item 4: Insiders

(1) Names & Addresses (City, State, Country)	(2) Principal Occupation If other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) *
							List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Jacquelin W. Murphy Lexington, KY	None	Stockholder	None	Limited Partner-American International Warehouses, Ltd.	Jacquelin W. Murphy Advisory Trustee-17.65%	None	Whitaker Farms-100.00%
Jacquelin W. Murphy, Advisory Trustee for: (u/a 1989 Trusts) Jacquelin W. Murphy				Limited Partner-Whitaker Land Company, Ltd/ Royal Land LLC	(as Advisory Trustee, must act in concert with one of the other two Advisory Trustees in order to override decisions of the Primary Trustee, Kentucky Trust Co)		Ecco Mining Company, Inc.-100.00%
				Member-Whitaker Trust, LLC			W.G. Coal Sales, Inc.- 52.50%
				Member-Land Dev. Co., LLC			Hazard Coal Co.-26.36%
				Stockholder, Director-Murphy & Lusby Dev. Co.			Kentucky Union Co.-27.00%
				Member-Stoneleigh Farm, LLC			Kycoga Co., LLC-50.00%
				Spouse of Member-Bluegrass Gun & Range, LLC			American International Warehouses, Ltd.-50.00%
				Spouse of Member- BudsGunShop.com LLC			Whitaker Land Co., Ltd.-100.00%
				Spouse of Member-Ball Wright & Murphy, LLC			Whitaker Trust, LLC-100.00%
							W.R. Storage Corp.-50.00%
							PK Lubbock 98 Partners LLC-40.00%
							Land Dev. Co., LLC-25.00%
							Murphy & Lusby Dev. Co.-50.00%
							Stoneleigh Farm, LLC-100%
							Royal Land LLC -100.00%
							Bluegrass Gun & Range LLC-67%

\* % includes all ownership by immediate family and related companies



WHITAKER BANK CORPORATION OF KENTUCKY

FORM FR Y-6 December 31, 2013

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c) *
Names & Addresses (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)	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)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Jack Whitaker Lexington, KY	Holding company organi- zation, coal lands, and real estate, respectively	Chairman, CEO & Stockholder	Chairman of Board- Whitaker Bank, Inc.	Vice President of Whitaker Farms, Inc. General Partner of Whitaker Land Company, Ltd, 100% shareholder of Royal Land LLC	Jack Whitaker-0.53%	None	Whitaker Farms-100.00%
Jack Whitaker, Trustee for: (w/a 1972 Trusts) Jacquelin W. Murphy Elmer K. Whitaker			Chairman of Board- Peoples Bank & Trust Co of Madison County	Vice President, Director-Ecco Mining Company, Inc.	Jack Whitaker, Advisory Trustee-88.25% (as Advisory Trustee, must act in concert with one of the other two Advisory Trustees in order to override decisions of the Primary Trustee, Kentucky Trust Co)	Ecco Mining Company, Inc.-100.00%	
				Stockholder, Vice President, Director-W.G. Coal Sales, Inc.		Hazard Coal Co.-26.36%	
Jack Whitaker, Advisory Trustee for: (w a 1989 Trusts) Anna W. Lake Jacquelin W. Murphy Elmer K. Whitaker John L. Whitaker Rebecca L. Whitaker				Stockholder, Vice President, Director-Hazard Coal Corp.		Kycoga Co., LLC-50.00%	
				Stockholder, Vice President, Director, Secretary- Kentucky Union Company		American International Warehouses, Ltd.-50.00%	
				Member, Manager- Kycoga Company, LLC		Whitaker Land Co., Ltd.-100.00%	
						Whitaker Trust, LLC-100.00%	
Jack Whitaker, Trustee for John L. Whitaker, Jr. (dated 9/15/98)				Trustee of Limited Partner-American International Warehouses, Ltd.		W.R. Storage Corp.-50.00%	
				Trustee of Limited Partner-Whitaker Land Company, Ltd.		JW Farms, LLC-100%	
				Trustee of Member, Manager- Whitaker Trust, LLC		Royal Land LLC -100.00%	
				Director, Secretary- Whitaker Foundation, Inc.			
				Member, Manager- JW Farms, LLC			

\* % includes all ownership by immediate family and related companies

WHITAKER BANK CORPORATION OF KENTUCKY  
FORM FR Y-6 December 31, 2013

Report Item 4: Insiders

(1) Names & Addresses (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) *
							List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Elmer Whitaker Lexington, KY	Holding company organi- zation, coal lands, and real estate, respectively	Director Emeritus & Stockholder	Member, Advisory Board- Peoples Bank & Trust Co. of Madison County	Stockholder, President, Chairman -Ecco Mining Company, Inc.	11.22%	None	Ecco Mining Company, Inc.-100.00%
Elmer Whitaker, Trustee for Rebecca L. Whitaker (dated 7/17/98)			Member, Advisory Board- Whitaker Bank, Inc.	Stockholder, President, Chairman -Whitaker Farms, Inc. General Partner of Whitaker Land Co., 100% shareholder of Royal Land, LLC			Whitaker Farms, Inc.- 100.00% W.G. Coal Sales, Inc.- 52.50%
				Stockholder, President, Chairman of Board-W.G. Coal Sales, Inc.			Hazard Coal Co.-26.36%
				Stockholder, President, Chairman of Board-Hazard Coal Corp.			W.R. Storage Corp.-50.00% Kentucky Union Co.-27.00%
				Stockholder, Director-W.R. Storage Corporation			Kycoga Co., LLC-50.00%
				Stockholder, Vice President, Director- Kentucky Union Company			American International Warehouses, Ltd.-50.00%
				Stockholder, Director-Common- wealth Broadcasting Corp.			Whitaker Land Co., Ltd.-100.00% Whitaker Trust, LLC-100.00%
				Manager-Kycoga Company, LLC			Royal Land LLC -100.00%
				Trustee-Elmer Whitaker Revocable Trust			
				Trustee-Elmer Whitaker Real Estate Trust			
				President, Director-Whitaker Foundation, Inc.			

\* % includes all ownership by immediate family and related companies

WHITAKER BANK CORPORATION OF KENTUCKY

FORM FR Y-6 December 31, 2013

Report Item 4: Insiders

(1) Names & Addresses (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(e) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) * List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Wallace Warfield Lexington, KY	Holding company	Director, Executive Vice President, CFO	Director-Whitaker Bank, Inc.	Treasurer-Whitaker Farms, Inc.	Wallace Warfield-0.00%	None	None
Wallace Warfield, Advisory Trustee for: (w/a 1989 Trusts) Anna W. Lake Jacquelin W. Murphy Elmer K. Whitaker John L. Whitaker Rebecca L. Whitaker				Director, Treasurer-Hazard Coal Corporation	Wallace Warfield, Advisory Trustee-88.25%		
				Director, Secretary, Treasurer- Ecco Mining Company, Inc.	(as Advisory Trustee, must act in concert with one of the other two		
				Treasurer- Whitaker Foundation, Inc.	Advisory Trustees in order to override decisions of the Primary Trustee, Kentucky Trust Co)		

\* % includes all ownership by immediate family and related companies

WHITAKER BANK CORPORATION OF KENTUCKY

FORM FR Y-6 December 31, 2013

Report Item 4: Insiders

(1) Names & Addresses (City, State, Country)	(2) Principal Occupation If other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) *
							List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Elmer K. Whitaker Lexington, KY	None	Director, President & Stockholder	Director & CEO- Whitaker Bank, Inc.	Limited Partner-American International Warehouses, Ltd.	Elmer K. Whitaker, Advisory Trustee-35.30% (as Advisory Trustee, must act in concert with one of the other two Advisory Trustees in order to override decisions of the Primary Trustee, Kentucky Trust Co)	None	Whitaker Farms, Inc.- 100.00%
Elmer K. Whitaker, Advisory Trustee for, (w/a 1989 Trusts) Elmer K. Whitaker Rebecca L. Whitaker			Director- Peoples Bank & Trust Co of Madison County	Limited Partner-Whitaker Land Company, Ltd' Royal Land LLC'			Heico Mining Company, Inc.-100.00%
			Director- Kentucky Trust Company	Member-Whitaker Trust, LLC			W.G. Coal Sales, Inc.- 52.50%
				Member-Eagle Investment Group, LLC			Hazard Coal Co.-26.36%
				Member-EK Photography, LLC			Kentucky Union Co.-27.00%
				Member-Double Duce Farm, LLC			Kycoga Co., LLC-50.00%
							American International Warehouses, Ltd.-50.00%
							Whitaker Land Co., Ltd.-100.00%
							Whitaker Trust, LLC-100.00%
							W.R. Storage Corp.-50.00%
							PK Lubbock 98 Partners LLC-40.00%
							Eagle Invmt Group, LLC-25%
							Royal Land LLC -100.00%
							EK Photography, LLC-100%
							Double Duce Farm, LLC-100%

\* % includes all ownership by immediate family and related companies