

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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.

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.

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, Vickie Johnson

Name of the Holding Company Director and Official

Director & President

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

03/28/2019

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. _____

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

December 31, 2018

Month / Day / Year

None

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

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 Executive Vice President

Name Title

606-376-5031

Area Code / Phone Number / Extension

606-376-5038

Area Code / FAX Number

bbraden@unitedcumberland.com

E-mail Address

None

Address (URL) for the Holding Company's web page

| | | |
|--|--------------------------|----------------------------|
| Is confidential treatment requested for any portion of this report submission? | 0=No 1=Yes | <input type="checkbox"/> 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 | <input type="checkbox"/> | |
| 2. a letter justifying this request has been provided separately ... | <input type="checkbox"/> | |
| 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)

Legal Title of Subsidiary Holding Company

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

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City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6

**McCreary Bancshares, Inc.
Whitley City, Kentucky 42653
Fiscal Year Ending December 31, 2018**

Report Item 1: Annual Report to Shareholders

McCreary Bancshares does not prepare an annual report for the shareholders.

Report Item 2a: Organization Chart

See Attached

Report Item 2b: Domestic Branch Listing

See Attached

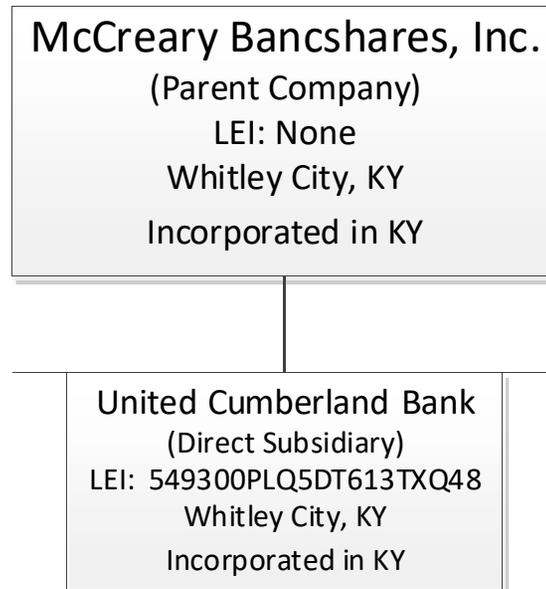
Report Item 3: Securities Holders

See Attached

Report Item 4: Insiders

See Attached

McCreary Bancshares Organization Chart



McCreary Bancshares, Inc. owns 100% of United Cumberland Bank

Results: A list of branches for your holding company: **MCCREARY BANCSHARES INC. (1071342) of WHITLEY CITY, KY.**
 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) | 425818 | UNITED CUMBERLAND BANK | 47 SOUTH MAIN STREET | WHITLEY CITY | KY | 42653 | MCCREARY | UNITED STATES | Not Required | Not Required | UNITED CUMBERLAND BANK | 425818 | |
| OK | | Full Service | 361514 | PINE KNOT BRANCH | 3995 S HIGHWAY 27 | PINE KNOT | KY | 42635 | MCCREARY | UNITED STATES | Not Required | Not Required | UNITED CUMBERLAND BANK | 425818 | |
| OK | | Full Service | 5164886 | SOMERSET BRANCH | 2568 SOUTH HIGHWAY 27 | SOMERSET | KY | 42501 | PULASKI | UNITED STATES | Not Required | Not Required | UNITED CUMBERLAND BANK | 425818 | |
| OK | | Full Service | 486417 | NORTH BRANCH | 1385 US HIGHWAY 27 NORTH | WHITLEY CITY | KY | 42653 | MCCREARY | UNITED STATES | Not Required | Not Required | UNITED CUMBERLAND BANK | 425818 | |
| OK | | Full Service | 1218259 | SCOTT HIGH DRIVE BR | 567 BAKER HIGHWAY | HUNTSVILLE | TN | 37756 | SCOTT | UNITED STATES | Not Required | Not Required | UNITED CUMBERLAND BANK | 425818 | |
| OK | | Full Service | 3645055 | JACKSBORO BRANCH | 2828 APPALACHIAN HIGHWAY | JACKSBORO | TN | 37757 | CAMPBELL | UNITED STATES | Not Required | Not Required | UNITED CUMBERLAND BANK | 425818 | |
| OK | | Full Service | 700739 | MUNICIPAL DRIVE BRANCH | 106 MUNICIPAL DRIVE | ONEIDA | TN | 37841 | SCOTT | UNITED STATES | Not Required | Not Required | UNITED CUMBERLAND BANK | 425818 | |

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**McCreary Bancshares, Inc.
Whitley City, KY
Fiscal Year Ending December 31, 2018**

Report Item 3: Securities holders

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

| Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2018 | | | 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 the fiscal year ending 12-31-2018 | | |
|---|---|--|--|---|--|
| (1)(a) Name, City, State, Country | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities | (2)(a) Name, City, State Country | (2)(b) Country of Citizenship or Incorporation | (2)(c) Number and Percentage of Each Class of Voting Securities |
| Darrell D. King Winfield, TN USA | USA | 13,000 - 9.95% Common Stock | None | | |
| David Ross Whitley City, KY USA | USA | 26,003 - 19.91% Common Stock | | | |
| M.A. Winchester Lexington, KY USA | USA | 27,956 - 21.40% Common Stock | | | |
| McCreary Bancshares ESOP Whitley City, KY USA | USA | 30,311 - 23.21% Common Stock | | | |

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McCreary Bancshares, Inc.
Whitley City, KY
Fiscal Year Ending December 31, 2018

Report Item 4: Insiders

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

| (1) Name, City, State, Country | (2) Principal Occupation if other than with Holding Company | (3)(a) Title & Position with 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 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 securi- ties are held (List names of companies and percentage of voting securities held) |
|---|---|---|---|---|--|---|--|
| Darrell D. King Winfield, TN USA | Businessman | Director | Director | Officer & Director Farm King, Inc. Winfield, TN | 9.95% | None | Farm King, Inc. 100% |
| | | | | Officer & Director Brewco, LLC Winfield, TN | | | Brewco, LLC 25% |
| | | | | Trustee King Trust Winfield, TN | | | King Trust 100% |
| | | | | Officer & Director KT Group, LLC Winfield, TN | | | KT Group, LLC 50% |
| | | | | Officer & Director KT Minerals, LLC Winfield, TN | | | KT Minerals, LLC 50% |
| | | | | Director Lumber King, Inc. Whitley City, KY | | | |
| David Ross Whitley City, KY USA | Businessman | Director | Director | Officer & Director DKMJ, Inc. Whitley City, KY | 19.91% | None | DKMJ 100% |

| (1) Name, City, State, Country | (2) Principal Occupation if other than with Holding Company | (3)(a) Title & Position with 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 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 securi- ties are held (List names of companies and percentage of voting securities held) |
|---|---|---|---|---|--|---|--|
| | | | | Officer & Director MJ of Somerset, Inc. Somerset, KY | | | MJ of Somerset 100% |
| | | | | Officer & Director Ross Enterprises #2, LLC Whitley City, KY | | | Ross Enterprises #2, LLC 100% |
| | | | | Officer & Director Ross Land Co, LLC Whitley City, KY | | | Ross Land Co, LLC 100% |
| | | | | Officer & Director KD Enterprises, LLC Whitley City, KY | | | KD Enterprises, LLC 100% |
| | | | | Officer & Director Frankfort Host, LLC Frankfort, KY | | | Frankfort Host, LLC 100% |
| | | | | Officer & Director Bluegrass Hospitality Prop, LLC West Liberty, KY | | | Bluegrass Hospitality Prop, LLC 50% |
| | | | | Officer & Director Country Host, LLC Somerset, KY | | | Country Host, LLC 100% |
| | | | | Officer & Director Corbin Host, LLC Corbin, KY | | | Corbin Host, LLC 100% |
| | | | | Officer & Director Florence-42 W Lodging, LLC Florence, KY | | | Florence-42 W Lodging, LLC 100% |
| | | | | Officer & Director Morehead Ventures, LLC Morehead, KY | | | Morehead Ventures, LLC 63% |

| (1) Name, City, State, Country | (2) Principal Occupation if other than with Holding Company | (3)(a) Title & Position with 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 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 securi- ties are held (List names of companies and percentage of voting securities held) |
|---|---|---|---|---|--|---|--|
| M.A. Winchester Lexington, KY USA | Retiree | Director | Director | Officer Auto Plus, LLC Whitley City, KY | 21.40% | None | Auto Plus 50% |
| | | | | Director Crabtree Wilson Ins. Whitley City, KY | | | Crabtree Wilson Ins. 25% |
| | | | | Director Sandstone, LLC Whitley City, KY | | | Sandstone, LLC 33.33% |
| J. C. Egnew Stearns, KY USA | Businessman | Director | Director | Director & Officer Outdoor Venture Corp. Stearns, KY | 4.15% | None | Outdoor Venture Corp. 58% |
| Skila Brown Bloomington, IN USA | Former School Teacher | Director | Director | None | 3.45% | None | None |
| David Winchester LaFollette, TN USA | Attorney | Director & Chairman | Director & Chairman | None | 0.72% | None | None |
| Tim Lavender Whitley City, KY USA | Attorney | Director | Director | None | 0.59% | None | None |
| James Johnson Stearns, KY USA | N/A | Director | Director & President and CEO (United Cumberland | None | 0.15% | None | None |

| (1) Name, City, State, Country | (2) Principal Occupation if other than with Holding Company | (3)(a) Title & Position with 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 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 securi- ties are held (List names of companies and percentage of voting securities held) |
|---|---|---|---|---|--|---|--|
| Vickie Johnson Stearns, KY USA | N/A | Director & President | Director & Executive VP and CFO (United Cumberland Bank) | None | 0.15% | None | None |
| Barry Braden Stearns, KY USA | N/A | Executive VP | VP and COO (United Cumberland Bank) | None | 0.03% | None | None |