

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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102(a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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.

Signature of Holding Company Director and Official

03/27/2024

Date of Signature

For Federal Reserve Bank Use Only

RSSD ID _____
C.I. _____

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

December 31, 2023

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 Executive Vice President

Name Title

606-376-0044

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 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."

Report Item 1: Annual Report to Shareholders

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

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

☒ Yes ☐ No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

☐ Yes ☒ No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing

☐ Yes ☒ No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders

☒ Yes ☐ No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

☒ Yes ☐ No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

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McCreary Bancshares, Inc.
Whitley City, KY
Fiscal Year Ending December 31, 2023

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 12-31-2023			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 12-31-2023		
(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
David Ross Family ¹ Whitley City, KY USA	USA	31,254 - 25.07% Common Stock	None		
M.A. Winchester Family ² Lexington, KY USA	USA	29,839 - 23.94% Common Stock			
McCreary Bancshares ESOP ³ Whitley City, KY USA	USA	30,311 - 24.32% Common Stock			

¹ David Ross - 16.33%, Kathy Ross - 7.72%, and Donna Ross 1.02%.

² M.A. Winchester - 6.56%, Portia Winchester - 6.56%, David Winchester - 3.18%, Susan Borders - 2.95%, Timothy Winchester - 2.87%, Alice Winchester - 0.29%, David Skyler Winchester - 0.29%, Lillian Rader - 0.24%, Lillian Hanna Winchester - 0.10%, Kevin Borders - 0.09%, Graham Winchester - 0.18%, Megan Winchester - 0.18%, Rachael Winchester - 0.18%, Kimberly Winchester - 0.06%, Eleanor Borders - 0.17%, and Lillian Rader as Custodian for Friedrich Rader - 0.04%.

³ Barry Braden - Trustee, J.C. Egnew - Trustee, Vickie Johnson - Trustee, Michael Laxton - Trustee, Lori Phillips-Jones - Trustee, Lillian Rader - Trustee, and David Winchester - Trustee; The trustees of the McCreary Bancshares ESOP select a trustee to vote the shares held by the ESOP each year. Participants are entitled to direct the trustee as to the manner in which voting rights will be exercised with respect to any corporate matter which involves the voting of such shares allocated to the participants' accounts with respect to the approval or disapproval of any corporate merger or consolidation, recapitalization, reclassification, liquidation, dissolution, sale of substantially all assets of a trade of business, or such similar transaction as may be prescribed in Treasury regulations.

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McCreary Bancshares, Inc.
Whitley City, KY
Fiscal Year Ending December 31, 2023

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)
David Ross Whitley City, KY USA	Businessman	Director	Director (United Cumberland Bank)	President & Director DKMJ Enterprises, Inc. Whitley City, KY	16.33% ¹	None	DKMJ Enterprises, Inc. 100%
				President & Director MJ of Somerset, Inc. Somerset, KY			MJ of Somerset, Inc. 100%
				Member Ross Enterprises #2, LLC Whitley City, KY			Ross Enterprises #2, LLC 100%
				Member Ross Land Co, LLC Whitley City, KY			Ross Land Co, LLC 100%
				Member KD Enterprises, LLC Whitley City, KY			KD Enterprises, LLC 100%
				Member Frankfort Host, LLC Frankfort, KY			Frankfort Host, LLC 100%
				Member Mason Host, LLC Maysville, KY			Mason Host, LLC 100%
				Member Country Host, LLC Somerset, KY			Country Host, LLC 100%
				Member			42 Lodging, LLC

(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)
				42 Lodging, LLC Florence, KY			100%
				Member Morehead Ventures, LLC Morehead, KY			Morehead Ventures, LLC 100%
				Member Corporate Host, LLC Morehead, KY			Corporate Host, LLC 70%
				Member Berea Hospitality, LLC Berea, KY			Corporate Host, LLC 20%
				Member Auto Plus, LLC Whitley City, KY			Auto Plus 50%
M.A. Winchester Lexington, KY USA	Retired Physician	Director Emeritus	Director Emeritus (United Cumberland Bank)	Director Crabtree-Wilson, Inc. Whitley City, KY	6.56% ²	None	Crabtree-Wilson, Inc. 25%
				Member Sandstone Partners, LLC Whitley City, KY			Sandstone Partners, LLC 33.33%
David Winchester LaFollette, TN USA	Attorney	Director, Chairman, & Trustee of McCreary Bancshares ESOP ³	Director & Chairman (United Cumberland Bank)	Member AW Properties, LLC Knoxville, TN	3.18% ²	None	AW Properties, LLC 100%
Lillian Rader Powell, TN USA	CPA	Director & Trustee of McCreary Bancshares ESOP ³	Director (United Cumberland Bank)	None	0.24% ²	None	None
J. C. Egnew Stearns, KY USA	Businessman	Director & Trustee of McCreary Bancshares ESOP ³	Director (United Cumberland Bank)	President & Director Outdoor Venture Corp. Stearns, KY	4.57%	None	Outdoor Venture Corp. 55%

(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)
James Johnson Stearns, KY USA	Retired Banker	Director	Director (United Cumberland Bank)	None	0.16%	None	None
Vickie Johnson Stearns, KY USA	N/A	Director, President, & Trustee of McCreary Bancshares ESOP ³	Director (United Cumberland Bank)	None	0.16%	None	None
Michael Laxton Winfield, TN USA	N/A	Director & Trustee of McCreary Bancshares ESOP ³	Director & President and CEO (United Cumberland Bank)	None	0.02%	None	None
Barry Braden Stearns, KY USA	N/A	Executive VP & Trustee of McCreary Bancshares ESOP ³	VP and COO (United Cumberland Bank)	None	0.04%	None	None

¹ The David Ross Family owns 25.07% of Common Stock in McCreary Bancshares, Inc., which includes the shares held directly by David Ross.

² The M.A. Winchester Family owns 23.94% of Common Stock in McCreary Bancshares, Inc., which includes the shares held directly by M.A. Winchester, David Winchester, and Lillian Rader.

³ The McCreary Bancshares ESOP owns 24.32% of Common Stock in McCreary Bancshares, Inc. The trustees of the McCreary Bancshares ESOP select a trustee to vote the shares held by the ESOP each year. Participants are entitled to direct the trustee as to the manner in which voting rights will be exercised with respect to any corporate matter which involves the voting of such shares allocated to the participants' accounts with respect to the approval or disapproval of any corporate merger or consolidation, recapitalization, reclassification, liquidation, dissolution, sale of substantially all assets of a trade of business, or such similar transaction as may be prescribed in Treasury regulations.