

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK  
OF CLEVELAND

2014 FEB -4 A 10:52

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.

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

**December 31, 2013**

Month / Day / Year

I. **Tom McCandless**

Reporter's Name, Street, and Mailing Address

**Grant County Bancorp, Inc**

Legal Title of Holding Company

**106 North Main Street, P O Box 399**

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

**Williamstown**

**KY**

**41097**

City

State

Zip Code

Name of the Holding Company Director and Official

**Chairman**

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.

Physical location (if different from mailing address)

*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.*

Person to whom questions about this report should be directed:

**Debra Colson**

**Sr. Vice President/CFO**

Name

Title

**859-824-3326**

Area Code / Phone Number / Extension

**859-824-5034**

Area Code / FAX Number

**dcolson@grantcountydeposit.com**

E-mail Address

*Tom McCandless*  
Signature of Holding Company Director and Official

**01/20/2014**

Date of Signature

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

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 **1130070**  
C.I. \_\_\_\_\_

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**  
**GRANT COUNTY BANCORP, INC.**  
**WILLIAMSTOWN, KENTUCKY**  
**FISCAL YEAR ENDING DECEMBER 31, 2013**

**REPORT ITEM 1 : ANNUAL REPORT TO SHAREHOLDERS**

BANK HOLDING COMPANY FINANCIAL STATEMENT  
(SEE ATTACHMENT)

**REPORT ITEM 2 : ORGANIZATION CHART**

Grant County Bancorp, Inc., 106 North Main Street, Williamstown, Kentucky has one and only one subsidiary, Grant County Deposit Bank, 106 North Main Street, Williamstown, Kentucky of which it has 100% ownership.

1. N/A
2. N/A
3. Grant County Bancorp, Inc was incorporated in the state of Kentucky. Grant County Deposit Bank was incorporated in the state of Kentucky.
4. N/A
5. N/A
6. N/A
7. N/A

Additional companies reportable on the FRY-6:

1. N/A

**Report Item 2 B : Domestic Branch Listing**

Submitted Via e-mail 1-16-2014

**REPORT ITEM 3 : SECURITIES HOLDERS**

1. At present the following people have 5% or more voting shares of Grant County Bancorp, Inc.
  - A. Dorothy Altman, Williamstown, Kentucky
  - B. American Citizen
  - C. 7,579 shares, 5.98% of voting shares common stock (which includes 162 shares owned as joint tenant with her mother, Anna Mary Gordon)
  
- A. Paul Dills, Dry Ridge, Kentucky
- B. American Citizen
- C. 12,223 shares, 6.65% of voting shares common stock
  
- A. Betty Barnes, Williamstown, Kentucky
- B. American Citizen
- C. 6,984 shares, 5.51% of voting shares common stock

## FORM FRY-6

- A. Kay Mitts Hicks Trust, Williamstown, Kentucky
  - B. American Citizen
  - C. 6,840 shares, 5.40% of voting shares common stock
- 
- A. Tom McCandless, Berry, Kentucky
  - B. American Citizen
  - C. 8,132 shares, 6.41% of voting shares common stock
- 
- 2. Securities holders not listed in section 3 (1) that owned 5 % or more voting shares during the fiscal year of Grant County Bancorp, Inc.
- 
- A. N/A
  - B. N/A
  - D. N/A

### REPORT ITEM 4 : DIRECTORS, OFFICERS, PRINCIPAL SHARE HOLDERS

Tom McCandless :

- 1. Berry, Kentucky
- 2. President and Chief Executive Officer of Grant County Deposit Bank, Williamstown, Kentucky
- 3.
  - A. Chairman of Holding Company
  - B. Director and President of Subsidiary Board (Grant County Deposit Bank), Serves on Bank's Executive Committee
  - C. N/A
- 4.
  - A. 6.41% common stock Grant County Bancorp, Inc.
  - B. N/A
  - C. N/A

Richard Austin :

- 1. Williamstown, Kentucky
- 2. Retired
- 3.
  - A. Director of Holding Company
  - B. Director of Subsidiary Board (Grant County Deposit Bank)
  - C. N/A
- 4.
  - A. .12% common stock Grant County Bancorp, Inc.
  - B. N/A
  - C. N/A

**FORM FRY-6**

Roy Wade Gutman:

1. Williamstown, Kentucky
2. Executive Director of the Grant County Industrial Authority
3. A. Vice Chairman and Director of Holding Company  
B. Vice Chairman and Director of Subsidiary Board (Grant County Deposit Bank)  
C. Grant County Industrial Authority
4. A. .63% common stock Grant County Bancorp, Inc.  
B. N/A  
C. N/A

Clyde Wyatt:

1. Owenton, Kentucky
2. Retired
3. A. Director of Holding Company  
B. Director of Subsidiary (Grant County Deposit Bank)  
C. N/A
4. A. 2.82% common stock Grant County Bancorp, Inc.  
B. N/A  
C. N/A

Gregory Hicks:

1. Williamstown, Kentucky
2. Owner/ Operator of Skyway Realty, G& H Development, Greg Hicks LLC, Williamstown, Kentucky
3. A. Secretary, Treasurer and Director of Holding Company  
B. Secretary, Treasurer and Director of Subsidiary Board (Grant County Deposit Bank)  
C. Skyway Realty, G & H Development, Greg Hicks LLC
4. A. .28 % common stock Grant County Bancorp, Inc.  
B. N/A  
C. 100% ownership In Greg Hicks LLC, 50% ownership in Skyway Realty, 50% ownership in G & H Development

Charles Dills, II:

1. Williamstown, Kentucky
2. Grant County Sheriff, Williamstown, KY
3. A. Director of Holding Company  
B. Director of Subsidiary Board (Grant County Deposit Bank)  
C. N/A
4. A. .01 % common stock Grant County Bancorp, Inc.  
B. N/A  
C. N/A

## FORM FRY-6

Paul Dills:

1. Dry Ridge, Kentucky
2. Security Officer of Grant County Deposit Bank, Williamstown, KY
3.
  - A. Assistant Secretary and Director of Holding Company
  - B. Assistant Secretary and Director of Subsidiary Board (Grant County Deposit Bank)
  - C. N/A
4.
  - A. 9.65 % common stock Grant County Bancorp, Inc.
  - B. N/A

Grant County Bancorp, Inc. does not have any Directors, Officers, or Principal Shareholders who have an interest in any other business of which Grant County Bancorp, Incorporated controls 25% or more of the voting shares.

**Results:** A list of branches for your holding company: GRANT COUNTY BANCORP, INC. (1130070) of WILLIAMSTOWN, 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)	489016	GRANT COUNTY DEPOSIT BANK	106 NORTH MAIN ST	WILLIAMSTOWN	KY	41097-112	GRANT	UNITED STATES	5966	0	GRANT COUNTY DEPOSIT BANK	489016	
OK		Full Service	245511	CORINTH BRANCH	HGWY 330 & I-75	CORINTH	KY	41010	GRANT	UNITED STATES	219875	2	GRANT COUNTY DEPOSIT BANK	489016	
OK		Full Service	2431046	CRITTENDEN BRANCH	225 VIOLET ROAD	CRITTENDEN	KY	41030	GRANT	UNITED STATES	219876	3	GRANT COUNTY DEPOSIT BANK	489016	
OK		Full Service	3667954	TAFT HIGHWAY BRANCH	26 TAFT HIGHWAY	DRY RIDGE	KY	41035	GRANT	UNITED STATES	359937	5	GRANT COUNTY DEPOSIT BANK	489016	

**CONDENSED STATEMENT OF  
GRANT COUNTY DEPOSIT BANK**

**OFFICERS**

TOM McCANDLESS, President & CEO  
 ANTHONY W. HOWE, Executive Vice President  
 DEBRA COLSON, Sr. Vice President & CFO  
 JUDY MCKENNEY, Sr. Vice President, Branch Manager  
 PATSY FIELDS KINMAN, Sr. Vice President, Branch Manager  
 DEBRA WRIGHT, Assistant Cashier, Branch Manager  
 PAUL DILLS, Security Officer  
 CELISA WHALEY, Assistant Cashier

**LOAN DEPARTMENT**

BOBBI J. HAMMONS, Sr. Vice President  
 CASSIE McCANDLESS, Vice President  
 MIKEAL MULBERRY, Vice President  
 MELINDA DELPH, Assistant Vice President  
 CHARLOTTE AKINS, Assistant Vice President  
 JILL HOLMES                      DAWN MORGAN                      SHARON BOWEN

**TELLERS**

PATRICIA PLUNKETT, Assistant Vice President  
 JOYCE REYNOLDS, Assist Cashier, Assist Branch Manager  
 CYNTHIA CUMMINS, Assist Cashier, Assist Branch Manager  
 SHARON BEACH, Assist Cashier  
 DANIELLE McCANDLESS, Assist Cashier, Assist Branch Manager  
 BRIDGET MADDOX, Assist Cashier  
 JENNIFER RADER                      TONYA BROCK  
 BRENDA WHITAKER                      ELAINE SHAFER  
 MARY JANE JONES                      WENDI CALDWELL  
 HUNTER EPPERSON                      LINDA WEBSTER  
 PAIGE MILLER

**BOOKKEEPING DEPARTMENT**

CARLA TURNER, Assist Cashier, Head Bookkeeper  
 CARRIE CARLISLE, Assist Cashier  
 JENNY VANCE  
 YVONNE TUTTLE                      TIFFANY HOWE

**RECEPTIONIST**

BARBARA MCCORMICK, Assistant Cashier

**COMMUNITY SERVICE COORDINATOR**

GINA AUSTIN SMITH

**BOARD OF DIRECTORS**

TOM McCANDLESS, Chairman  
 ROY WADE GUTMAN, Vice Chairman  
 GREGORY HICKS, Secretary & Treasurer  
 PAUL DILLS, Assistant Secretary  
 RICHARD AUSTIN  
 CHARLES DILLS  
 CHUCK DILLS  
 CLYDE WYATT

**ASSETS**

	<b>December 31, 2013</b>
CASH AND DUE FROM BANKS	\$ 4,302,489.50
SECURITIES :	
U S GOVT AGENCY SECURITIES	\$ 28,580,350.00
STATE, COUNTY & MUNICIPAL BONDS	\$ 9,996.58
TOTAL SECURITIES	\$ 28,590,346.58
LOANS , NET OF UNEARNED INTEREST	\$ 45,074,389.17
LESS RES FOR POSSIBLE LOAN LOSS	\$ 818,159.14
NET LOANS	\$ 44,256,230.03
BANK PREMISES & EQUIPMENT	\$ 1,222,923.30
OTHER REAL ESTATE	\$ 299,520.01
OTHER ASSETS	\$ 1,803,585.63
<b>TOTAL ASSETS</b>	<b>\$ 80,475,095.05</b>

**LIABILITIES & CAPITAL**

DEPOSITS	
REGULAR CHECKING ACCOUNTS	\$ 7,574,449.51
NOW CHECKING ACCOUNTS	\$ 15,296,945.27
MONEY MARKET ACCOUNTS	\$ 5,370,405.76
SAVINGS DEPOSITS	\$ 8,344,393.40
TIME CERTIFICATES	\$ 31,574,029.70
TOTAL DEPOSITS	\$ 68,160,223.64
SECURITIES SOLD UNDER	
AGREEMENTS TO REPURCHASE	\$ 630,736.78
OTHER LIABILITIES	\$ 3,185,461.79
TOTAL LIABILITIES	\$ 71,976,422.21
<b>CAPITAL</b>	
CAPITAL STOCK	\$ 600,000.00
SURPLUS	\$ 3,800,000.00
UNDIVIDED PROFITS	\$ 4,098,672.84
TOTAL CAPITAL	\$ 8,498,672.84
<b>TOTAL LIABILITIES &amp; CAPITAL</b>	<b>\$ 80,475,095.05</b>

**DIRECTORS AND OFFICERS OF  
GRANT COUNTY BANCORP, INC.**

TOM McCANDLESS, Chairman  
 ROY WADE GUTMAN, Vice Chairman  
 GREGORY HICKS, Secretary & Treasurer  
 PAUL DILLS, Assistant Secretary  
 RICHARD AUSTIN  
 CHARLES DILLS  
 CLYDE WYATT  
 CHUCK DILLS

**CONDENSED STATEMENT OF  
GRANT COUNTY BANCORP, INC.**

<b>ASSETS</b>	<b>DECEMBER 31, 2013</b>
CASH	\$ 25,224.68
EQUITY IN GRANT COUNTY DEPOSIT BANK	8,498,672.84
TOTAL ASSETS	\$ 8,523,897.52
<b>LIABILITIES &amp; CAPITAL</b>	
CAPITAL STOCK	\$ 3,600,000.00
LESS TREASURY STOCK AT PAR	(432,175.00)
RETAINED EARNINGS	5,356,072.52
TOTAL STOCK HOLDERS EQUITY	8,523,897.52
TOTAL LIABILITIES & CAPITAL	\$ 8,523,897.52

**GRANT COUNTY DEPOSIT BANK  
WILLIAMSTOWN, KENTUCKY**

MAIN OFFICE	(859) 824-3326	1-800-998-0273
CORINTH BRANCH	(859) 824-3000	1-800-998-0276
CRITTENDEN BRANCH	(859) 428-3000	1-800-998-0277
DRY RIDGE BRANCH	(859) 824-1277	1-866-998-0272
TELEPHONE BANKING	1-877-571-7973	

**MEMBER FDIC**

**WE OFFER AT THE PRESENT  
THE FOLLOWING SERVICES**

FIXED RATE MORTGAGE LOANS  
FARM LOANS  
INSTALLMENT LOANS  
PERSONAL LOANS  
CERTIFICATES OF DEPOSIT  
CHECKING ACCOUNTS  
SAVINGS ACCOUNTS  
GRANDPARENTS SAVINGS  
DIRECT DEPOSITS  
NIGHT DEPOSITORY  
SAFE DEPOSIT BOXES  
BANK BY MAIL  
BANK MONEY ORDERS  
CASHIER CHECKS  
CITY OF WILLIAMSTOWN UTILITY PAYMENTS  
CHRISTMAS CLUB  
INDIVIDUAL RETIREMENT ACCOUNTS  
NOTARY PUBLIC  
EXTENDED BANKING HOURS  
DRIVE-IN BANKING  
THE STAR ATM  
VISA CHECK CARDS  
INTERNET BANKING  
ON LINE BILL PAY

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**A GOOD BANK IN A GOOD COUNTY**  
offering strength, courtesy and service to  
its community and friends

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**MEMBER FDIC**

**GRANT COUNTY DEPOSIT BANK**

***BANKING ON YOU !***

**MAIN OFFICE HOURS**

**MONDAY - FRIDAY**

LOBBY 9:00 - 4:00

**BRANCH OFFICE HOURS**

**MONDAY - THURSDAY**

DRIVE-IN WINDOW 8:00 - 5:00  
LOBBY 9:00 - 4:00

**FRIDAY**

DRIVE-IN WINDOW 8:00 - 6:00  
LOBBY 9:00 - 5:00

**SATURDAY**

DRIVE-IN WINDOW 8:00 - 12:00  
LOBBY 9:00 - 12:00

MAIN OFFICE	(859) 824-3326	1-800-998-0273
CORINTH BRANCH	(859) 824-3000	1-800-998-0276
CRITTENDEN BRANCH	(859) 428-3000	1-800-998-0277
DRY RIDGE BRANCH	(859) 824-1277	1-866-998-0272

**TELEPHONE BANKING 1-877-571-7973**

**VISIT US AT**

**[www.grantcountydepositbank.com](http://www.grantcountydepositbank.com)**

**GRANT COUNTY DEPOSIT BANK  
AND  
GRANT COUNTY BANCORP, INC.**

**WILLIAMSTOWN, KENTUCKY**

**STATEMENT OF CONDITION**



**EACH DEPOSITOR INSURED TO \$250,000.00  
CAPITAL AND SURPLUS \$4,400,000.00**

**MEMBER FDIC**