

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK  
OF CLEVELAND



# Annual Report of Holding Companies—FR Y-6

2014 APR - 2 P 12:44  
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, R. Jeffrey Adams

Reporter's Name, Street, and Mailing Address

WinFirst Financial Corp.

Legal Title of Holding Company

57 South Main Street

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

Winchester KY 40391

City State Zip Code

Same

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

Vice President, WinFirst Financial Corp.

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.

Person to whom questions about this report should be directed:

Kari R. Gough CFO/COO of WFB

Name Title

859-744-1900

Area Code / Phone Number / Extension

859-744-2940

Area Code / FAX Number

kgough@winchesterfederal.com

E-mail Address

www.winchesterfederal.com

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

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.

*R. Jeffrey Adams*

Signature of Holding Company Director and Official

03/31/2014

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.

1924783

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

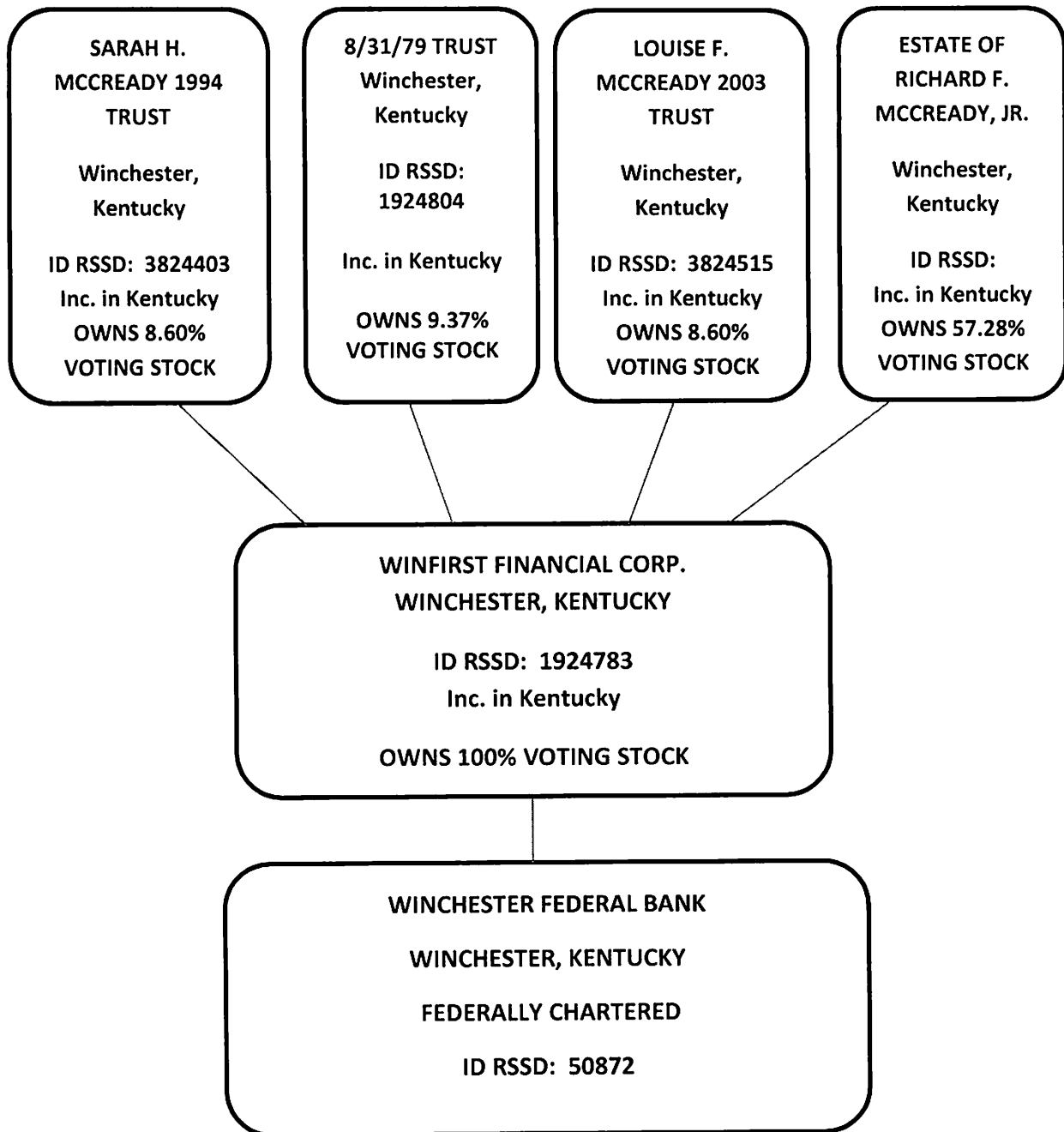
# WINFIRST FINANCIAL CORP. ANNUAL REPORT FR Y-6

December 31, 2013

## Report Item 1: Annual Report to Shareholders

WinFirst Financial Corp. prepares an annual report for its securities holders and is not registered with the SEC. As specified by the Federal Reserve Bank of Cleveland, one copy of the 2013 Annual Report to Shareholders is enclosed.

## Report Item 2a: Organization Chart



Results: A list of branches for your holding company: WINHRS1 FINANCIAL CORPORATION (1924783) of WINCHESTER, 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	12/31/2013	Full Service (Head Office)	50872	WINCHESTER FEDERAL BANK	57 SOUTH MAIN STREET	WINCHESTER	KY	40391	CLARK	UNITED STATES	42147	0	WINCHESTER FEDERAL BANK	50872	
ok	12/31/2013	Full Service	4141620	BYPASS BRANCH	1705 BYPASS ROAD	WINCHESTER	KY	40391	CLARK	UNITED STATES	441456	1	WINCHESTER FEDERAL BANK	50872	

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## Report Item 2b: *Domestic Branch Listing*

Branch verification provided to the Federal Reserve Bank via email on March 31, 2014.

## Report Item 3: *Securities Holders*

*Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/13.*

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(1) (a) Name, City, State, Country	(1) (b) Country of Citizenship or Incorporation	(1) (c) Number & Percentage of Each Class of Voting Securities
Jane H. McCready Winchester, KY, USA	USA	3,079 or 4.53%
Jane H. McCready, Executrix for Richard F. McCready, Jr. Estate Winchester, KY, USA	USA	38,958 or 57.28%
<i>Total shares controlled by Jane H. McCready</i>		<i>42,037 or 61.81%</i>
Sarah H. McCready 1994 Trust Winchester, KY, USA	USA	5,850 or 8.60%
Louise F. McCready 2003 Trust Winchester, KY, USA	USA	5,850 or 8.60%
8/31/79 Trust Winchester, KY, USA	USA	6,375 or 9.37%
<i>Total shares controlled by and for the benefit of the McCready Family</i>		<i>60,112 or 88.38%</i>

Report Item 3: (2) – Not Applicable.

## WINFIRST FINANCIAL CORP. ANNUAL REPORT FR Y-6

### 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 WinFirst Financial Corp.	(3)(a) Title & Position with WinFirst Financial Corp.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in WinFirst Financial Corp.	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more voting securities are held
Jane H. McCready, Winchester, KY, USA	Retired Schoolteacher	President	N/A	N/A	4.53% individually plus 57.28% as Executrix for Estate	N/A	N/A
Sarah H. Boston, New York, NY, USA	Attorney	Director	Director (Winchester Federal Bank)	Manager -(Pfizer Compliance Division)	8.60% (plus 50% of 9.37% owned by the 8/31/79 Trust)	N/A	*
Louise F. M. Hart, New York, NY, USA	Freelance Journalist	Director, Secretary, Treasurer	Director and Secretary (Winchester Federal Bank)	Contributor (Huffington Post), Creative Director (Editorialist.com)	8.60% (plus 50% of 9.37% owned by the 8/31/79 Trust)	N/A	*
Reese Jeffrey Adams, Winchester, KY, USA	Owner/operator	Chairman, Vice President	Chairman (Winchester Federal Bank)	Owner (Jeff's Car Wash)	2.35%	N/A	* **
Hugh C. Boston III, New York City, NY, USA	Attorney	Director	N/A	VP of Corporate Development (Interpublic Group)	N/A	N/A	N/A

## WINFIRST FINANCIAL CORP. ANNUAL REPORT FR Y-6

(1) Name, City, State, Country	(2) Principal Occupation if other than with WinFirst Financial Corp.	(3)(a) Title & Position with WinFirst Financial Corp.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in WinFirst Financial Corp.	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more voting securities are held
Mark McCammish, Winchester, KY, USA	Retired Manager	N/A	Director (Winchester Federal Bank)	N/A	0.29%	N/A	N/A
Robert Anderson, Winchester, KY, USA	Retired	N/A	Director Emeritus	N/A	N/A	N/A	N/A
Larry Hobbs, Lexington, KY, USA	Retired Bank Executive	N/A	Vice Chairman (Winchester Federal Bank)	N/A	N/A	N/A	N/A
Jane Venable Brown, Winchester, KY, USA	Farmer	N/A	Director Emeritus	Farmer	3.68%	N/A	N/A
David L. Shadburne, Winchester, KY, USA	N/A	N/A	President/CEO (Winchester Federal Bank)	N/A	N/A	N/A	N/A
David E. Woods, Richmond, KY, USA	N/A	N/A	Executive Vice President (Winchester Federal Bank)	N/A	2.46%	N/A	N/A
Kari R. Gough, Mt. Sterling, KY, USA	N/A	N/A	Chief Financial Officer, Chief Operations Officer, Treasurer (Winchester Federal Bank)	N/A	N/A	N/A	Spouse is 50% Owner (GW Enterprises LLC & Roof Services LLC)

## WINFIRST FINANCIAL CORP. ANNUAL REPORT FR Y-6

(1) Name, City, State, Country	(2) Principal Occupation if other than with WinFirst Financial Corp.	(3)(a) Title & Position with WinFirst Financial Corp.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in WinFirst Financial Corp.	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more voting securities are held
Jamey Y. Perry, Winchester, KY, USA	N/A	N/A	Vice President, Bank Secrecy Act Officer, Branch Manager	N/A	N/A	0.20%	N/A
Lewis J. Hart, III New York, NY, USA	Sr. Vice President	Director	N/A	Sr. VP Wealth Management - Brown Brothers Harriman	N/A	N/A	N/A

\*Each of Sarah H. McCreedy and Louise F. M. Hart are 50% beneficiaries and trustees for the Article Fourth (B) Trust. The Article Fourth (B) Trust and Reese J. Adams are each 50% owners of the following companies:

- Red Forest, LLC
- Mid-Pop, LLC
- Redwing Plaza, LLC
- Lexland Center, LLC
- TSC Properties, LLC
- Mid-Bypass Land, LLC
- Chance, LLC
- RedFuel, LLC

The Article Fourth (B) Trust and Reese J. Adams are each 37.5% owners of Falcon's Nest, LLC. The Article Fourth (B) Trust is 100% owner of Fourth (B) Oak. Fourth (B) Oak and Reese J. Adams are each 25% owner of Oak Developments, LLC.

\*\*Reese J. Adams is 100% sole proprietor of Jeff's Car Wash (and affiliate car washes) and Blue Ash Farm. Mr. Adams is 33.3% owner of Oak Alley, LLC.

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