

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE
 OF CLEVELAND
 2015 JUN 23 P 2: 27

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.

I, Vickie Johnson

Name of the Holding Company Director and Official

Director & CFO

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

06/12/2015

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 1071342
 C.I. _____

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

December 31, 2014

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 Corporate Secretary

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

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
McCreary Bancshares, Inc.
Whitley City, Kentucky 42653
Fiscal Year Ending December 31, 2014

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

Results: A list of branches for your depository institution: UNITED CUMBERLAND BANK (ID_RSSD: 425818).
 This depository institution is held by MCCREARY BANCSHARES INC. (1071342) of WHITLEY CITY, KY.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

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

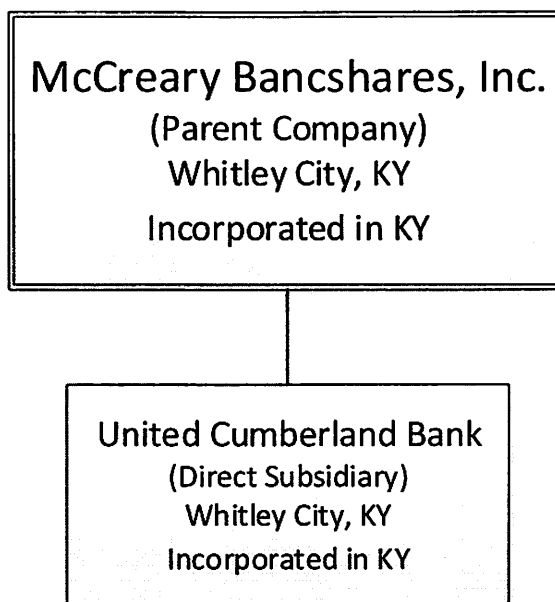
When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

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	242	0	UNITED CUMBERLAND BANK	425818	
OK		Full Service	361514	PINE KNOT BRANCH	3995 S HIGHWAY 27	PINE KNOT	KY	42635	MCCREARY	UNITED STATES	181479	1	UNITED CUMBERLAND BANK	425818	
OK		Full Service	486417	NORTH BRANCH	1385 US HIGHWAY 27 NORTH	WHITLEY CITY	KY	42653	MCCREARY	UNITED STATES	181480	2	UNITED CUMBERLAND BANK	425818	
OK		Full Service	1218259	SCOTT HIGH DRIVE BR	567 BAKER HIGHWAY	HUNTSVILLE	TN	37756	SCOTT	UNITED STATES	208756	4	UNITED CUMBERLAND BANK	425818	
OK		Full Service	3645055	APPALACHIAN HIGHWAY BRANCH	2828 APPALACHIAN HIGHWAY	JACKSBORO	TN	37757	CAMPBELL	UNITED STATES	479022	6	UNITED CUMBERLAND BANK	425818	
OK		Full Service	700739	MUNICIPAL DRIVE BRANCH	106 MUNICIPAL DRIVE	ONEIDA	TN	37841	SCOTT	UNITED STATES	4130	3	UNITED CUMBERLAND BANK	425818	
OK		Full Service	2857543	ONEIDA WAL-MART BRANCH	19740 ALBERTA STREET	ONEIDA	TN	37841	SCOTT	UNITED STATES	208758	5	UNITED CUMBERLAND BANK	425818	

McCreary Bancshares Organization Chart



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

Form FR Y-6
McCreary Bancshares, Inc.
Fiscal Year Ending December 31, 2014

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 12-31-2014			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 12-31-2014		
(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 - 9.71% Common Stock	None		
David Ross Whitley City, KY USA	USA	23,000 - 17.17% Common Stock			
M.A. Winchester Lexington, KY USA	USA	27,092 - 9.71% Common Stock			
McCreary Bancshares ESOP Whitley City, KY USA	USA	30,311 - 22.63% Common Stock			

Form FR Y-6
McCreary Bancshares, Inc.
Fiscal Year Ending December 31, 2014

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	None	Officer & Director Farm King, Inc. Winfield, TN	9.71%	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%
David Ross Whitley City, KY USA	Businessman	Director	None	Officer & Director DKMJ, Inc. Whitley City, KY	17.17%	None	DKMJ 100%
				Officer & Director MJ of Somerset, Inc. Somerset, KY			MJ of Somerset 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 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 Grayville Host, LLC Grayville, KY			Grayville Host, LLC 10%
				Officer & Director Frankfort Host, LLC Frankfort, KY			Frankfort Host, LLC 100%
				Officer & Director Bluegrass Hospitality Prop, LLC West Liberty, KY			Bluegrass Hospitality Prop, I 50%
				Officer & Director Country Host, LLC Somerset, KY			Country Host, LLC 40%
				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%

(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 Bellevue Host, LLC Bellevue, KY			Bellevue Host, LLC 21.40%
				Officer & Director Morehead Ventures, LLC Morehead, KY			Morehead Ventures, LLC 54%
				Officer & Director Berea Madison Center Berea, KY			Berea Madison Center 25%
				Officer & Director Mason Host Maysville, KY			Mason Host 50%
				Officer & Director Corporate Host Hazard, KY			Corporate Host 23.50%
M.A. Winchester Lexington, KY USA	Retiree	Director	None	Officer Auto Plus, LLC Whitley City, KY	20.23%	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%
				Director Parkland Investments Whitley City, KY			Parkland Investments 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)
				Director Sandstone Community Care, LLC Whitley City, KY			Sandstone Community Care, LLC 33.33%
							Parkland Land 100%
J. C. Egnew Stearns, KY USA	Businessman	Director	None	Director & Officer Outdoor Venture Corp. Stearns, KY	4.05%	None	Outdoor Venture Corp. 58%
				Director & Officer Shelter Pro, LLC Stearns, KY			Shelter Pro, LLC 60%
							Egnew Properties Mgmt. 40%
Skila Brown Bloomington, IN USA	Former School Teacher	Director	None	None	3.37%	None	None
Gordon Kidd Pine Knot, KY USA	N/A	Director & President	Director & CEO (United Cumberland Bank)	None	1.13%	None	None
David Winchester LaFollette, TN USA	Attorney	Director & Chairman	None	None	0.66%	None	None
Tim Lavender Whitley City, KY USA	Attorney	Director	None	Director & Officer HL Communications Whitley City, KY	0.58%	None	HL Communications 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)
James Johnson Stearns, KY USA	N/A	Director	Director & President (United Cumberland Bank)	None	0.15%	None	None
Vickie Johnson Stearns, KY USA	N/A	Director & Exec. Vice President	CFO (United Cumberland Bank)	None	0.15%	None	None