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 FEDERAL RESERVE BANK
 OF CLEVELAND

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)); 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, 2015

Month / Day / Year

NA

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

I, Mark D. Strother

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Commercial Grayson Bancshares, Inc.

Legal Title of Holding Company

P. O. Box 7

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

Grayson KY 41143

City State Zip Code

208 E. Main Street, Grayson, KY 41143

Physical Location (if different from mailing address)

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:

Mark D. Strother President/CEO

Name Title

606-474-7811

Area Code / Phone Number / Extension

606-474-2100

Area Code / FAX Number

markstrother@cbgrayson.com

E-mail Address

www.cbgrayson.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.

Mark D. Strother

Signature of Holding Company Director and Official

07/05/2016

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. _____

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

FR Y-6 Information

Report Item 1: As the bank is not publicly traded, there are no SEC filings necessary. A copy of Commercial Grayson Bancshares, Inc.'s 2014 Annual Report is included as an attachment.

Report Item 2: The following is an outline of the organizational structure of Commercial Grayson Bancshares, Inc. and its wholly owned subsidiary The Commercial Bank of Grayson. LEI is not applicable for both the holding company and bank.

Holding Company: Commercial Grayson Bancshares, Inc.
P. O. Box 7
Grayson, KY, USA 41143
Owner of 100% of The Commercial Bank of Grayson stock
Incorporated in the Commonwealth of Kentucky.

Bank: The Commercial Bank of Grayson
P. O. Box 7
Grayson, KY, USA 41143
Incorporated in the Commonwealth of Kentucky.

Full Service
Bank Branches: Grayson Main Office
208 E. Main Street
Grayson, Carter Co., KY, USA 41143

Grayson Interchange Branch Office
109 N. Carol Malone Blvd.
Grayson, Carter Co., KY, USA 41143

Olive Hill Office
155 E. Tom T. Hall Blvd.
Olive Hill, Carter Co., KY, USA 41164

There have been no changes to the bank's list of branches.

Regarding Companies reportable on the FR Y-10 & thus reportable on FR Y-6, Commercial Grayson Bancshares, Inc. is the top tier bank holding company. No other factors are relevant.

Report Item 3(1): Five percent stockholders of Commercial Grayson Bancshares, Inc. as of December 31, 2015:

Jack W. Strother, Jr. Grayson, Carter Co., KY, USA	11,780.50 shares* 65.49%
Mary Blanche Jungers Katy, Fort Bend Co., Texas, USA	2,000 shares 11.12%
Palm & Company Pittsburgh, Allegheny Co., PA, USA	1,200 shares 6.67%

* Mr. Strother's stock figure includes the 11,250.00 shares he controls as Trustee for the Wick H. Strother Trust.

Report item 3(2): There were no changes to the 5% stockholders' list during 2015.

Report Item 4: Insiders include the following:

- 1) Jack W. Strother, Jr., Grayson, KY, USA.
 - 2) Retired CEO and President of Commercial Bank of Grayson.
 - 3) a) Chairman of the Board of Directors; b) Chairman of The Commercial Bank of Grayson and Commercial Grayson Bancshares, Inc.; c) not applicable.
 - 4) a) 11,780.5 shares (65.49%); b) authorized to vote all 50,000 shares of Commercial Grayson Bancshares, Inc.; c) not applicable.
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- 1) Willie D. Patton, RPH, Grayson, KY, USA.
 - 2) Retired pharmacist.
 - 3) a) Director; b) Director for The Commercial Bank of Grayson; c) not applicable.
 - 4) a) 9 shares (0.05%); b) not applicable; c) not applicable.
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- 1) John Jordan, Grayson, KY, USA.
 - 2) Retired from Calgon.
 - 3) a) Director; b) Director and Chairman of Audit Committee for The Commercial Bank of Grayson; c) not applicable.
 - 4) a) 6 shares (0.03%); b) not applicable; c) not applicable.
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- 1) Von Loy Kiser, Olive Hill, KY, USA.
 - 2) Retired from gas distribution business; excavation business operator.
 - 3) a) Director; b) Director for The Commercial Bank of Grayson; c) not applicable.
 - 4) a) 4 shares (0.02%); b) not applicable; c) not applicable.
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- 1) Samuel J. Perry, Grayson, KY, USA.
 - 2) Retired – past owner of McDonalds' franchises.
 - 3) a) Director; b) Director for The Commercial Bank of Grayson; c) not applicable.
 - 4) a) 94 shares (0.52%); b) not applicable; c) not applicable.
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- 1) Mark D. Strother, Grayson, KY, USA.
 - 2) Not applicable.
 - 3) a) Director, President; b) Director, President and CEO of The Commercial Bank of Grayson; c) not applicable.
 - 4) a) 162 shares, including 45 restricted shares (0.90%); b) authorized to vote the 50,000 shares of The Commercial Bank of Grayson stock at the absence of Jack W. Strother, Jr.; c) not applicable.

Report Item 4 (continued):

- 1) Linda L. Arnett, Grayson, KY, USA.
 - 2) Not applicable.
 - 3) a) Director, Vice President, Secretary and Assistant Treasurer; b) Director, Senior Vice President, Operations Officer, Executive Officer, Secretary and Assistant Treasurer of The Commercial Bank of Grayson; c) not applicable.
 - 4) a) 3 shares (0.02%); b) not applicable; c) not applicable.
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- 1) Mary Blanche Jungers, Katy, TX, USA.
 - 2) Not applicable.
 - 3) Not applicable.
 - 4) a) 2,000 shares (11.12% of total shares); b) not applicable; c) not applicable.
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- 1) Cynthia Hill, Denton, KY, USA.
 - 2) Not applicable.
 - 3) a) Treasurer and Assistant Secretary; b) Vice President, Assistant Operations Officer, Executive Officer, Treasurer and Assistant Secretary of The Commercial Bank of Grayson; c) not applicable.
 - 4) a) not applicable; b) not applicable; c) not applicable.

Results: A list of branches for your depository institution: **COMMERCIAL BANK OF GRAYSON, THE (ID_RSSD: 812614)**.
 This depository institution is held by **COMMERCIAL GRAYSON BANCSHARES INC. (1071810)** of GRAYSON, KY.
 The data are as of **12/31/2015**. Data reflects information that was received and processed through **01/07/2016**.

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)	812614	COMMERCIAL BANK OF GRAYSON, THE	208 EAST MAIN STREET	GRAYSON	KY	41143	CARTER	UNITED STATES	6488	0	COMMERCIAL BANK OF GRAYSON, THE	812614	
OK		Full Service	997614	GRAYSON INTERCHANGE BRANCH OFFICE	109 NORTH CAROL MALONE BOULEVARD	GRAYSON	KY	41143	CARTER	UNITED STATES	221909	1	COMMERCIAL BANK OF GRAYSON, THE	812614	
OK		Full Service	3696712	GRAYSON MAIN OFFICE	208 EAST MAIN STREET	GRAYSON	KY	41143	CARTER	UNITED STATES	Not Required	Not Required	COMMERCIAL BANK OF GRAYSON, THE	812614	
OK		Full Service	1430033	OLIVE HILL OFFICE	155 EAST TOM T HALL BOULEVARD	OLIVE HILL	KY	41164	CARTER	UNITED STATES	5592	2	COMMERCIAL BANK OF GRAYSON, THE	812614	