

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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.

FEDERAL RESERVE BANK  
 OF CLEVELAND

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.

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

December 31, 2016

Month / Day / Year

NA

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

Reporter's Name, Street, and Mailing Address

I, Mark D. Strother

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:

HILMA HARNED VP/TREASURER

Name Title

606-474-7811

Area Code / Phone Number / Extension

606-474-2100

Area Code / FAX Number

hilmaharned@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.

*[Handwritten Signature]*

Signature of Holding Company Director and Official

03/27/2017

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 2015
- will be sent under separate cover
- is not prepared 2016

For Federal Reserve Bank Use Only

RSSD ID 1071810  
 C.I. \_\_\_\_\_

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."

## **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 2015 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, 2016:

(1)(a) Jack W. Strother, Jr. Grayson, Carter Co., KY, USA	(1)(b) USA	(1)(c) 11,780.50 shares* 65.49%
Mary Blanche Jungers Katy, Fort Bend Co., Texas, USA	USA	2,000 shares 11.12%
Palm & Company Pittsburgh, Allegheny Co., PA, USA	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 2016.

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.

- 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.

- 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.

- 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.

- 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) 100 shares (0.56%); b) not applicable; c) not applicable.

- 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) 177 shares, including 45 restricted shares (0.99%); 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, b) Director, 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) Secretary and Assistant Treasurer b) Vice President, Operations Officer, Executive Officer, Cashier, Secretary and Assistant Treasurer of The Commercial Bank of Grayson; c) not applicable.
  - 4) a) not applicable; b) not applicable; c) not applicable.
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- 1) Hilma Harned, Ashland, KY USA
  - 2) Not Applicable
  - 3) a) Treasurer and Assistant Secretary; b) Vice President/Commercial Loan Officer, 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.