

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)); 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.

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

None

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

Reporter's Name, Street, and Mailing Address

I, **Mitchell Durham**

Name of the Holding Company Director and Official

**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.

**Whitaker Bank Corporation of Kentucky**

Legal Title of Holding Company

**P.O. Box 14037**

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

**Lexington**

**KY**

**40512**

City

State

Zip Code

**2750 Paris Pike, Lexington, KY 40511**

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:

**Penny Crabtree**

**VP & Financial Svcs Mgr**

Name

Title

**859-293-6005 x1207**

Area Code / Phone Number / Extension

**859-294-3942**

Area Code / FAX Number

**pcrabtree@whitakerbank.com**

E-mail Address

**www.whitakerbank.com**

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

*Mitchell Durham, Director + CFO*

Signature of Holding Company Director and Official

**03/30/2017**

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
- will be sent under separate cover
- is not prepared

**For Federal Reserve Bank Use Only**

RSSD ID \_\_\_\_\_

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."

WHITAKER BANK CORPORATION OF KENTUCKY  
FORM FR Y-6  
December 31, 2016

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**Report Item 1: Annual Report to Shareholders**

Whitaker Bank Corporation of Kentucky does not prepare an annual report for its shareholders.

**Report Item 2: Organization Chart**

See next page.

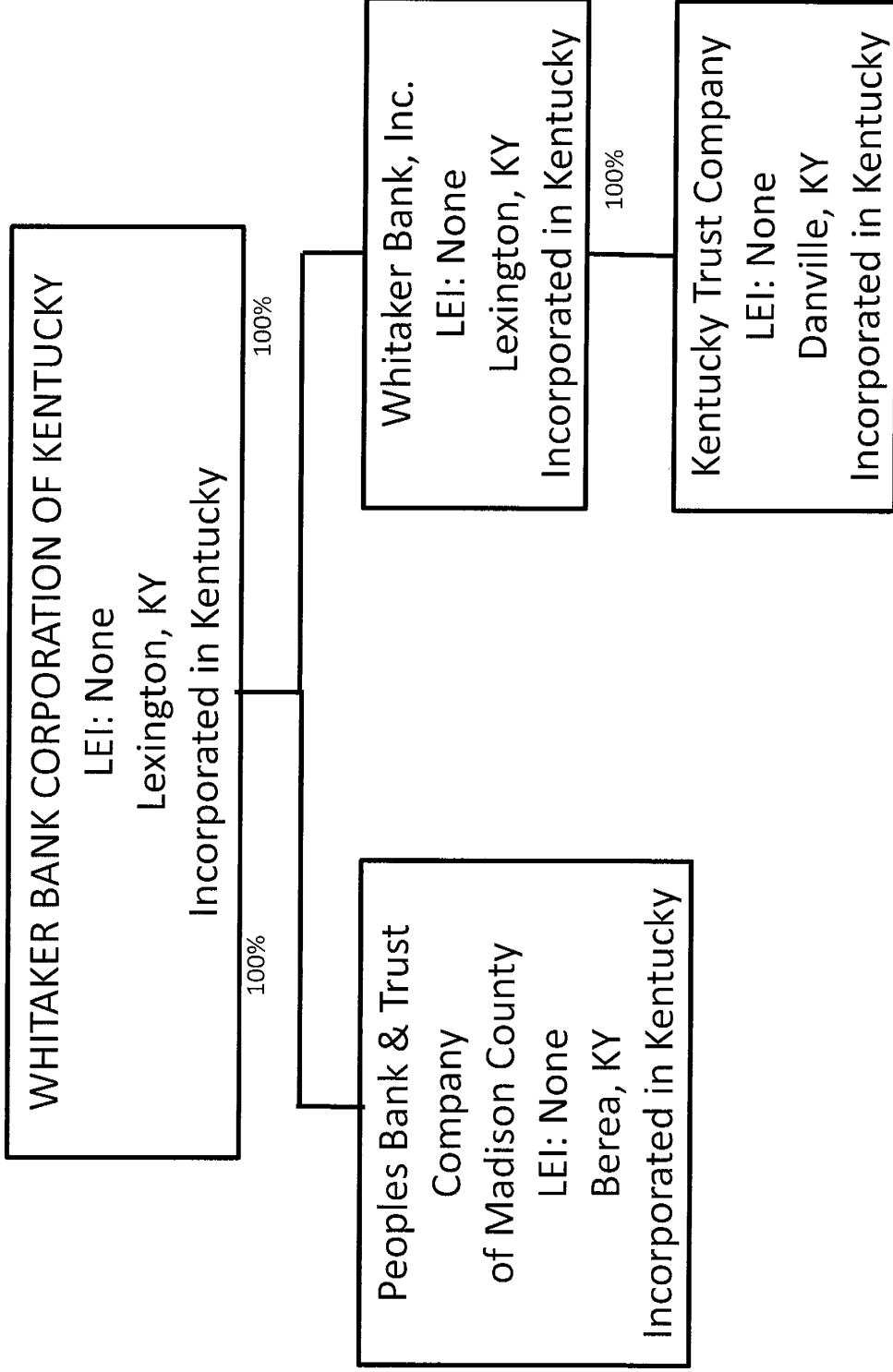
**Report Item 2b. Branch Data Verification**

Submitted via e-mail on 3-10-17.

# Whitaker Bank Corporation of Kentucky

12-31-2016

## Organization Chart



WHITAKER BANK CORPORATION OF KENTUCKY

FORM FR Y-6 December 31, 2016

**Report Item 3: Securities Holders (revised)**

(1)(a)(b)Ⓞ and (2)(a)(b)Ⓞ

| Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016 |  |   | Securities holders not listed in 3(1)(a) through 3(1)Ⓞ that had ownership, control or holdings of 5% or more with power to vote during fiscal year ending 12-31-2016 |  |   |
|---|--|---|--|--|---|
| (1)(a)<br>Name,<br>(City, State, Country)   | (1)(b)<br>Country of Citizenship<br>or Incorporation | (1)Ⓞ<br>Number and Percentage<br>Each Class of Voting<br>Securities | (2)(a)<br>Name,<br>(City, State, Country)  | (2)(b)<br>Country of Citizenship<br>or Incorporation | (2)Ⓞ<br>Number and Percentage<br>Each Class of Voting<br>Securities |
| Jack E. Whitaker<br>Lexington, KY, USA  | USA  | 10,908 - 6.78%<br>Class A (voting)                                  | None   | None   | None  |
| Trust for the benefit of<br>Anna Whitaker Lake<br>Jack E. Whitaker, Advisory<br>Trustee*<br>Lexington, KY, USA                      | USA  | 30,000 - 6.21%<br>Class A (voting)                                  |  |  |   |
| Trust for the benefit of<br>Anna Whitaker Lake<br>Wallace Warfield, Advisory<br>Trustee*<br>Lexington, KY, USA                      | USA  | 30,000 - 6.21%<br>Class A (voting)                                  |  |  |   |
| Trust for the benefit of<br>Anna Whitaker Lake<br>Anna Whitaker Lake, Advisory<br>Trustee*<br>Berea, KY, USA                        | USA  | 30,000 - 6.21%<br>Class A (voting)                                  |  |  |   |
| Trust for the benefit of<br>Jacquelin Whitaker Murphy<br>Jack E. Whitaker, Advisory<br>Trustee*<br>Lexington, KY, USA               | USA  | 30,000 - 6.21%<br>Class A (voting)                                  |  |  |   |
| Trust for the benefit of<br>Jacquelin Whitaker Murphy<br>Wallace Warfield, Advisory<br>Trustee*<br>Lexington, KY, USA               | USA  | 30,000 - 6.21%<br>Class A (voting)                                  |  |  |   |
| Trust for the benefit of<br>Jacquelin Whitaker Murphy<br>Jacquelin Whitaker Murphy, Advisory<br>Trustee*<br>Paris, KY, USA          | USA  | 30,000 - 6.21%<br>Class A (voting)                                  |  |  |   |
| Trust for the benefit of<br>Elmer Keith Whitaker<br>Jack E. Whitaker, Advisory<br>Trustee*<br>Lexington, KY, USA                    | USA  | 30,000 - 6.21%<br>Class A (voting)                                  |  |  |   |
| Trust for the benefit of<br>Elmer Keith Whitaker<br>Wallace Warfield, Advisory<br>Trustee*  | USA  | 30,000 - 6.21%<br>Class A (voting)                                  |  |  |   |

|   |     |                                    |
|---|-----|------------------------------------|
| Lexington, KY, USA  |     |                                    |
| Trust for the benefit of Elmer Keith Whitaker, Advisory Trustee*                            | USA | 30,000 - 6.21%<br>Class A (voting) |
| Sadieville, KY, USA   |     |                                    |
| Trust for the benefit of John L. Whitaker, Jr, Jack E. Whitaker, Advisory Trustee*          | USA | 30,000 - 6.21%<br>Class A (voting) |
| Lexington, KY, USA  |     |                                    |
| Trust for the benefit of John L. Whitaker, Jr, Wallace Warfield, Advisory Trustee*          | USA | 30,000 - 6.21%<br>Class A (voting) |
| Lexington, KY, USA  |     |                                    |
| Trust for the benefit of John L. Whitaker, Jr, Anna Whitaker Lake, Advisory Trustee*        | USA | 30,000 - 6.21%<br>Class A (voting) |
| Berea, KY, USA  |     |                                    |
| Trust for the benefit of Rebecca Whitaker Doehring, Jack E. Whitaker, Advisory Trustee*     | USA | 30,000 - 6.21%<br>Class A (voting) |
| Lexington, KY, USA  |     |                                    |
| Trust for the benefit of Rebecca Whitaker Doehring, Wallace Warfield, Advisory Trustee*     | USA | 30,000 - 6.21%<br>Class A (voting) |
| Lexington, KY, USA  |     |                                    |
| Trust for the benefit of Rebecca Whitaker Doehring, Elmer Keith Whitaker, Advisory Trustee* | USA | 30,000 - 6.21%<br>Class A (voting) |
| Sadieville, KY, USA   |     |                                    |

Note - total voting percentage is less than 100% due to rounding

\* See Advisory Trust (pro forma voting power) attached and Class A (voting) Shareholder List attached

Report Item 4: Insiders

| (1)<br>Names & Addresses<br>(City, State, Country)  | (2)<br>Principal Occupation<br>if other than with Bank<br>Holding Company       | (3)(a)<br>Title & Position with<br>Bank Holding Company | (3)(b)<br>Title & Position with<br>Subsidiaries (include<br>names of subsidiaries) | (3)(c)<br>Title & Position with<br>Other Businesses<br>(include names of other<br>businesses)                                   | (4)(a)<br>Percentage of Voting<br>Shares in Bank Holding<br>Company  | (4)(b)<br>Percentage of Voting<br>Shares in Subsidiaries<br>(include names of<br>subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25% or<br>more of voting securities<br>are held (list names of<br>companies and percentage<br>of voting securities held) |
|---|---|---|--|---|--|--|---|
| Jack Whitaker<br>Lexington, KY  | Holding company organi-<br>zation, coal lands, and<br>real estate, respectively | Chairman, CEO &<br>Stockholder                          | Chairman of Board-<br>Whitaker Bank, Inc.  | Sole Member Central KY Holdings, LLC<br>General Partner of Whitaker Land<br>Company, Ltd, 100% shareholder of<br>Royal Land LLC | Jack Whitaker-6.78%  | None   | W. G. Coal Sales, Inc. -<br>52.50%  |
| Jack Whitaker, Trustee for:<br>Elmer Whitaker Irrevocable<br>Trust dated 08/23/2013<br>effective 06/08/2014   |   |   | Chairman of Board-<br>Peoples Bank & Trust Co of<br>Madison County                 | Stockholder, President,<br>Director-W.G. Coal Sales, Inc.<br>Stockholder, President,<br>Director-Hazard Coal Corp.              | Jack Whitaker, Advisory<br>Trustee-93.15%<br>(as Advisory Trustee,<br>must act in concert with<br>one of the other two<br>Advisory Trustees in<br>order to override<br>decisions of the Primary<br>Trustee, Kentucky Trust Co) |  | Hazard Coal Co.-26.36%<br>Kentucky Union Co.-27.00%<br>Kycoga Co., LLC-50.00%<br>American International<br>Warehouses, Ltd.-50.00%  |
| Jack Whitaker, Advisory<br>Trustee for:<br>(w/a 1989 Trusts)<br>Anna W. Lake<br>Jacquelin W. Murphy<br>Elmer K. Whitaker<br>John L. Whitaker<br>Rebecca L. Whitaker |   |   | Stockholder,<br>Director, Secretary-<br>Kentucky Union Company                     | Member, Manager-<br>Kycoga Company, LLC<br>Trustee of Limited Partner-American<br>International Warehouses, Ltd.                | Whitaker Land Co., Ltd.-100.00%<br>Whitaker Trust, LLC-100.00%<br>W.R. Storage Corp.-50.00%<br>JW Farms, LLC-100%  |  | Whitaker Land Co., Ltd.-100.00%<br>Whitaker Trust, LLC-100.00%<br>W.R. Storage Corp.-50.00%<br>JW Farms, LLC-100%   |
| Jack Whitaker, Trustee for<br>John L. Whitaker, Jr.<br>(dated 9/15/98)  |   |   | Trustee of Limited Partner-Whitaker<br>Land Company, Ltd.                          | Trustee of Member, Manager-<br>Whitaker Trust, LLC  | Royal Land LLC -100.00%<br>East KY Holdings, LLC-100%  |  | Royal Land LLC -100.00%<br>East KY Holdings, LLC-100%   |
|   |   |   | Director, President<br>Whitaker Foundation, Inc.                                   | Member, Manager-<br>JW Farms, LLC   |  |  | Central KY Holdings, LLC-100%   |
|   |   |   | Member, Manager-<br>Central KY Holdings, LLC                                       | Member, Manager-<br>Central KY Holdings, LLC  |  |  |   |
|   |   |   | Member, Manager-<br>East KY Holdings, LLC  | Member, Manager-<br>East KY Holdings, LLC   |  |  |   |

\* '5 includes all ownership by immediate family and related companies

WHITAKER BANK CORPORATION OF KENTUCKY

FORM FR Y-6 December 31, 2016

Report Item 4: Insiders

| (1)<br>Names &<br>Addresses<br>(City, State, Country) | (2)<br>Principal Occupation<br>if other than with Bank<br>Holding Company | (3)(a)<br>Title & Position with<br>Bank Holding Company | (3)(b)<br>Title & Position with<br>Subsidiaries (include<br>names of subsidiaries) | (3)(c)<br>Title & Position with<br>Other Businesses<br>(Include names of other<br>businesses) | (4)(a)<br>Percentage of Voting<br>Shares in Bank Holding<br>Company | (4)(b)<br>Percentage of Voting<br>Shares in Subsidiaries<br>(Include names of<br>subsidiaries) | (4)(c) *<br>List names of other<br>companies (includes<br>partnerships) if 25% or<br>more of voting securities<br>are held (list names of<br>companies and percentage<br>of voting securities held) |
|---|---|---|--|---|---|--|---|
| Mitchell Durham<br>Richmond, KY                       | None  | CFO and Director  | None   | Director, Treasurer-Hazard<br>Coal Corporation  | Mitchell Durham-0.00%   | None   | None  |
|   |   |   |  | Director, Treasurer -<br>Kentucky Union Company   |   |  |   |
|   |   |   |  | Treasurer - W.G. Coal Sales, Inc.   |   |  |   |

\* 'S includes all ownership by immediate family and related companies

WHITAKER BANK CORPORATION OF KENTUCKY

FORM FR Y-6 December 31, 2016

Report Item 4: Insiders

| (1)<br>Names & Addresses (City, State, Country)           | (2)<br>Principal Occupation if other than with Bank Holding Company | (3)(a)<br>Title & Position with Bank Holding Company | (3)(b)<br>Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c)<br>Title & Position with Other Businesses (include names of other businesses) | (4)(a)<br>Percentage of Voting Shares in Bank Holding Company   | (4)(b)<br>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(c)*<br>List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held) |
|---|---|--|--|--|---|---|--|
| Elmer K. Whitaker<br>Sadleville, KY                       | None  | Director, President & Stockholder                    | Director & CEO- Whitaker Bank, Inc.  | Limited Partner-American International Warehouses, Ltd.                              | Elmer K. Whitaker, Advisory Trustee-37.29%<br><br>(as Advisory Trustee, must act in concert with one of the other two Advisory Trustees in order to override decisions of the Primary Trustee, Kentucky Trust Co) | None  | W.G. Coal Sales, Inc. - 52.50%   |
| Elmer K. Whitaker, Advisory Trustee for (w/a 1989 Trusts) |   | Director- Peoples Bank & Trust Co of Madison County  | Limited Partner-Whitaker Land Company, Ltd/Royal Land LLC                    |  |   |   | Hazard Coal Co.-26.36%   |
| Elmer K. Whitaker   |   | Director- Kentucky Trust Company                     | Member-Whitaker Trust, LLC   |  |   |   | Kentucky Union Co.-27.00%  |
| Rebecca L. Whitaker                                       |   |  | Member-Eagle Investment Group, LLC   |  |   |   | Kyooga Co., LLC-50.00%   |
|   |   |  | Member-EK Photography, LLC   |  |   |   | American International Warehouses, Ltd.-50.00%   |
|   |   |  | Member-Double Duce Farm, LLC   |  |   |   | Whitaker Land Co., Ltd.-100.00%  |
|   |   |  | Member - CMSTEXT, LLC  |  |   |   | Whitaker Trust, LLC-100.00%  |
|   |   |  |  |  |   |   | W.R. Storage Corp.-50.00%  |
|   |   |  |  |  |   |   | PK Lubbeck 98 Partners LLC-40.00%  |
|   |   |  |  |  |   |   | Eagle Invmt Group, LLC-25%   |
|   |   |  |  |  |   |   | Royal Land LLC -100.00%  |
|   |   |  |  |  |   |   | EK Photography, LLC-100%   |
|   |   |  |  |  |   |   | Double Duce Farm, LLC-100%   |

\* 5 includes all ownership by immediate family and related companies



WHITAKER BANK CORPORATION OF KENTUCKY

FORM FR Y-6 December 31, 2016

Report Item 4: Insiders

| (1)<br>Names & Addresses<br>(City, State, Country)  | (2)<br>Principal Occupation<br>if other than with Bank<br>Holding Company | (3)(a)<br>Title & Position with<br>Bank Holding Company | (3)(b)<br>Title & Position with<br>Subsidiaries (include<br>names of subsidiaries) | (3)(c)<br>Title & Position with<br>Other Businesses<br>(include names of other<br>businesses)   | (4)(a)<br>Percentage of Voting<br>Shares in Bank Holding<br>Company   | (4)(b)<br>Percentage of Voting<br>Shares in Subsidiaries<br>(include names of<br>subsidiaries) | (4)(c) *<br>List names of other<br>companies (includes<br>partnerships) if 25% or<br>more of voting securities<br>are held (list names of<br>companies and percentage<br>of voting securities held)   |
|---|---|---|--|---|---|--|---|
| Anna Whitaker Lake<br>Berea, KY   | None  | Director, Vice President &<br>Stockholder               | None   | Limited Partner-American<br>International Warehouses, Ltd.  | Anna W. Lake,<br>Advisory Trustee-37.29%<br>(as Advisory Trustee,<br>must act in concert with<br>one of the other two<br>Advisory Trustees in<br>order to override<br>decisions of the Primary<br>Trustee, Kentucky Trust Co) | None   | W.G. Coal Sales, Inc. -<br>52.50%   |
| Anna W. Lake,<br>Advisory Trustee for:<br>(w/a 1989 Trusts)<br>Anna W. Lake<br>John L. Whitaker |   |   |  | Limited Partner-Whitaker Land<br>Company, Ltd/ Royal Land LLC<br>Member-Whitaker Trust, LLC<br>Voting Member - 25% ownership<br>Four Great Lakes, LLC |   |  | Hazard Coal Co.-26.36%<br>Kentucky Union Co.-27.00%<br>Kyooga Co., LLC-50.00%<br>American International<br>Warehouses, Ltd.-50.00%<br>Whitaker Land Co., Ltd.-100.00%<br>Whitaker Trust, LLC-100.00%<br>W.R. Storage Corp.-50.00%<br>PK Lubbock 98 Partners LLC-40.00%<br>Royal Land LLC -100.00% |

\* 5 includes all ownership by immediate family and related companies

WHITAKER BANK CORPORATION OF KENTUCKY

FORM FR Y-6 December 31, 2016

Report Item 4: Insiders

| (1)<br>Names & Addresses<br>(City, State, Country)                 | (2)<br>Principal Occupation<br>if other than with Bank<br>Holding Company | (3)(a)<br>Title & Position with<br>Bank Holding Company | (3)(b)<br>Title & Position with<br>Subsidiaries (include<br>names of subsidiaries) | (3)(c)<br>Title & Position with<br>Other Businesses<br>(include names of other<br>businesses) | (4)(a)<br>Percentage of Voting<br>Shares in Bank Holding<br>Company   | (4)(b)<br>Percentage of Voting<br>Shares in Subsidiaries<br>(include names of<br>subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25% or<br>more of voting securities<br>are held (list names of<br>companies and percentage<br>of voting securities held) |
|--|---|---|--|---|---|--|---|
| Jacquelin W. Murphy<br>Paris, KY                                   | None  | Stockholder   | None   | Limited Partner-American<br>International Warehouses, Ltd.                                    | Jacquelin W. Murphy<br>Advisory Trustee-18.65%  | None   | W. G. Coal Sales, Inc.-<br>52.50%   |
| Jacquelin W. Murphy,<br>Advisory Trustee for:<br>(w/a 1989 Trusts) |   |   |  | Limited Partner-Whitaker Land<br>Company, Ltd/ Royal Land LLC                                 | (as Advisory Trustee,<br>must act in concert with<br>one of the other two<br>Advisory Trustees in<br>order to override<br>decisions of the Primary<br>Trustee, Kentucky Trust Co) |  | Hazard Coal Co.-26.36%  |
| Jacquelin W. Murphy  |   |   |  | Member-Whitaker Trust, LLC  |   |  | Kentucky Union Co.-27.00%   |
|  |   |   |  | Member-Land Dev. Co., LLC   |   |  | Kyreoga Co., LLC-50.00%   |
|  |   |   |  | Member-Stoneleigh Farm, LLC   |   |  | American International<br>Warehouses, Ltd.-50.00%   |
|  |   |   |  | Spouse of Member-Bluegrass<br>Gun & Range, LLC  |   |  | Whitaker Land Co., Ltd.-100.00%   |
|  |   |   |  | Spouse of Member-<br>BudsGunShop.com LLC  |   |  | Whitaker Trust, LLC-100.00%   |
|  |   |   |  | Spouse of Member-Ball<br>Wright & Murphy, LLC   |   |  | W.R. Storage Corp.-50.00%   |
|  |   |   |  |   |   |  | PK Lubbock 98 Partners LLC-40.00%   |
|  |   |   |  |   |   |  | Land Dev. Co., LLC-25.00%   |
|  |   |   |  |   |   |  | Murphy & Lusby Dev. Co.-50.00%  |
|  |   |   |  |   |   |  | Stoneleigh Farm, LLC-100%   |
|  |   |   |  |   |   |  | Royal Land LLC -100.00%   |
|  |   |   |  |   |   |  | Bluegrass Gun & Range LLC-67%   |
|  |   |   |  |   |   |  | BudsGunShop LLC-33%   |
|  |   |   |  |   |   |  | Ball Wright & Murphy LLC-33%  |

\* 'S' includes all ownership by immediate family and related companies

Results: A list of branches for your holding company: **WHITAKER BANK CORPORATION OF KENTUCKY (18665271) of LEDINGTON, KY.**  
 The data are as of **12/31/2016**. Data reflects information that was received and processed through **01/10/2017**.

**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://f10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_BSSD columns are for reference only. Verification of these values is not required.

| Data Action | Effective Date | Branch Service Type        | Branch ID_BSSD* | Popular Name                                   | Street Address                 | City         | State | Zip Code | County     | Country       | FDIC UNINUM* | Office Number* | Head Office                                    | Head Office ID_BSSD* | Comments |
|-------------|----------------|----------------------------|-----------------|--|--------------------------------|--------------|-------|----------|------------|---------------|--------------|----------------|--|----------------------|----------|
| OK          |                | Full Service (Head Office) | 746513          | PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY | 419 CHESTNUT STREET            | BEREA        | KY    | 40409    | MADISON    | UNITED STATES | 19356        |                | PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY | 746513               |          |
| OK          |                | Full Service               | 3460513         | NORTH BEREA BRANCH                             | 728 GLADES ROAD                | BEREA        | KY    | 40409    | MADISON    | UNITED STATES | 193824       | 9              | PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY | 746513               |          |
| OK          |                | Full Service               | 323216          | U.S. 25 BRANCH                                 | 308 RICHMOND ROAD NORTH        | BEREA        | KY    | 40409    | MADISON    | UNITED STATES | 250658       | 1              | PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY | 746513               |          |
| Change      | 3/1/2017       | Full Service               | 681271          | WEST END BRANCH                                | 205 PRINCE ROYAL DRIVE         | BEREA        | KY    | 40409    | MADISON    | UNITED STATES | 193823       | 8              | PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY | 746513               |          |
| OK          |                | Full Service               | 3154031         | MT VERNON BRANCH                               | 350 RICHMOND STREET            | ROCKCASTLE   | KY    | 40496    | ROCKCASTLE | UNITED STATES | 431446       | 10             | PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY | 746513               |          |
| OK          |                | Full Service               | 2120363         | BRANDY LAKE BRANCH                             | 1000 BRANDY LAKE               | RICHMOND     | KY    | 40475    | MADISON    | UNITED STATES | 250662       | 3              | PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY | 746513               |          |
| OK          |                | Full Service               | 1165175         | RICHMOND BRANCH                                | 460 EASTERN SPYRASS            | RICHMOND     | KY    | 40475    | MADISON    | UNITED STATES | 250660       | 5              | PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY | 746513               |          |
| OK          |                | Full Service               | 2488513         | WALMART BRANCH                                 | 2157 BEREA ROAD                | RICHMOND     | KY    | 40475    | MADISON    | UNITED STATES | 250661       | 2              | PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY | 746513               |          |
| OK          |                | Full Service               | 3381725         | MADCO BRANCH                                   | 820 EASTERN SPYRASS            | RICHMOND     | KY    | 40475    | MADISON    | UNITED STATES | 250661       | 4              | PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY | 746513               |          |
| OK          |                | Full Service (Head Office) | 1446943         | WHITAKER BANK, INC                             | 1000 NORTH COLLEGE HILL ROAD   | WACO         | KY    | 40385    | MADISON    | UNITED STATES | 45326        | 0              | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 2948606         | WOLFE CO BRANCH                                | 2001 PEACOCK DOGE DRIVE        | WACO         | KY    | 40385    | PAYETTE    | UNITED STATES | 45326        | 6              | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 4156113         | CLAY CITY BRANCH                               | 1501 KY 15 SOUTH               | CLAY CITY    | KY    | 41301    | WOLFE      | UNITED STATES | 5137         | 11             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 748610          | EAST COBB BRANCH                               | 4459 MAIN STREET               | COBB         | KY    | 41312    | POWELL     | UNITED STATES | 203854       | 12             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 3745955         | KEAY BRANCH                                    | 1000 NORTH MAIN STREET         | COBB         | KY    | 41301    | WOLFE      | UNITED STATES | 5137         | 11             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 685911          | NORTH MAIN STREET BRANCH                       | 1300 HIGHWAY 770               | COBB         | KY    | 40701    | WOLFE      | UNITED STATES | 5137         | 11             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 749112          | SOUTH COBB BRANCH                              | 100 NORTH MAIN STREET          | COBB         | KY    | 40701    | WHITLEY    | UNITED STATES | 18127        | 21             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 3460242         | FRANKFORT BRANCH                               | 1309 CUMBERLAND FALLS HIGHWAY  | FRANKFORT    | KY    | 40601    | FRANKLIN   | UNITED STATES | 164056       | 26             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 3460409         | U.S. HIGHWAY 127 BRANCH                        | 1305 U.S. HIGHWAY 127          | FRANKFORT    | KY    | 40601    | FRANKLIN   | UNITED STATES | 164056       | 26             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 3460418         | VERSAILLES ROAD BRANCH                         | 264 VERSAILLES ROAD            | FRANKFORT    | KY    | 40601    | FRANKLIN   | UNITED STATES | 164056       | 26             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 3361971         | GEORGETOWN MAIN OFFICE                         | 101 WEST MAIN STREET           | GEORGETOWN   | KY    | 40324    | SCOTT      | UNITED STATES | 17198        | 28             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 2815860         | THOROGHEED BANKING CENTER BRANCH               | 100 FINANCIAL WAY              | GEORGETOWN   | KY    | 40324    | SCOTT      | UNITED STATES | 153869       | 31             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 3460387         | WASHINGTON SQUARE BRANCH                       | 950 SOUTH BROADWAY STREET      | GEORGETOWN   | KY    | 40324    | SCOTT      | UNITED STATES | 153868       | 30             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 538240          | MERCER COUNTY MAIN OFFICE                      | 211 SOUTH MAIN STREET          | HARRISBURG   | KY    | 40330    | MERCER     | UNITED STATES | 7719         | 38             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 565530          | NORTH BRANCH                                   | 1104 NORTH COLLEGE STREET      | HARRISBURG   | KY    | 40330    | MERCER     | UNITED STATES | 7719         | 38             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 538243          | SOUTH BRANCH                                   | 928 SOUTH COLLEGE STREET       | HARRISBURG   | KY    | 40330    | MERCER     | UNITED STATES | 7719         | 38             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 3460388         | HAZARD BRANCH                                  | 777 MORTON BOULEVARD           | HAZARD       | KY    | 41701    | PERRY      | UNITED STATES | 226378       | 41             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 3361982         | HWY 15 PERRY COUNTY BRANCH                     | 1818 KENTUCKY HIGHWAY 15 SOUTH | HAZARD       | KY    | 41701    | PERRY      | UNITED STATES | 442301       | 37             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 489115          | ISOM BRANCH                                    | 9754 HIGHWAY 15                | ISOM         | KY    | 41824    | LEITCHER   | UNITED STATES | 360841       | 18             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 350015          | JENKINS BRANCH                                 | 1818 HIGHWAY 805               | JENKINS      | KY    | 41337    | LEITCHER   | UNITED STATES | 181451       | 17             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 3675463         | DANVILLE-MAPLE BRANCH                          | 322 DANVILLE STREET            | LANCASTER    | KY    | 41337    | LEITCHER   | UNITED STATES | 181449       | 15             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 1009114         | LANCASTER BRANCH                               | 99 PUBLIC SQUARE               | LANCASTER    | KY    | 40444    | GARRARD    | UNITED STATES | 150250       | 8              | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 3361944         | BEAUMONT BRANCH                                | 998 GOVERNORS LANE             | LEXINGTON    | KY    | 40519    | GARRARD    | UNITED STATES | 1255         | 7              | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 2522597         | NICHOLASVILLE ROAD BRANCH                      | 2520 NICHOLASVILLE ROAD        | LEXINGTON    | KY    | 40519    | PAYETTE    | UNITED STATES | 357528       | 10             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 307197          | PARIS DRIVE BRANCH                             | 1818 HIGHWAY 15                | LEXINGTON    | KY    | 40509    | PAYETTE    | UNITED STATES | 289067       | 5              | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 2142265         | TURKLAND MALL FINANCIAL CENTER                 | 2033 HARRISBURG ROAD           | LEXINGTON    | KY    | 40505    | PAYETTE    | UNITED STATES | 360848       | 19             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 170911          | MOREHEAD BANK                                  | 140 EAST MAIN STREET           | MOREHEAD     | KY    | 40351    | ROWAN      | UNITED STATES | 17646        | 35             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 2948518         | NORTHSHORE BRANCH                              | 1489 FLEMINGSBURG ROAD         | MOREHEAD     | KY    | 40351    | ROWAN      | UNITED STATES | 357154       | 35             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 3660371         | COVINGTON BRANCH                               | 4085 CAMARGO RD                | MONTCOMERY   | KY    | 40353    | MONTCOMERY | UNITED STATES | 153939       | 33             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 7595211         | MOUNT WOOD BRANCH                              | 275 INDIAN MOUND DRIVE         | MONTCOMERY   | KY    | 40353    | MONTCOMERY | UNITED STATES | 153940       | 34             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 342718          | MOUNT STERLING BANK BRANCH                     | 30 WEST MAIN STREET            | MONTCOMERY   | KY    | 40353    | MONTCOMERY | UNITED STATES | 1754         | 32             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 342718          | STANTON BRANCH                                 | 150 SOUTH MAIN STREET          | STANTON      | KY    | 40380    | POWELL     | UNITED STATES | 399542       | 13             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 464310          | HIGHWAY 15 NORTH BRANCH                        | 178 HIGHWAY 15 NORTH           | WHITESBURG   | KY    | 41358    | LEITCHER   | UNITED STATES | 181450       | 16             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 357410          | MAIN STREET BRANCH                             | 1501 MAIN STREET               | WHITESBURG   | KY    | 41358    | LEITCHER   | UNITED STATES | 225          | 14             | WHITAKER BANK, INC                             | 1446943              |          |
| OK          |                | Full Service               | 3251976         | WILLIAMSBURG BANKING CENTER BRANCH             | 1025 SOUTH HIGHWAY 25 WEST     | WILLIAMSBURG | KY    | 40769    | WHITLEY    | UNITED STATES | 153829       | 23             | WHITAKER BANK, INC                             | 1446943              |          |