

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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102 (a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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, 2022

Month / Day / Year

Reporter's Name, Street, and Mailing Address

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 40512-4037

City State Zip Code

2750 Paris Pike Lexington KY 40511

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Penny Crabtree VP Financial Services Mgr

Name Title

859/293-6005/Ext. 1207

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

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.

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.

I. Mitchell Durham CFO

Signature of Holding Company Director and Official

03/29/2023

Date of Signature

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	<input type="checkbox"/>	
2. a letter justifying this request has been provided separately ...	<input type="checkbox"/>	
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."		

Report Item 1: Annual Report to Shareholders

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

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- Yes No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- Yes No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing

- Yes No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

WHITAKER BANK CORPORATION OF KENTUCKY

FORM FR Y-6 December 31, 2022

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 12-31-2022			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 12-31-2022		
(1)(a) Name, (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)Ⓞ Number and Percentage Each Class of Voting Securities	(2)(a) Name, (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)Ⓞ Number and Percentage Each Class of Voting Securities
Jack E. Whitaker Lexington, KY, USA United States of America	USA	10,908 - 6.78% Class A (voting)	None	None	None
Trust for the benefit of Anna Whitaker Lake Jack E. Whitaker, Advisory Trustee* Lexington, KY, USA	USA	30,000 - 6.21% Class A (voting)			
Trust for the benefit of Anna Whitaker Lake Elmer K. Whitaker, Advisory Trustee* Lexington, KY, USA	USA	30,000 - 6.21% Class A (voting)			
Trust for the benefit of Anna Whitaker Lake Anna Whitaker Lake, Advisory Trustee* Berea, KY, USA	USA	30,000 - 6.21% Class A (voting)			
Trust for the benefit of Jacquelin Whitaker Murphy Jack E. Whitaker, Advisory Trustee* Lexington, KY, USA	USA	30,000 - 6.21% Class A (voting)			
Trust for the benefit of Jacquelin Whitaker Murphy Elmer K. Whitaker, Advisory Trustee* Lexington, KY, USA	USA	30,000 - 6.21% Class A (voting)			
Trust for the benefit of Jacquelin Whitaker Murphy Jacquelin Whitaker Murphy, Advisory Trustee* Paris, KY, USA	USA	30,000 - 6.21% Class A (voting)			
Trust for the benefit of Elmer Keith Whitaker Jack E. Whitaker, Advisory Trustee* Lexington, KY, USA	USA	30,000 - 6.21% Class A (voting)			
Trust for the benefit of Elmer Keith Whitaker Elmer K. Whitaker, Advisory Trustee*	USA	30,000 - 6.21% Class A (voting)			

Lexington, KY, USA		
Trust for the benefit of Elmer Keith Whitaker Jacquelin W. Murphy, Advisory Trustee*	USA	30,000 - 6.21% 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% Class A (voting)
Lexington, KY, USA		
Trust for the benefit of John L. Whitaker, Jr Elmer K. Whitaker, Advisory Trustee*	USA	30,000 - 6.21% 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% Class A (voting)
Berea, KY, USA		
Trust for the benefit of Rebecca Whitaker Doehring Jack E. Whitaker, Advisory Trustee*	USA	30,000 - 6.21% Class A (voting)
Lexington, KY, USA		
Trust for the benefit of Rebecca Whitaker Doehring Elmer K. Whitaker, Advisory Trustee*	USA	30,000 - 6.21% Class A (voting)
Lexington, KY, USA		
Trust for the benefit of Rebecca Whitaker Doehring Anna Whitaker Lake, Advisory Trustee*	USA	30,000 - 6.21% 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
Advisory Trust set up to vote the Class A shares by Mr. Elmer Whitaker in 1989

Report Item 4: Insiders

(1) Names & Addresses (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank 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 Bank 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 securities are held (list names of companies and percentage of voting securities held)
Jack Whitaker Lexington, KY United States of America	Holding company organi- zation, coal lands, and real estate, respectively	Chairman, CEO & Stockholder	Chairman of Board- Whitaker Bank, Inc.	Sole Member Central KY Holdings, LLC General Partner of Whitaker Land Company, Ltd, 100% shareholder of Royal Land LLC	Jack Whitaker-6.78% Jack Whitaker, Advisory Trustee-100.00% (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% Hazard Coal Co.-26.36% Kentucky Union Co.-27.00% Kycoga Co., LLC-50.00% Whitaker Land Co., Ltd.-100.00% Whitaker Trust, LLC-100.00% JW Farms, LLC-100% Royal Land LLC -100.00% East KY Holdings, LLC-100% Central KY Holdings, LLC-100%
Jack Whitaker, Advisory Trustee for: (w/a 1989 Trusts) Anna W. Lake Jacquelin W. Murphy Elmer K. Whitaker John L. Whitaker Rebecca L. Whitaker			Chairman of Board-CEO Whitaker Bank Corporation of Kentucky	Stockholder, President, Director-W.G. Coal Sales, Inc.			
Jack Whitaker, Co-Trustee for John L. Whitaker, Jr. Irrevoc Family GSTT Trust dated July 31, 2019				Stockholder, Director, Secretary- Kentucky Union Company			
				Member, Manager- Kycoga Company, LLC			
				Trustee of Limited Partner-Whitaker Land Company, Ltd.			
				Trustee of Member, Manager- Whitaker Trust, LLC			
				Director, President Whitaker Foundation, Inc.			
				Member, Manager- JW Farms, LLC			
				Member, Manager- Central KY Holdings, LLC			
				Member, Manager- East KY Holdings ,LLC			
				Member - M2 Water Solutions, LLC			

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

WHITAKER BANK CORPORATION OF KENTUCKY

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Mitchell Durham	None	CFO and Director	None	Director, Treasurer-Hazard Coal Corporation	Mitchell Durham-0.00%	None	None
Richmond, KY United States of America				Director, Treasurer - Kentucky Union Company			
				Treasurer - W.G. Coal Sales, Inc.			

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

WHITAKER BANK CORPORATION OF KENTUCKY

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Elmer K. Whitaker Sadieville, KY United States of America	None	Director, President & Stockholder	Director, President & CEO - Whitaker Bank, Inc.	Limited Partner-Whitaker Land Company, Ltd/ Royal Land LLC	Elmer K. Whitaker, Advisory Trustee-92.22% (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% Hazard Coal Co.-26.36% Kentucky Union Co.-27.00% Kycoga Co., LLC-50.00% Whitaker Land Co., Ltd.-100.00% Whitaker Trust, LLC-100.00% Double Deuce Farm, LLC-100% Royal Land LLC -100.00% EK Photography, LLC-100%
Elmer K. Whitaker, Advisory Trustee for: (u/a 1989 Trusts) Anna W. Lake Jacquelin W. Murphy Elmer K. Whitaker John L. Whitaker Rebecca L. Whitaker			Director- Kentucky Trust Company	Member-Whitaker Trust, LLC Member-EK Photography, LLC Member-Double Deuce Farm, LLC Member - CMSTEXT, LLC Member - Red River Property Holding Group, LLC Member - M2 Water Solutions, LLC			

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Anna Whitaker Lake Berea, KY United States of America Anna W. Lake, Advisory Trustee for: (u/a 1989 Trusts) Anna W. Lake John L. Whitaker Rebecca Whitaker Doehring Anna W. Lake, Co-Trustee for John L. Whitaker, Jr. Irrevoc Family GSTT Trust dated July 31, 2019	None	Director, Vice President & Stockholder	None	Limited Partner-Whitaker Land Company, Ltd/ Royal Land LLC Member-Whitaker Trust, LLC Voting Member - 25% ownership Four Great Lakes, LLC	Anna W. Lake, Advisory Trustee-55.93% (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% Hazard Coal Co.-26.36% Kentucky Union Co.-27.00% Kycoga Co., LLC-50.00% Whitaker Land Co., Ltd.-100.00% Whitaker Trust, LLC-100.00% Royal Land LLC -100.00% Four Great Lakes LLC -25.00%

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Jacquelin W. Murphy Paris, KY United States of America Jacquelin W. Murphy, Advisory Trustee for: (u/a 1989 Trusts) Jacquelin W. Murphy Elmer K. Whitaker	None	Stockholder	None	Limited Partner-Whitaker Land Company, Ltd/ Royal Land LLC Member-Whitaker Trust, LLC Member-Land Dev. Co., LLC Member-Stoneleigh Farm, LLC Spouse of Member-Bluegrass Gun & Range, LLC Spouse of Member- BudsGunShop.com LLC	Jacquelin W. Murphy Advisory Trustee-37.29% (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% Hazard Coal Co.-26.36% Kentucky Union Co.-27.00% Kycoga Co., LLC-50.00% Whitaker Land Co., Ltd.-100.00% Whitaker Trust, LLC-100.00% Land Dev. Co., LLC-25.00% Stoneleigh Farm, LLC-100% Royal Land LLC -100.00% Bluegrass Gun & Range LLC-67% BudsGunShop LLC-33%

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