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.

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, Mark D. Strother
Name of the Holding Company Director and Official
Vice President & Director
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.

[Signature of Holding Company Director and Official]
03/05/2014
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 (2012)
☐ will be sent under separate cover
☒ is not prepared (2013)

For Federal Reserve Bank Use Only
RSSD ID 1071810
C.I. ____________

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2013
Month / Day / Year

Reporters 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

Physical location (if different from mailing address)
208 E. Main Street, Grayson, KY 41143

Person to whom questions about this report should be directed:
Kevin Bair
Name
Treasurer
Title
606-474-7811
Area Code / Phone Number / Extension
606-474-2100
Area Code / FAX Number
kevinbair@cbgrayson.com
E-mail Address
www.cbgrayson.com (bank only)
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required format and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
**For Use By Tiered Holding Companies**

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below:

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</th>
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<tbody>
<tr>
<td></td>
<td>City State Zip Code</td>
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12/2012
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 2012 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.

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, 2013:

Jack W. Strother, Jr. 11,780.50 shares*  
Grayson, Carter Co., KY, USA 65.5%

Mary Blanche Jungers 2,000 shares  
Katy, Fort Bend Co., Texas, USA 11.1%

Palm & Company 1,200 shares  
Pittsburgh, Allegheny Co., PA, USA 6.7%

* 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 2013.
Report Item 4: Insiders include the following:

1) Jack W. Strother, Jr., Grayson, KY, USA.
2) Not applicable.
3) a) President & Chairman; b) President, CEO & Chairman of The Commercial Bank of Grayson; c) not applicable.
4) a) 11,780.5 shares (65.5%); b) authorized to vote all 50,000 shares of The Commercial Bank of Grayson; 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) 4 shares (0.02%); b) not applicable; c) not applicable.

1) Phyllis H. Davis, Grayson, KY, USA.
2) Retired banker.
3) a) Director; b) Director and Chairperson of Directors Loan Review Committee for The Commercial Bank of Grayson; c) not applicable.
4) a) 10 shares (0.06%); b) not applicable; c) not applicable.

1) John Jordan, Grayson, KY, USA.
2) Maintenance Administrative Assistant, Calgon.
3) a) Director; b) Director and Chairman of Audit Committee for The Commercial Bank of Grayson; c) not applicable.
4) a) 4 shares (0.02%); 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) 4 shares (0.02%); b) not applicable; c) not applicable.
Report Item 4 (continued):

1) Mark D. Strother, Grayson, KY, USA.
2) Not applicable.
3) a) Director, Vice President; b) Director, Executive Vice President and Executive Officer of The Commercial Bank of Grayson; c) not applicable.
4) a) 135 shares, including 48 restricted shares (0.75%); 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.

1) Linda L. Arnett, Grayson, KY, USA.
2) Not applicable.
3) a) Director, Vice President, Secretary and Assistant Treasurer; b) Vice President, Operations Officer, Executive Officer, Secretary and Assistant Treasurer of The Commercial Bank of Grayson; c) not applicable.
4) a) not applicable; b) not applicable; c) not applicable.

1) Mary Blanche Jungers, Katy, TX, USA.
2) Not applicable.
3) Not applicable.
4) a) 2,000 shares (11.1% of total shares); b) not applicable; c) not applicable.
Results: A list of branches for your depository institution: COMMERCIAL BANK OF GRAYSON, THE [ID:RISD: 812614].
This depository institution is held by COMMERCIAL GRAYSON BANCARES INC [ID:1218162] of GRAYSON, KY.
The data are as of 12/31/2012. Data reflects information that was received and processed through 1/1/2014.

Recall 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 new 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 Schedule 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.

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<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID, RISD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC URN/NUM</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID, RISD*</th>
<th>Comments</th>
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<td>208 EAST MAIN STREET</td>
<td>GRAYSON</td>
<td>KY</td>
<td>40145</td>
<td>CARTER</td>
<td>UNITED STATES</td>
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<td>OK</td>
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<td>997614</td>
<td>GRAYSON INTERCHANGE BRANCH OFFICE</td>
<td>108 NORTH CAROLINA BOULEVARD</td>
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* FDIC URN/NUM, Office Number, and ID, RISD columns are for reference only. Verification of these values is not required.