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(b) 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 61a); 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. Tom McCandless
Name of the Holding Company Director and Official
Chairman
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
01/20/2014

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
☐ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only

RSSD ID 113 0070
C.I.

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

Reportor’s Name, Street, and Mailing Address
Grant County Bancorp, Inc
Legal Title of Holding Company
106 North Main Street, P O Box 399
(Mailing Address of the Holding Company) Street / R.O. Box
Williamstown KY 41097
City State Zip Code

Physical location (If different from mailing address)

Person to whom questions about this report should be directed:
Debra Colson Sr. Vice President/CFO
Name Title
859-824-3326
Area Code / Phone Number / Extension
859-824-5034
Area Code / FAX Number
dcolson@grantcountycdeposit.com
E-mail Address

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

Does the reporter request confidential treatment for any portion of this submission?  ☐ Yes ☐ No

☐ 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.”

Section 615 of the Financial Services Regulatory Reform Act of 2006 requires that OMB identify the estimated public reporting burden for any information collection to which this report is a response. The estimated burden is 170 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form 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 the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2012
REPORT ITEM 1: ANNUAL REPORT TO SHAREHOLDERS

BANK HOLDING COMPANY FINANCIAL STATEMENT
(SEE ATTACHMENT)

REPORT ITEM 2: ORGANIZATION CHART

Grant County Bancorp, Inc., 106 North Main Street, Williamstown, Kentucky has one and only one subsidiary, Grant County Deposit Bank, 106 North Main Street, Williamstown, Kentucky of which it has 100% ownership.

1. N/A
2. N/A
3. Grant County Bancorp, Inc was incorporated in the state of Kentucky.
   Grant County Deposit Bank was incorporated in the state of Kentucky.

4. N/A
5. N/A
6. N/A
7. N/A

Additional companies reportable on the FRY-6:
1. N/A

Report Item 2 B: Domestic Branch Listing

Submitted Via e-mail 1-16-2014

REPORT ITEM 3: SECURITIES HOLDERS

1. At present the following people have 5% or more voting shares of Grant County Bancorp, Inc.

A. Dorothy Altman, Williamstown, Kentucky
   American Citizen
B. Paul Dills, Dry Ridge, Kentucky
   American Citizen
C. 7,579 shares, 5.98% of voting shares common stock (which includes 162 shares owned as joint tenant with her mother, Anna Mary Gordon)

A. Betty Barnes, Williamstown, Kentucky
   American Citizen
B. 12,223 shares, 6.65% of voting shares common stock
C. 6,984 shares, 5.51% of voting shares common stock
FORM FRY-6

A. Kay Mitts Hicks Trust, Williamstown, Kentucky
B. American Citizen
C. 6,840 shares, 5.40% of voting shares common stock

A. Tom McCandless, Berry, Kentucky
B. American Citizen
C. 8,132 shares, 6.41% of voting shares common stock

2. Securities holders not listed in section 3 (1) that owned 5% or more voting shares during the fiscal year of Grant County Bancorp, Inc.
   A. N/A
   B. N/A
   C. N/A

REPORT ITEM 4: DIRECTORS, OFFICERS, PRINCIPAL SHARE HOLDERS

Tom McCandless:

1. Berry, Kentucky
2. President and Chief Executive Officer of Grant County Deposit Bank, Williamstown, Kentucky
3. A. Chairman of Holding Company
   B. Director and President of Subsidiary Board (Grant County Deposit Bank), Serves on Bank's Executive Committee
   C. N/A
4. A. 6.41% common stock Grant County Bancorp, Inc.
   B. N/A
   C. N/A

Richard Austin:

1. Williamstown, Kentucky
2. Retired
3. A. Director of Holding Company
   B. Director of Subsidiary Board (Grant County Deposit Bank)
   C. N/A
4. A. .12% common stock Grant County Bancorp, Inc.
   B. N/A
   C. N/A
FORM FRY-6

Roy Wade Gutman:

1. Williamstown, Kentucky
2. Executive Director of the Grant County Industrial Authority
3. A. Vice Chairman and Director of Holding Company
   B. Vice Chairman and Director of Subsidiary Board (Grant County Deposit Bank)
   C. Grant County Industrial Authority
4. A. .63% common stock Grant County Bancorp, Inc.
   B. N/A
   C. N/A

Clyde Wyatt:

1. Owenton, Kentucky
2. Retired
3. A. Director of Holding Company
   B. Director of Subsidiary (Grant County Deposit Bank)
   C. N/A
4. A. 2.82% common stock Grant County Bancorp, Inc.
   B. N/A
   C. N/A

Gregory Hicks:

1. Williamstown, Kentucky
2. Owner/ Operator of Skyway Realty, G & H Development, Greg Hicks LLC, Williamstown, Kentucky
3. A. Secretary, Treasurer and Director of Holding Company
   B. Secretary, Treasurer and Director of Subsidiary Board (Grant County Deposit Bank)
   C. Skyway Realty, G & H Development, Greg Hicks LLC
4. A. .28 % common stock Grant County Bancorp, Inc.
   B. N/A
   C. 100% ownership in Greg Hicks LLC, 50% ownership in Skyway Realty, 50% ownership in G & H Development

Charles Dills, II:

1. Williamstown, Kentucky
2. Grant County Sheriff, Williamstown, KY
3. A. Director of Holding Company
   B. Director of Subsidiary Board (Grant County Deposit Bank)
   C. N/A
4. A. .01 % common stock Grant County Bancorp, Inc.
   B. N/A
   C. N/A
Paul Dills:

1. Dry Ridge, Kentucky
2. Security Officer of Grant County Deposit Bank, Williamstown, KY
3. A. Assistant Secretary and Director of Holding Company
   B. Assistant Secretary and Director of Subsidiary Board (Grant County Deposit Bank)
   C. N/A
4. A. 9.65% common stock Grant County Bancorp, Inc.
   B. N/A

Grant County Bancorp, Inc. does not have any Directors, Officers, or Principal Shareholders who have an interest in any other business of which Grant County Bancorp, Incorporated controls 25% or more of the voting shares.
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 date, 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_RSID columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID #650+</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 UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSID*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>49016</td>
<td>GRANT COUNTY DEPOSIT BANK</td>
<td>106 NORTH MAIN ST</td>
<td>WILLIAMSTOWN</td>
<td>KY</td>
<td>41297-1135</td>
<td>GRANT</td>
<td>UNITED STATES</td>
<td>489014</td>
<td>489014</td>
<td>GRANT COUNTY DEPOSIT BANK</td>
<td>489014</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>24551</td>
<td>CORINTH BRANCH</td>
<td>HWY 330 &amp; 7-5</td>
<td>CORINTH</td>
<td>KY</td>
<td>41010-1135</td>
<td>GRANT</td>
<td>UNITED STATES</td>
<td>218975</td>
<td>3</td>
<td>GRANT COUNTY DEPOSIT BANK</td>
<td>489014</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>283104</td>
<td>CRITTENDEN BRANCH</td>
<td>225 VIOLET ROAD</td>
<td>CRITTENDEN</td>
<td>KY</td>
<td>41030-1135</td>
<td>GRANT</td>
<td>UNITED STATES</td>
<td>239775</td>
<td>3</td>
<td>GRANT COUNTY DEPOSIT BANK</td>
<td>489014</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>366054</td>
<td>TAFT HIGHWAY BRANCH</td>
<td>26 TAFT HIGHWAY</td>
<td>CRITTENDEN</td>
<td>KY</td>
<td>41030-1135</td>
<td>GRANT</td>
<td>UNITED STATES</td>
<td>359975</td>
<td>3</td>
<td>GRANT COUNTY DEPOSIT BANK</td>
<td>489014</td>
<td></td>
</tr>
</tbody>
</table>
### Officers

TOM MCCANDLESS, President & CEO  
ANTHONY W. HOWE, Executive Vice President  
DEBRA COLSON, Sr. Vice President & CFO  
JUDY MCKENNEY, Sr. Vice President, Branch Manager  
PATSY FIELDS KINMAN, Sr. Vice President, Branch Manager  
DEBRA WRIGHT, Assistant Cashier, Branch Manager  
PAUL DILLS, Security Officer  
CELISA WHALEY, Assistant Cashier  

### Loan Department

BOBBI J. HAMMONS, Sr. President  
CASSIE MCCANDLESS, Vice President  
MIKEL MULBERRY, Vice President  
MELINDA DELPH, Assistant Vice President  
CHARLOTTE AKINS, Assistant Vice President  
JILL HOLMES  

### Tellers

PATRICIA PLUNKETT, Assistant Vice President  
JOYCE REYNOLDS, Assistant Cashier, Assistant Branch Manager  
SHARON BEACH, Assistant Cashier  
DANIELLE MCCANDLESS, Assistant Cashier, Assistant Branch Manager  
BRIDGET MADDOX, Assistant Cashier  
JENNIFER RADER  
BRENT WHITAKER  
MARY JANE JONES  
HUNTER EPPERSON  
PAGIE MILLER  

### Bookkeeping Department

CARLA TURNER, Assist Cashier, Head Bookkeeper  
CARRIE CARLISLE, Assistant Cashier  
Jenny Vance  
YVONNE TUTTLE  
Tiffany Howe  

### Receptionist

BARBARA MCCORMICK, Assistant Cashier  

### Community Service Coordinator

GINA AUSTIN SMITH  

### Board of Directors

TOM MCCANDLESS, Chairman  
ROY WADE GUTMAN, Vice Chairman  
GREGORY HICKS, Secretary & Treasurer  
PAUL DILLS, Assistant Secretary  
RICHARD AUSTIN  
CHARLES DILLS  
CLYDE WYATT  

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### Condensed Statement of Grant County Deposit Bank

<table>
<thead>
<tr>
<th>ASSETS</th>
<th>December 31, 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and Due from Banks</td>
<td>$4,302,489.50</td>
</tr>
<tr>
<td>US Govt Agency Securities</td>
<td>$28,580,350.00</td>
</tr>
<tr>
<td>State, County &amp; Municipal Bonds</td>
<td>$9,996,56</td>
</tr>
<tr>
<td>Total Securities</td>
<td>$28,590,346.58</td>
</tr>
<tr>
<td>Loans, Net of Unearned Interest</td>
<td>$45,074,389.17</td>
</tr>
<tr>
<td>Less Res for Possible Loan Loss</td>
<td>$818,159.14</td>
</tr>
<tr>
<td>Net Loans</td>
<td>$44,256,230.03</td>
</tr>
<tr>
<td>Bank Premises &amp; Equipment</td>
<td>$1,222,923.30</td>
</tr>
<tr>
<td>Other Real Estate</td>
<td>$299,520.01</td>
</tr>
<tr>
<td>Other Assets</td>
<td>$1,803,585.63</td>
</tr>
<tr>
<td>Total Assets</td>
<td>$80,475,095.05</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Liabilities &amp; Capital</th>
<th>December 31, 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deposits</td>
<td>$7,574,449.51</td>
</tr>
<tr>
<td>Regular Checking Accounts</td>
<td>$15,296,945.27</td>
</tr>
<tr>
<td>NOW Checking Accounts</td>
<td>$5,370,405.76</td>
</tr>
<tr>
<td>Money Market Accounts</td>
<td>$9,344,393.40</td>
</tr>
<tr>
<td>Savings Deposits</td>
<td>$31,574,029.70</td>
</tr>
<tr>
<td>Time Certificates</td>
<td>$68,160,223.64</td>
</tr>
<tr>
<td>Total Deposits</td>
<td>$80,475,095.05</td>
</tr>
<tr>
<td>Securities Sold Under Agreements to Repurchase</td>
<td>$630,736.78</td>
</tr>
<tr>
<td>Other Liabilities</td>
<td>$3,185,461.79</td>
</tr>
<tr>
<td>Total Liabilities</td>
<td>$71,976,422.21</td>
</tr>
<tr>
<td>Capital Stock</td>
<td>$600,000.00</td>
</tr>
<tr>
<td>Surplus</td>
<td>$8,498,672.84</td>
</tr>
<tr>
<td>Total Capital</td>
<td>$8,498,672.84</td>
</tr>
<tr>
<td>Total Liabilities &amp; Capital</td>
<td>$80,475,095.05</td>
</tr>
</tbody>
</table>

### Condensed Statement of Grant County Bancorp, Inc.

<table>
<thead>
<tr>
<th>ASSETS</th>
<th>December 31, 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash</td>
<td>$25,224.68</td>
</tr>
<tr>
<td>Equity in Grant County Deposit Bank</td>
<td>$8,523,897.52</td>
</tr>
<tr>
<td>Total Assets</td>
<td>$8,523,897.52</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Liabilities &amp; Capital</th>
<th>December 31, 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Capital Stock</td>
<td>$3,600,000.00</td>
</tr>
<tr>
<td>Less Treasury Stock at Par</td>
<td>$(432,175.00)</td>
</tr>
<tr>
<td>Retained Earnings</td>
<td>$5,267,672.52</td>
</tr>
<tr>
<td>Total Stockholders Equity</td>
<td>$8,523,897.52</td>
</tr>
<tr>
<td>Total Liabilities &amp; Capital</td>
<td>$8,523,897.52</td>
</tr>
</tbody>
</table>

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**Grant County Deposit Bank**  
**Williamstown, Kentucky**

**Main Office**  
(859) 824-3326  
1-800-998-0273

**Corinth Branch**  
(859) 824-3000  
1-800-998-0276

**Crittenden Branch**  
(859) 428-3000  
1-800-998-0277

**Dry Ridge Branch**  
(859) 824-1277  
1-866-998-0272

**Telephone Banking**  
1-877-571-7973

**Member FDIC**
WE OFFER AT THE PRESENT THE FOLLOWING SERVICES

FIXED RATE MORTGAGE LOANS
FARM LOANS
INSTALLMENT LOANS
PERSONAL LOANS
CERTIFICATES OF DEPOSIT
CHECKING ACCOUNTS
SAVINGS ACCOUNTS
GRANDPARENTS SAVINGS
DIRECT DEPOSITS
NIGHT DEPOSITORY
SAFE DEPOSIT BOXES
BANK BY MAIL
BANK MONEY ORDERS
CASHIER CHECKS
CITY OF WILLIAMSTOWN UTILITY PAYMENTS
CHRISTMAS CLUB
INDIVIDUAL RETIREMENT ACCOUNTS
NOTARY PUBLIC
EXTENDED BANKING HOURS
DRIVE- IN BANKING
THE STAR ATM
VISA CHECK CARDS
INTERNET BANKING
ON LINE BILL PAY

GRANT COUNTY DEPOSIT BANK

BANKING ON YOU!

MAIN OFFICE HOURS
MONDAY - FRIDAY

LOBBY 9:00 - 4:00

BRANCH OFFICE HOURS
MONDAY - THURSDAY

DRIVE-IN WINDOW 8:00 - 5:00

LOBBY 9:00 - 4:00

FRIDAY

DRIVE-IN WINDOW 8:00 - 6:00

LOBBY 9:00 - 5:00

SATURDAY

DRIVE-IN WINDOW 8:00 - 12:00

LOBBY 9:00 - 12:00

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A GOOD BANK IN A GOOD COUNTY
offering strength, courtesy and service to its community and friends
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MEMBER FDIC

GRANT COUNTY DEPOSIT BANK
AND
GRANT COUNTY BANCORP, INC.
WILLIAMSTOWN, KENTUCKY

STATEMENT OF CONDITION

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MEMBER FDIC