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(e)(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.R. Jeffrey Adams
Name of the Holding Company Director and Official
Vice President, WinFirst Financial Corp.
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
03/31/2014

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 1924783
C.I.

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 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 to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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

Reporters’s Name, Street, and Mailing Address
WinFirst Financial Corp.

Legal Title of Holding Company
57 South Main Street
(Mailing Address of the Holding Company) Street / P.O. Box
Winchester KY 40391
City State Zip Code

Same

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Kari R. Gough CFO/COO of WFB
Name Title
859-744-1900
Area Code / Phone Number / Extension
859-744-2940
Area Code / FAX Number
kgough@winchesterfederal.com
E-mail Address
www.winchesterfederal.com
Address (URL) for the Holding Company’s web page

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

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."

12/2012
Report Item 1: Annual Report to Shareholders

WinFirst Financial Corp. prepares an annual report for its securities holders and is not registered with the SEC. As specified by the Federal Reserve Bank of Cleveland, one copy of the 2013 Annual Report to Shareholders is enclosed.

Report Item 2a: Organization Chart

- **SARAH H. MCCREADY 1994 TRUST**
  - Winchester, Kentucky
  - ID RSSD: 3824403
  - Inc. in Kentucky
  - OWNS 8.60% VOTING STOCK

- **8/31/79 TRUST**
  - Winchester, Kentucky
  - ID RSSD: 1924804
  - Inc. in Kentucky
  - OWNS 9.37% VOTING STOCK

- **LOUISE F. MCCREADY 2003 TRUST**
  - Winchester, Kentucky
  - ID RSSD: 3824515
  - Inc. in Kentucky
  - OWNS 8.60% VOTING STOCK

- **ESTATE OF RICHARD F. MCCREADY, JR.**
  - Winchester, Kentucky
  - ID RSSD: 3824515
  - Inc. in Kentucky
  - OWNS 57.28% VOTING STOCK

**WINFIRST FINANCIAL CORP. WINCHESTER, KENTUCKY**
- ID RSSD: 1924783
- Inc. in Kentucky
- OWNS 100% VOTING STOCK

**WINCHESTER FEDERAL BANK**
- WINCHESTER, KENTUCKY
- FEDERALLY CHARTERED
- ID RSSD: 50872
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://y10online.federalreserve.gov.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID RSSD*</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 UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Add</td>
<td>12/31/2003</td>
<td>Full Service (Head Office)</td>
<td>58077</td>
<td>WINCHESTER FEDERAL BANK</td>
<td>57 SOUTH MAIN STREET</td>
<td>WINCHESTER</td>
<td>KY</td>
<td>40291</td>
<td>CLARK</td>
<td>UNITED STATES</td>
<td>42140</td>
<td>0 WINCHESTER FEDERAL BANK</td>
<td>58077</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Add</td>
<td>12/31/2003</td>
<td>Full Service</td>
<td>4141620</td>
<td>BYPASS BRANCH</td>
<td>1700 BYPASS ROAD</td>
<td>WINCHESTER</td>
<td>KY</td>
<td>40391</td>
<td>CLARK</td>
<td>UNITED STATES</td>
<td>441450</td>
<td>1 WINCHESTER FEDERAL BANK</td>
<td>58077</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Report Item 2b: *Domestic Branch Listing*

Branch verification provided to the Federal Reserve Bank via email on March 31, 2014.

Report Item 3: *Securities Holders*

*Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/13.*

<table>
<thead>
<tr>
<th>(1) (a)</th>
<th>(1) (b)</th>
<th>(1) (c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name, City, State, Country</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number &amp; Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>Jane H. McCready Winchester, KY, USA</td>
<td>USA</td>
<td>3,079 or 4.53%</td>
</tr>
<tr>
<td>Jane H. McCready, Executrix for Richard F. McCready, Jr. Estate Winchester, KY, USA</td>
<td>USA</td>
<td>38,958 or 57.28%</td>
</tr>
</tbody>
</table>

*Total shares controlled by Jane H. McCready* 42,037 or 61.81%

<table>
<thead>
<tr>
<th>(1) (a)</th>
<th>(1) (b)</th>
<th>(1) (c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sarah H. McCready 1994 Trust Winchester, KY, USA</td>
<td>USA</td>
<td>5,850 or 8.60%</td>
</tr>
<tr>
<td>Louise F. McCready 2003 Trust Winchester, KY, USA</td>
<td>USA</td>
<td>5,850 or 8.60%</td>
</tr>
<tr>
<td>8/31/79 Trust Winchester, KY, USA</td>
<td>USA</td>
<td>6,375 or 9.37%</td>
</tr>
</tbody>
</table>

*Total shares controlled by and for the benefit of the McCready Family* 60,112 or 88.38%

Report Item 3: (2) – Not Applicable.
Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with WinFirst Financial Corp.</th>
<th>(3)(a) Title &amp; Position with WinFirst Financial Corp.</th>
<th>(3)(b) Title &amp; Position with Subsidiaries</th>
<th>(3)(c) Title &amp; Position with Other Businesses</th>
<th>(4)(a) Percentage of Voting Shares in WinFirst Financial Corp.</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(c) List names of other companies if 25% or more voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jane H. McCready, Winchester, KY, USA</td>
<td>Retired Schoolteacher</td>
<td>President</td>
<td>N/A</td>
<td>N/A</td>
<td>4.53% individually plus 57.28% as Executrix for Estate</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Sarah H. Boston, New York, NY, USA</td>
<td>Attorney</td>
<td>Director</td>
<td>Director (Winchester Federal Bank)</td>
<td>Manager -(Pfizer Compliance Division)</td>
<td>8.60% (plus 50% of 9.37% owned by the 8/31/79 Trust)</td>
<td>N/A</td>
<td>*</td>
</tr>
<tr>
<td>Louise F. M. Hart, New York, NY, USA</td>
<td>Freelance Journalist</td>
<td>Director, Secretary, Treasurer</td>
<td>Director and Secretary (Winchester Federal Bank)</td>
<td>Contributor (Huffington Post), Creative Director (Editorialist.com) Owner (Jeff's Car Wash)</td>
<td>8.60% (plus 50% of 9.37% owned by the 8/31/79 Trust)</td>
<td>N/A</td>
<td>*</td>
</tr>
<tr>
<td>Reese Jeffrey Adams, Winchester, KY, USA</td>
<td>Owner/operator</td>
<td>Chairman, Vice President</td>
<td>Chairman (Winchester Federal Bank)</td>
<td>2.35%</td>
<td>N/A</td>
<td>*</td>
<td></td>
</tr>
<tr>
<td>Hugh C. Boston III, New York City, NY, USA</td>
<td>Attorney</td>
<td>Director</td>
<td>N/A</td>
<td>VP of Corporate Development (Interpublic Group)</td>
<td>N/A</td>
<td>**</td>
<td></td>
</tr>
</tbody>
</table>

* and ** indicate additional information not fully transcribed in the table.
<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation if other than with WinFirst Financial Corp.</th>
<th>Title &amp; Position with WinFirst Financial Corp.</th>
<th>Title &amp; Position with Other Businesses</th>
<th>Percentage of Voting Shares in WinFirst Financial Corp.</th>
<th>Percentage of Voting Shares in Subsidiaries</th>
<th>List names of other companies if 25% or more voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mark McCammish, Winchester, KY, USA</td>
<td>Retired Manager</td>
<td>Director (Winchester Federal Bank)</td>
<td>N/A</td>
<td>0.29%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Robert Anderson, Winchester, KY, USA</td>
<td>Retired</td>
<td>Director Emeritus</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Larry Hobbs, Lexington, KY, USA</td>
<td>Retired Bank Executive</td>
<td>Vice Chairman (Winchester Federal Bank)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Jane Venable Brown, Winchester, KY, USA</td>
<td>Farmer</td>
<td>Director Emeritus</td>
<td>Farmer</td>
<td>3.68%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>David L. Shadburne, Winchester, KY, USA</td>
<td>N/A</td>
<td>President/CEO (Winchester Federal Bank)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>David E. Woods, Richmond, KY, USA</td>
<td>N/A</td>
<td>Executive Vice President (Winchester Federal Bank)</td>
<td>N/A</td>
<td>2.46%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Kari R. Gough, Mt. Sterling, KY, USA</td>
<td>N/A</td>
<td>Chief Financial Officer, Chief Operations Officer, Treasurer (Winchester Federal Bank)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>Spouse is 50% Owner (GW Enterprises LLC &amp; Roof Services LLC)</td>
</tr>
</tbody>
</table>
*Each of Sarah H. McCready and Louise F. M. Hart are 50% beneficiaries and trustees for the Article Fourth (B) Trust. The Article Fourth (B) Trust and Reese J. Adams are each 50% owners of the following companies:
   Red Forest, LLC
   Mid-Pop, LLC
   Redwning Plaza, LLC
   Lexland Center, LLC
   TSC Properties, LLC
   Mid-Bypass Land, LLC
   Chance, LLC
   RedFuel, LLC

The Article Fourth (B) Trust and Reese J. Adams are each 37.5% owners of Falcon's Nest, LLC. The Article Fourth (B) Trust is 100% owner of Fourth (B) Oak. Fourth (B) Oak and Reese J. Adams are each 25% owner of Oak Developments, LLC.

**Reese J. Adams is 100% sole proprietor of Jeff's Car Wash (and affiliate car washes) and Blue Ash Farm. Mr. Adams is 33.3% owner of Oak Alley, LLC.