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
President
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
07/05/2016

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015
Month / Day / Year
NA

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

Commercial Grayson Bancshares, Inc.
Legal Title of Holding Company

 Grayson KY 41143
City State Zip Code

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

Person to whom questions about this report should be directed:
Mark D. Strother
President/CEO

Name

606-474-7811
Area Code / Phone Number / Extension
606-474-2100
Area Code / FAX Number

markstrother@cbgrayson.com
E-mail Address

www.cbgrayson.com
Address (URL) for the Holding Company’s web page

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.

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 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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0207), Washington, DC 20503.
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 2014 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. LEI is not applicable for both the holding company and bank.

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, 2015:

Jack W. Strother, Jr.  
Grayson, Carter Co., KY, USA  
11,780.50 shares*  
65.49%

Mary Blanche Jungers  
Katy, Fort Bend Co., Texas, USA  
2,000 shares  
11.12%

Palm & Company  
Pittsburgh, Allegheny Co., PA, USA  
1,200 shares  
6.67%

* 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 2015.
Report Item 4: Insiders include the following:

1) Jack W. Strother, Jr., Grayson, KY, USA.
2) Retired CEO and President of Commercial Bank of Grayson.
3) a) Chairman of the Board of Directors; b) Chairman of The Commercial Bank of Grayson and Commercial Grayson Bancshares, Inc.; c) not applicable.
4) a) 11,780.5 shares (65.49%); b) authorized to vote all 50,000 shares of Commercial Grayson Bancshares, Inc.; 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) 9 shares (0.05%); b) not applicable; c) not applicable.

1) John Jordan, Grayson, KY, USA.
2) Retired from Calgon.
3) a) Director; b) Director and Chairman of Audit Committee for The Commercial Bank of Grayson; c) not applicable.
4) a) 6 shares (0.03%); 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) 94 shares (0.52%); b) not applicable; c) not applicable.

1) Mark D. Strother, Grayson, KY, USA.
2) Not applicable.
3) a) Director, President; b) Director, President and CEO of The Commercial Bank of Grayson; c) not applicable.
4) a) 162 shares, including 45 restricted shares (0.90%); 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.
Report Item 4 (continued):

1) Linda L. Arnett, Grayson, KY, USA.
2) Not applicable.
3) a) Director, Vice President, Secretary and Assistant Treasurer; b) Director, Senior Vice President, Operations Officer, Executive Officer, Secretary and Assistant Treasurer of The Commercial Bank of Grayson; c) not applicable.
4) a) 3 shares (0.02%); b) not applicable; c) not applicable.

1) Mary Blanche Jungers, Katy, TX, USA.
2) Not applicable.
3) Not applicable.
4) a) 2,000 shares (11.12% of total shares); b) not applicable; c) not applicable.

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