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)); sections 6(b) and 13(a) of the International Banking Act (12 U.S.C. §§ 3105(a) and 3108(e)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5381, 5385, 5412, 1850a(c)(1), and 5468(b)(1)). 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. 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.

I, Jane H. McCready
Name of the Holding Company Director and Official

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]
Signature of Holding Company Director and Official

(Date)
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
C.I.

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 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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2016
Month / Day / Year

None
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

WinFirst Holding Corp.
Legal Title of Holding Company

57 S. Main St.
Street (Mailing Address of the Holding Company) Street / P.O. Box

Winchester
City
KY
State
40391
Zip Code

Person to whom questions about this report should be directed:
Erica Jackson
Chief Financial Officer
Name
Title
859-744-1900
Area Code / Phone Number / Extension

859-744-2940
Area Code / FAX Number
ejackson@winchesterfederal.com
E-mail Address

www.winchesterfederal.com
Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? ☐ No ☒ 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 ☐
   2. a letter justifying this request has been provided separately ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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 (7100-0297), Washington, DC 20503.
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 2016 Annual Report to Shareholders will be forwarded upon completion of the report, no later than April 15, 2017.

Report Item 2a: *Organization Chart*
Report Item 2b: *Domestic Branch Listing*

See attached printoff.

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 12/31/16.*

<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 4.55%</td>
</tr>
<tr>
<td>RF McCready Jr. Marital Trust B Winchester, KY, USA</td>
<td>USA</td>
<td>38,958 or 57.53%</td>
</tr>
<tr>
<td><strong>Total shares controlled by Jane H. McCready</strong></td>
<td></td>
<td><strong>42,037 or 62.08%</strong></td>
</tr>
<tr>
<td>Sarah H. McCready 1994 Trust Winchester, KY, USA</td>
<td>USA</td>
<td>5,850 or 8.64%</td>
</tr>
<tr>
<td>Louise F. McCready 2003 Trust Winchester, KY, USA</td>
<td>USA</td>
<td>5,850 or 8.64%</td>
</tr>
<tr>
<td>8/31/79 Trust Winchester, KY, USA</td>
<td>USA</td>
<td>6,375 or 9.41%</td>
</tr>
<tr>
<td><strong>Total shares controlled by and for the benefit of the McCready Family</strong></td>
<td></td>
<td><strong>60,112 or 88.77%</strong></td>
</tr>
</tbody>
</table>

Report Item 3 (2):

None
Results: A list of branches for your depository institution: WINCHESTER FEDERAL BANK (ID_RSSD: 50872).
This depository institution is held by WINFIRST FINANCIAL CORPORATION (1924783) of WINCHESTER, KY.
The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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

* FDIC UNINUM, Office Number, and ID_RSSD 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_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 UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service (Head Office)</td>
<td>50872</td>
<td>WINCHESTER FEDERAL BANK</td>
<td>17 SOUTH MAIN STREET</td>
<td>WINCHESTER</td>
<td>KY</td>
<td>40391</td>
<td>CLARK</td>
<td>UNITED STATES</td>
<td>42147</td>
<td>0</td>
<td>WINCHESTER FEDERAL BANK</td>
<td>50872</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>414620</td>
<td>BYPASS BRANCH</td>
<td>1705 BYPASS ROAD</td>
<td>WINCHESTER</td>
<td>KY</td>
<td>40391</td>
<td>CLARK</td>
<td>UNITED STATES</td>
<td>41456</td>
<td>1</td>
<td>WINCHESTER FEDERAL BANK</td>
<td>50872</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
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 Houston McCready</td>
<td>Retired Schoolteacher</td>
<td>President</td>
<td>N/A</td>
<td>N/A</td>
<td>4.55% individually plus 57.53% as Trust Beneficiary</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Winchester, KY, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sarah H. Boston, New York</td>
<td>Attorney</td>
<td>Director (Winchester Federal Bank)</td>
<td>Director (Winchester Federal Bank)</td>
<td>Real Estate Salesperson (Stribling)</td>
<td>8.64% (plus 50% of 9.41% owned by the 8/31/79 Trust)</td>
<td>N/A</td>
<td>*</td>
</tr>
<tr>
<td>NY, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
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</tr>
<tr>
<td>Louise F. M. Hart, New York</td>
<td>Freelance Journalist</td>
<td>Director, Secretary, Treasurer</td>
<td>Director and Secretary (Winchester Federal Bank)</td>
<td>Digital Managing Director (GQ)</td>
<td>8.64% (plus 50% of 9.41% owned by the 8/31/79 Trust)</td>
<td>N/A</td>
<td>*</td>
</tr>
<tr>
<td>NY, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></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>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Mark McCammish, Winchester, KY, USA</td>
<td>Retired Manager</td>
<td>N/A</td>
<td>Director (Winchester Federal Bank)</td>
<td>N/A</td>
<td>0.30%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
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<td>--------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>James R. Houtz, Winchester, KY, USA</td>
<td>Retired Bank Appraiser</td>
<td>N/A</td>
<td>Director (Winchester Federal Bank)</td>
<td>N/A</td>
<td>2.21%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Larry Hobbs, Lexington, KY, USA</td>
<td>Retired Bank Executive</td>
<td>N/A</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>David E. Woods, Richmond, KY, USA</td>
<td>Retired Bank Executive</td>
<td>N/A</td>
<td>Director (Winchester Federal Bank)</td>
<td>N/A</td>
<td>2.48%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Jane Venable Brown, Winchester, KY, USA</td>
<td>Farmer</td>
<td>N/A</td>
<td>Director Emeritus (Farmer)</td>
<td>Farmer</td>
<td>3.69%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Kari R. Gough, Mt. Sterling, KY, USA</td>
<td>Assistant Secretary</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>Spouse is 50% Owner (GW Enterprises LLC &amp; Roof Services LLC)</td>
</tr>
<tr>
<td>Jamey Y. Perry, Winchester, KY, USA</td>
<td></td>
<td>N/A</td>
<td>Sr. Vice President of Operations/BSA Officer (Winchester Federal Bank)</td>
<td>N/A</td>
<td>N/A</td>
<td>0.20%</td>
<td>N/A</td>
</tr>
<tr>
<td>John W. Austin, Winchester, KY, USA</td>
<td></td>
<td>N/A</td>
<td>Head of Lending (Winchester Federal Bank)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
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</tr>
<tr>
<td>Erica L. Jackson Georgetown, KY, USA</td>
<td>N/A</td>
<td>Chief Financial Officer (Winchester Federal Bank)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Gisela A. Boylan, Lawrenceburg, KY, USA</td>
<td>N/A</td>
<td>Chief Compliance/Risk Management Officer (Winchester Federal Bank)</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td></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 is a 50% owner of the following companies:

- Red Forest, LLC
- Mid-Pop, LLC
- Redwing Plaza, LLC
- Lexland Center, LLC
- TSC Properties, LLC
- Mid-Bypass Land, LLC
- Chance, LLC
- RedFuel, LLC

The Article Fourth (B) Trust owns 37.5% of Falcon’s Nest, LLC. The Article Fourth (B) Trust is 100% owner of Fourth (B) Oak. Fourth (B) Oak owns 25% of Oak Developments, LLC.*