

Board of Governors of the Federal Reserve System



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 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); 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. §§ 5361, 5365, 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, **DAVID E. WOODS**

Name of the Holding Company Director and Official

DIRECTOR & CHAIR - 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.

David E. Woods

Signature of Holding Company Director and Official

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.

1924783

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 of 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, 2017

Month / Day / Year

NONE

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

Reporter's Name, Street, and Mailing Address

WINFIRST FINANCIAL CORP.

Legal Title of Holding Company

57 S. MAIN ST.

(Mailing Address of the Holding Company) Street / P.O. Box

WINCHESTER

KY

40391

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

ERICA JACKSON

CFO

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?

0=No
1=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."

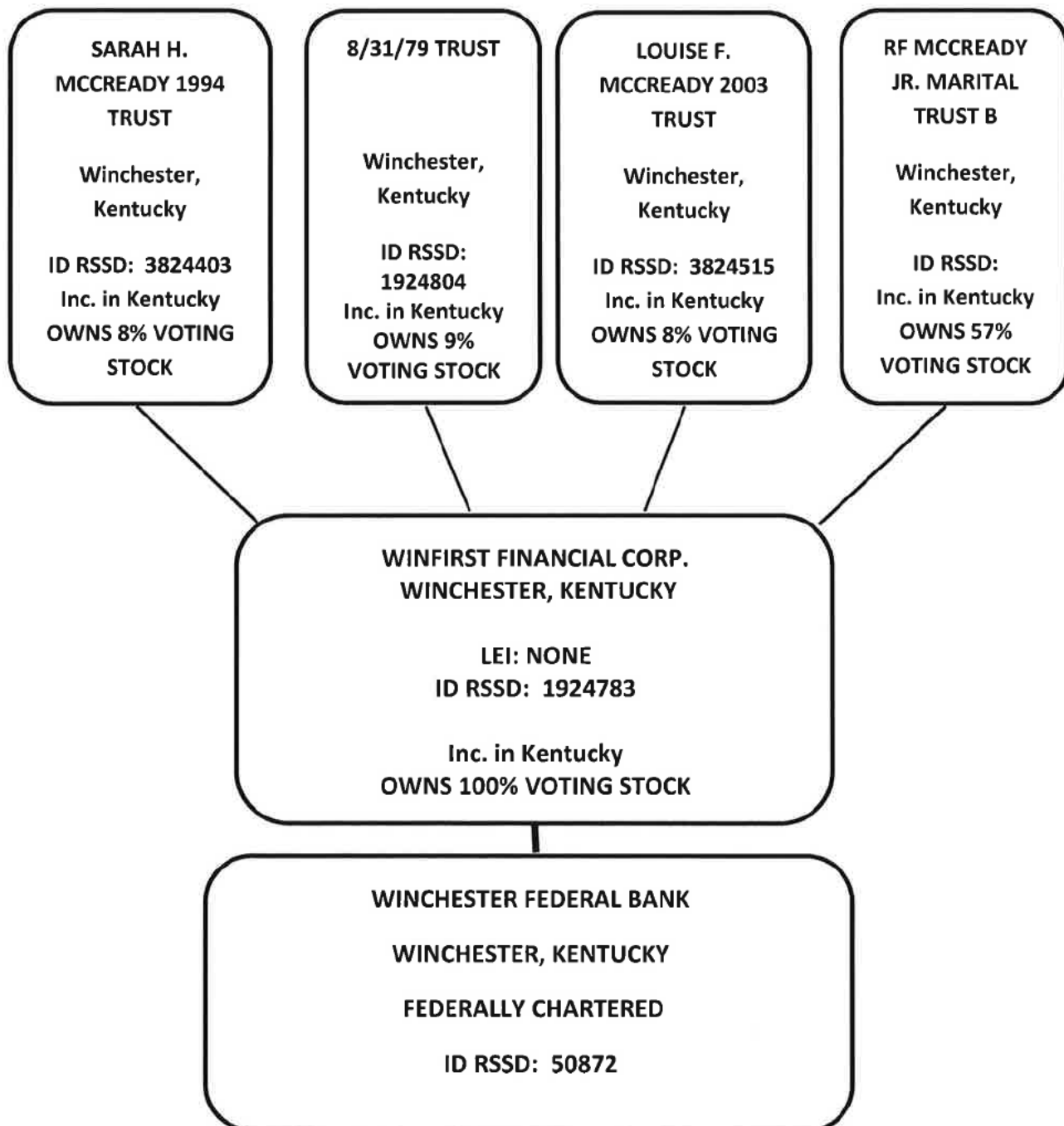
WINFIRST FINANCIAL CORP. ANNUAL REPORT FR Y-6

December 31, 2017

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 2017 Annual Report to Shareholders will be forwarded upon completion of the report, no later than April 20, 2018.

Report Item 2a: Organization Chart



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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 12/31/17.

(1) (a) Name, City, State, Country	(1) (b) Country of Citizenship or Incorporation	(1) (c) Number & Percentage of Each Class of Voting Securities
Jane H. McCready Winchester, KY, USA	USA	3,079 or 4.55%
RF McCready JR. Marital Trust B Winchester, KY, USA	USA	38,958 or 57.53%
<i>Total shares controlled by Jane H. McCready</i>		<i>42,037 or 62.08%</i>
Sarah H. McCready 1994 Trust Winchester, KY, USA	USA	5,850 or 8.64%
Louise F. McCready 2003 Trust Winchester, KY, USA	USA	5,850 or 8.64%
8/31/79 Trust Winchester, KY, USA	USA	6,375 or 9.41%
<i>Total shares controlled by and for the benefit of the McCready Family</i>		<i>60,112 or 88.77%</i>

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 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	50872	WINCHESTER FEDERAL BANK	57 SOUTH MAIN STREET	WINCHESTER	KY	40391	CLARK	UNITED STATES	Not Required	Not Required	WINCHESTER FEDERAL BANK	50872	
OK		Full Service	4141620	BYPASS BRANCH	1705 BYPASS ROAD	WINCHESTER	KY	40391	CLARK	UNITED STATES	Not Required	Not Required	WINCHESTER FEDERAL BANK	50872	

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Report Item 4: *Insiders*

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with WinFirst Financial Corp.	(3)(a) Title & Position with WinFirst Financial Corp.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in WinFirst Financial Corp.	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more voting securities are held
Jane Houston McCready, Winchester, KY, USA	Retired Schoolteacher	President	N/A	N/A	4.55% individually plus 57.53% as Trust Beneficiary	N/A	N/A
Sarah H. Boston, New York, NY, USA	Realtor	N/A	Director (Winchester Federal Bank)	Real Estate Salesperson (Stribling)	8.64% (plus 50% of 9.41% owned by the 8/31/79 Trust)	N/A	*
Louise F. M. Hart, New York, NY, USA	Freelance Journalist	Director, Secretary, Treasurer	Director and Secretary (Winchester Federal Bank)	Editorial Director (Express)	8.64% (plus 50% of 9.41% owned by the 8/31/79 Trust)	N/A	*
Hugh C. Boston III, New York City, NY, USA	Attorney	Director	N/A	VP of Corporate Finance and Development (Interpublic Group)	N/A	N/A	N/A
Mark McCammish, Winchester,	Retired Manager	N/A	Director (Winchester Federal Bank)	N/A	0.30%	N/A	N/A

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KY, USA

(1) Name, City, State, Country	(2) Principal Occupation if other than with WinFirst Financial Corp.	(3)(a) Title & Position with WinFirst Financial Corp.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in WinFirst Financial Corp.	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more voting securities are held
James R. Houtz, Winchester, KY, USA	Retired Bank Appraiser	N/A	Director (Winchester Federal Bank)	N/A	2.21%	N/A	N/A
Danny S. Neely II, Winchester, KY, USA	Insurance Agent/Owner	N/A	Director (Winchester Federal Bank)	Agent/Owner (Neely & Wade Insurance Agency)	N/A	N/A	Neely & Wade Insurance Agency, LLC
David E. Woods, Richmond, KY, USA	Retired Bank Executive	Vice President, Chair	Director (Winchester Federal Bank)	N/A	2.48%	N/A	N/A
Jane Venable Brown, Winchester, KY, USA	Farmer	N/A	Director Emeritus	Farmer	3.69%	N/A	N/A
Kari R. Gough, Mt. Sterling, KY, USA	Assistant Secretary	N/A	President/CEO (Winchester Federal Bank)	N/A	N/A	N/A	Spouse is 50% Owner (GW Enterprises LLC & Roof Services LLC)
Jamey Y. Perry, Winchester, KY, USA	N/A	N/A	Sr. Vice President of Operations/BSA Officer (Winchester Federal Bank)	N/A	N/A	0.20%	N/A
John W. Austin, Winchester, KY, USA	N/A	N/A	Head of Lending (Winchester Federal Bank)	N/A	N/A	N/A	N/A

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(1) Name, City, State, Country	(2) Principal Occupation if other than with WinFirst Financial Corp.	(3)(a) Title & Position with WinFirst Financial Corp.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in WinFirst Financial Corp.	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more voting securities are held
Erica L. Jackson Georgetown, KY, USA	N/A	N/A	Chief Financial Officer (Winchester Federal Bank)	N/A	N/A	N/A	N/A
Gisela A. Boylan, Lawrenceburg, KY, USA	N/A	N/A	Chief Compliance/Risk Management Officer (Winchester Federal Bank)	N/A	N/A	N/A	N/A

*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.