

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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102 (a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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.

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.

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

December 31, 2023

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Whitaker Bank Corporation of Kentucky

Legal Title of Holding Company

2750 Paris Pike

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

Lexington

KY

40511-9570

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Penny Crabtree

VP Financial Services Mgr

Name

Title

859-293-6005/Ext. 1207

Area Code / Phone Number / Extension

859/294-3942

Area Code / FAX Number

pcrabtree@whitakerbank.com

E-mail Address

www.whitakerbank.com

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

I, Mitchell Durham, CFO

Name of the Holding Company Director and Official

CFO

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.

Mitchell Durham, CFO

Signature of Holding Company Director and Official

03/22/2024

Date of Signature

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes

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."

Report Item 1: Annual Report to Shareholders

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

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- Yes No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- Yes No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing

- Yes No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Results: A list of branches for your holding company: WHITAKER BANK CORPORATION OF KENTUCKY (1966671) of LEXINGTON, KY.

The data are as of 12/31/2023. Data reflects information that was received and processed through 01/04/2024.

Reconciliation and Verification Steps

Per the December 2022 instructions, these steps should be followed if there were changes to your domestic branch listing over the prior reporting year.

Please see the FR Y-6 instructions for further detail.

Note: If a Y-10 was submitted during the fiscal year and the change is reflected below, enter 'OK' in the Data Action column.

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, if applicable. 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)	1445943	WHITAKER BANK, INC	2001 PLEASANT RIDGE DRIVE	LEXINGTON	KY	40509	FAYETTE	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3460315	NORTH BERA BRANCH	228 GLADES ROAD	BEREA	KY	40403	MADISON	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	746513	PEOPLES BANK & TRUST COMPANY OF MADISON COUNTY	419 CHESTNUT STREET	BEREA	KY	40403	MADISON	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	192316	U S 25 BRANCH	303 RICHMOND ROAD NORTH	BEREA	KY	40403	MADISON	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	681717	WEST END BRANCH	205 PRINCE ROYAL DRIVE	BEREA	KY	40403	MADISON	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	2943606	WOLFE CO BRANCH	191 KY 15 SOUTH	CAMPTON	KY	41301	WOLFE	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	415613	CLAY CITY BRANCH	4459 MAIN STREET	CLAY CITY	KY	40312	POWELL	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	748610	EAST CORBIN BRANCH	1400 EAST MASTER STREET	CORBIN	KY	40701	KNOX	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3745955	KEAVY BRANCH	1280 HIGHWAY 770	CORBIN	KY	40701	LAUREL	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	685911	NORTH MAIN STREET BRANCH	100 NORTH MAIN STREET	CORBIN	KY	40701	WHITLEY	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	749112	SOUTH CORBIN BRANCH	1319 CUMBERLAND FALLS HIGHWAY	CORBIN	KY	40701	WHITLEY	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	5556865	DANVILLE BRANCH	218 WEST MAIN STREET	DANVILLE	KY	40422	BOYLE	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3460342	FRANKFORT BRANCH	130 WEST MAIN STREET	FRANKFORT	KY	40601	FRANKLIN	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3460409	U.S. HIGHWAY 127 BRANCH	1305 U.S. HIGHWAY 127	FRANKFORT	KY	40601	FRANKLIN	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3460418	VERSAILLES ROAD BRANCH	264 VERSAILLES ROAD	FRANKFORT	KY	40601	FRANKLIN	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3361971	GEORGETOWN MAIN OFFICE	101 WEST MAIN STREET	GEORGETOWN	KY	40324	SCOTT	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	2815860	THOROUGHFBRED BANKING CENTER BRANCH	100 FINANCIAL WAY	GEORGETOWN	KY	40324	SCOTT	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3460397	WASHINGTON SQUARE BRANCH	950 SOUTH BROADWAY STREET	GEORGETOWN	KY	40324	SCOTT	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	538240	MERCER COUNTY MAIN OFFICE	211 SOUTH MAIN STREET	HARRODSBURG	KY	40330	MERCER	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Limited Service	3665530	NORTH BRANCH	1104 NORTH COLLEGE STREET	HARRODSBURG	KY	40330	MERCER	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	536143	SOUTH BRANCH	928 SOUTH COLLEGE STREET	HARRODSBURG	KY	40330	MERCER	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3460388	HAZARD BRANCH	777 MORTON BOULEVARD	HAZARD	KY	41701	PERRY	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3361962	HWY 15 PERRY COUNTY BRANCH	1818 KENTUCKY HIGHWAY 15 SOUTH	HAZARD	KY	41701	PERRY	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	485915	ISOM BRANCH	9754 HIGHWAY 15	KY	41824	LETCHER	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943		
OK		Full Service	356015	JENKINS BRANCH	9387 HIGHWAY 805	JENKINS	KY	41537	LETCHER	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3675463	DANVILLE-MAPLE BRANCH	322 DANVILLE STREET	LANCASTER	KY	40444	GARRARD	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	1003914	LANCASTER BRANCH	39 PUBLIC SQUARE	LANCASTER	KY	40444	GARRARD	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3361944	BEAUMONT BRANCH	998 GOVERNORS LANE	LEXINGTON	KY	40513	FAYETTE	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	2522597	NICHOLASVILLE ROAD BRANCH	2510 NICHOLASVILLE ROAD	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3037397	PARIS PIKE DRIVE BRANCH	2311 PARIS PIKE	LEXINGTON	KY	40505	FAYETTE	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	170912	MOREHEAD BANK	140 EAST MAIN STREET	MOREHEAD	KY	40351	ROWAN	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	2949318	NORTHSIDE BRANCH	1489 FLEMINGSBURG	MOREHEAD	KY	40351	ROWAN	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3460379	CAMARGO BRANCH	4085 CAMARGO RD	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3460351	INDIAN MOUND BRANCH	275 INDIAN MOUND DRIVE	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	725611	MOUNT STERLING BANK BRANCH	30 WEST MAIN STREET	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3154191	MT VERNON BRANCH	350 RICHMOND STREET	MOUNT VERNON	KY	40456	ROCKCASTLE	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	2690601	BRANDY LANE BRANCH	1000 RICHMOND LANE	RICHMOND	KY	40475	MADISON	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	2242363	BYPASS BRANCH	460 EASTERN BYPASS	RICHMOND	KY	40475	MADISON	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	1166725	RICHMOND BRANCH	1157 BERA ROAD	RICHMOND	KY	40475	MADISON	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	342719	STANTON BRANCH	130 SOUTH MAIN STREET	STANTON	KY	40380	POWELL	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3361775	WACO BRANCH	HIGHWAY 52 & COLLEGE HILL ROAD	WACO	KY	40385	MADISON	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	484310	HIGHWAY 15 NORTH BRANCH	2378 HIGHWAY 15 NORTH	WHITESBURG	KY	41858	LETCHER	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	357610	MAIN STREET BRANCH	187 MAIN STREET	WHITESBURG	KY	41858	LETCHER	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	
OK		Full Service	3251876	WILLIAMSBURG BANKING CENTER BRANCH	1025 SOUTH HIGHWAY 25 WEST	WILLIAMSBURG	KY	40769	WHITLEY	UNITED STATES	Not Required	Not Required	WHITAKER BANK, INC	1445943	

WHITAKER BANK CORPORATION OF KENTUCKY

FORM FR Y-6 December 31, 2023

Report Item 4: Insiders

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) * List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Mitchell Durham Richmond, KY United States of America	None	CFO	None	Director, Treasurer-Hazard Coal Corporation Director, Treasurer - Kentucky Union Company	Mitchell Durham-0.00%	None	None
				Treasurer - W.G. Coal Sales, Inc.			

* 5 includes all ownership by immediate family and related companies

WHITAKER BANK CORPORATION OF KENTUCKY

FORM FR Y-6 December 31, 2023

Report Item 4: Insiders

(1) Name & Address (City, State, Country)	(2) Principal Occupation If other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c)* List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Elmer K. Whitaker Sadienville, KY United States of America	None	Director, President & Stockholder	Director, President & CEO - Whitaker Bank, Inc.	Limited Partner-Whitaker Land Company, Ltd/ Royal Land LLC	Elmer K. Whitaker, Advisory Trustee-92.22% (as Advisory Trustee, must act in concert with one of the other two Advisory Trustees in order to override decisions of the Primary Trustee, Kentucky Trust Co)	None	W.G. Coal Sales, Inc.- 52.50%
Elmer K. Whitaker, Advisory Trustee for: (u/s 1989 Trusts) Anna W. Lake Jacquelin W. Murphy Elmer K. Whitaker John L. Whitaker Rebecca L. Whitaker			Director- Kentucky Trust Company	Member-Whitaker Trust, LLC			Hazard Coal Co.-26.36%
				Member-EK Photography, LLC			Kentucky Union Co.-27.00%
				Member-Double Deuce Farm, LLC			Kycoga Co., LLC-50.00%
				Member - CMSTEXT, LLC			Whitaker Land Co., Ltd.-100.00%
				Member - Red River Property Holding Group, LLC			Whitaker Trust, LLC-100.00%
				Member - M2 Water Solutions, LLC			Double Deuce Farm, LLC-100%
							Royal Land LLC -100.00%
							EK Photography, LLC-100%

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WHITAKER BANK CORPORATION OF KENTUCKY

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Report Item 4: Insiders

(1) Names & Addresses (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) * List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Anna Whitaker Lake Berea, KY United States of America Anna W. Lake, Advisory Trustee for: (w/ 1989 Trusts) Anna W. Lake John L. Whitaker Rebecca Whitaker Doehring Anna W. Lake, Co-Trustee for John L. Whitaker, Jr. Irrevoc Family GSTT Trust dated July 31, 2019	None	Director, Vice President & None Stockholder	None	Limited Partner-Whitaker Land Company, Ltd/ Royal Land LLC Member-Whitaker Trust, LLC Voting Member - 25% ownership Four Great Lakes, LLC	Anna W. Lake, Advisory Trustee-55.93% (as Advisory Trustee, must act in concert with one of the other two Advisory Trustees in order to override decisions of the Primary Trustee, Kentucky Trust Co)	None	W.G. Coal Sales, Inc. - 52.50% Hazard Coal Co -26.36% Kentucky Union Co.-27.00% Kycoga Co., LLC-50.00% Whitaker Land Co., Ltd.-100.00% Whitaker Trust, LLC-100.00% Royal Land LLC -100.00% Four Great Lakes LLC -25.00%

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WHITAKER BANK CORPORATION OF KENTUCKY

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(1) Name & Address (City, State, Country)	(2) Principal Occupation If other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c)* List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Jacquelin W. Murphy Paris, KY United States of America Jacquelin W. Murphy, Advisory Trustee for: (w/s 1989 Trusts) Jacquelin W. Murphy Elmer K. Whitaker	None	Director and Stockholder	None	Limited Partner-Whitaker Land Company, Ltd/ Royal Land LLC Member-Whitaker Trust, LLC Member-Land Dev. Co., LLC Member-Stoneleigh Farm, LLC Spouse of Member-Bluegrass Gun & Range, LLC Spouse of Member- BudsGunShop.com LLC	Jacquelin W. Murphy Advisory Trustee-37.29% (as Advisory Trustee, must act in concert with one of the other two Advisory Trustees in order to override decisions of the Primary Trustee, Kentucky Trust Co)	None	W.G. Coal Sales, Inc.- 52.50% Hazard Coal Co.-26.36% Kentucky Union Co.-27.00% Kycoga Co., LLC-50.00% Whitaker Land Co., Ltd.-100.00% Whitaker Trust, LLC-100.00% Land Dev. Co., LLC-25.00% Stoneleigh Farm, LLC-100% Royal Land LLC -100.00% Bluegrass Gun & Range LLC-67% BudsGunShop LLC-33%

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