



2014 JUL 21 A 9:23

STATISTICS & ANALYSIS DEPARTMENT

# Annual Report of Bank 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 CFR 211.13(c)); and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)). 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 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 CFR 211.23). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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.

Date of Report (top-tier bank holding company's fiscal year-end):  
12/31/2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Banco Harlan, Inc.

Legal Title of Bank Holding Company

PO Box 919

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

Harlan, KY 40831

City / State / Zip Code

201 E Central Street, Harlan, KY

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

D. Steve Tolliver President/CEO

Name / Title  
606.574.8646

Area Code / Phone Number  
606.573.1717

FAX Number  
steve.tolliver@bankofharlan.com

E-mail Address

www.bankofharlan.com

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

I, D. Steve Tolliver

Name and Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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 CFR Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

*D. Steve Tolliver Pres*

Signature of Bank Holding Company Director and Official

3/31/2014

Date of Signature

For bank 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 Number \_\_\_\_\_

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

**Form FR Y-6**  
**Banco Harlan, Inc.**  
**Fiscal Year Ending: December 31, 2013**

**Report Item Number:**

1 Financial Summary	Enclosed
2(a) Organizational Chart	Enclosed
2(b) Domestic Branch Listing	Enclosed
3 Securities Holders	Enclosed
4 Insiders	Enclosed

**Form FR Y-6**  
**Banco Harlan, Inc.**  
**Fiscal Year Ending: December 31, 2013**

**Report Item 2(a): Organizational Chart**

---

Banco Harlan, Inc.  
Post Office Box 919  
Harlan, KY 40831, USA

100%

The Bank of Harlan  
Post Office Box 919  
Harlan, KY 40831, USA

Form FR Y-6  
 Banco Harlan, Inc.  
 Fiscal Year Ending: December 31, 2013

**Report Item 2(b): Domestic Branch Listing**

---

Popular Name	Bank of Harlan, The	Mound Office	Village Center
Date Action	OK	OK	OK
Effective Date			
Branch Service Type	Full Service	Full Service	Full Service
Branch ID_RSDD*	146618	3516771	611415
Popular Name			
Street Address	First & Central Street	East Main & Mound	181 Finance Street
City	Harlan	Harlan	Harlan
State	Kentucky	Kentucky	Kentucky
Zip Code	40831	40831	40831
County	Harlan	Harlan	Harlan
Country	USA	USA	USA
FDIC UNINUM	8866	231160	231159
Office Number	0	2	1
Head Office	Bank of Harlan, The	Bank of Harlan, The	Bank of Harlan, The
Head Office ID_RSDD*	146618	146618	146618

**Form FR Y-6**  
**Banco Harlan, Inc.**  
**Fiscal Year Ending: December 31, 2013**

**Report Item 3: Shareholders**

Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2013.

<b>(1)(a) Name &amp; Address</b>	<b>(1)(b) Country of Citizenship or Incorporation</b>	<b>(1)(c ) Number/Percentage of Each Class of Voting Securities</b>	
James E. F. Croushorn Harlan, KY	USA	5600	13.25%
Earl F. Croushorn Harlan, KY	USA	1777	4.20%
Rayburn Doss Harlan, KY	USA	5730	13.56%
Don Parsons Harlan, KY	USA	4147	9.81%
Mark David Goss Lexington, KY	USA	4631	10.96%

**Item (3)(2): None**

**Form FR Y-6**  
**Banco Harlan, Inc.**  
**Fiscal Year Ending: December 31, 2013**

**Report Item 4: Insiders**

---

Name Earl F. Croushorn, II  
Address Harlan, KY  
Occupation VP, Croushorn Equipment Co., Inc.  
Chairman, Bank of Harlan  
Voting Shares 1697 (4.02%)  
Related Interests Croushorn Equipment Co., Inc. (apprx. 20% with wife, several properties with father & brother (25-50%). No formal partnership agreement exists.

Name Gary W. Cupp  
Address Harlan, KY  
Occupation President, Southern Wholesale Supply, Inc.  
Director, Bank of Harlan  
Voting Shares 1149 (2.71%)  
Related Interests Southern Wholesale Supply, Inc. (50%)

Name Rayburn Doss  
Address Harlan, KY  
Occupation President, Doss Fuelco Inc.  
Director, Bank of Harlan  
Voting Shares 5430 (12.85%)  
Related Interests Doss-Fuelco, Inc. 67%

Name Richard L. Fox  
Address Harlan, KY  
Occupation Financial Advisor  
Director, Bank of Harlan  
Voting Shares 1747 (4.13%)  
Related Interests None

Name Mark D. Goss  
Address Lexington, KY  
Occupation Attorney, Frost Brown Todd LLC  
Director, Bank of Harlan  
Voting Shares 3634 (8.6%)  
Related Interests None

**Form FR Y-6**  
**Banco Harlan, Inc.**  
**Fiscal Year Ending: December 31, 2013**

Name	U. Wayne Greene
Address	Middlesboro, KY
Occupation	CPA, Greene & Greene Accountants Director, Bank of Harlan
Voting Shares	249 (.59%)
Related Interests	Greene & Greene Accountants (50%)

Name	Donald G. Parsons
Address	Harlan, KY
Occupation	Retired Investor Director, Bank of Harlan
Voting Shares	4147 (9.81%)
Related Interests	Holiday Apartments (50%) Kentucky Properties (100%), Center City Condos (50%)

Name	D. Steve Tolliver
Address	Harlan, KY
Occupation	President/CEO Bank of Harlan
Voting Shares	149 (.35%)
Related Interests	None