

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 MAR 26 A 10:43
STATISTICS & ANALYSIS
DEPARTMENT

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.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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.

I, Herbert Works

Name of the Holding Company Director and Official

Chairman of the board and Director

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.

Herbert H Works

Signature of Holding Company Director and Official

03/25/2014

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.

2291624

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

The Bank of Kentucky Financial Corp

Legal Title of Holding Company

111 Lookout Farm Drive

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

Crestview Hills

KY

41017

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Martin Gerrety

Treasurer & Asst Secretary

Name

Title

859-372-5169

Area Code / Phone Number / Extension

859-578-2960

Area Code / FAX Number

mgerrety@bankofky.com

E-mail Address

www.bankofky.com

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

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

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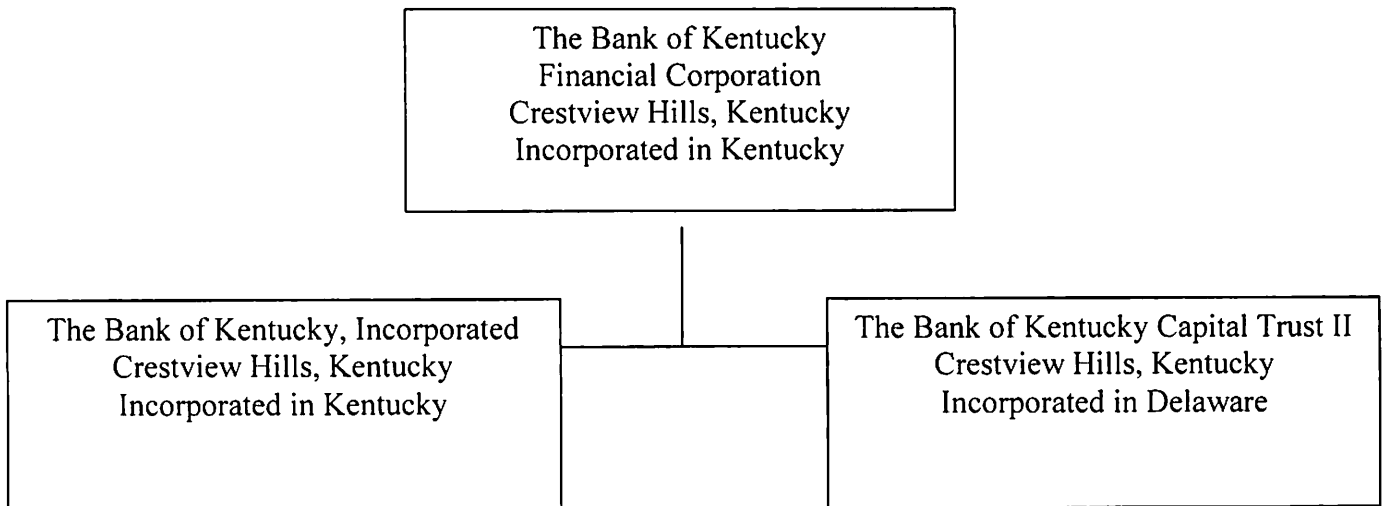
The Bank of Kentucky Financial Corporation
Crestview Hills, Kentucky
Fiscal Year Ending December 31, 2013

Report Item

1: Not applicable, 10-K filed with SEC

2:a. Organizational Chart

The Bank of Kentucky Financial Corporation owns 100% of
The Bank of Kentucky, Incorporated
and The Bank of Kentucky Capital Trust II



2.b. Submitted via email on 3/31/2014.

Results: A list of branches for your holding company; BANK OF KENTUCKY FINANCIAL CORPORATION, THE (2291624) of CRESTVIEW HILLS, KY.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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 the 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 the 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://fd10name.federalservice.gov>.

* FDIC UNHLUM, 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 UNHLUM*	Office Number*	Head Office	Head Office ID - RSSD*	Comments
OK		Full Service (Head Office)	1459034	BANK OF KENTUCKY, INCORPORATED, THE	111 LOOKOUT FARM DRIVE	CRESTVIEW HILLS	KY	41017	KENTON	UNITED STATES	46205	0	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2918971	ALEXANDRIA BRANCH	7612 ALEXANDRIA PIKE	ALEXANDRIA	KY	41003	CAMPBELL	UNITED STATES	281905	13	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2485261	BELLEVUE BRANCH	6710 MCVILLE ROAD	BURLINGTON	KY	41005	BOONE	UNITED STATES	289182	2	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	109976	15TH & MADISON BRANCH	1831 MADISON AVENUE	COVINGTON	KY	41018	KENTON	UNITED STATES	44510	5	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2894034	COVINGTON BRANCH	231 SCOTT STREET	COVINGTON	KY	41011	KENTON	UNITED STATES	289190	11	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	3305863	HIGHLAND PIKE & ROUTE 17 BRANCH	1435 VALLEY PLAZA PARKWAY	COVINGTON	KY	41017	KENTON	UNITED STATES	430982	25	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	139032	CRITTENDEN BRANCH	100 SOUTH MAIN STREET	CRITTENDEN	KY	41030-97	GRANT	UNITED STATES	5589	30	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	3138575	DAYTON BRANCH	118 6TH STREET	DAYTON	KY	41074	CAMPBELL	UNITED STATES	364458	15	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2971328	DRY RIDGE BRANCH	12 TAFT HIGHWAY	DRY RIDGE	KY	41035	GRANT	UNITED STATES	358666	14	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	992918	DRY RIDGE BRANCH	20 N MAIN STREET	DRY RIDGE	KY	41035	GRANT	UNITED STATES	5597	29	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2854837	WAL-MART BRANCH	20 FERGLUSON BOULEVARD	DRY RIDGE	KY	41035	GRANT	UNITED STATES	289189	10	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2312305	EDGEWOOD BRANCH	591 FREEDOM PARK DRIVE	EDGEWOOD	KY	41017	KENTON	UNITED STATES	289738	19	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2442958	ERLANGER BRANCH	3133 DIXIE HIGHWAY	ERLANGER	KY	41018	KENTON	UNITED STATES	289186	7	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2904353	TURKEYFOOT BRANCH	3950A TURKEYFOOT ROAD	ERLANGER	KY	41018	KENTON	UNITED STATES	289185	6	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	1996767	FALMOUTH BRANCH	515 BARKLEY ST	FALMOUTH	KY	41040	PENDLETON	UNITED STATES	47816	34	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	3675472	BURLINGTON BRANCH	1065 BURLINGTON PIKE	FLORENCE	KY	41042	BOONE	UNITED STATES	47421	17	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2191519	HOUSTON ROAD BRANCH	4748 HOUSTON ROAD	FLORENCE	KY	41042	BOONE	UNITED STATES	289183	3	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	1975401	MOUNT ZION ROAD BRANCH	330 MOUNT ZION ROAD	FLORENCE	KY	41042	BOONE	UNITED STATES	289181	1	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2657958	US 42 BRANCH	8660 HAINES DRIVE	FLORENCE	KY	41042	BOONE	UNITED STATES	289188	9	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	364474	FORT THOMAS BRANCH	25 N FT THOMAS AVE	FORT THOMAS	KY	41075	CAMPBELL	UNITED STATES	43570	12	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2398475	FORT WRIGHT BRANCH	1850 ASHWOOD CIRCLE	FORT WRIGHT	KY	41011	KENTON	UNITED STATES	289739	20	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2259905	CRESCENT SPRINGS BRANCH	743 BUTTERMILK PIKE	CRESCENT SPRINGS	KY	41017	KENTON	UNITED STATES	289737	18	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	1928754	FORT MITCHELL BRANCH	350 BUTTERMILK PIKE	FT MITCHELL	KY	41017	KENTON	UNITED STATES	47438	27	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	3675502	HEBRON BRANCH	7110 NORTH BIRCH ROAD	HEBRON	KY	41048	BOONE	UNITED STATES	356740	22	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2364484	INDEPENDENCE BRANCH	1700 DE CLARATION DRIVE	INDEPENDENCE	KY	41051	KENTON	UNITED STATES	289740	21	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2519524	NICHOLSON BRANCH	12020 MADISON PIKE	INDEPENDENCE	KY	41051	KENTON	UNITED STATES	500345	33	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
CLOSE	9/30/2013	Full Service	3138566	CAROTHERS ROAD BRANCH	87 CAROTHERS ROAD	NEWPORT	KY	41071	CAMPBELL	UNITED STATES	364460	16	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	3675520	HIGHLAND HEIGHTS BRANCH	2800 ALEXANDRIA PIKE	NEWPORT	KY	41076	CAMPBELL	UNITED STATES	365215	24	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	3428375	NEWPORT BRANCH	501 MONMOUTH STREET	NEWPORT	KY	41071	CAMPBELL	UNITED STATES	447446	26	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	3079575	RICHWOOD BRANCH	320 RICHWOOD ROAD	WALTON	KY	41094	BOONE	UNITED STATES	342615	23	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	2752586	WALTON BRANCH	275 MARY GRUBBS HIGHWAY	WALTON	KY	41094	BOONE	UNITED STATES	289184	4	BANK OF KENTUCKY, INCORPORATED, THE	1459034	
OK		Full Service	707448	WARSAW BRANCH	400 EAST MAIN STREET	WARSAW	KY	41095	GALLATIN	UNITED STATES	6717	28	BANK OF KENTUCKY, INCORPORATED, THE	1459034	

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Report Item 3: Shareholders

<u>(1)(a) Name and Address</u>	<u>(1)(b) Citizenship</u>	<u>(1)(c) Number and Percentage of Each Class of Voting Securities</u>
T. Rowe Price Associates, Inc. Baltimore, MD [REDACTED]	USA	620,570 – 8.2% Common Stock
Rodney S. Cain Independence, KY [REDACTED]	USA	602,161 – 7.90% Common stock
T. Rowe Price Small-Cap Value Fund, Inc. Baltimore, MD [REDACTED]	USA	466,500 – 6.1% Common Stock
Banc Fund VII LLP Banc Fund VIII LLP Charles J Moore, Manager Chicago, IL [REDACTED]	USA	140,601 – 1.8% 324,511 – 4.3% Common Stock Total 465,112 – 6.1%
R.C. Durr Foundation, Inc. Covington, KY [REDACTED]	USA	453,059 – 5.95% Common Stock

Note: The Company has only one class of voting stock.

3 (2) - Not Applicable

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Report Item 4: Directors and Officers

<u>(1) Name and Address</u>	<u>(2) Principal Occupation</u>	<u>(3) (a)(b) Title/Position</u>	<u>(3) (c) Title & Position with other business</u>	<u>(4)(a) Percentage of Each Class of Voting Securities Owned</u>	<u>(4) (c) % Ownership of other Business</u>
Charles M. Berger Villa Hills, KY [REDACTED]	President of Bilz Insurance	(a) Director (b) Director	President of Bilz Insurance Managing Member Berger – Collins L.L.C Managing Member Berger Family Real Estate LLC	(a) .50% (b) 0%	Berger – Collins L.L.C 25%
John S. Cain Ryland Heights, KY [REDACTED]	President of Wiseway, Inc.	(a) Director (b) Director	President, Wiseway, Inc.	(a) 1.77% (b) 0%	Wiseway, Inc. 100%
Ruth Seligman-Doering Lakeside Park, KY [REDACTED]	President & CEO of Charles Seligman Distributing Company, Inc.	(a) Director (b) Director	President & CEO of Charles Seligman Distributing Company, Inc. President Ruth Mae Inc. Partner Doering Family Lmtd Partnership Member Frogtown, LLC	(a) 1.43% (b) 0%	Charles Seligman Distributing Company, Inc. 45% Ruth Mac Inc. 100%
Harry J. Humpert Ft. Wright, KY [REDACTED]	President of Humpert Enterprises, Inc.	(a) Director (b) Director	President of Humpert Enterprises, Inc. Member Burnett Management LLC	(a) .51% (b) 0%	Burnett Management LLC 25%
Barry G. Kienzle Villa Hills, KY [REDACTED]	SVP/CFO of Paul Hemmer Construction Co. dba Paul Hemmer Companies	(a) Director (b) Director	N/A	(a) .21% (b) 0%	N/A
John E. Miracle Walton, KY [REDACTED]	DMD, Retired	(a) Secretary (b) Secretary	N/A	(a) 2.11% (b) 0%	N/A
Mary Sue Rudicill Burlington, KY [REDACTED]	Chairman of Belleview Sand and Gravel	(a) Director (b) Director	Chairman of Belleview Sand and Gravel Chairman of Gravelview Trucking, Inc.	(a) 1.05% (b) 0%	Belleview Sand and Gravel 50% Gravelview Trucking, Inc. 50%
James C Votruba Lakeside Park, KY [REDACTED]	President Emeritus & Professor of Educational Leadership of Northern Kentucky University	(c) Director (d) Director	N/A	(c) .03% (d) 0%	N/A
Herbert H. Works Erlanger, KY [REDACTED]	President of Boone-Kenton Lumber	(a) Chairman (b) Chairman	President of Boone-Kenton Lumber	(a) .46% (b) 0%	President of Boone-Kenton Lumber 100%

Robert W. Zapp Crestview Hills KY [REDACTED]	President & CEO of The Bank of Kentucky, Inc.	(a) President & CEO (b) President & CEO	N/A	(a) 2.19% (b) 0%	N/A
Martin Gerrety Crestview Hills KY [REDACTED]	Executive Vice President of The Bank of Kentucky, Inc.	(a) Treasurer & Asst Secretary (b) EVP & CFO	N/A	(a) .06% (b) 0%	N/A