

FEDERAL RESERVE BANK
 OF CLEVELAND

2014 MAR 28 P 3:52

STATISTICS & ANALYSIS
 DEPARTMENT

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)); 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.

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

December 31, 2013

Month / Day / Year

I, **MICHAEL Q SHIELDS**

Reporter's Name, Street, and Mailing Address

BATH COUNTY BANKING COMPANY

Name of the Holding Company Director and Official

DIRECTOR

Legal Title of Holding Company

121 MAIN STREET/PO BOX 575

Title of the Holding Company Director and Official

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

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.

OWINGSVILLE KY 40360

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

RODNEY M ROBINETTE

CPA

Name

Title

606-329-1171

Area Code / Phone Number / Extension

606-325-0590

Area Code / FAX Number

RROBINETTE@SGAR.COM

E-mail Address

Michael Q Shields VP/Sec/Director

Signature of Holding Company Director and Official

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

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 1071935
 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
BATH COUNTY BANKING COMPANY
OWINGSVILLE, KENTUCKY
FISCAL YEAR ENDING DECEMBER 31, 2013**

REPORT ITEM

- 1: N/A - See Front Page
- 2: Organizational Chart

**BATH COUNTY BANKING COMPANY
OWINGSVILLE, KENTUCKY
INCORPORATED IN KENTUCKY**

100%

**OWINGSVILLE BANKING COMPANY
OWINGSVILLE, KENTUCKY
INCORPORATED IN KENTUCKY**

**FORM FR Y-6
December 31, 2013**

**Report Item 3: Securities Holders
(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)**

**Current Shareholders with ownership, control or
holdings of 5% or more with power to vote as of 12/31/13**

**Shareholders not listed in (3)(1)(a) through 3(1)(c) that had
ownership, control or holdings of 5% or more with power to
vote during the fiscal year ending 12/31/13**

<u>(1)(a) Name & Address (City, State, Country)</u>	<u>(1)(b) Country of Citizenship or Incorporation</u>	<u>(1)(c) Number and Percentage of Each Class of Voting Securities</u>	<u>(2)(a) Name & Address (City, State, Country)</u>	<u>(2)(b) Country of Citizenship or Incorporation</u>	<u>(2)(c) Number and Percentage of Each Class of Voting Securities</u>
J. Morrow Richards Lexington, KY	USA	845 - 73.78% (Common stock includes 169 shares owned by Ella L. Richards Residuary Trust, J. Morrow Richards holds voting power in his position as Trustee of the trust)	N/A	N/A	N/A
Owingsville Cemetery Company Owingsville, KY	USA	82 - 7.16% Common Stock			

**FORM FR Y-6
December 31, 2013**

Report Item 4: Insiders

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation if Other than with 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)
J. Morrow Richards Lexington, KY	N/A	Chairman, President & Director	Chairman & Director (Owingsville Banking Company)	N/A	73.78%	N/A	N/A
Michael Q. Shields Mt. Sterling, KY	N/A	Vice President Secretary & Director	CEO & Executive Vice-President, & Director (Owingsville Banking Company)	N/A	.1%	N/A	N/A
Earl Rogers, Jr. Owingsville, KY	Farmer	Director	Director (Owingsville Banking Company)	N/A	.1%	N/A	N/A

Results: A list of branches for your depository institution: OWINGSVILLE BANKING COMPANY (ID_RSSD: 492810).
 This depository institution is held by BATH COUNTY BANKING COMPANY (1071735) of OWINGSVILLE, 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 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)	492810	OWINGSVILLE BANKING COMPANY	49 WEST MAIN STREET	OWINGSVILLE	KY	40360	BATH	UNITED STATES	6188		0 OWINGSVILLE BANKING COMPANY	492810	
OK		Full Service	1214402	BRENDAN BRANCH	33 MILLER SHOPPING PLAZA	OWINGSVILLE	KY	40360	BATH	UNITED STATES	220807		1 OWINGSVILLE BANKING COMPANY	492810	
OK		Full Service	3745861	SALT LICK BRANCH	21 MAIN STREET	SALT LICK	KY	40371	BATH	UNITED STATES	470115		2 OWINGSVILLE BANKING COMPANY	492810	