

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK  
OF CLEVELAND

2014 APR -2 A 11: 04

STATISTICS & ANALYSIS  
DEPARTMENT



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, LeRoy Land Dale

Reporter's Name, Street, and Mailing Address

Farmers Bancorp of Nicholasville, Inc

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman of the Board

200 North Main St / PO Box 340

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.

Nicholasville KY 40356

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:

David N Damron EVP & CFO

Name Title

8598816014

Area Code / Phone Number / Extension

8598872757

Area Code / FAX Number

ddamron@myfarmersbank.net

E-mail Address

www.myfarmersbank.net

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

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 1071771  
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

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

**FORM FR Y-6**

**The Farmers Bancorp of Nicholasville, Inc.**

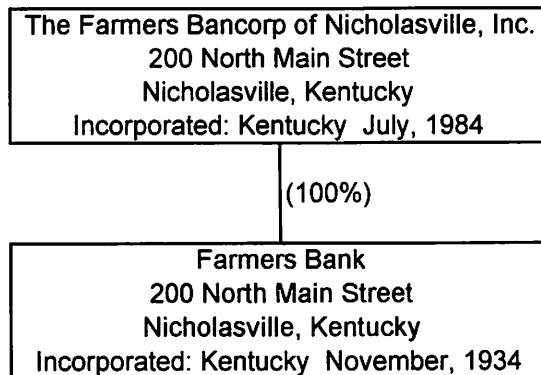
200 North Main Street  
Nicholasville, Kentucky

Fiscal Year Ending December 31, 2013

Report Item

- 1: a. Farmers Bancorp of Nicholasville, Inc. is not registered with the SEC and is therefore not required to prepare and submit SEC form 10K.
- 1: b. Farmers Bancorp of Nicholasville, Inc. does prepare an annual report for its shareholders. The reports have been delayed and will be forwarded upon availability.

2: a.



- 2: b. emailed to Structure@clev.frb.org on March 21, 2014

**Results:** A list of branches for your holding company: FARMERS BANCORP OF NICHOLASVILLE, INC. (1071771) of NICHOLASVILLE, KY. The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

**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)	485214	FARMERS BANK	200 N MAIN ST	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	9326	0	FARMERS BANK	485214	
OK		Full Service	3943108	BELL PLACE BRANCH	201 BELLAIRE DR.	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	480329	7	FARMERS BANK	485214	
OK		Full Service	3667945	BRANNON CROSSING BRANCH	110 EAST BRANNON ROAD	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	458811	6	FARMERS BANK	485214	
OK		Full Service	489418	WILMORE BRANCH	213 E MAIN ST	WILMORE	KY	40390	JESSAMINE	UNITED STATES	232389	1	FARMERS BANK	485214	

**FORM FR Y-6**

**The Farmers Bancorp of Nicholasville, Inc.**

Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders

(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 12-31-2003.			Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control of holdings of 5% or more with power to vote during the fiscal year ending 12-31-2003.		
(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of each Class of Voting Securities	(2)(a) Name & Address (City, State)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of each Class of Voting Securities
Leroy Land Dale Lexington, Kentucky	USA	20,239 - 62.25% Common Stock	(none)	(none)	(none)

**FORM FR Y-6**  
**The Farmers Bancorp of Nicholasville, Inc.**  
**Fiscal Year Ending December 31, 2013**

**Report Item 4: Directors and Officers**

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

( 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 are held)
William N. Cassity Nicholasville, KY	County Judge Executive	Director	Vice Chariman (Farmers Bank)	n/a	0.77%	n/a	n/a
Clay M. Corman Nicholasville, KY	Business Owner	Director	Director (Farmers Bank)	Owner CMC Inc	0.85%	n/a	n/a
Leroy Land Dale Nicholasville, KY	Farmer	Chariman of the Board	Chariman of the Board (Farmers Bank)	n/a	62.25%	n/a	n/a
William H. Hayden Nicholasville, KY	Commercial Contractor	Vice Chariman	Director (Farmers Bank)	n/a	1.25%	n/a	n/a
Walter P. Jourdan Nicholasville, KY	Business Owner	Director	Director (Farmers Bank)	Owner Jourdan Graphic Services	0.31%	n/a	n/a
Charles L. Miller Nicholasville, KY	Farmer	Director	Director (Farmers Bank)	n/a	0.31%	n/a	n/a
William Q. Muir Nicholasville, KY	Farmer & Developer	Director	Director (Farmers Bank)	n/a	0.37%	n/a	n/a

**FORM FR Y-6**  
**The Farmers Bancorp of Nicholasville, Inc.**  
**Fiscal Year Ending December 31, 2013**

**Report Item 4: Directors and Officers**

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

( 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 are held)
Joe Walker Nicholasville, KY	Retired Elected Official	Director	Director (Farmers Bank)	n/a	0.31%	n/a	n/a

**Director Emeritus**

{none}

**Executive Officers of Farmers Bank**

James P. Bailey	n/a	President & CEO	President & CEO (Farmers Bank)	n/a	0.31%	n/a	n/a
Bruce Marshall	n/a	{none}	EVP / Senior Lender (Farmers Bank)	n/a	0.00%	n/a	n/a
David N Damron	n/a	Treasurer	EVP / CFO	n/a	0.18%	n/a	n/a