

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

2014 APR - 2 AM: 09
 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.

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

December 31, 2013

Month / Day / Year

I, James Hay

Reporter's Name, Street, and Mailing Address

Peoples of Fleming County Bancorp, Inc.

Name of the Holding Company Director and Official
 Chairman & President

Legal Title of Holding Company

106 South Main Cross Street / P.O. Box 367

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.

Flemingsburg	KY	41041
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:

Steve Miller Vice President

Name Title

6068452461

Area Code / Phone Number / Extension

6068493201

Area Code / FAX Number

smiller@pbfco.com

E-mail Address

www.pbfco.com

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

Signature of Holding Company Director and Official

03/07/2014

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 2356701
 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.

<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>
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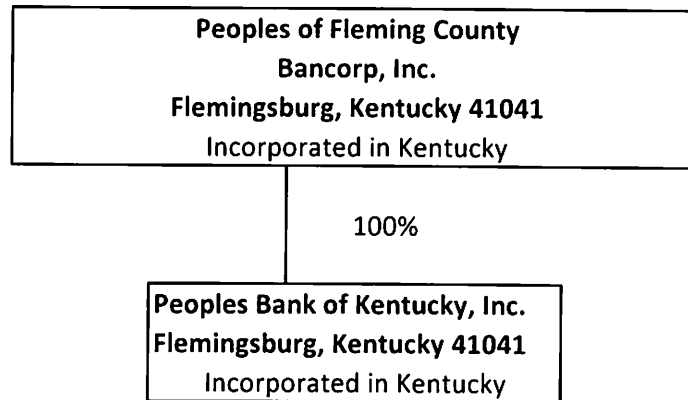
Form FR Y-6

**Peoples of Fleming County Bancorp, Inc.
Flemingsburg, Kentucky 41041
Fiscal Year Ending December 31, 2013**

Report Item

1. The bank holding company prepares an annual report for its stockholders and is not registered with the SEC. As specified by the Cleveland Federal Reserve Bank, two copies are enclosed.

2a. Organizational Chart



- 2b. Domestic branch listing provided to the Cleveland Federal Reserve Bank.

Form FRY-6
Peoples of Fleming County Bancorp, Inc
Fiscal Year Ending 12/31/13

Report Item 3: Securities holders

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

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-13.

1a Name City, State, Country	1b Country of Citizenship	1c Number & Percentage of Each Class of Voting Securities
Barber, Eric Lexington, KY	USA	3043 Common Stock of 29,708 O/S shares 10%
Womack, Glenn Flemingsburg, KY	USA	2428.67 Common Stock of 29,708 O/S shares 8%
Frank L. Hinton Flemingsburg, KY	USA	1672 Common Stock of 29,708 O/S shares 5%

Report Item 3 (2)(a)(b)(c) N/A

FR Y-6
Peoples of Fleming County Bancorp, Inc
Fiscal Year Ending December 31, 2013
Report Item #4

1 Names & Address (city, State, Country	2 Principal Occupation if other than with Bank Holding Co	3a Title & Position with Bank Holding Company	3b N/A	3c Title & Position with other Businesses Include names of other businesses	4a % of voting Shares in Bank Holding Company 29,708 O/S	4b N/A	4c List names of other companies (includes partnerships) if 25% or more of voting securities are held
Barber, Eric Lexington, KY USA	Cattle Dealer	Director		Bluegrass Stockyards	10%		Poplar Plains LLC 50%; B&M Farms 50%; Bromagen Commodities, Inc 33%; Barber, Bucher & McIntyre, LLC 33%; Barber & McIntyre Farms, Inc 50%; S&B Cattle Co 50%
Ginn, Michael Flemingsburg, KY USA	Sonographer	Director		Sonographer	1%		Fleming Development 50%; Fleming Fast Foods 33.33% Soundtech 100%; Gateway Investments 30% Medical Arts LLC 30%
Hay, James Flemingsburg, KY USA	Bank President /CEO	President/Director		Secretary, Paradise Properties, Inc	1%		Paradise Properties 33.33%
Hinton, Frank Flemingsburg, KY USA	Agribusiness Owner	Director		President-Frank Hinton & Son, Inc	5%		
Kinder, Tony Flemingsburg, KY USA	Bank Vice President	Secretary		N/A	1%		
Marshall, Charles Flemingsburg, KY USA	R/E Broker/Auctioneer	Director		President-Chuck Marshall Real Estate & Auctioneer	1%		MY Equip-25%; B&C Prop- 33.33%; Paradise Prop 33.33% Chuck Marshall R/E 100%
Miller, Stephen Flemingsburg, KY USA	Bank CFO	Vice Pres./Director		N/A	1%		
Sims, John Flemingsburg, KY USA	Restaurant Owner	Director		Dairy Queen Rest President	1%		Dairy Queen Rest 100%

1	2	3a	3b	3c	4a	4b	4c
Names & Address (city, State, Country)	Principal Occupation if other than with Bank Holding Co	Title & Position with Bank Holding Company	N/A	Title & Position with other Businesses Include names of other businesses	% of voting Shares in Bank Holding Company	N/A	List names of other companies (includes partnerships) if 25% or more of voting securities are held
Stephens, Mary Lu Flemingsburg, KY USA	Trucking	Director		Stephens Trucking President	1%		Stephens Trucking 100%
Womack, Glenn M.D. Flemingsburg, KY USA	PSC	Director		Buffalo Trace Family Health Care-President	8%		Fleming Fast Food 33% PSC 100% Fleming Regional Imaging 80%

Results: A list of branches for your depository institution: PEOPLES BANK OF KENTUCKY, INC. (ID_RSSD: 995517). This depository institution is held by PEOPLES OF FLEMING COUNTY BANCORP, INC. (2356701) of FLEMINGSBURG, 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)	995517	PEOPLES BANK OF KENTUCKY, INC.	106 SOUTH MAIN CROSS STREET	FLEMINGSBURG	KY	41041	FLEMING	UNITED STATES	11046	0	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Limited Service	3637500	MOREHEAD ROAD BRANCH	6925 MOREHEAD ROAD	FLEMINGSBURG	KY	41041	FLEMING	UNITED STATES	239786	3	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Limited Service	604912	WEST WATER STREET BRANCH	202 WEST WATER STREET	FLEMINGSBURG	KY	41041	FLEMING	UNITED STATES	239784	1	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Limited Service	3637528	HILLSBORO MOTOR BRANCH	7537 HILLSBORO ROAD	HILLSBORO	KY	41049	FLEMING	UNITED STATES	239785	2	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Full Service	4313669	PEOPLES BANK-MAY'S LICK BRANCH	6588 US 68	MAYS LICK	KY	41055	MASON	UNITED STATES	Not Required	Not Required	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Full Service	3637537	TUCKER DRIVE BRANCH	90 TUCKER DRIVE	MAYSVILLE	KY	41056	MASON	UNITED STATES	465877	5	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Full Service	3667495	PEOPLES BANK OWINGSVILLE BRANCH	43 SLATE AVENUE	OWINGSVILLE	KY	40360	BATH	UNITED STATES	Not Required	Not Required	PEOPLES BANK OF KENTUCKY, INC.	995517	
OK		Full Service	327015	SALT LICK DEPOSIT BANK, THE	113 MAIN STREET	SALT LICK	KY	40371	BATH	UNITED STATES	Not Required	Not Required	PEOPLES BANK OF KENTUCKY, INC.	995517	