



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK OF CLEVELAND
 2014 MAR 24 A 11: 28
 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, **William Bramblet**

Reporter's Name, Street, and Mailing Address

Traditional Bancorporation, Inc.

Legal Title of Holding Company

49 W. Main St. PO Box 326

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

Mt. Sterling KY 40353

City State Zip Code

Name of the Holding Company Director and Official

Director/Chairman/CEO

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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Michael Hendrix CFO

Name Title

859-498-0414

Area Code / Phone Number / Extension

859-497-9283

Area Code / FAX Number

mike_hendrix@traditionalbank.com

E-mail Address

William Bramblet

Signature of Holding Company Director and Official

03/19/2014

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 1070420
 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

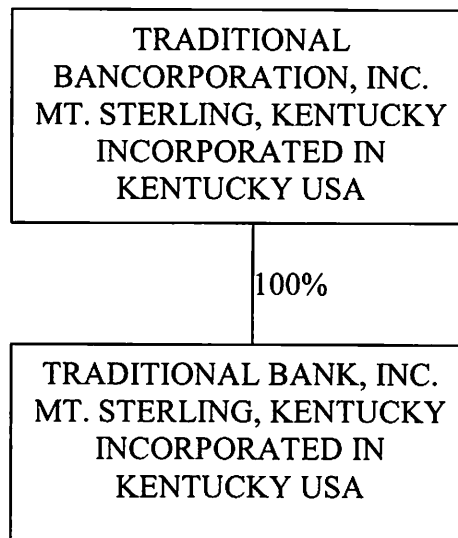
Form FR Y-6

**Traditional Bancorporation, Inc
Mt. Sterling, Kentucky
Fiscal Year Ending December 31, 2013**

Report Item

1: Annual Report to Shareholders is not prepared.

2: Organizational Chart



Subsidiary is 100% owned by Traditional Bancorporation, Inc.

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**Traditional Bancorporation, Inc
Mt. Sterling, Kentucky
Fiscal Year Ending December 31, 2013**

Report Item 2b: Submitted via e-mail on 3/7/2014.

Results: A list of branches for your depository institution: TRADITIONAL BANK, INC. (ID_RSSD 786210). This depository institution is held by TRADITIONAL BANCORPORATION, INC. (1070420) of MOUNT STERLING, 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)	786210		TRADITIONAL BANK, INC.	49 WEST MAIN ST.	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	1753	0	TRADITIONAL BANK, INC.		786210	
OK		Full Service	478711		MENIFEE COUNTY BRANCH	114 MAIN STREET	FRENCHBURG	KY	40322	MENEFEE	UNITED STATES	193841	3	TRADITIONAL BANK, INC.		786210	
OK		Full Service	479213		JEFFERSONVILLE BRANCH	7880 MAIN STREET	JEFFERSONVILLE	KY	40337	MONTGOMERY	UNITED STATES	193844	6	TRADITIONAL BANK, INC.		786210	
OK		Full Service	3313439		PALOMAR CENTRE BRANCH	3720 PALOMAR CENTRE DRIVE	LEXINGTON	KY	40513	FAYETTE	UNITED STATES	58296	8	TRADITIONAL BANK, INC.		786210	
OK		Full Service	3408531		PALUMBO BRANCH	2801 PALUMBO DRIVE	LEXINGTON	KY	40509	FAYETTE	UNITED STATES	448277	12	TRADITIONAL BANK, INC.		786210	
OK		Full Service	2392857		SHORT STREET BRANCH	183 WEST SHORT STREET SUITE 100	LEXINGTON	KY	40507	FAYETTE	UNITED STATES	290419	9	TRADITIONAL BANK, INC.		786210	
OK		Full Service	3660024		YATES CREEK ROAD BRANCH	3353 YATES CREEK RD	LEXINGTON	KY	40502	FAYETTE	UNITED STATES	450611	13	TRADITIONAL BANK, INC.		786210	
OK		Full Service	2538217		INDIAN MOUND BRANCH	7450 INDIAN MOUND DRIVE	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	193938	7	TRADITIONAL BANK, INC.		786210	
OK		Full Service	984410		MAYSVILLE ROAD BRANCH	637 NORTH MAYSVILLE ROAD	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	193937	1	TRADITIONAL BANK, INC.		786210	
OK		Full Service	480518		MONTGOMERY SQUARE BRANCH	1378 INDIAN MOUND DRIVE	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	193843	5	TRADITIONAL BANK, INC.		786210	
OK		Full Service	3408513		PARIS BRANCH	3333 LEXINGTON RD	PARIS	KY	40381	BOURBON	UNITED STATES	448256	11	TRADITIONAL BANK, INC.		786210	
OK		Full Service	3290370		WINCHESTER BRANCH	875 COLBY RD	WINCHESTER	KY	40391	CLARK	UNITED STATES	290420	10	TRADITIONAL BANK, INC.		786210	

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Traditional Bancorporation, Inc.
Fiscal Year Ending December 31, 2013

Report Item 3.1: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more as of fiscal year ending 12/31/13.

J. Clifton Stilz, Jr. Mt. Sterling, Kentucky	USA	3,623 – 5.23% Common Stock
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Linda F. Stilz Mt. Sterling, Kentucky	USA	3,623 – 5.23% Common Stock
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Arthur Walker, Jr. Mt. Sterling, Kentucky	USA	6,296 – 9.08% Common Stock
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Report Item 3.2: N/A

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Traditional Bancorporation, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

<u>Names & Address</u>	<u>Principal Occupation if other than with Bank Holding Company</u>	<u>Title & Position with Bank Holding Company</u>	<u>Title & Position with Subsidiaries</u>	<u>Title & Position with Other Businesses</u>	<u>Percentage of Voting Shares In Bank Holding Company</u>	<u>List Names of other Companies and % Ownership</u>
Grover Carrington Mt. Sterling, KY USA	Attorney	Director/Vice Chairman	Director/Vice Chairman	Partner-Peck & Carrington Partner-White, Peck & Carrington, LLP	1.22% Caroline Carrington (1.76%)	Peck & Carrington (50%) White, Peck & Carrington, LLP (35%)
E. Daniel Duzyk Mt. Sterling, KY USA	Manufacturing	Director	Director	Partner-Falcon Realty Company, LLC Partner-Trojan, Inc. Partner-4-D Development	4.14%	Falcon Realty Company, LLC (12.25%) Trojan, Inc. (24.65%) 4-D Development (25%)
Richard P. Fuller Mt. Sterling, KY USA	Banker	Director	Director/Vice President-Commercial Loan Officer II	Member/Owner-Backyard Building Rentals, LLC Member/Owner-Triangle Park, LLC Member/Owner-Augusta Group, LLC Member/Owner-Sterling Four Rentals, LLC General Partner-Summit Apartments	1.52%	Backyard Building Rentals (25%) Triangle Park, LLC (33%) Augusta Group, LLC (50%) Sterling Four Rentals, LLC (25%) Summit Apartments (4.166%)
Alan Christopher Peck Mt. Sterling, KY USA	President/CEO Family Connections, Inc.	Director	Director	President/CEO Family Connections, Inc.	0.30%	
Bobby G. Ballard Lexington, KY USA	Banker	Sr. Vice President	Sr. Vice President	N/A	0.46%	N/A
Bill Bramblet Mt. Sterling, KY USA	Banker	Director/Chairman/CEO	Director/Chairman/CEO	N/A	1.73% Judith Bramblet (Spouse-0.05%)	N/A
Arthur Walker, III Mt. Sterling, KY USA	Construction	Director	Director	Partner - A.W. Walker & Son Member/Manager - Tools For You, LLC Partner - Bluebank Development, Inc. Partner - Sterling Development, Inc. Member/Manager - Walker Ventures, LLC Vice President - The Walker Company Partner-Black Diamond Inc. Manager-LLW Ventures	0.47%	A. W. Walker & Son (40%) Tools For You, LLC (50%) Bluebank Development, Inc. (3.5%) Sterling Development, Inc. (8%) Walker Ventures, LLC (50%) Black Diamond Inc. (50%) The Walker Co. (25%)

<u>Names & Address</u>	<u>Principal Occupation if other than with Bank Holding Company</u>	<u>Title & Position with Bank Holding Company</u>	<u>Title & Position with Subsidiaries</u>	<u>Title & Position with Other Businesses</u>	<u>Percentage of Voting Shares in Bank Holding Company</u>	<u>List Names of Other Companies and % Ownership</u>
Brett Setzer Nicholasville, KY USA	CEO Brett Construction Co.	Director	Director	CEO-Brett Construction Company Managing Member-Setzer Investments, LLC Managing Member-Setzer Investments No. 2, LLC Managing Member-Setzer Investments No. 3, LLC Managing Member-Setzer Investments No. 4, LLC Managing Member-Setzer Investments No. 5, LLC Managing Member-Setzer Properties, LLC Managing Member-Setzer Independence, LLC Managing Member-Brett Properties No. 1, LLC Managing Member-Setzer and Sims, LLC Managing Member-1365 Cahill, LLC Managing Member-Land Development Co. of Lexington Managing Member-389 Elaine, LLC Managing Member-Setzer Properties Phoenix, LLC Managing Member-Maverick Brothers CSP, LLC Managing Member-TAFL, LLC Managing Member-Setzer Properties CJE, LLC Managing Member 2323, LLC Managing Member-166 Pasadena, LLC Managing Member -Five Pillies, LLC Partner-The Apostles Managing Member-Setzer Properties LSX, LC Member-BHG Palomar, LLC Member-Fitness Investments Co., LLC Member-Harrods Village, LLC Member-AMP, LLC Shareholder-BH&S Investments, Inc. Member-Setzer & Parsons, LLC Managing Member-2280, LLC Managing Member-Setzer Properties UPW, LLC Member-BKB, LLC Member-Drakes Ten, LLC Managing Member-Setzer Properties BGS, LLC Managing Member-Setzer Aviation, LLC Member-CAS III, LLC Member-RPG, LLC Member-APO Holdings, Inc. Member-Mallory Blackwelder Managing Member-Setzer Properties MTS, LLC Managing Member-Setzer Properties WIN, LLC Managing Member-Setzer Properties CLD, LLC Managing Member-Setzer Properties ZTUP, LLC Managing Member-BTS Investments, LLC Managing Member-Setzer Management Co., LLC Member-BB Atlanta Holdings, LLC Member-Setzer Properties WCO, LLC Managing Member-Setzer Properties XSO, LLC Managing Member-Setzer Properties ZFWY, LLC Member-BBN Atlanta Properties, LLC Member-DKBB, LLC Member-Pinewoods Restaurant Group, LLC Managing Member-Setzer Properties DCKN, LLC Managing Member-Setzer Properties XFD, LLC Managing Member-DKBB Properties, LLC Managing Member-Setzer Properties XCU, LLC Managing Member-Setzer Properties BGS II, LLC Managing Member-Setzer Properties BGS III, LLC	0.52%	Brett Construction Company (55.00%) Setzer Investments, LLC (49.50%) Setzer Investments No. 2, LLC (49.50%) Setzer Investments No. 3, LLC (49.50%) Setzer Investments No. 4, LLC (49.50%) Setzer Investments No. 5, LLC (50%) Setzer Properties, LLC (90%) Setzer Independence, LLC (50%) Brett Properties No. 1, LLC (62.50%) Setzer and Sims, LLC (16.67%) 1365 Cahill, LLC (50%) Land Development Co. of Lexington (33.33%) 389 Elaine, LLC (75%) Setzer Properties Phoenix, LLC (85.00%) Maverick Brothers CSP, LLC (45%) TAFL, LLC (50%) Setzer Properties CJE, LLC (50.00%) 2323, LLC (50%) 166 Pasadena, LLC (25%) Five Pillies, LLC (50.00%) The Apostles (8.33%) Setzer Properties LSX, LC (15%) BH&S Investments, Inc. (33.33%) Setzer & Parsons, LLC (50%) 2280, LLC (33.33%) Setzer Properties UPW, LLC (38.40%) BKB, LLC (33.33%) Drakes Ten, LLC (12.50%) Setzer Properties BGS, LLC (87.23%) Setzer Aviation, LLC (80%) CAS III, LLC (33.33%) RPG, LLC (4.23%) APO Holdings, Inc. (2.33%) Mallory Blackwelder (18.18%) Setzer Properties MTS, LLC (90%) Setzer Properties WIN, LLC (15.00%) Setzer Properties CLD, LLC (20.22%) Setzer Properties ZTUP, LLC (19.04%) BTS Investments, LLC (100.00%) Setzer Management Co., LLC (100.00%) BB Atlanta Holdings, LLC (40.00%) Setzer Properties WCO, LLC (23.28%) Setzer Properties XSO, LLC (25.05%) Setzer Properties ZFWY, LLC (16.65%) BBN Atlanta Properties, LLC (26.67%) DKBB, LLC (25.00%) Pinewoods Restaurant Group, LLC (9.00%) Setzer Properties DCKN, LLC (65.00%) Setzer Properties XFD, LLC (27.97%) DKBB Properties, LLC (55.00%) Setzer Properties XCU, LLC (50.00%) Setzer Properties BGS II, LLC (100.00%) Setzer Properties BGS III, LLC (100.00%)

<u>Names & Address</u>	<u>Principal Occupation if other than with Bank Holding Company</u>	<u>Title & Position with Bank Holding Company</u>	<u>Title & Position with Subsidiaries</u>	<u>Title & Position with Other Businesses</u>	<u>Percentage of Voting Shares in Bank Holding Company</u>	<u>List Names of other Companies and % Ownership</u>
Spears Stiliz Mt. Sterling, KY USA	Banker	Director	Director/Sr. VP/Bus. Dev. Commercial Lending Officer II	Partner-Lansdale/Stiliz Limited Partnership Partner-T & D Waters, LLC Partner-Kentucky Waters Inc. Sole Member-JHS Hamburger, LLC	2.58%	Lansdale/Stiliz Limited Partnership (50%) T & D Waters, LLC (19.5%) Kentucky Water (19.5%)
William Alverson Paris, KY USA	Banker	Director	Director/President	N/A	0.54%	N/A
Troy Mulligan Lexington, KY USA	CPA	Director	Director	CPA/Shareholder-Radwan, Brown & Co., PSC Member- RBC Realty, LLC Member- Choctaw Holdings, LLC Member-Drakes Ten, LLC Member-BHG Palomar, LLC President- Grapestock, LLC Director-Brookdale Thoroughbreds, LLC Director- Janus Bloodstock, LLC Member-Sterling Brewers, LLC Member-Setzer Properties UPW, LLC President-Vinery,LTD	0.21%	Radwan, Brown & Co., PSC (37%) RBC Realty, LLC (33%) Choctaw Holdings, LLC (50%) Drakes Ten, LLC (20%) BHG Palomar, LLC (1%) Sterling Brewers, LLC (5%) Setzer Properties UPW, LLC (10%)