

Board of Governors of the Federal Reserve System

FEDERAL RESERVE
OF CLEVELAND

2015 JUN 26 P 3:30

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, 2014

Month / Day / Year

n/a

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, D. Steve Tolliver

Name of the Holding Company Director and Official

President/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.

Reporter's Name, Street, and Mailing Address

Banco Harlan, Inc.

Legal Title of Holding Company

201 E Central Street

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

Harlan

KY

40831

City

State

Zip Code

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:

D. Steve Tolliver

President/CEO

Name

Title

606-573-1202 646

Area Code / Phone Number / Extension

606-573-1717

Area Code / FAX Number

steve.tolliver@bankofharlan.com

E-mail Address

www.bankofharlan.com

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

Signature of Holding Company Director and Official

03/31/2015

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

1141843

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
Banco Harlan, Inc.
Fiscal Year Ending: December 31, 2014

Report Item Number:

1 Financial Summary	Enclosed
2(a) Organizational Chart	Enclosed
2(b) Domestic Branch Listing	Enclosed
3 Securities Holders	Enclosed
4 Insiders	Enclosed

Form FR Y-6
Banco Harlan, Inc.
Fiscal Year Ending: December 31, 2014

Report Item 2(a): Organizational Chart

Banco Harlan, Inc.
Post Office Box 919
Harlan, KY 40831, USA

100%

The Bank of Harlan
Post Office Box 919
Harlan, KY 40831, USA

Form FR Y-6
Banco Harlan, Inc.
Fiscal Year Ending: December 31, 2014

Report Item 2(b): Domestic Branch Listing

Popular Name	Bank of Harlan, The	Mound Office	Village Center
Date Action	OK	OK	OK
Effective Date			
Branch Service Type	Full Service	Full Service	Full Service
Branch ID_RSDD*	146618	3516771	611415
Popular Name			
Street Address	First & Central Street	East Main & Mound	181 Finance Street
City	Harlan	Harlan	Harlan
State	Kentucky	Kentucky	Kentucky
Zip Code	40831	40831	40831
County	Harlan	Harlan	Harlan
Country	USA	USA	USA
FDIC UNINUM	8866	231160	231159
Office Number	0	2	1
Head Office	Bank of Harlan, The	Bank of Harlan, The	Bank of Harlan, The
Head Office ID_RSDD*	146618	146618	146618

Form FR Y-6
Banco Harlan, Inc.
Fiscal Year Ending: December 31, 2014

Report Item 3: Shareholders

Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2014.

(1)(a) Name & Address	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number/Percentage of Each Class of Voting Securities	
James E. F. Croushorn Harlan, KY	USA	5600	14.86%
Earl F. Croushorn Harlan, KY	USA	1200	3.18%
Rayburn Doss Harlan, KY	USA	3350	8.89%
Don Parsons Harlan, KY	USA	3950	10.48%
Mark David Goss Lexington, KY	USA	3123	8.29%

Item (3)(2): None

Form FR Y-6
Banco Harlan, Inc.
Fiscal Year Ending: December 31, 2014

Report Item 4: Insiders

Name Earl F. Croushorn, II
Address Harlan, KY
Occupation VP, Croushorn Equipment Co., Inc.
Chairman, Bank of Harlan
Voting Shares 1200 (3.18%)
Related Interests Croushorn Equipment Co., Inc. (apprx. 20% with wife, several properties with father & brother (25-50%). No formal partnership agreement exists.

Name Gary W. Cupp
Address Harlan, KY
Occupation President, Southern Wholesale Supply, Inc.
Director, Bank of Harlan
Voting Shares 900 (2.38%)
Related Interests Southern Wholesale Supply, Inc. (50%)

Name Rayburn Doss
Address Harlan, KY
Occupation President, Doss Fuelco Inc.
Director, Bank of Harlan
Voting Shares 3350 (8.89%)
Related Interests Doss-Fuelco, Inc. 67%

Name Richard L. Fox
Address Harlan, KY
Occupation Financial Advisor
Director, Bank of Harlan
Voting Shares 1250 (3.32%)
Related Interests None

Name Mark D. Goss
Address Lexington, KY
Occupation Attorney, Frost Brown Todd LLC
Director, Bank of Harlan
Voting Shares 4120 (10.93%)
Related Interests None

Form FR Y-6
Banco Harlan, Inc.
Fiscal Year Ending: December 31, 2014

Name U. Wayne Greene
Address Middlesboro, KY
Occupation CPA, Greene & Greene Accountants
Director, Bank of Harlan
Voting Shares 249 (.59%)
Related Interests Greene & Greene Accountants (50%)

Name Donald G. Parsons
Address Harlan, KY
Occupation Retired Investor
Director, Bank of Harlan
Voting Shares 3950 (10.48%)
Related Interests Holiday Apartments (50%) Kentucky Properties (100%), Center City Condos (50%)

Name D. Steve Tolliver
Address Harlan, KY
Occupation President/CEO Bank of Harlan
Voting Shares 25 (.07%)
Related Interests None

Name James E. F. Croushorn (deceased 1/8/2015)
Address Harlan, KY
Occupation Retired
Voting Shares 5600 (14.86%)
Related Interests Croushorn Equipment Co., Inc.