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.

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.

I, MICHAEL Q SHIELDS
Name of the Holding Company Director and Official
DIRECTOR
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.

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 regarding that individual.

Signature of Holding Company Director and Official

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013
Month / Day / Year

Reporter's Name, Street, and Mailing Address
BATH COUNTY BANKING COMPANY
121 MAIN STREET/PO BOX 575
OWINGSVILLE KY 40360
City State Zip Code

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

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

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:
☐ No The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

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

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R USSD ID 1071135
C.I.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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**

<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address (City, State, Country)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>J. Morrow Richards Lexington, KY</td>
<td>USA</td>
<td>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)</td>
</tr>
<tr>
<td>Owingsville Cemetery Company Owingsville, KY</td>
<td>USA</td>
<td>82 - 7.16% Common Stock</td>
</tr>
</tbody>
</table>

**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**

<table>
<thead>
<tr>
<th>(2)(a) Name &amp; Address (City, State, Country)</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>(1) Names &amp; Address</td>
<td>(2) Principal Occupation if Other than with Holding Company</td>
<td>(3)(a) Title &amp; Position with Bank Holding Company</td>
</tr>
<tr>
<td>----------------------</td>
<td>-------------------------------------------------------------</td>
<td>-------------------------------------------------</td>
</tr>
<tr>
<td>J. Morrow Richards</td>
<td>N/A</td>
<td>Chairman, President &amp; Director</td>
</tr>
<tr>
<td>Lexington, KY</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Michael Q. Shields</td>
<td>N/A</td>
<td>Vice President Secretary &amp; Director</td>
</tr>
<tr>
<td>Mt. Sterling, KY</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Earl Rogers, Jr.</td>
<td>Farmer</td>
<td>Director</td>
</tr>
<tr>
<td>Owingsville, KY</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Results: A list of branches for your depository institution: OWINGSVILLE BANKING COMPANY (ID: 9500 - 492810).
The depository institution is held by BATH COUNTY BANKING COMPANY (507135) at OWINGSVILLE, KY.
The data are as of 12/31/2013. Data reflects information that was received and processed through 02/01/2014.

Bank Action 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, review the data, enter "Change" in the Data Action column and the date when the 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 no longer owned by your 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 the FR Y-10 Domestic Branch Schedule 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://y10data.federalreserve.gov.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch NAIC®</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC Uniform Number</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID</th>
<th>Remarks</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>12/31/2013</td>
<td>Full Service (Head Office)</td>
<td>492810</td>
<td>OWINGSVILLE BANKING COMPANY</td>
<td>49 WEST MAIN STREET</td>
<td>OWINGSVILLE</td>
<td>KY</td>
<td>40360</td>
<td>BATH</td>
<td>UNITED STATES</td>
<td>4188</td>
<td>0</td>
<td>OWINGSVILLE BANKING COMPANY</td>
<td>492810</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>12/31/2013</td>
<td>Full Service</td>
<td>492810</td>
<td>BRENNAND BRANCH</td>
<td>13 MEIER SHOPPING PLAZA</td>
<td>OWINGSVILLE</td>
<td>KY</td>
<td>40360</td>
<td>BATH</td>
<td>UNITED STATES</td>
<td>220007</td>
<td>0</td>
<td>OWINGSVILLE BANKING COMPANY</td>
<td>492810</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>12/31/2013</td>
<td>Full Service</td>
<td>492810</td>
<td>HICK BRANCH</td>
<td>13 MAIN STREET</td>
<td>ELK CITY</td>
<td>KY</td>
<td>40373</td>
<td>BATH</td>
<td>UNITED STATES</td>
<td>476115</td>
<td>0</td>
<td>OWINGSVILLE BANKING COMPANY</td>
<td>492810</td>
<td></td>
</tr>
</tbody>
</table>