

Board of Governors of the Federal Reserve System



FEDERAL RESERVE BANK
OF CLEVELAND

Annual Report of Holding Companies - FR Y-6: 14

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, 2014

Month / Day / Year

NA

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

I, JEFFERY L. SMITH

Name of the Holding Company Director and Official

EVP / CFO

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

HAZARD BANCORP

Legal Title of Holding Company

524 MAIN STREET / P.O. BOX 989

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

HAZARD

KY

41702

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:

JEFFERY L. SMITH

EVP / CFO

Name

Title

606-487-7270

Area Code / Phone Number / Extension

606-487-9821

Area Code / FAX Number

jsmith@peopleshazard.com

E-mail Address

www.peopleshazard.com

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

Signature of Holding Company Director and Official

03/25/2015

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

1357082

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

ANNUAL REPORT of BANK HOLDING COMPANIES

FRY – 6

ITEM 1.

The audited financial statements for Hazard Bancorp will be mailed/e-mailed when received.

ITEM 2a.

HAZARD BANCORP
524 MAIN STREET
P.O. BOX 989
HAZARD, KY 41702

STATE of INCORPORATION (KENTUCKY)

PEOPLES BANK & TRUST COMPANY
524 MAIN STREET
P.O. BOX 989
HAZARD, KY 41702

STATE of INCORPORATION (KENTUCKY)

ITEM 2b. BRANCH VERIFICATION

Domestic branch listing provided to the Federal Reserve Bank. see Attachment (1)

ITEM 3. SECURITIES HOLDERS

1(a)(b)(c) - Securites Holders: see Attachment (2)
2(a)(b)(c) – Not Applicable.

ITEM 4. INSIDERS

1, 2, 3(a)(b)(c) and 4(a)(b)(c) Insiders: see Attachment (3)

Attachment (1)

Results: A list of branches for your depository institution: **PEOPLES BANK & TRUST COMPANY OF HAZARD (ID_RSSD: 814711)**.

This depository institution is held by **HAZARD BANCORP (1357082)** of **HAZARD, KY**.

The data are as of **12/31/2014**. Data reflects information that was received and processed through **01/07/2015**.

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
		Full Service (Head Office)	814711	PEOPLES BANK & TRUST COMPANY OF HAZARD	524 MAIN STREET	HAZARD	KY	41701	PERRY	UNITED STATES	5166	0	PEOPLES BANK & TRUST COMPANY OF HAZARD	814711	
		Full Service	614014	AIRPORT GARDENS BRANCH	21 GRAND VUE PLAZA	HAZARD	KY	41701	PERRY	UNITED STATES	217942	2	PEOPLES BANK & TRUST COMPANY OF HAZARD	814711	
		Full Service	615619	DANIEL BOONE BRANCH	107 ROCKWOOD LANE	HAZARD	KY	41701	PERRY	UNITED STATES	217944	4	PEOPLES BANK & TRUST COMPANY OF HAZARD	814711	
		Full Service	999711	EAST MAIN STREET BRANCH	405 E MAIN STREET	HAZARD	KY	41701	PERRY	UNITED STATES	217941	1	PEOPLES BANK & TRUST COMPANY OF HAZARD	814711	
		Full Service	3669172	PEOPLES EXPRESS BANK & MERCHANT CENTER	131 CITIZENS LANE	HAZARD	KY	41701	PERRY	UNITED STATES	419936	5	PEOPLES BANK & TRUST COMPANY OF HAZARD	814711	
		Full Service	3669181	WAL-MART BRANCH	120 DANIEL BOONE PLAZA	HAZARD	KY	41701	PERRY	UNITED STATES	430218	6	PEOPLES BANK & TRUST COMPANY OF HAZARD	814711	
		Full Service	699217	VICCO BRANCH	246 MAIN STREET	VICCO	KY	41773	PERRY	UNITED STATES	217943	3	PEOPLES BANK & TRUST COMPANY OF HAZARD	814711	

ATTACHMENT: (2)

HAZARD BANCORP
STOCK/HOLDERS
as of DECEMBER 31, 2014

<u>STOCK/HOLDER - NAME</u> <u>CITY, STATE, COUNTRY</u>	<u>COUNTRY of</u> <u>CITIZENSHIP or</u> <u>INCORPATION</u>	<u>NUMBER of</u> <u>SHARES</u> <u>OWNED</u>	<u>OWNERSHIP</u> <u>PERCENTAGE</u>	<u>TYPE of</u> <u>STOCK</u> <u>OWNERSHIP</u>
1. LEON L. HOLLON HAZARD, KY USA	USA	100.00000	10.60482%	COMMON STOCK
2. DR. JOHN F. GILBERT, JR. HAZARD, KY USA	USA	20.00000	2.12096%	COMMON STOCK
3. DANIEL D. TAYLOE LEXINGTON, KY USA	USA	20.00000	2.12096%	COMMON STOCK
4. JULIE ROSE AKEMON HAZARD, KY USA	USA	201.91500	21.41272%	COMMON STOCK
5. JULIE ROSE AKEMON, as trustee for JADE M. CLEMONS BANK QSST UTA TRUST HAZARD, KY USA	USA	111.09588	11.78151%	COMMON STOCK
6. JULIE ROSE AKEMON, as trustee for ROSE F. CLEMONS BANK QSST UTA TRUST HAZARD, KY USA	USA	111.09588	11.78151%	COMMON STOCK
7. KEMBERLY CLEMONS HAZARD, KY USA	USA	111.09588	11.78151%	COMMON STOCK

ATTACHMENT: (2)

HAZARD BANCORP
STOCK/HOLDERS
as of **DECEMBER 31, 2014**

<u>STOCK/HOLDER - NAME</u> <u>CITY, STATE, COUNTRY</u>	<u>COUNTRY of</u> <u>CITIZENSHIP or</u> <u>INCORPATION</u>	<u>NUMBER of</u> <u>SHARES</u> <u>OWNED</u>	<u>OWNERSHIP</u> <u>PERCENTAGE</u>	<u>TYPE of</u> <u>STOCK</u> <u>OWNERSHIP</u>
8. EVA CLEMONS DMITRIEVA [REDACTED] WIEN, AUSTRIA	USA	37.03224	3.92720%	COMMON STOCK
9. EARL D. CLEMONS, as trustee for EVA DMITRIEVA QSST UTA TRUST HAZARD, KY USA	USA	74.06364	7.85431%	COMMON STOCK
10. EARL D. CLEMONS HAZARD, KY USA	USA	37.03224	3.92720%	COMMON STOCK
11. DAVID K. CLEMONS HAZARD, KY USA	USA	37.03224	3.92720%	COMMON STOCK
12. EDWARD L. CLEMONS ESTATE HAZARD, KY USA	USA	<u>82.60476</u>	8.76008%	COMMON STOCK
TOTAL SHARES OUTSTANDING as of 12-31-2013		942.96776	100.00000%	
TREASURY STOCK - (purchased from		37.03224		

ATTACHMENT: (2)

**HAZARD BANCORP
STOCK/HOLDERS
as of DECEMBER 31, 2014**

<u>STOCK/HOLDER - NAME CITY, STATE, COUNTRY</u>	<u>COUNTRY of CITIZENSHIP or INCORPATION</u>	<u>NUMBER of SHARES OWNED</u>	<u>OWNERSHIP PERCENTAGE</u>	<u>TYPE of STOCK OWNERSHIP</u>
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PHILLIP K. CLEMONS on JUNE 12, 2013)

ATTACHMENT: (3)

HAZARD BANCORP
STOCK/HOLDERS
as of **DECEMBER 31, 2014**

(1)	(2)	(3)a	(3)b	(3)c	(4)a	(4)b	(4)c
STOCKHOLDER - NAME CITY, STATE, COUNTRY	PRINCIPAL OCCUPATION if other than with HOLDING COMPANY	TITLE & POSITION with HOLDING COMPANY	TITLE & POSITION with SUBSIDIARIES (include names of subsidiaries)	TITLE & POSITION with OTHER BUSINESSES (include names of other businesses)	PERCENTAGE of VOTING SECURITIES in HOLDING COMPANY	PERCENTAGE of VOTING SECURITIES in SUBSIDIARIES (include name of SUBSIDIARIES)	LIST NAME of other COMPANIES (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
1. LEON L. HOLLON HAZARD, KY USA	BANKER	CHAIRMAN, PRESIDENT DIRECTOR	CHAIRMAN, PRESIDENT, CEO PEOPLES BANK & TRUST COMPANY	1 of 3 EXECUTORS for (EDWARD L. CLEMONS ESTATE) DIRECTOR (CITIZENS BANK & TRUST COMPANY - JACKSON, KY) DIRECTOR (FARMERS DEPOSIT BANK MIDDLEBURG, KY) DIRECTOR (JOHN R. TURNER HOLDING COMPANY)	10.60482%	5.1947% (JOHN R. TUNER HOLDING COMPANY)	PARTNER (HOLLON & COLLINS ATTORNEYS at LAW) 27.0% MEMBER (ROCKWOOD LAND COMPANY, LLC) 46.50% MEMBER (KMI, LLC) 30.0% MEMBER (LLH, LLC) 50.0%
2. DR. JOHN F. GILBERT, JR. HAZARD, KY USA	MEDICAL DOCTOR	DIRECTOR	DIRECTOR PEOPLES BANK & TRUST COMPANY	N/A	2.12096%	N/A	N/A
3. DANIEL D. TAYLOE LEXINGTON, KY USA	COAL BROKER	DIRECTOR	DIRECTOR PEOPLES BANK & TRUST COMPANY	N/A	2.12096%	N/A	THOROUGHbred COAL COMPANY, LLC 100.0% HAZARD COAL SALES 100.0% KIVA SYNfUEL SALES, LLC 100.0% RIVERWAY NORTH, INC 100.0% RIVERWAY SOUTH, INC 100.0% THOROUGHbred LAND 100.0% CBG PROPERTIES, LLC 100.0% THOROUGHbred COAL SALES, LLC 100.0% COMBS BRANCH COAL SALES 100.0% THOROUGHbred TERMINALS, LLC 100.0% TCC RESOURCES, LLC 100.0% KENTUCKY COAL SALES 100.0% KIVA COAL SALES, LLC 100.0% TCC ENERGY, LLC 100.0%
4. JULIE ROSE AKEMON HAZARD, KY USA	BANKER	DIRECTOR	TRUST OFFICER / DIRECTOR PEOPLES BANK & TRUST COMPANY	1 of 3 EXECUTORS for (EDWARD L. CLEMONS ESTATE) DIRECTOR (CITIZENS BANK & TRUST COMPANY - JACKSON, KY) DIRECTOR (JOHN R. TURNER HOLDING COMPANY)	21.41272%	21.2273% (JOHN R. TUNER HOLDING COMPANY)	N/A
5. JULIE ROSE AKEMON, as trustee for JADE M. CLEMONS BANK QSST UTA TRUST HAZARD, KY USA	STUDENT	N/A	N/A	TRUSTEE (CITIZENS BANK & TRUST COMPANY - JACKSON, KY) TRUSTEE (JOHN R. TURNER HOLDING COMPANY)	11.78151%	11.6795% (JOHN R. TUNER HOLDING COMPANY)	N/A
6. JULIE ROSE AKEMON, as trustee for ROSE F. CLEMONS BANK QSST UTA TRUST HAZARD, KY USA	STUDENT	N/A	N/A	TRUSTEE (CITIZENS BANK & TRUST COMPANY - JACKSON, KY) TRUSTEE (JOHN R. TURNER HOLDING COMPANY)	11.78151%	11.6795% (JOHN R. TUNER HOLDING COMPANY)	N/A
7. KEMBERLY CLEMONS HAZARD, KY USA	RESTAURANTEUR	N/A	N/A	(CITIZENS BANK & TRUST COMPANY - JACKSON, KY) (JOHN R. TURNER HOLDING COMPANY)	11.78151%	11.6795% (JOHN R. TUNER HOLDING COMPANY)	N/A

ATTACHMENT: (3)

**HAZARD BANCORP
STOCK/HOLDERS
as of DECEMBER 31, 2014**

(1)	(2)	(3)a	(3)b	(3)c	(4)a	(4)b	(4)c
STOCKHOLDER - NAME CITY, STATE, COUNTRY	PRINCIPAL OCCUPATION if other than with HOLDING COMPANY	TITLE & POSITION with HOLDING COMPANY	TITLE & POSITION with SUBSIDIARIES (include names of subsidiaries)	TITLE & POSITION with OTHER BUSINESSES (include names of other businesses)	PERCENTAGE of VOTING SECURITIES in HOLDING COMPANY	PERCENTAGE of VOTING SECURITIES in SUBSIDIARIES (include name of SUBSIDIARIES)	LIST NAME of other COMPANIES (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
8. EVA CLEMONS DMITRIEVA ██████████ WIEN, AUSTRIA	OPERA SINGER	N/A	N/A	(CITIZENS BANK & TRUST COMPANY - JACKSON, KY) (JOHN R. TURNER HOLDING COMPANY)	3.92720%	3.8932% (JOHN R. TUNER HOLDING COMPANY)	N/A
9. EARL D. CLEMONS, as trustee for EVA DMITRIEVA QSST UTA TRUST HAZARD, KY USA	OPERA SINGER	N/A	N/A	TRUSTEE (CITIZENS BANK & TRUST COMPANY - JACKSON, KY) TRUSTEE (JOHN R. TURNER HOLDING COMPANY)	7.85431%	7.7863% (JOHN R. TUNER HOLDING COMPANY)	N/A
10. EARL D. CLEMONS HAZARD, KY USA	COAL MINER	N/A	N/A	(CITIZENS BANK & TRUST COMPANY - JACKSON, KY) (JOHN R. TURNER HOLDING COMPANY)	3.92720%	3.8932% (JOHN R. TUNER HOLDING COMPANY)	CLEMONS BROTHERS DEVELOPMENT, LLC 50.0%
11. DAVID K. CLEMONS HAZARD, KY USA	COAL MINER	N/A	N/A	(CITIZENS BANK & TRUST COMPANY - JACKSON, KY) (JOHN R. TURNER HOLDING COMPANY)	3.92720%	3.8932% (JOHN R. TUNER HOLDING COMPANY)	CLEMONS BROTHERS DEVELOPMENT, LLC 50.0%
12. EDWARD L. CLEMONS ESTATE HAZARD, KY USA	DECEASED 3-13-1999	N/A	N/A	(CITIZENS BANK & TRUST COMPANY - JACKSON, KY) (JOHN R. TURNER HOLDING COMPANY)	8.76008%	8.6842% (JOHN R. TUNER HOLDING COMPANY)	LOCUST GROVE, INC 10.0%
13. JEFFERY L. SMITH HAZARD, KY USA	BANKER	DIRECTOR	EVP / CFO / DIRECTOR PEOPLES BANK & TRUST COMPANY	N/A	N/A	N/A	N/A
TOTAL SHARES OUTSTANDING as of 12-31-2013					100.00000%		

TREASURY STOCK - (purchased from
PHILLIP K. CLEMONS on JUNE 12, 2013)