

Board of Governors of the Federal Reserve System



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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, **James Tatum**

Name of the Holding Company Director and Official

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.

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.

Signature of Holding Company Director and Official

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
C.I.

1071463

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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.

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

December 31, 2017

Month / Day / Year

549300OULGV8ZW0JV320

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

Reporter's Name, Street, and Mailing Address

Cumberland Valley Financial Corporation

Legal Title of Holding Company

P O Box 709

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

London

KY

40743

City

State

Zip Code

100 S Main St London KY 40741

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

James Tatum

CFO

Name

Title

606-878-7010 7323

Area Code / Phone Number / Extension

606-862-0773

Area Code / FAX Number

jimtatum@cvnv.com

E-mail Address

None

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

Is confidential treatment requested for any portion of this report submission? ☐ 0=No ☒ 1=Yes

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report ☐

2. a letter justifying this request has been provided separately ... ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Cumberland Valley Financial Corporation
London, Kentucky

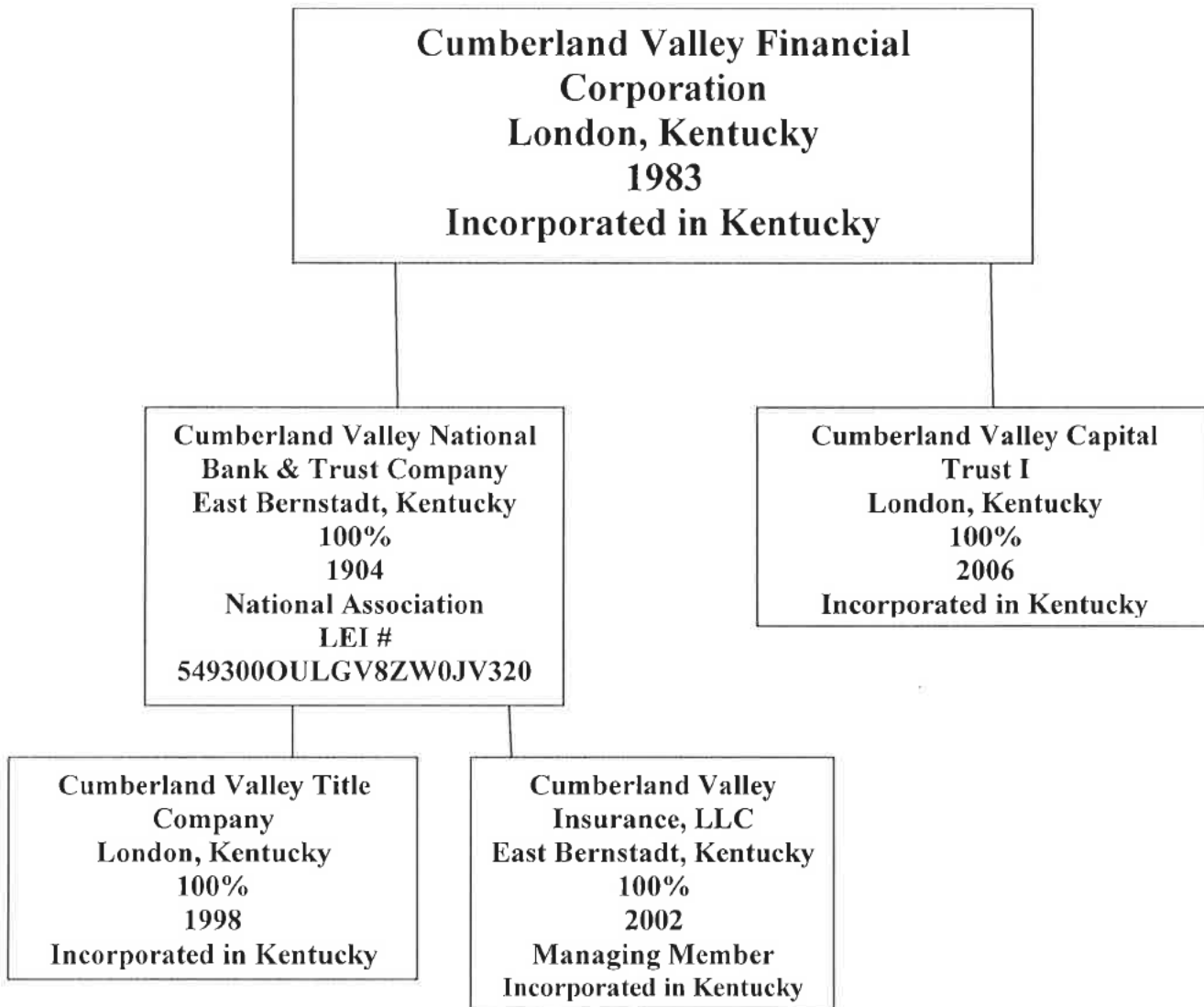
FR Y-6

December 31, 2017

1. **Annual Report to Shareholders** –Will be sent under separate cover when printed
- 2a. **Organization Chart**-Attached
- 2b. **Domestic Branch Listing**-Submitted Electronically March 26, 2018
3. **Securities Holders**-Attached
4. **Insiders**-Attached

Report Item 2

Organizational Chart



Results: A list of branches for your depository institution: **CUMBERLAND VALLEY NATIONAL BANK & TRUST COMPANY (ID_RSSD: 647218).**

This depository institution is held by **CUMBERLAND VALLEY FINANCIAL CORPORATION (1071463)** of **LONDON, KY.**

The data are as of **12/31/2017.** Data reflects information that was received and processed through **01/04/2018.**

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*
OK		Full Service (Head Office)	647218	CUMBERLAND VALLEY NATIONAL BANK & TRUST COMPANY	1112 HIGHWAY 490	EAST BERNSTADT	KY	40729	LAUREL	UNITED STATES	Not Required	Not Required
OK		Full Service	3064197	BEREA BRANCH	235 GLADES ROAD	BEREA	KY	40403	MADISON	UNITED STATES	Not Required	Not Required
OK		Full Service	1159839	EAST CORBIN BRANCH	1376 MASTER STREET	CORBIN	KY	40701	KNOX	UNITED STATES	Not Required	Not Required
OK		Full Service	3150568	SOUTH CORBIN BRANCH	1200 CUMBERLAND FALLS HIGHWAY	CORBIN	KY	40701	WHITLEY	UNITED STATES	Not Required	Not Required
OK		Full Service	3668652	LEXINGTON BRANCH	900 BEASLEY STREET SUITE 150	LEXINGTON	KY	40509	FAYETTE	UNITED STATES	Not Required	Not Required
OK		Full Service	2717469	LONDON MAIN	FOURTH AND MAIN STREETS	LONDON	KY	40741	LAUREL	UNITED STATES	Not Required	Not Required
OK		Full Service	831419	NORTH LONDON BRANCH	1755 N MAIN ST	LONDON	KY	40741	LAUREL	UNITED STATES	Not Required	Not Required
OK		Full Service	830917	SOUTH LONDON BRANCH	410 SOUTH LAUREL ROAD	LONDON	KY	40744	LAUREL	UNITED STATES	Not Required	Not Required
OK		Full Service	2611790	WAL-MART SUPER CENTER BRANCH	1851 WEST HIGHWAY 192 BYPASS	LONDON	KY	40741	LAUREL	UNITED STATES	Not Required	Not Required
OK		Full Service	3668700	WEST LONDON BRANCH	300 LONDON SHOPPING CENTER	LONDON	KY	40741	LAUREL	UNITED STATES	Not Required	Not Required
OK		Full Service	3668719	NORTH RICHMOND	2110 LEXINGTON ROAD	RICHMOND	KY	40475	MADISON	UNITED STATES	Not Required	Not Required
OK		Full Service	3668728	RICHMOND BY-PASS BRANCH	505 LEIGHWAY DR	RICHMOND	KY	40475	MADISON	UNITED STATES	Not Required	Not Required
OK		Full Service	3137402	SOMERSET LODGE BRANCH	1520 SOUTH HIGHWAY 27	SOMERSET	KY	42501	PULASKI	UNITED STATES	Not Required	Not Required
OK		Full Service	162814	WILLIAMSBURG MALL BRANCH	965 SOUTH HIGHWAY 25 WEST	WILLIAMSBURG	KY	40769	WHITLEY	UNITED STATES	Not Required	Not Required

[illegible]

CUMBERLAND VALLEY FINANCIAL CORPORATION

**Report Item 3
Securities Holders
December 31, 2017**

1(a) Name & Address (City, State, Country)	1(b) Citizenship or Incorporation	1(c) Number & Percentage Each Class of Voting Securities
Elmo Lee Greer London KY United States	USA	4,839.34 (22.90%) Common Stock
Jerry Greer East Bernstadt KY 40729-6140 United States	USA	1,852.33 (8.76%) Common Stock
Winston Griffin Shannon Griffin London, KY 40744-5415 United States	USA	1,412.50 (6.68%) Common Stock
2 (a) Name & Address (City, State, Country)	2(b) Citizenship or Incorporation	2(c) Number & Percentage of Each Class of Voting Securities

CUMBERLAND VALLEY FINANCIAL CORPORATION

Report Item 4 Insiders December 31, 2017

Elmo Lee Greer, Shareholder, Director & Officer

London, KY

Citizenship: United States

Chairman, CEO, President & Director	Cumberland Valley Financial Corporation
Chairman, CEO, President & Director*	Cumberland Valley National Bank & Trust
Chairman and Director	Cumberland Valley Title Company
Treasurer & Director	Grehan, Inc. London, KY
Treasurer & Director	Haulers, Inc. London, KY
Director	Greer Mining, Inc. London, KY
Member	Elmo Greer & Sons, LLC London, KY
Member	Tri G, LLC London, KY
Partner (25%)	Main Street Properties London, KY
Partner	G & G Farms London, KY
Shareholder	Jasper Iron & Metal London, KY
Manager, Member (100%)	Greer Group, LLC London, KY

*Denotes principal occupation

Mr. Greer owns or holds power to vote 4,839.34 shares (22.90%) of the outstanding Cumberland Valley Financial Corporation common stock.

Jerry Greer, Shareholder & Director
East Bernstadt, KY

Citizenship: United States

Director	Cumberland Valley Financial Corporation
Director	Cumberland Valley National Bank & Trust
Director	Cumberland Valley Title Company
Manager, Member*	Elmo Greer & Sons, LLC London, KY
Vice President & Director	Grehan, Inc. London, KY
Vice President & Director	Haulers, Inc. London, KY
Director	Greer Mining, Inc. London, KY
Partner (25%)	Main Street Properties London, KY
Member	Tri G, LLC London, KY
Partner (25%)	G & G Farms London, KY
Director	First National Bank Manchester, KY
Director	First National Financial Manchester, KY
Shareholder	Jasper Iron & Metal London, KY

*Denotes principal occupation

Mr. Greer owns or holds power to vote 1,852.33 shares (8.77%) of the outstanding Cumberland Valley Financial Corporation common stock.

Winston Robert Griffin, Shareholder & Director

London, KY

Citizenship: United States

Director	Cumberland Valley Financial Corporation
Director	Cumberland Valley National Bank & Trust
Director	Cumberland Valley Title Company
Manager, Member (100%)	Sheesh, LLC, London, KY
CEO & Owner	Retail Marketing Corporation
Shareholder, Director, Chairman, CEO Corporate Counsel*	Laurel Grocery Company, London, KY

*Denotes principal occupation

Mr. Griffin owns or holds power to vote 1,412.50 shares (6.68%) of the outstanding Cumberland Valley Financial Corporation common stock.

James A. Tatum, Director & Officer

London, KY

Citizenship: United States

Director, CFO & Treasurer	Cumberland Valley Financial Corporation
Director & CFO*	Cumberland Valley National Bank & Trust London, KY
Director	Cumberland Valley Title Company
Manager	Cumberland Valley Insurance, LLC London, KY

*Denotes principal occupation

Mr. Tatum owns or holds power to vote 260.16 shares (1.23%) of the outstanding Cumberland Valley Financial Corporation common stock.

Ross Halbleib, MD

St James City, FL

Citizenship: United States

Director	Cumberland Valley Financial Corporation London, KY
Director	Cumberland Valley National Bank & Trust London, KY
Director	Cumberland Valley Title Company
Retired Medical Director*	Baptist Health Corbin, KY

*Denotes principal occupation

Dr. Halbleib owns or holds power to vote 504.80 shares (2.39%) of the outstanding Cumberland Valley Financial Corporation common stock.

Whitney Sisson

Lexington, KY

Citizenship: United States

Director	Cumberland Valley Financial Corporation London, KY
Director, Executive Vice President & Senior Trust Officer*	Cumberland Valley National Bank & Trust London, KY
Director	Cumberland Valley Title Company
Manager	Cumberland Valley Insurance, LLC

*Denotes principal occupation

Mrs. Sisson owns or holds power to vote 227 shares (1.07%) of the outstanding Cumberland Valley Financial Corporation common stock.