

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.

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.

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, William Bramblet

Name of the Holding Company Director and Official

President/Director/Chairman of the Board

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.

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

December 31, 2017

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Traditional Bancorporation, Inc.

Legal Title of Holding Company

49 W. Main St., P O Box 326

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

Mt. Sterling

KY

40353

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael Hendrix

CFO

Name

Title

859-498-0414 20104

Area Code / Phone Number / Extension

859-497-9283

Area Code / FAX Number

mike_hendrix@traditionalbank.com

E-mail Address

N/A

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

Is confidential treatment requested for any portion of this report submission?

0=No

1=Yes

0

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."

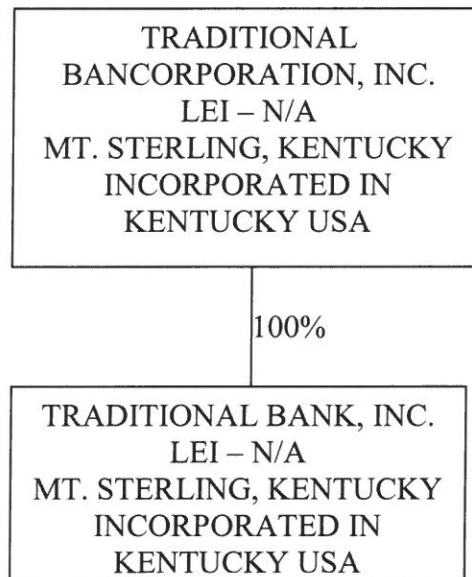
Form FR Y-6

**Traditional Bancorporation, Inc
Mt. Sterling, Kentucky
Fiscal Year Ending December 31, 2017**

Report Item

1: Annual Report to Shareholders is not prepared.

2a: Organizational Chart



Subsidiary is 100% owned by Traditional Bancorporation, Inc.

Form FR Y-6

**Traditional Bancorporation, Inc
Mt. Sterling, Kentucky
Fiscal Year Ending December 31, 2017**

Report Item 2b: Submitted via e-mail on 3/12/2018.

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 **12/31/2017**. 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*	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	Not Required	Not Required	TRADITIONAL BANK, INC.	786210	
OK		Full Service	478711	MENIFEE COUNTY BRANCH	114 MAIN STREET	FRENCHBURG	KY	40322	MENIFEE	UNITED STATES	Not Required	Not Required	TRADITIONAL BANK, INC.	786210	
OK		Full Service	479213	JEFFERSONVILLE BRANCH	7880 MAIN STREET	JEFFERSONVILLE	KY	40337	MONTGOMERY	UNITED STATES	Not Required	Not Required	TRADITIONAL BANK, INC.	786210	
OK		Full Service	3313439	PALOMAR CENTRE BRANCH	3720 PALOMAR CENTRE DRIVE	LEXINGTON	KY	40513	FAYETTE	UNITED STATES	Not Required	Not Required	TRADITIONAL BANK, INC.	786210	
OK		Full Service	3408531	PALUMBO BRANCH	2801 PALUMBO DRIVE	LEXINGTON	KY	40509	FAYETTE	UNITED STATES	Not Required	Not Required	TRADITIONAL BANK, INC.	786210	
OK		Full Service	2392857	SHORT STREET BRANCH	163 WEST SHORT STREET SUITE 100	LEXINGTON	KY	40507	FAYETTE	UNITED STATES	Not Required	Not Required	TRADITIONAL BANK, INC.	786210	
OK		Full Service	3669024	TATES CREEK ROAD BRANCH	3353 TATES CREEK RD	LEXINGTON	KY	40502	FAYETTE	UNITED STATES	Not Required	Not Required	TRADITIONAL BANK, INC.	786210	
OK		Full Service	4809845	ZANDALE BANKING CENTER	2197 NICHOLASVILLE ROAD	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	Not Required	Not Required	TRADITIONAL BANK, INC.	786210	
OK		Full Service	2538217	INDIAN MOUND BRANCH	7450 INDIAN MOUND DRIVE	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	Not Required	Not Required	TRADITIONAL BANK, INC.	786210	
OK		Full Service	964410	MAYSVILLE ROAD BRANCH	637 NORTH MAYSVILLE ROAD	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	Not Required	Not Required	TRADITIONAL BANK, INC.	786210	
OK		Full Service	480518	MONTGOMERY SQUARE BRANCH	1378 INDIAN MOUND DRIVE	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	Not Required	Not Required	TRADITIONAL BANK, INC.	786210	
OK		Full Service	3408513	PARIS BRANCH	3333 LEXINGTON RD	PARIS	KY	40361	BOURBON	UNITED STATES	Not Required	Not Required	TRADITIONAL BANK, INC.	786210	
OK		Full Service	3290370	WINCHESTER BRANCH	875 COLBY RD	WINCHESTER	KY	40391	CLARK	UNITED STATES	Not Required	Not Required	TRADITIONAL BANK, INC.	786210	

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Traditional Bancorporation, Inc.
Fiscal Year Ending December 31, 2017

Report Item 3.1: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more **as of fiscal year ending 12/31/17.**

J. Clifton Stilz, Jr. Mt. Sterling, Kentucky	USA	3,598 – 5.228% Common Stock
Linda F. Stilz Mt. Sterling, Kentucky	USA	3,598 – 5.228% Common Stock
Arthur Walker, Jr. Mt. Sterling, Kentucky	USA	6,084 – 8.840% Common Stock

Report Item 3.2: N/A

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Traditional Bancorporation, Inc.
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders

<u>Names & Address (1)</u>	<u>Principal Occupation if other than with Bank Holding Company (2)</u>	<u>Title & Position with Bank Holding Company (3a)</u>	<u>Title & Position with Subsidiaries (3b)</u>	<u>Title & Position with Other Businesses (3c)</u>	<u>Percentage of Voting Shares in Bank Holding Company (4a)</u>	<u>List Names of other Companies and % Ownership (4c)</u>
Grover Carrington Mt. Sterling, KY USA	Attorney	Director/Vice Chairman	Director/Vice Chairman	Partner-Peck & Carrington Partner-White, Peck & Carrington, LLP	1 23% Caroline Carrington (Spouse-1.77%)	Peck & Carrington (50%) White, Peck & Carrington, LLP (35%)
E. Daniel Duzyk Lexington, KY USA	Manufacturing	Director/Secretary	Director	Partner-Falcon Realty Company, LLC Partner-Trojan, Inc. Partner-4-D Development	4.17%	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 General Partner-Summit Apartments	1 87%	Backyard Building Rentals (33%) Triangle Park, LLC (33%) Augusta Group, 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%	N/A
Bill Bramblet Mt. Sterling, KY USA	N/A	Director/Chairman/President	Director/Chairman	N/A	1.74% 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. Member/Manager - Walker Ventures II, LLC	0 55%	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%) Walker Ventures II, LLC (50%)

<u>Names & Address (1)</u>	<u>Principal Occupation if other than with Bank Holding Company (2)</u>	<u>Title & Position with Bank Holding Company (3a)</u>	<u>Title & Position with Subsidiaries (3b)</u>	<u>Title & Position with Other Businesses (3c)</u>	<u>Percentage of Voting Shares in Bank Holding Company (4a)</u>	<u>List Names of other Companies and % Ownership (4c)</u>	
Brett Setzer Nicholasville, KY USA	CEO Brett Construction Co.	Director	Director	Chief Executive Officer-Brett Construction Co.	0.53%	Brett Construction Co.	55.00%
				Managing Member-Setzer Investments, LLC		Setzer Investments, LLC	49.50%
				Managing Member-Setzer Investments No. 2, LLC		Setzer Investments No. 2, LLC	49.50%
				Managing Member-Setzer Investments No. 3, LLC		Setzer Investments No. 3, LLC	49.50%
				Managing Member-Setzer Investments No. 4, LLC		Setzer Investments No. 4, LLC	49.50%
				Managing Member-Setzer Investments No. 5, LLC		Setzer Investments No. 5, LLC	50.00%
				Managing Member-Setzer Independence, LLC		Setzer Independence, LLC	50.00%
				Managing Member-Setzer Properties, LLC		Setzer Properties, LLC	100.00%
				Managing Member-Setzer Properties AHN, LLC		Setzer Properties AHN, LLC	100.00%
				Managing Member-Setzer Properties BCWLXK, LLC		Setzer Properties BCWLXK, LLC	45.00%
				Managing Member-Setzer Properties BGS, LLC		Setzer Properties BGS, LLC	87.23%
				Managing Member-Setzer Properties BGS II, LLC		Setzer Properties BGS II, LLC	100.00%
				Member-Setzer Properties BGS III, LLC		Setzer Properties BGS III, LLC	100.00%
				Member-Setzer Properties BGS IV, LLC		Setzer Properties BGS IV, LLC	100.00%
				Managing Member-Setzer Properties CLD, LLC		Setzer Properties CLD, LLC	20.22%
				Managing Member-Setzer Properties CHA, LLC		Setzer Properties CHA, LLC	29.65%
				Managing Member-Setzer Properties CJE, LLC		Setzer Properties CJE, LLC	50.00%
				Managing Member-Setzer Properties COS, LLC		Setzer Properties COS, LLC	27.82%
				Managing Member-Setzer Properties DRTA, LLC		Setzer Properties DRTA, LLC	24.79%
				Managing Member-Setzer Properties FBKS, LLC		Setzer Properties FBKS, LLC	37.69%
				Managing Member-Setzer Properties FNI, LLC		Setzer Properties FNI, LLC	20.09%
				Managing Member-Setzer Properties LEX, LLC		Setzer Properties LEX, LLC	19.35%
				Managing Member-Setzer Properties LMA, LLC		Setzer Properties LMA, LLC	25.02%
				Managing Member-Setzer Properties LSX, LLC		Setzer Properties LSX, LLC	15.00%
				Managing Member-Setzer Properties MKE, LLC		Setzer Properties MKE, LLC	15.48%
				Managing Member-Setzer Properties MTS, LLC		Setzer Properties MTS, LLC	90.00%
				Managing Member-Setzer Properties OKC, LLC		Setzer Properties OKC, LLC	30.99%
				Managing Member-Setzer Properties RRTAI, LLC		Setzer Properties RRTAI, LLC	52.50%
				Managing Member-Setzer Properties SBN, LLC		Setzer Properties SBN, LLC	17.57%
				Managing Member-Setzer Properties SMN, LLC		Setzer Properties SMN, LLC	18.50%
				Managing Member-Setzer Properties TXK, LLC		Setzer Properties TXK, LLC	16.58%
				Managing Member-Setzer Properties UPW, LLC		Setzer Properties UPW, LLC	38.40%
				Managing Member-Setzer Properties WCO, LLC		Setzer Properties WCO, LLC	23.28%
				Managing Member-Setzer Properties W LM, LLC		Setzer Properties W LM, LLC	15.00%
				Managing Member-Setzer Properties W N, LLC		Setzer Properties W N, LLC	15.00%
				Managing Member-Setzer Properties WRN, LLC		Setzer Properties WRN, LLC	100.00%
				Member-Setzer Properties XBD, LLC		Setzer Properties XBD, LLC	100.00%
				Managing Member-Setzer Properties XCU, LLC		Setzer Properties XCU, LLC	65.00%
				Managing Member-Setzer Properties XFD, LLC		Setzer Properties XFD, LLC	27.97%
				Managing Member-Setzer Properties XSO, LLC		Setzer Properties XSO, LLC	25.05%
				Managing Member-Setzer Properties ZFRA, LLC		Setzer Properties ZFRA, LLC	15.64%
				Managing Member-Setzer Properties ZMAC, LLC		Setzer Properties ZMAC, LLC	20.43%
				Managing Member-1365 Cahill, LLC		1365 Cahill, LLC	50.00%
				Managing Member-166 Pasadena, LLC		166 Pasadena, LLC	25.00%
				Managing Member-2280, LLC		2280, LLC	33.33%
				Managing Member-2323, LLC		2323, LLC	50.00%
				Managing Member-389 Elaine, LLC		389 Elaine, LLC	75.00%
				Member-APO Holdings, Inc.		APO Holdings, Inc.	2.33%
				Partner-Apostle General Partnership		Apostle General Partnership	8.33%
				Member-BB Atlanta Holdings, LLC		BB Atlanta Holdings, LLC	40.00%
				Member-BBN Atlanta Properties, LLC		BBN Atlanta Properties, LLC	26.67%
				Member-BHG Palomar, LLC		BHG Palomar, LLC	1.00%
				Shareholder-BH&S Investments, Inc.		BH&S Investments, INC.	33.33%
				Managing Member-Brett Properties No. 1, LLC		Brett Properties No. 1, LLC	75.00%
				Managing Member-BTS Investments, LLC		BTS Investments, LLC	100.00%
				Member-CAS III, LLC		CAS III, LLC	33.33%
				Managing Member-Chalk Group, LLC		Chalk Group, LLC	25.00%
				Member-DKBB, LLC		DKBB, LLC	25.00%
				Managing Member-DKBB Properties, LLC		DKBB Properties, LLC	55.00%
				Managing Member-DKBB Properties II, LLC		DKBB Properties II, LLC	55.00%
				Managing Member-DKBB SBN, LLC		DKBB SBN, LLC	55.00%
				Member-Drakes Ten, LLC		Drakes Ten, LLC	12.50%
				Managing Member-Five Fillies Stable, LLC		Five Fillies Stable, LLC	50.00%
				Managing Member-Gypsy, LLC		Gypsy, LLC	50.00%
				Member-Harrods Village, LLC		Harrods Village, LLC	6.25%
				Managing Member-Land Development Co. of Lex.		Land Development Co. of Lex.	33.33%
				Managing Member-Maverick Brothers CSP, LLC		Maverick Brothers CSP, LLC	45.00%
				Member-Pinewoods Restaurant Group, LLC		Pinewoods Restaurant Group, LLC	9.00%
				Member-RPG, LLC		RPG, LLC	4.23%
				Managing Member-Setzer and Sims, LLC		Setzer and Sims, LLC	16.67%
				Managing Member-Setzer Aviation, LLC		Setzer Aviation, LLC	80.00%
				Member-Setzer Holdings, LLC		Setzer Holdings, LLC	100.00%
				Member-Setzer Management Co., LLC		Setzer Management Co., LLC	100.00%
				Managing Member-TAFL, LLC		TAFL, LLC	50.00%

<u>Names & Address (1)</u>	<u>Principal Occupation if other than with Bank Holding Company (2)</u>	<u>Title & Position with Bank Holding Company (3a)</u>	<u>Title & Position with Subsidiaries (3b)</u>	<u>Title & Position with Other Businesses (3c)</u>	<u>Percentage of Voting Shares in Bank Holding Company (4a)</u>	<u>List Names of other Companies and % Ownership (4c)</u>
Spears Stilz Mt. Sterling, KY USA	Banker	Director	Director/Sr. VP/Bus. Dev. Commercial Lending Officer II	Partner-Lansdale/Stilz Limited Partnership Partner-T & D Waters, LLC Partner-Kentucky Waters Inc. Sole Member-JHS Hamburger, LLC Partner-Blizzard Ventures, LLC	2.67%	Lansdale/Stilz Limited Partnership (50%) T & D Waters, LLC (19.5%) Kentucky Water (17.334%) Blizzard Ventures, LLC (25%)
William Alverson Paris, KY USA	Banker	Director	Director/CEO	N/A	0.55%	N/A
Troy Mulligan Lexington, KY USA	CPA	Director	Director	CPA/Shareholder-Radwan, Brown & Co., PSC Member- RBC Realty, 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 Member-Setzer Properties FBKS, LLC President - Zedan Racing Stable, Inc. Member-Setzer Properties CHA, LLC Member-Chalk Group, LLC	0.21%	Radwan, Brown & Co., PSC (37%) RBC Realty, LLC (33%) Drakes Ten, LLC (20%) BHG Palomar, LLC (1.5%) Sterling Brewers, LLC (5%) Setzer Properties UPW, LLC (10%) Setzer Properties FBKS, LLC (7.5%) Setzer Properties CHA, LLC (2.96%) Chalk Group, LLC (12.5%)
Andy Baker Mt. Sterling, KY USA	Banker	Director/Vice President	Director/President	N/A	0.35%	Baker-Prewitt Properties, LLC (25%)