

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.

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

December 31, 2019

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

I, Andy Baker  
 Name of the Holding Company Director and Official  
Vice President  
 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.

Andy Baker  
 Signature of Holding Company Director and Official

3/25/20  
 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. \_\_\_\_\_

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."

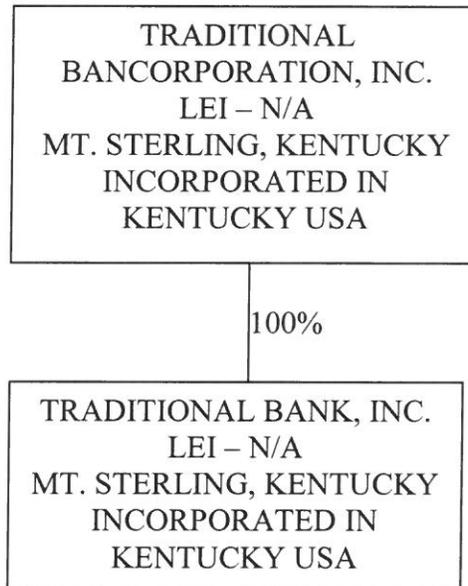
**Form FR Y-6**

**Traditional Bancorporation, Inc  
Mt. Sterling, Kentucky  
Fiscal Year Ending December 31, 2019**

**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, 2019**

**Report Item 2b:** Submitted via e-mail on 3/23/2020.

\* E-mailed to Structure @ clev.frb.org  
on 3/23/20.

**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 12/31/2019. Data reflects information that was received and processed through 03/05/2020.

**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	5326769	ARROWHEAD COURT BRANCH	91 ARROWHEAD CT	FRANKFORT	KY	40601	FRANKLIN	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	5219375	ROCKY DRIVE BRANCH	2106 ROCKY DRIVE	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	
OK		Full Service	5396838	WINCHESTER WEST BROADWAY BRANCH	30 WEST BROADWAY	WINCHESTER	KY	40391	CLARK	UNITED STATES	Not Required	Not Required	TRADITIONAL BANK, INC.	786210	

**Form FR Y-6**  
**Traditional Bancorporation, Inc.**  
**Fiscal Year Ending December 31, 2019**

**Report Item 3.1: Shareholders**

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Current Shareholders with ownership, control or holdings of 5% or more **as of fiscal year ending 12/31/19.**

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J. Clifton Stilz, Jr. Mt. Sterling, Kentucky	USA	3,588 – 5.212% Common Stock
Linda F. Stilz Mt. Sterling, Kentucky	USA	3,588 – 5.212% Common Stock
Arthur Walker, Jr. Mt. Sterling, Kentucky	USA	6,000 – 8.716% Common Stock

**Report Item 3.2: N/A**

Form FR Y-6  
Traditional Bancorporation, Inc.  
Fiscal Year Ending December 31, 2019

**Report Item 4: Insiders**

<u>Names &amp; Address (1)</u>	<u>Principal Occupation if other than with Bank Holding Company (2)</u>	<u>Title &amp; Position with Bank Holding Company (3a)</u>	<u>Title &amp; Position with Subsidiaries (3b)</u>	<u>Title &amp; Position with Other Businesses (3c)</u>	<u>Percentage of Voting Shares in Bank Holding Company (4a)</u>	<u>Percentage of Voting Shares in Subsidiaries (4a)</u>	<u>List Names of other Companies and % Ownership (4c)</u>
<b>Amy Mellinger</b> Lexington, KY USA	Principal Broker	Director	Director	Partner - Fortune Realty, LLC Partner - Fortune Solutions, LLC Partner - Paxton, LLC Partner - Ky Mustard Seed, LLC	0.06%	N/A	Fortune Realty, LLC (49%) Fortune Solutions, LLC (49%) Paxton, LLC ( 51%) Ky Mustard Seed, LLC (50%)
<b>E. Daniel Duzyk</b> Lexington, KY USA	Manufacturing	Director/Secretary	Director	Partner-Falcon Realty Company, LLC Partner-Trojan, Inc. Partner-4-D Development	4.17%	N/A	4-D Development (25%)
<b>Richard P. Fuller</b> Mt. Sterling, KY USA	N/A	Director	Director/Vice President-Commercial Loan Officer II	Member/Owner-Backyard Building Rentals, LLC Member/Owner-Triangle Park, LLC General Partner-Summit Apartments	1.87%	N/A	Backyard Building Rentals (33%) Triangle Park, LLC (33%)
<b>Alan Christopher Peck</b> Mt. Sterling, KY USA	President/CEO Family Connections, Inc.	Director	Director	President/CEO Family Connections, Inc.	0.30%	N/A	N/A
<b>Bill Bramblet</b> Mt. Sterling, KY USA	N/A	Director/Chairman/President	Director/Chairman	N/A	1.74% Judith Bramblet (Spouse-0.05%)	N/A	N/A
<b>Arthur Walker, III</b> Mt. Sterling, KY USA	Construction	Director	Director	Partner - A.W. Walker & Son Partner - Sterling Development, Inc. Member/Manager - Walker Ventures, LLC Member - Walker Ventures III, LLC Member - TFY Aviation, LLC Member - Washington Facility Land Company Member - 34 West Capital, LLC Member - Walker Land Company Member - Commonwealth Infrastructure, LLC Member - W Principles Member - Walker Land Company II Member - Walker Land OZ Fund President/Member - Walker Construction and Materials	0.58%	N/A	A. W. Walker & Son (40%) Walker Ventures, LLC (50%) Walker Ventures III, LLC (50%) TFY Aviation, LLC (50%) Washington Facility Land Company (33.3%) 34 West Capital, LLC (100%) Walker Land Company (100%) W Principles (99%) Walker Land Company II (100%) Walker Land OZ Fund (95%)

<u>Names &amp; Address (1)</u>	<u>Principal Occupation if other than with Bank Holding Company (2)</u>	<u>Title &amp; Position with Bank Holding Company (3a)</u>	<u>Title &amp; Position with Subsidiaries (3b)</u>	<u>Title &amp; Position with Other Businesses (3c)</u>	<u>Percentage of Voting Shares in Bank Holding Company (4a)</u>	<u>Percentage of Voting Shares in Subsidiaries (4a)</u>	<u>List Names of other Companies and % Ownership (4c)</u>	
<b>Brett Setzer</b> Nicholasville, KY USA	CEO Brett Construction Co.	Director	Director	Chief Executive Officer-Brett Construction Co. Managing Member-Setzer Investments, LLC Managing Member-Setzer Investments No. 2, LLC Managing Member-Setzer Investments No. 3, LLC Managing Member-Setzer Investments No. 5, LLC Managing Member-Setzer Independence, LLC Managing Member-Setzer Properties, LLC Managing Member-Setzer Properties AHN, LLC Managing Member-Setzer Properties BCWLXK, LLC Managing Member-Setzer Properties BGS, LLC Managing Member-Setzer Properties BGS II, LLC Member-Setzer Properties BGS III, LLC Member-Setzer Properties BGS IV, LLC Member - Setzer Properties BGS V, LLC Managing Member-Setzer Properties CLD, LLC Managing Member-Setzer Properties CHA, LLC Managing Member-Setzer Properties CJE, LLC Managing Member-Setzer Properties COS, LLC Managing Member-Setzer Properties DRTA, LLC Managing Member-Setzer Properties FBKS, LLC Managing Member-Setzer Properties FNI, LLC Managing Member - Setzer Properties HRL, LLC Managing Member - Setzer Properties LEP, LLC Managing Member-Setzer Properties LEX, LLC Managing Member-Setzer Properties LMA, LLC Managing Member-Setzer Properties LSX, LLC Managing Member-Setzer Properties MKE, LLC Managing Member-Setzer Properties MTS, LLC Managing Member - Setzer Properties MTS II, LLC Managing Member-Setzer Properties OKC, LLC Managing Member-Setzer Properties RRTAI, LLC Managing Member-Setzer Properties SBN, LLC Managing Member-Setzer Properties SMN, LLC Managing Member-Setzer Properties TXK, LLC Managing Member-Setzer Properties UPW, LLC Managing Member - Setzer Properties RDU, LLC Managing Member-Setzer Properties WCO, LLC Managing Member-Setzer Properties WILM, LLC Managing Member-Setzer Properties WIN, LLC Managing Member - Setzer Properties WMN, LLC  Managing Member-Setzer Properties WRN, LLC Managing Member - Setzer Properties XAC, LLC Member-Setzer Properties XBD, LLC Managing Member - Setzer Properties XCO, LLC Managing Member-Setzer Properties XCU, LLC Managing Member-Setzer Properties XFD, LLC Managing Member - Setzer Properties XLX, LLC Managing Member-Setzer Properties XSO, LLC Managing Member-Setzer Properties ZMAC, LLC Managing Member - Setzer Properties XRD, LLC Managing Member-1365 Cahill, LLC Managing Member-166 Pasadena, LLC Managing Member - 2200 Camry, LLC Managing Member-2280, LLC Managing Member-2323, LLC Managing Member-389 Elaine, LLC Member-APO Holdings, Inc. Partner-Apostle General Partnership Member - BBD Sewer Line Construction and Restoration, Inc. Member - BBD Holdings, LLC Member-BHG Palomar, LLC Shareholder-BH&S Investments, Inc. Managing Member-Brett Properties No. 1, LLC Managing Member-BTS Investments, LLC Member-CAS III, LLC Managing Member-Chalk Group, LLC Member-DKBB, LLC Managing Member-DKBB Properties, LLC Managing Member-DKBB Properties II, LLC Managing Member-DKBB SBN, LLC Member-Drakes Ten, LLC Managing Member-Five Fillies Stable, LLC Managing Member-Gyppy, LLC Managing Member-Land Development Co. of Lex. Managing Member-Maverick Brothers CSP, LLC Member-RPG, LLC Managing Member-Setzer Aviation, LLC Member-Setzer Holdings, LLC Member-Setzer Management Co., LLC Managing Member-TAFL, LLC	0.53%	N/A	Brett Construction Co. Setzer Investments, LLC Setzer Investments No. 2, LLC Setzer Investments No. 3, LLC Setzer Investments No. 5, LLC Setzer Independence, LLC Setzer Properties, LLC Setzer Properties AHN, LLC Setzer Properties BCWLXK, LLC Setzer Properties BGS, LLC Setzer Properties BGS II, LLC Setzer Properties BGS III, LLC Setzer Properties BGS IV, LLC Setzer Properties BGS V, LLC Setzer Properties CHA, LLC Setzer Properties CJE, LLC Setzer Properties COS, LLC Setzer Properties FBKS, LLC Setzer Properties LMA, LLC Setzer Properties MTS, LLC Setzer Properties MTS II, LLC Setzer Properties OKC, LLC Setzer Properties RRTAI, LLC Setzer Properties UPW, LLC Setzer Properties WMN, LLC Setzer Properties WRN, LLC Setzer Properties XAC, LLC Setzer Properties XBD, LLC Setzer Properties XCO, LLC Setzer Properties XCU, LLC Setzer Properties XFD, LLC Setzer Properties XLX, LLC Setzer Properties XSO, LLC Setzer Properties XRD, LLC 1365 Cahill, LLC 166 Pasadena, LLC 2280, LLC 2323, LLC 389 Elaine, LLC BBD Sewer Line Construction and Restoration, Inc. BBD Holdings, LLC BH&S Investments, INC. Brett Properties No. 1, LLC BTS Investments, LLC CAS III, LLC Chalk Group, LLC DKBB, LLC DKBB Properties, LLC DKBB Properties II, LLC DKBB SBN, LLC Five Fillies Stable, LLC Gyppy, LLC Land Development Co. of Lex. Maverick Brothers CSP, LLC Setzer Aviation, LLC Setzer Holdings, LLC Setzer Management Co., LLC TAFL, LLC SSDMH, LLC	55.00% 49.50% 49.50% 49.50% 50.00% 50.00% 100.00% 100.00% 45.00% 87.23% 100.00% 100.00% 100.00% 100.00% 28.91% 50.00% 27.82% 37.69% 25.02% 90.00% 100.00% 30.99% 52.50% 38.40% 30.36% 100.00% 33.33% 100.00% 30.60% 65.00% 27.97% 25.00% 25.05% 50.00% 50.00% 25.00% 33.33% 75.00% 33.33% 33.33% 75.00% 100.00% 33.33% 25.00% 25.00% 55.00% 55.00% 55.00% 50.00% 50.00% 33.33% 45.00% 80.00% 100.00% 100.00% 50.00% 60.00%

Managing Member - SSDMH, LLC

<u>Names &amp; Address (1)</u>	<u>Principal Occupation if other than with Bank Holding Company (2)</u>	<u>Title &amp; Position with Bank Holding Company (3a)</u>	<u>Title &amp; Position with Subsidiaries (3b)</u>	<u>Title &amp; Position with Other Businesses (3c)</u>	<u>Percentage of Voting Shares in Bank Holding Company (4a)</u>	<u>Percentage of Voting Shares in Subsidiaries (4a)</u>	<u>List Names of other Companies and % Ownership (4c)</u>
<b>Spears Stilz</b> Mt. Sterling, KY USA	N/A	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 Member - Ventures Projects, LLC	2.70%	N/A	Lansdale/Stilz Limited Partnership (50%) Blizzard Ventures, LLC (25%) Ventures Projects, LLC (100%)
<b>William Alverson</b> Paris, KY USA	N/A	Director	Director/CEO	N/A	0.55%	N/A	N/A
<b>Troy Mulligan</b> 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 Treasurer - RRR Racing, Inc. Treasurer - Coaches for the Kids Inc.	0.21%	N/A	Radwan, Brown & Co., PSC (37%) RBC Realty, LLC (33%)
<b>Andy Baker</b> Mt. Sterling, KY USA	N/A	Director/Vice President	Director/President	N/A	0.35%	N/A	Baker-Prewitt Properties, LLC (25%)