

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK  
 OF CLEVELAND  
 2014 MAR 11 P 12:29  
 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, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

HFB Financial Corporation

Legal Title of Holding Company

1602 Cumberland Avenue

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

Middlesboro

KY

40965

City

State

Zip Code

Physical location (if different from mailing address)

D. Alex Cook

Name of the Holding Company Director and Official

President/CEO

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.

Person to whom questions about this report should be directed:

Diana J Miracle

SVP/CAO

Name

Title

606-242-1054

Area Code / Phone Number / Extension

606-242-3432

Area Code / FAX Number

dmiracle@homefederalbank.com

E-mail Address

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.

*D. Alex Cook*

Signature of Holding Company Director and Official

3-10-14

Date of Signature

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

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

3066977

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

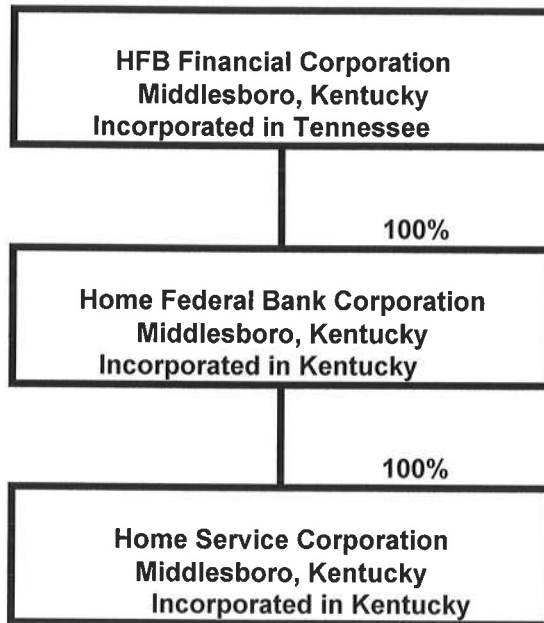
Form FR Y-6

HFB Financial Corporation  
Middlesboro, KY  
Fiscal Year Ending December 31, 2013

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC prepares an annual statement for its shareholders. Two copies of the annual report are attached.

- 2: a.



- 2: b. "Submitted early via email"

**Report Item 3: Shareholders**

(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 12-31-2013**

---

<b>(1)(a) Name &amp; Address</b>	<b>(1)(b) Country of Citizenship or Incorporation</b>	<b>(1)(c ) Number &amp; Percentage of Each Class of Voting Securities</b>
David B. Cook Middlesboro, KY	USA	117,856 - 9.60% Common Stock

---

---

**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 as of 12-31-2013**

---

<b>(1)(a) Name &amp; Address</b>	<b>(1)(b) Country of Citizenship or Incorporation</b>	<b>(1)(c ) Number &amp; Percentage of Each Class of Voting Securities</b>
N/A	N/A	N/A

---

**Report Item 4: Directors & Officers**

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address	(2) Principal Occupation if other than Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Susiidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of voting shares in Bank Holding Company	(4)(b) Percentage of voting shares in Subsidiaries	(4)(c) Other Companies
David B. Cook Middlesboro, Kentucky	N/A	Director & Co-Chairman	Director & Co-Chairman	N/A	9.60%	N/A	N/A
Roger Roper Lexington, Kentucky	N/A	Director & Secretary	Director & Secretary	N/A	0.81%	N/A	N/A
Frances Rasnic Tazewell, Tennessee	Funeral Director	Director	Director	N/A	0.79%	N/A	N/A
D. Alex Cook Middlesboro, Kentucky	N/A	Director & President/CEO	Director & President/CEO	N/A	2.99%	N/A	N/A
Robert V. Costanzo Middlesboro, Kentucky	District Judge	Director & Co-Chairman	Director & Co-Chairman	N/A	2.65%	N/A	N/A

**Report Item 4: Directors & Officers - Continued**

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address	(2) Principal Occupation if other than Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Susiidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of voting shares in Bank Holding Company	(4)(b) Percentage of voting shares in Subsidiaries	(4)(c) Other Companies
Joe Coker Jacksboro, Tennessee	Attorney	Director	Director	N/A	0.84%	N/A	N/A

**Results:** A list of branches for your depository institution: HOME FEDERAL BANK CORPORATION (ID\_RSSD: 902672). This depository institution is held by HFB FINANCIAL CORPORATION (3066977) of MIDDLESBORO, KY. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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)	902672	HOME FEDERAL BANK CORPORATION	1602 CUMBERLAND AVE	MIDDLESBORO	KY	40965	BELL	UNITED STATES	44070	0	HOME FEDERAL BANK CORPORATION	902672	
ok		Full Service	3077302	CUMBERLAND AVENUE BRANCH	102 SOUTH CUMBERLAND AVENUE	HARLAN	KY	40831	HARLAN	UNITED STATES	364186	5	HOME FEDERAL BANK CORPORATION	902672	
ok		Full Service	3077290	VILLAGE CENTER BRANCH	185 FINANCE STREET	HARLAN	KY	40831	HARLAN	UNITED STATES	283926	2	HOME FEDERAL BANK CORPORATION	902672	
ok		Full Service	4283061	HOME FEDERAL BANK	111 WASHINGTON AVENUE	HARROGATE	TN	37752	CLAIBORNE	UNITED STATES	511691	7	HOME FEDERAL BANK CORPORATION	902672	
ok		Full Service	3669426	JACKSBORO BRANCH	300 MAIN STREET	JACKSBORO	TN	37757	CAMPBELL	UNITED STATES	420307	6	HOME FEDERAL BANK CORPORATION	902672	
ok		Full Service	3077311	NEW TAZEWELL BRANCH	500 FIFTH AVENUE	NEW TAZEWELL	TN	37825	CLAIBORNE	UNITED STATES	283928	4	HOME FEDERAL BANK CORPORATION	902672	