

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK  
OF CLEVELAND  
2014 APR -1 P 12:13

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.

STATISTICS & ANALYSIS  
DEPARTMENT

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):

12/31/13

Month / Day / Year

1. W.F. Brashear II  
Name of the Holding Company Director and Official  
Director  
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Middlefork Financial Group, Inc.  
Legal Title of Holding Company

P.O. Box 948  
(Mailing Address of the Holding Company) Street / P.O. Box

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.

Hyden Ky. 41749  
City State Zip Code

22023 Main Street  
Physical location (if different from mailing 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.

Person to whom questions about this report should be directed:

Tammy Smith VP/Controller  
Name Title

W.F. Brashear II  
Signature of Holding Company Director and Official

606-672-9827  
Area Code / Phone Number / Extension

3-28-14  
Date of Signature

606-672-6887  
Area Code / FAX Number

t.smith@middleforkfinancialgroup.com  
E-mail Address

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

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

For Federal Reserve Bank Use Only  
RSSD ID 1071539  
C.I. \_\_\_\_\_

Results: A list of branches for your holding company: MIDDLEFORK FINANCIAL GROUP INC. (1071539) of HYDEN, 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)	839817	FARMERS & TRADERS BANK OF CAMPTON	215 MOUNTAIN PARKWAY	CAMPTON	KY	41301	WOLFE	UNITED STATES	232	0	FARMERS & TRADERS BANK OF CAMPTON	839817	
OK		Limited Service	3051423	FARMERS & TRADERS BRANCH	93 MARION STREET	CAMPTON	KY	41301	WOLFE	UNITED STATES	361230	1	FARMERS & TRADERS BANK OF CAMPTON	839817	
change	1/3/2012	Full Service (Head Office)	131717	FARMERS STATE BANK, INC	21 Ky 11 South	BOONEVILLE	KY	41314	OWSLEY	UNITED STATES	3992	0	FARMERS STATE BANK, INC	131717	
OK		Full Service	3658112	BEATTYVILLE BRANCH	1019 BROADWAY STREET	BEATTYVILLE	KY	41311	LEE	UNITED STATES	450388	1	FARMERS STATE BANK, INC	131717	
OK		Full Service (Head Office)	211114	HYDEN CITIZENS BANK, INC	22023 MAIN STREET	HYDEN	KY	41749	LESJE	UNITED STATES	226	0	HYDEN CITIZENS BANK, INC	211114	
OK		Full Service	3658934	HOSKINSTON BRANCH	13020 HIGHWAY 421	HOSKINSTON	KY	40844	LESJE	UNITED STATES	447918	3	HYDEN CITIZENS BANK, INC	211114	
OK		Full Service	1357587	HURTS CREEK CENTER BRANCH	110 HIGHWAY 80	HYDEN	KY	41749	LESJE	UNITED STATES	181453	2	HYDEN CITIZENS BANK, INC	211114	
OK		Limited Service	816818	WOOTON BRANCH	5244 HIGHWAY 80	WOOTON	KY	41776	LESJE	UNITED STATES	181452	1	HYDEN CITIZENS BANK, INC	211114	

1. Annual Report is enclosed.

2. Organization Chart:



2. (b) Domestic Branch Listing Submitted Via Email

3. (1)(a)(D)(c) Principal Shareholders:

Name & Address	City/State	Shares/Comm/REG only	Percentage	Demographic
Rutherford B. Campbell, Jr. Revocable Trust	Lexington, Kentucky	20,234	17.00%	
J & D Trust - Hiram Cornett	Hyden, Kentucky	18,250	12.00%	
Lucard Brashner	Hyden, Kentucky	15,710	11.00%	
W.F. Brashner	Hyden, Kentucky	14,718.25	9.00%	
Margaret R. Campbell	Danville, Kentucky	20,230	17.00%	
Hayes F. and Ulene Lewis	Hyden, Kentucky	22,020	18.00%	

3. (2)(a)(D)(c) None

4. Inholders

Name/Address/City/State	Principal Occupation	Title	MFO	HCB	FSB	FTB	ME	MC	Other	Shares MFO	Other
Eric Neal Cornett Hyden, Ky	Law Graduate	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	1274 .006%	N/A
Elaine H. Campbell Danville, Ky	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	907 .01%	N/A
Mary Forrest Campbell Nashville, TN	Marketing	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	907 .01%	N/A
Linda Cornett Hyden, Ky	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	639 .004%	N/A
Rhonda Brashner Hyden, Ky	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	500 .003%	N/A
Joel C. Brashner Hyden, Ky	Banking	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	400 .003%	N/A
Kimberly Brashner or Leonard Brashner Hyden, Ky	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	250 .002%	N/A
Mary Katherine Gene Brashner or Leonard Brashner Hyden, Ky	Student	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	10 .00000%	N/A
Cheryl Lewis Hyden, Ky	Lawyer	Director	Director	Director	Director	Director	N/A	N/A	N/A	150 .001%	100% Cheryl U Lewis Attorney at Law
Melissa Sparks Hyden, Ky	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	150 .001%	N/A
Jeanna Cornett Hyden, Ky	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	149 .001%	N/A
Name/Address/City/State	Principal Occupation	Title	MFO	HCB	FSB	FTB	ME	MC	Other	Shares MFO	Other
(1) (2) (3)(a)(D)(c) is N/A											
Rutherford B. Cambel Lexington, Kentucky - USA	Law Professor	Director		Ch of Bd/Director	N/A	Director	N/A	N/A	N/A	20,234 17%	N/A
W.F. Brashner II Hyden, Kentucky - USA	Banker	Director		CEO/Director	Director	Director	Director	Director	N/A	14,718.25 9%	N/A
Leonard H. Brashner Hyden, Kentucky - USA	Attorney	Director		Director	Director	Director	Director	N/A	Partner - Morgan, Madden, Brashner & Collins PLLC	16,710 11%	33% ownership Morgan, Madden, Brashner & Collins PLLC
Hiram Cornett Hyden, Kentucky - USA	Retired	Director		Director	N/A	Director	N/A	N/A	N/A	18,250 12%	N/A
Billie Wade Louisville, Kentucky - USA	Consultant	Director		N/A	N/A	N/A	N/A	N/A	N/A	500 0.32%	N/A
James Klotzer Lexington, Kentucky - USA	College Professor	Director		N/A	Ch of Bd/Director	N/A	N/A	N/A	N/A	500 0.32%	N/A
Nelson Bobrowski Booneville, Kentucky - USA	Banker	CEO/Director		N/A	N/A	N/A	N/A	N/A	N/A	5,730 4%	100% Owner Bobrowski Group
Mila Wilson Irvine, Kentucky - USA	Banker	Director		N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Margaret Campbell Danville, Kentucky - USA	Interior Design	Ch of Board/Director		Director	Director	Ch of Bd/Director	N/A	N/A	N/A	20,230 17%	N/A
Cheryl Lewis Hyden, Kentucky - USA	Attorney	Director		Director	N/A	N/A	N/A	N/A	Owner of Cheryl U Lewis Law Office	150 .001	100% Cheryl U Lewis Law Office