

Board of Governors of the Federal Reserve System



2015 JUN 13 A 5:11 PM  
**Annual Report of Holding Companies—FR Y-6**

STATISTICS & ANALYSIS  
 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.

I, W.F. Brashear II  
 Name of the Holding Company Director and Official  
Director  
 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.

W.F. Brashear II  
 Signature of Holding Company Director and Official  
6-10-15  
 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):  
12/31/14  
 Month / Day / Year  
N/A  
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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  
Hyden Ky 41749  
 City State Zip Code  
22023 Main Street  
 Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:  
Tammy Smith VP CFO  
 Name Title  
606/672/9827  
 Area Code / Phone Number / Extension  
606/672/6887  
 Area Code / FAX Number  
t.smith@middleforkfinancialgroup.com  
 E-mail Address  
N/A  
 Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

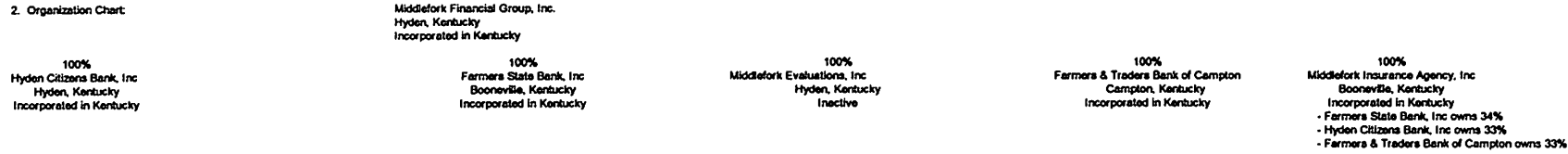
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

1. Annual Report is enclosed.

2. Organization Chart



2. (b) Domestic Branch Listing Submitted Via Email

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

Name & Address	Citizenship	Shares/Common/MEG only	Percentage
Rutherford B. Campbell, Jr. Revocable Trust J & D Trust - Hiram Cornett	Lexington, Kentucky USA	26,234	17.00%
Leonard Brashear	Hyden, Kentucky USA	18,250	12.00%
W.F. Brashear	Hyden, Kentucky USA	16,710	11.00%
Margaret R. Campbell	Hyden, Kentucky USA	14,718.25	9.00%
Hayes F. and Ulene Lewis	Danville, Kentucky USA	26,236	17.00%
		22,929	15.00%

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

4. Insiders

Name/Address/Citizenship	Principal Occupation	Title MFG	HCB	ESB	FTB	ME	MIC	Other	Shares MFG	Other
Eloise H. Campbell Danville, Ky - USA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	997 .01%	N/A
Mary Forrest Campbell Nashville, TN - USA	Marketing	N/A	N/A	N/A	N/A	N/A	N/A	N/A	997 .01%	N/A
Linda Cornett Hyden, Ky - USA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	639 .004%	N/A
Rhonda Brashear Hyden, Ky - USA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	500 .003%	N/A
Joel C. Brashear Hyden, Ky - USA	Banking	Community Outreach/Business Dev Officer	N/A	N/A	N/A	N/A	N/A	N/A	400 .003%	N/A
Kimberly Brashear or Leonard Brashear Hyden, Ky - USA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	250 .002%	N/A
Mary Katherine Gene Brashear or Leonard Brashear Hyden, Ky - USA	Student	N/A	N/A	N/A	N/A	N/A	N/A	N/A	10 .00006%	N/A
Cheryl Lewis Hyden, Ky - USA	Lawyer	Director	Director	Director	Director	N/A	N/A	N/A	150 .001%	100% Cheryl U Lewis Attorney at Law
Melissa Sparks Hyden, Ky - USA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	150 .001%	N/A
Jeanne Cornett Hyden, Ky - USA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	149 .001%	N/A
Hayes F. and Ulene Lewis Hyden, Kentucky - USA	Retired	N/A	N/A	N/A	N/A	N/A	N/A	N/A	22929 15%	N/A
<b>Name/Address/Citizenship</b> (1) (2) (3)(a)(b)(c) is N/A	<b>Principal Occupation</b>	<b>Title MFG</b>	<b>HCB</b>	<b>ESB</b>	<b>FTB</b>	<b>ME</b>	<b>MIC</b>	<b>Other</b>	<b>Shares MFG</b>	<b>Other</b>
Rutherford B. Campbell, Jr Lexington, Kentucky - USA	Law Professor	Director	Ch of Bd/Director	N/A	Director	N/A	N/A	N/A	26,234 17%	N/A
W.F. Brashear II Hyden, Kentucky - USA	Banker	Director	CEO/Director	Director	Director	Director	Director	N/A	14,718.25 9%	N/A
Leonard H. Brashear Hyden, Kentucky - USA	Attorney	Director	Director	Director	Director	Director	N/A	Owner Leonard Brashear Law Office	16,710 11%	100% Owner Leonard Brashear Law Office
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 Klotter 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
Mike 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	26,236 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

Results: A list of branches for your holding company: MIDDLEFORK FINANCIAL GROUP INC. (1071539) of HYDEN, KY.  
The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**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	
OK		Full Service (Head Office)	131717	FARMERS STATE BANK, INC	21 KY 11 S	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	LESLIE	UNITED STATES	226	0	HYDEN CITIZENS BANK, INC	211114	
OK		Full Service	3658934	HOSKINSTON BRANCH	13020 HIGHWAY 421	HOSKINSTON	KY	40844	LESLIE	UNITED STATES	447918	3	HYDEN CITIZENS BANK, INC	211114	
OK		Full Service	1357587	HURTS CREEK CENTER BRANCH	110 HIGHWAY 80	HYDEN	KY	41749	LESLIE	UNITED STATES	181453	2	HYDEN CITIZENS BANK, INC	211114	
OK		Limited Service	816818	WOOTON BRANCH	5244 HIGHWAY 80	WOOTON	KY	41776	LESLIE	UNITED STATES	181452	1	HYDEN CITIZENS BANK, INC	211114	