

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, 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.

*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

3/3/17

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, 2016

Month / Day / Year

NONE

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

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)

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

www.homefederalbank.com

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."

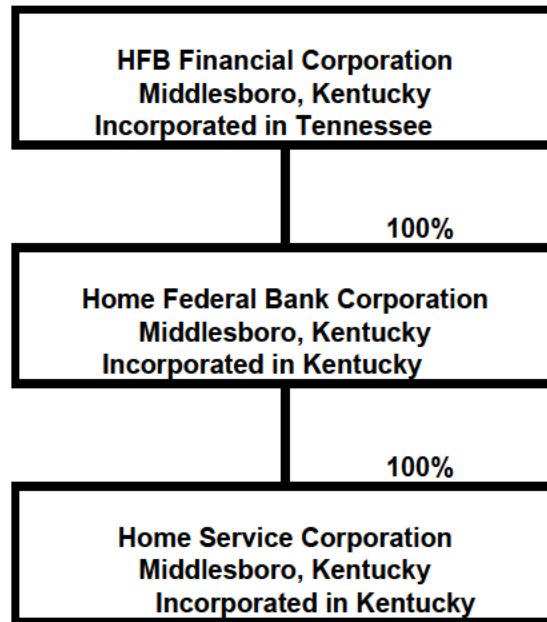
Form FR Y-6

HFB Financial Corporation  
Middlesboro, KY  
Fiscal Year Ending December 31, 2016

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.



"LEI is N/A unless noted"

**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 **12/31/2016**. Data reflects information that was received and processed through **01/10/2017**.

**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 |
|-------------|----------------|----------------------------|-----------|--------|-------------------------------|-----------------------------|---------------|-------|----------|-----------|---------------|--------------|----------------|-------------------------------|----------------|--------|----------|
| okay        |                | 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 |          |
| okay        |                | Full Service               | 3077302   |        | CUMBERLAND AVENUE BRANCH      | 102 SOUTH CUMBERLAND AVENUE | HARLAN        | KY    | 40831    | HARLAN    | UNITED STATES | 364186       | 5              | HOME FEDERAL BANK CORPORATION |                | 902672 |          |
| okay        |                | Full Service               | 3077290   |        | VILLAGE CENTER BRANCH         | 185 FINANCE STREET          | HARLAN        | KY    | 40831    | HARLAN    | UNITED STATES | 283926       | 2              | HOME FEDERAL BANK CORPORATION |                | 902672 |          |
| okay        |                | Full Service               | 4283061   |        | HOME FEDERAL BANK             | 111 WASHINGTON AVENUE       | HARROGATE     | TN    | 37752    | CLAIBORNE | UNITED STATES | 511691       | 7              | HOME FEDERAL BANK CORPORATION |                | 902672 |          |
| okay        |                | Full Service               | 3669426   |        | JACKSBORO BRANCH              | 300 MAIN STREET             | JACKSBORO     | TN    | 37757    | CAMPBELL  | UNITED STATES | 420307       | 6              | HOME FEDERAL BANK CORPORATION |                | 902672 |          |
| okay        |                | Full Service               | 3077311   |        | NEW TAZEWEILL BRANCH          | 500 FIFTH AVENUE            | NEW TAZEWEILL | TN    | 37825    | CLAIBORNE | UNITED STATES | 283928       | 4              | HOME FEDERAL BANK CORPORATION |                | 902672 |          |

**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 12-31-2016**

---

| <b>(1)(a)<br/>Name &amp; Address</b> | <b>(1)(b)<br/>Country of Citizenship<br/>or Incorporation</b> | <b>(1)(c )<br/>Number &amp; Percentage of<br/>Each Class of Voting<br/>Securities</b> |
|--------------------------------------|---|---|
| David B. Cook<br>Middlesboro, KY     | USA   | 117,651 - 9.58% Common<br>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 12-31-2016**

---

| <b>(1)(a)<br/>Name &amp; Address</b> | <b>(1)(b)<br/>Country of Citizenship<br/>or Incorporation</b> | <b>(1)(c )<br/>Number &amp; Percentage of<br/>Each Class of Voting<br/>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)<br>Name & Address                           | (2)<br>Principal<br>Occupation<br>if other than<br>Bank Holding<br>Company | (3)(a)<br>Title &<br>Position with<br>Bank Holding<br>Company      | (3)(b)<br>Title &<br>Position with<br>Susiidiaries                | (3)(c)<br>Title &<br>Position with<br>Other<br>Businesses | (4)(a)<br>Percentage<br>of voting<br>shares in<br>Bank Holding<br>Company | (4)(b)<br>Percentage<br>of voting<br>shares in<br>Subsidiaries | (4)(c)<br>Other<br>Companies |
|---|--|--|---|---|---|--|------------------------------|
| David B. Cook<br>Middlesboro, Kentucky          | N/A  | Director &<br>Co-Chairman & Secretary<br>HFB Financial Corporation | Director &<br>Co-Chairman & Secretary<br>Home Service Corporation | N/A   | 9.58%   | N/A  | N/A                          |
| Roger Roper<br>Lexington, Kentucky              | N/A  | Emeritus Director<br>HFB Financial Corporation                     | Emeritus Director<br>Home Service Corporation                     | N/A   | 0.81%   | N/A  | N/A                          |
| Frances Rasnic<br>Tazewell, Tennessee           | N/A  | Director<br>HFB Financial Corporation                              | Director<br>Home Service Corporation                              | N/A   | 0.79%   | N/A  | N/A                          |
| D. Alex Cook<br>Middlesboro, Kentucky           | N/A  | Director &<br>President/CEO<br>HFB Financial Corporation           | Director &<br>President/CEO<br>Home Service Corporation           | N/A   | 3.34%   | N/A  | N/A                          |
| Robert V. Costanzo<br>Middlesboro, Kentucky     | District Judge   | Director &<br>Co-Chairman<br>HFB Financial Corporation             | Director &<br>Co-Chairman<br>Home Service Corporation             | N/A   | 2.65%   | N/A  | N/A                          |
| J. Stanley Alexander Jr<br>Harrogate, Tennessee | N/A  | Director<br>HFB Financial Corporation                              | Director<br>Home Service Corporation                              | N/A   | 0.53%   | N/A  | N/A                          |

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

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

| (1)<br>Name & Address             | (2)<br>Principal<br>Occupation<br>if other than<br>Bank Holding<br>Company | (3) (a)<br>Title &<br>Position with<br>Bank Holding<br>Company | (3)(b)<br>Title &<br>Position with<br>Susiidiaries | (3)(c)<br>Title &<br>Position with<br>Other<br>Businesses | (4)(a)<br>Percentage<br>of voting<br>shares in<br>Bank Holding<br>Company | (4)(b)<br>Percentage<br>of voting<br>shares in<br>Subsidiaries | (4)(c)<br>Other<br>Companies |
|-----------------------------------|--|--|--|---|---|--|------------------------------|
| Joe Coker<br>Jacksboro, Tennessee | Attorney   | Director<br>HFB Financial Corporation                          | Director<br>Home Service Corporation               | N/A   | 1.29%   | N/A  | N/A                          |