

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, W.F. Brashear II

Name of the Holding Company Director and Official

Chairman of Executive Management Committee

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.

Signature of Holding Company Director and Official

04/05/2017

Date of Signature

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

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 A. Smith VP/CFO

Name Title

606/672/9827

Area Code / Phone Number / Extension

606/672/6887

Area Code / FAX Number

tsmith@middleforkfinancialgroup.com

E-mail Address

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

<p>Is confidential treatment requested for any portion of this report submission?.....</p> <p>0=No <input type="checkbox"/> 1=Yes <input type="checkbox"/> <u>0</u></p> <p>In accordance with the General Instructions for this report (check only one),</p> <p>1. a letter justifying this request is being provided along with the report <input type="checkbox"/></p> <p>2. a letter justifying this request has been provided separately..... <input type="checkbox"/></p> <p>NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."</p>

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. _____

1. Annual Report is enclosed.

2. Organization Chart:

Middlefork Financial Group, Inc.
Hyden, Kentucky
"No LEI"

100%
Farmers State Bank, Inc
Boonsville, Kentucky
Incorporated in Kentucky
"No LEI"

100%
Middlefork Evaluations, Inc
Hyden, Kentucky
Inactive
"No LEI"

100%
Farmers & Traders Bank of Campton
Campton, Kentucky
Incorporated in Kentucky
"No LEI"

100%
Middlefork Insurance Agency, Inc
Boonsville, Kentucky
Incorporated in Kentucky
- Farmers State Bank, Inc owns 34%
- Hyden Citizens Bank, Inc owns 33%
- Farmers & Traders Bank of Campton owns 33%
"No LEI"

2. (b) Domestic Branch Listing Submitted Via Email

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

Name & Address	Title MFG	HCB	FSB	FTB	ME	MIC	Other	Shares MFG	Other
Rutherford B. Campbell, Jr. Revocable Trust	Citizens shares/Common/	25,834	17.00%						
J & D Trust - Hiram Cornett	USA	18,250	12.00%						
Leonard Brashear	USA	16,710	11.00%						
W.F. Brashear	USA	14,718.25	10.00%						
Margaret R. Campbell	USA	26,236	18.00%						
Hayes F. and Ulene Lewis	USA	22,929	15.00%						

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

4. Insiders

Name/Address/Citizenship	Title MFG	HCB	FSB	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	987,01%	N/A
Mary Forest Campbell Nashville, TN - USA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	1,397,01%	N/A
Linda Cornett Hyden, Ky - USA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	639,004%	N/A
Rhonda Brashear Hyden, Ky - USA	Community Outreach/Bus	N/A	N/A	N/A	N/A	N/A	N/A	500,003%	N/A
Joel C. Brashear Hyden, Ky - USA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	400,002%	N/A
Kimberly Brashear or Leonard Brashear Hyden, Ky - USA	Student	N/A	N/A	N/A	N/A	N/A	N/A	250,002%	N/A
Mary Katherine Gene Brashear or Leonard Brashear	Attorney	N/A	N/A	N/A	N/A	N/A	N/A	10,00006%	N/A
Cheryl Lewis Hyden, Ky - USA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	150,001%	100% Cheryl U Lewis Attorney at Law
Maissa Sparks Hyden, Ky - USA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	149,001%	N/A
Jeanne Cornett Hyden, Ky - USA	Retired	N/A	N/A	N/A	N/A	N/A	N/A	22,929 15%	N/A
Hayes F. and Ulene Lewis, Kentucky - USA	Retired	N/A	N/A	N/A	N/A	N/A	N/A	1,274,01%	N/A
Hiram Cornett Hyden, Ky - USA	Retired	N/A	N/A	N/A	N/A	N/A	N/A		
Name/Address/Citizenship	Title MFG	HCB	FSB	FTB	ME	MIC	Other	Shares MFG	Other
(1)(2) (3)(a)(b)(c) is N/A									
Rutherford B. Campbell Lexington, Kentucky - USA	Director	Ch of Bd/DI	N/A	Director	N/A	N/A	N/A	25,834 17%	N/A
W.F. Brashear II Hyden, Kentucky - USA	Director	CEO/Direct	Director	Director	Director	Director	N/A	14,718.25 9%	N/A
Leonard H. Brashear Hyden, Kentucky - USA	Director	Director	Director	Director	Director	Director	Owner Leonard Brashear Law Office	18,710 11%	100% Owner Leonard Brashear Law Office
Hiram Cornett Hyden, Kentucky - USA	Director	Director	Director	Director	N/A	N/A	N/A	18,250 12%	N/A
Billie Wade Louisville, Kentucky - USA	Director	Consultant	N/A	N/A	N/A	N/A	N/A	500 0.003%	N/A
James Kloiter Lexington, Kentucky - USA	Director	College Professor	Ch of Bd/Director	N/A	N/A	N/A	N/A	500 0.003%	N/A
Mike Wilson Irvine, Kentucky - USA	Director	Banker	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Margaret Campbell Danville, Kentucky - USA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	26,236 18%	N/A
Cheryl Lewis Hyden, Kentucky - USA	Director	Attorney	Director	Director	N/A	N/A	Owner of Cheryl U Lewis Law Office	150,001	100% Cheryl U Lewis Law Office
David Longenecker Lexington, Kentucky - USA	Director	Attorney	Director	Director	N/A	N/A	N/A	N/A	N/A

Results: A list of branches for your holding company: MIDDLEFORK FINANCIAL GROUP INC. (1071539) of HYDEN, 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
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		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	