

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.*

W.F. Brashear II

Signature of Holding Company Director and Official

03/30/2020

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, 2019

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

N/A

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

|  |                          |                          |
|--|--------------------------|--------------------------|
| Is confidential treatment requested for any portion of this report submission? .....   | 0=No<br>1=Yes            | <input type="checkbox"/> |
| 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 .....  | <input type="checkbox"/> |                          |
| 2. a letter justifying this request has been provided separately ...   | <input type="checkbox"/> |                          |
| NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential." |                          |                          |

1. Annual Report is enclosed.

2. Organization Chart:

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

100%  
Hyden Citizens Bank, Inc  
Hyden, Kentucky  
Incorporated in Kentucky  
"No LEI"

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

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

100%  
Middlefork Insurance Agency, Inc  
Booneville, 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                                    |                     | Citizens Shares/Common/MFG only | Percentage | Trustee                   |
|---|---------------------|---------------------------------|------------|---------------------------|
| Rutherford B. Campbell, Jr. Revocable Trust       | Lexington, Kentucky | USA 25,834                      | 17.00%     | Rutherford B Campbell Jr. |
| J & D Trust - Hiram Cornett                       | Hyden, Kentucky     | USA 18,250                      | 12.00%     |                           |
| Leonard Brashear                                  | Hyden, Kentucky     | USA 17,010                      | 11.00%     |                           |
| W.F. Brashear                                     | Hyden, Kentucky     | USA 14,318.25                   | 10.00%     |                           |
| Margaret R. Campbell Qualified Subchapter S Trust | Danville, Kentucky  | USA 26,236                      | 18.00%     | Elosie H. Campbell        |
| Hayes F. and Ulene Lewis                          | Hyden, Kentucky     | USA 22,929                      | 15.00%     |                           |

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

4. Insiders

| Name/Address/Citizenship   | Principal Occupation | 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      | N/A                                | 997 .01%      | N/A                                    |
| Mary Forest Campbell Findley Nashville, TN - USA                 | Marketing            | 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      | N/A                                | 341 .002%     | 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/Busi | N/A         | N/A               | N/A      | N/A      | N/A      | N/A                                | 400 .003%     | N/A                                    |
| Kimberly Brashear or Leonard Brashear Hyden, Ky - US.            | 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 .00007%    | N/A                                    |
| Cheryl Lewis Hyden, Ky - USA                                     | Attorney             | 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                                    |
| Jeanna Cornett Hyden, Ky - USA                                   | N/A                  | N/A                     | N/A         | N/A               | N/A      | N/A      | N/A      | N/A                                | 149 .001%     | N/A                                    |
| Dustin Cornett and Neal Cornett Hyden, Ky - USA                  | N/A                  | N/A                     | N/A         | N/A               | N/A      | N/A      | N/A      | N/A                                | 149 .001      | N/A                                    |
| Eric Neal Cornett Hyden, Ky - USA                                | N/A                  | N/A                     | N/A         | N/A               | N/A      | N/A      | N/A      | N/A                                | 149 .001      | N/A                                    |
| Hiram Cornett Hyden, Ky - USA                                    | Retired              | Director                | Director    | Director          | Director | N/A      | N/A      | N/A                                | 1,274 .01%    | N/A                                    |
| Rachel Brashear-Combs - USA                                      | N/A                  | N/A                     | N/A         | N/A               | N/A      | N/A      | N/A      | N/A                                | 400 .003%     | N/A                                    |
| Jeanna Cornett Hyden, Ky - USA                                   | N/A                  | N/A                     | N/A         | N/A               | N/A      | N/A      | N/A      | N/A                                | 149 .001%     | N/A                                    |
| Mary Katherine Brashear - USA                                    | Student              | N/A                     | N/A         | N/A               | N/A      | N/A      | N/A      | N/A                                | 400 .003%     | N/A                                    |
| Name/Address/Citizenship (1) (2) (3)(a)(b)(c) is N/A             | Principal Occupation | Title MFG               | HCB         | FSB               | FTB      | ME       | MIC      | Other                              | Shares MFG    | Other                                  |
| Rutherford B. Campbell Lexington, Kentucky - USA                 | Law Professor        | 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                           | Banker               | Director                | CEO/Direct  | Director          | Director | Director | Director | N/A                                | 14,318.25 10% | N/A                                    |
| Leonard H. Brashear Hyden, Kentucky - USA                        | Attorney             | Director                | Director    | Director          | Director | Director | N/A      | Owner Leonard Brashear Law Office  | 17,010 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 0.003%    | 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 0.003%    | 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 Deceased                                       | N/A                  | N/A                     | N/A         | N/A               | N/A      | N/A      | N/A      | N/A                                | 26,236 18%    | N/A                                    |
| Cheryl Lewis Hyden, Kentucky - USA                               | Attorney             | Director                | Director    | 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                      | Attorney             | Director                | Director    | 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 12/31/2019. Data reflects information that was received and processed through 03/05/2020.

**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 | Not Required | Not Required   | 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 | Not Required | Not Required   | FARMERS STATE BANK, INC           |                | 131717 |          |
| OK          |                | Full Service               | 3658112   |       | BEATTYVILLE BRANCH                | 1019 BROADWAY STREET | BEATTYVILLE | KY    | 41311    | LEE    | UNITED STATES | Not Required | Not Required   | FARMERS STATE BANK, INC           |                | 131717 |          |
| OK          |                | Full Service (Head Office) | 211114    |       | HYDEN CITIZENS BANK, INC          | 22023 MAIN STREET    | HYDEN       | KY    | 41749    | LESLIE | UNITED STATES | Not Required | Not Required   | HYDEN CITIZENS BANK, INC          |                | 211114 |          |
| Change      | Aug-13         | Limited Service            | 3658934   |       | HOSKINSTON BRANCH                 | 13020 HIGHWAY 421    | HOSKINSTON  | KY    | 40844    | LESLIE | UNITED STATES | Not Required | Not Required   | HYDEN CITIZENS BANK, INC          |                | 211114 |          |
| Change      | Oct-19         | Limited Service            | 1357587   |       | HURTS CREEK CENTER BRANCH         | 110 HIGHWAY 80       | HYDEN       | KY    | 41749    | LESLIE | UNITED STATES | Not Required | Not Required   | HYDEN CITIZENS BANK, INC          |                | 211114 |          |
| OK          |                | Limited Service            | 816818    |       | WOOTON BRANCH                     | 5244 HIGHWAY 80      | WOOTON      | KY    | 41776    | LESLIE | UNITED STATES | Not Required | Not Required   | HYDEN CITIZENS BANK, INC          |                | 211114 |          |