

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.

Date of Report (top-tier holding company's fiscal year-end):

12/31/18
 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
 Chairman
 Mailing Address of the Holding Company) Street / P.O. Box
 P.O. Box 948

City State Zip Code
 Hyden Ky. 41749

Physical Location (if different from mailing address)
 22023 Main Street

1. 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.

Person to whom questions about this report should be directed:

Tammy A. Smith VP/CFO
 Name Title

606167249827
 Area Code / Phone Number / Extension

606167216887
 Area Code / FAX Number

tasm@middleforkfinancialgroup.com
 E-mail 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.

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

4-1-19
 Date of Signature

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

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes

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."

For Federal Reserve Bank Use Only

RSSD ID _____
 C.I. _____

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%
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
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
Rutheford B. Campbell, Jr. Revocable Trust	USA 25,834	17.00%
J & D Trust - Hiram Cornett	USA 18,250	12.00%
Leonard Brashear	USA 17,010	11.00%
W.F. Brashear	USA 14,718.25	10.00%
Margaret R. Campbell Qualified Subchapter S Trust	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	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 .04%	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	N/A	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 .0007%	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
Mary Katherine Brashear Hyden, Ky - USA	Student	N/A	N/A	N/A	N/A	N/A	N/A	N/A	400 .003%	N/A
<u>Name/Address/Citizenship</u>	<u>Principal Occupation</u>	<u>Title MFG</u>	<u>HCB</u>	<u>FSB</u>	<u>FTB</u>	<u>ME</u>	<u>MIC</u>	<u>Other</u>	<u>Shares MFG</u>	<u>Other</u>
(1) (2) (3)(a)(b)(c) is N/A										
Rutheford 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	14,718.25 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 0.003%	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