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.

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 Officer
Chairman of Executive Management Committee
Title of the Holding Company Director and Officer

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report data 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 Officer
04/05/2017
Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:
✓ 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.

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.

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.

P.O. Box 948

Hyden, KY 41749

22023 Main Street

(Physical Location if different from mailing address)

Person to whom questions about this report should be directed:
Tammy A. Smith

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

Is confidential treatment requested for any portion of this report submission?...

☐ No

☐ 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...

☐ Yes

☐ No

2. a letter justifying this request has been provided separately...

☐ Yes

☐ No

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as “confidential.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.6 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2016
2. Organization Chart:
Middletown Financial Group, Inc.

- 100% owned by
  - 100% owned by
    - 100% owned by
      - 100% owned by
        - 100% owned by
          - 100% owned by

3. (b) Domestic Branch Listing Submitted Via Email

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Citizens Shares/Common/NFG only</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>J &amp; O Trust - Hiram Comett</td>
<td>USA 18,000</td>
<td>15.00%</td>
</tr>
<tr>
<td>Joe C. Brashear, Hyden, Ky.</td>
<td>USA 14,718 35</td>
<td>12.00%</td>
</tr>
<tr>
<td>Mike Commett</td>
<td>USA 21,318</td>
<td>18.00%</td>
</tr>
<tr>
<td>Mary E. Commett</td>
<td>USA 22,200</td>
<td>18.00%</td>
</tr>
<tr>
<td>John D. Commett</td>
<td>USA 23,020</td>
<td>19.00%</td>
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4. Insiders

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<tr>
<th>Name &amp; Address</th>
<th>Principal Occupation</th>
<th>Title</th>
<th>MFG</th>
<th>HCB</th>
<th>FSB</th>
<th>FDR</th>
<th>MS</th>
<th>MG</th>
<th>Other</th>
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<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Mary Jane Campbell</td>
<td>Denver, CO</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
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<td>N/A</td>
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<td>N/A</td>
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<tr>
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<td>N/A</td>
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<tr>
<td>John D. Commett</td>
<td>USA</td>
<td>N/A</td>
<td>N/A</td>
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<td>N/A</td>
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<td>N/A</td>
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<tr>
<td>John D. Commett</td>
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<td>N/A</td>
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</table>
Reconciliation and Verification Steps

1. If 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 UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

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<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID</th>
<th>RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID</th>
<th>RSSD*</th>
<th>Comments</th>
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<td>Full Service (Head Office)</td>
<td>839817</td>
<td></td>
<td>FARMERS &amp; TRADERS BANK OF CAMPTON</td>
<td>215 MOUNTAIN/PARKWAY</td>
<td>CAMPTON</td>
<td>KY</td>
<td>41501</td>
<td>BOCY</td>
<td>UNITED STATES</td>
<td>212</td>
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<td>FARMERS STATE BANK, INC</td>
<td>21 KY 11 S</td>
<td>ROODEVILLE</td>
<td>KY</td>
<td>41354</td>
<td>DNSLY</td>
<td>UNITED STATES</td>
<td>8992</td>
<td>FARMERS STATE BANK, INC</td>
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<td>Full Service</td>
<td>3658112</td>
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<td>BEATTYVILLE BRANCH</td>
<td>1019 BROADWAY STREET</td>
<td>BEATTYVILLE</td>
<td>KY</td>
<td>41311</td>
<td>LEE</td>
<td>UNITED STATES</td>
<td>450388</td>
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<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>211111</td>
<td></td>
<td>HYDEN CITIZENS BANK, INC</td>
<td>2203 MAIN STREET</td>
<td>HYDEN</td>
<td>KY</td>
<td>41174</td>
<td>LESLIE</td>
<td>UNITED STATES</td>
<td>2260</td>
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<td>Full Service</td>
<td>1808939</td>
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<td>HOSKINSTON BRANCH</td>
<td>13020 HIGHWAY 421</td>
<td>HOSKINSTON</td>
<td>KY</td>
<td>40846</td>
<td>LESLIE</td>
<td>UNITED STATES</td>
<td>447918</td>
<td>HYDEN CITIZENS BANK, INC</td>
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<td>OK</td>
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<td>Full Service (Head Office)</td>
<td>1357587</td>
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<td>HURTS CREEK CENTER BRANCH</td>
<td>110 HIGHWAY 80</td>
<td>HYDEN</td>
<td>KY</td>
<td>41174</td>
<td>LESLIE</td>
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<td>181453</td>
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<td>OK</td>
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<td>Limited Service</td>
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