

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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FEDERAL RESERVE BANK  
OF CLEVELAND

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, William Bramblet

Name of the Holding Company Director and Official

President/Director/Chairman of the Board

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.

William Bramblet

Signature of Holding Company Director and Official

2/28/17

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.

1070420

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

December 31, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Traditional Bancorporation, Inc.

Legal Title of Holding Company

49 W. Main St., P O Box 326

(Mailing Address of the Holding Company) Street / P.O. Box

Mt. Sterling

City

KY

State

40353

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael Hendrix

Name

CFO

Title

859-498-0414 20104

Area Code / Phone Number / Extension

859-497-9283

Area Code / FAX Number

mike\_hendrix@traditionalbank.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

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."

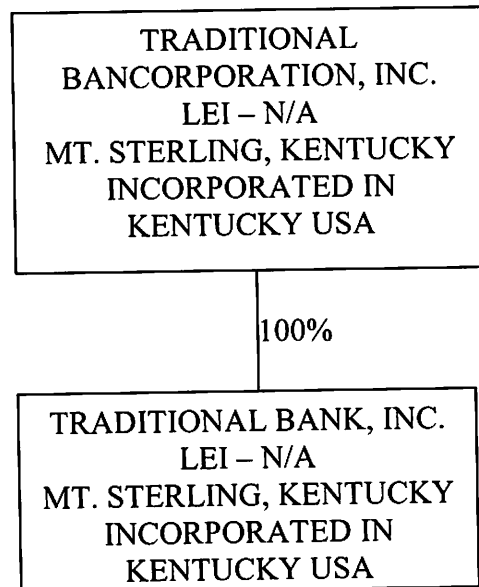
**Form FR Y-6**

**Traditional Bancorporation, Inc  
Mt. Sterling, Kentucky  
Fiscal Year Ending December 31, 2016**

**Report Item**

1: Annual Report to Shareholders is not prepared.

2a: Organizational Chart



Subsidiary is 100% owned by Traditional Bancorporation, Inc.

**Form FR Y-6**

**Traditional Bancorporation, Inc  
Mt. Sterling, Kentucky  
Fiscal Year Ending December 31, 2016**

**Report Item 2b:** Submitted via e-mail on 2/13/2017.



**Results:** A list of branches for your depository institution: **TRADITIONAL BANK, INC. (ID: RSSD: 786210)**. This depository institution is held by **TRADITIONAL BANKCORPORATION, INC. (1070420) of MOUNT STERLING, KY**. The data are as of **12/31/2016**. Data reflects information that was received and processed through **01/20/2017**.

**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	FID Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID, RSSD*	Comments
OK		Full Service (Head Office)	786210		TRADITIONAL BANK, INC.	49 WEST MAIN ST.	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	1275	0	TRADITIONAL BANK, INC.	786210	
OK		Full Service	478711		MENFEE COUNTRY BRANCH	114 MAIN STREET	FRENCHBURG	KY	40352	MENFEE	UNITED STATES	193941	3	TRADITIONAL BANK, INC.	786210	
OK		Full Service	479213		JEFFERSONVILLE BRANCH	7880 MAIN STREET	JEFFERSONVILLE	KY	40357	MONTGOMERY	UNITED STATES	193944	6	TRADITIONAL BANK, INC.	786210	
OK		Full Service	3313439		PALOMAR CENTRE BRANCH	3720 PALOMAR CENTRE DRIVE	LENINGTON	KY	40513	FAVETTE	UNITED STATES	56296	8	TRADITIONAL BANK, INC.	786210	
OK		Full Service	340531		PALUMBO BRANCH	2801 PALUMBO DRIVE	LENINGTON	KY	40509	FAVETTE	UNITED STATES	446277	12	TRADITIONAL BANK, INC.	786210	
OK		Full Service	239267		SHORT STREET BRANCH	163 WEST SHORT STREET SUITE 100	LENINGTON	KY	40507	FAVETTE	UNITED STATES	290419	19	TRADITIONAL BANK, INC.	786210	
OK		Full Service	364924		TATES CREEK ROAD BRANCH	3353 TATES CREEK RD	LENINGTON	KY	40502	FAVETTE	UNITED STATES	450611	13	TRADITIONAL BANK, INC.	786210	
OK		Full Service	489845		INDIAN BANKING CENTER	2197 NICHOLASVILLE ROAD	LENINGTON	KY	40503	MONTGOMERY	UNITED STATES	193938	7	TRADITIONAL BANK, INC.	786210	
OK		Full Service	2398217		INDIAN MOUNT BRANCH	17450 INDIAN MOUNT DRIVE	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	193937	1	TRADITIONAL BANK, INC.	786210	
OK		Full Service	964410		MAYSVILLE ROAD BRANCH	637 NORTH MAYSVILLE ROAD	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	193943	5	TRADITIONAL BANK, INC.	786210	
OK		Full Service	489518		MONTGOMERY SQUARE BRANCH	1378 INDIAN MOUNT DRIVE	MOUNT STERLING	KY	40361	BOURBON	UNITED STATES	446258	11	TRADITIONAL BANK, INC.	786210	
OK		Full Service	3405313		PAINS BRANCH	3323 LENINGTON RD	WINCHESTER	KY	40391	CLARK	UNITED STATES	290420	10	TRADITIONAL BANK, INC.	786210	

FR Y-10 was submitted with correct

\* Spoke with Kristina Bailey at the Fed in regards to zip code change.

I spoke with Preston Raymond back on 1/14/15 about the same issue, but the Fed did not update in their system. Kristina told me to note on this report when I submit and she will verify the analyst.

**Form FR Y-6**  
**Traditional Bancorporation, Inc.**  
**Fiscal Year Ending December 31, 2016**

**Report Item 3.1: Shareholders**

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Current Shareholders with ownership, control or holdings of 5% or more as of fiscal year ending 12/31/16.

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J. Clifton Stilz, Jr. Mt. Sterling, Kentucky	USA	3,603 – 5.239% Common Stock
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Linda F. Stilz Mt. Sterling, Kentucky	USA	3,603 – 5.239% Common Stock
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Arthur Walker, Jr. Mt. Sterling, Kentucky	USA	6,128 – 8.911% Common Stock
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**Report Item 3.2: N/A**

Form FR Y-6  
Traditional Bancorporation, Inc.  
Fiscal Year Ending December 31, 2016

Report Item 4: Insiders

<u>Names &amp; Address (1)</u>	<u>Principal Occupation if other than with Bank Holding Company (2)</u>	<u>Title &amp; Position with Bank Holding Company (3a)</u>	<u>Title &amp; Position with Subsidiaries (3b)</u>	<u>Title &amp; Position with Other Businesses (3c)</u>	<u>Percentage of Voting Shares in Bank Holding Company (4a)</u>	<u>List Names of other Companies and % Ownership (4c)</u>
Grover Carrington Mt. Sterling, KY USA	Attorney	Director/Vice Chairman	Director/Vice Chairman	Partner-Peck & Carrington Partner-White, Peck & Carrington, LLP	1.23% Caroline Carrington (1.77%)	Peck & Carrington (50%) White, Peck & Carrington, LLP (35%)
E. Daniel Duzyk Lexington, KY USA	Manufacturing	Director/Secretary	Director	Partner-Falcon Realty Company, LLC Partner-Trojan, Inc. Partner-4-D Development	4.18%	Falcon Realty Company, LLC (12.25%) Trojan, Inc. (24.65%) 4-D Development (25%)
Richard P. Fuller Mt. Sterling, KY USA	Banker	Director	Director/Vice President-Commercial Loan Officer II	Member/Owner-Backyard Building Rentals, LLC Member/Owner-Triangle Park, LLC Member/Owner-Augusta Group, LLC Member/Owner-Sterling Four Rentals, LLC General Partner-Summit Apartments	1.87%	Backyard Building Rentals (33%) Triangle Park, LLC (33%) Augusta Group, LLC (25%) Sterling Four Rentals, LLC (25%) Summit Apartments (4.166%)
Alan Christopher Peck Mt. Sterling, KY USA	President/CEO Family Connections, Inc.	Director	Director	President/CEO Family Connections, Inc.	0.30%	N/A
Bill Bramblet Mt. Sterling, KY USA	N/A	Director/Chairman/President	Director/Chairman	N/A	1.73% Judith Bramblet (Spouse-0.05%)	N/A
Arthur Walker, III Mt. Sterling, KY USA	Construction	Director	Director	Partner - A.W. Walker & Son Member/Manager - Tools For You, LLC Partner - Bluebank Development, Inc. Partner - Sterling Development, Inc. Member/Manager - Walker Ventures, LLC Vice President - The Walker Company Partner-Black Diamond Inc. Manager-LLW Ventures Member/Manager - Walker Ventures II, LLC	0.54%	A. W. Walker & Son (40%) Tools For You, LLC (50%) Bluebank Development, Inc. (3.5%) Sterling Development, Inc. (8%) Walker Ventures, LLC (50%) Black Diamond Inc. (50%) The Walker Co. (25%) Walker Ventures II, LLC (50%)

<u>Names &amp; Address (1)</u>	<u>Principal Occupation if other than with Bank Holding Company (2)</u>	<u>Title &amp; Position with Bank Holding Company (3a)</u>	<u>Title &amp; Position with Subsidiaries (3b)</u>	<u>Title &amp; Position with Other Businesses (3c)</u>	<u>Percentage of Voting Shares in Bank Holding Company (4a)</u>	<u>List Names of other Companies and % Ownership (4c)</u>
Brett Setzer Nicholasville, KY USA	CEO Brett Construction Co.	Director	Director	CEO-Brett Construction Company Managing Member-Setzer Investments, LLC Managing Member-Setzer Investments No. 2, LLC Managing Member-Setzer Investments No. 3, LLC Managing Member-Setzer Investments No. 4, LLC Managing Member-Setzer Investments No. 5, LLC Managing Member-Setzer Properties, LLC Managing Member-Setzer Independence, LLC Managing Member-Brett Properties No. 1, LLC Managing Member-Setzer and Sims, LLC Managing Member-1365 Cahill, LLC Managing Member-Land Development Co. of Lexington Managing Member-389 Elaine, LLC Managing Member-Setzer Properties ZFRA, LLC Managing Member-Setzer Aviation, LLC Managing Member-Maverick Brothers CSP, LLC Member-APO Holdings, Inc. Managing Member-TAFL, LLC Managing Member-Setzer Properties CJE, LLC Managing Member 2323, LLC Managing Member-166 Pasadena, LLC Managing Member -Five Fillies, LLC Partner-The Apostles Managing Member-Setzer Properties LSX, LC Member-BHG Palomar, LLC Member-Harrods Village, LLC Shareholder-BH&S Investments, Inc. Managing Member-DKBB Properties II, LLC Managing Member-BTS Investments, LLC Managing Member-2280, LLC Managing Member-Setzer Management Co., LLC Managing Member-Setzer Properties UPW, LLC Member-Setzer Holdings, LLC Member-BB Atlanta Holdings, LLC Managing Member-Setzer Properties BGS,LLC Managing Member-Setzer Properties CLD, LLC Managing Member-Setzer Properties WCO, LLC Managing Member-Setzer Properties MTS, LLC Managing Member-Setzer Properties WIN, LLC Managing Member-Setzer Properties XSO, LLC Member-BBN Atlanta Properties, LLC Member-DKBB, LLC Member-Pinewoods Restaurant Group, LLC Member-CAS III, LLC Member-RPG, LLC Managing Member-Setzer Properties XFD, LLC Member-Drakes Ten, LLC Managing Member-DKBB Properties, LLC Managing Member-Setzer Properties XCU, LLC Managing Member-Setzer Properties BGS II, LLC Managing Member-Setzer Properties BGS III, LLC Member-Setzer Properties BGS IV, LLC Member-Setzer Properties XBD, LLC Managing Member-Setzer Properties FBKS, LLC Managing Member-Setzer Properties RRTAI, LLC Managing Member-Setzer Properties WILM, LLC Managing Member-Setzer Properties SMN, LLC Managing Member-Setzer Properties AHN, LLC Managing Member-Setzer Properties BCWLXK, LLC Managing Member-Setzer Properties DRTA, LLC Managing Member-Setzer Properties FNI, LLC Managing Member-Setzer Properties LEX, LLC Managing Member-Setzer Properties LMA, LLC Managing Member-Setzer Properties SBN, LLC Managing Member-Setzer Properties WRN, LLC Managing Member-Setzer Properties ZMAC, LLC Managing Member-DKBB SBN, LLC	0.53%	Brett Construction Company (55.00%) Setzer Investments, LLC (49.50%) Setzer Investments No. 2, LLC (49.50%) Setzer Investments No. 3, LLC (49.50%) Setzer Investments No. 4, LLC (49.50%) Setzer Investments No. 5, LLC (50%) Setzer Properties, LLC (100%) Setzer Independence, LLC (50%) Brett Properties No. 1, LLC (75.00%) Setzer and Sims, LLC (16.67%) 1365 Cahill, LLC (50%) Land Development Co. of Lexington (33.33%) 389 Elaine, LLC (75%) Setzer Properties ZFRA, LLC (15.64%) Setzer Aviation, LLC (80.00%) Maverick Brothers CSP, LLC (45%) APO Holdings, Inc. (2.33%) TAFL, LLC (50%) Setzer Properties CJE, LLC (50.00%) 2323, LLC (50%) 166 Pasadena, LLC (25%) Five Fillies, LLC (50.00%) The Apostles (8.33%) Setzer Properties LSX, LC (15%) BHG Palomar, LLC (1.00%) Harrods Village, LLC (6.25%) BH&S Investments, Inc. (33.33%) DKBB Properties II, LLC (55.00%) BTS Investments, LLC (100.00%) 2280, LLC (33.33%) Setzer Management Co., LLC (100.00%) Setzer Properties UPW, LLC (38.40%) Setzer Holdings, LLC (100.00%) BB Atlanta Holdings, LLC (40.00%) Setzer Properties BGS, LLC (87.23%) Setzer Properties CLD, LLC (20.22%) Setzer Properties WCO, LLC (23.28%) Setzer Properties MTS, LLC (90.00%) Setzer Properties WIN, LLC (15.00%) Setzer Properties XSO, LLC (25.05%) BBN Atlanta Properties, LLC (26.67%) DKBB, LLC (25.00%) Pinewoods Restaurant Group, LLC (9.00%) CAS III, LLC (33.33%) RPG, LLC (4.23%) Setzer Properties XFD, LLC (27.97%) Drakes Ten, LLC (12.50%) DKBB Properties, LLC (55.00%) Setzer Properties XCU, LLC (65.00%) Setzer Properties BGS II, LLC (100.00%) Setzer Properties BGS III, LLC (100.00%) Setzer Properties BGS IV, LLC (100.00%) Setzer Properties XBD, LLC (100.00%) Setzer Properties FBKS, LLC (37.69%) Setzer Properties RRTAI, LLC (52.50%) Setzer Properties WILM, LLC (15.00%) Setzer Properties SMN, LLC (18.50%) Setzer Properties AHN, LLC (100.00%) Setzer Properties BCWLXK, LLC (45.00%) Setzer Properties DRTA, LLC (24.79%) Setzer Properties FNI, LLC (20.09%) Setzer Properties LEX, LLC (19.35%) Setzer Properties LMA, LLC (25.02%) Setzer Properties SBN, LLC (17.57%) Setzer Properties WRN, LLC (100.00%) Setzer Properties ZMAC, LLC (20.43%) DKBB SBN, LLC (55.00%)

<u>Names &amp; Address (1)</u>	<u>Principal Occupation if other than with Bank Holding Company (2)</u>	<u>Title &amp; Position with Bank Holding Company (3a)</u>	<u>Title &amp; Position with Subsidiaries (3b)</u>	<u>Title &amp; Position with Other Businesses (3c)</u>	<u>Percentage of Voting Shares in Bank Holding Company (4a)</u>	<u>List Names of other Companies and % Ownership (4c)</u>
<b>Spears Stiliz</b> Mt. Sterling, KY USA	Banker	Director	Director/Sr. VP/Bus. Dev. Commercial Lending Officer II	Partner-Lansdale/Stiliz Limited Partnership Partner-T & D Waters, LLC Partner-Kentucky Waters Inc. Sole Member-JHS Hamburger, LLC Partner-Blizzard Ventures, LLC	2.66%	Lansdale/Stiliz Limited Partnership (50%) T & D Waters, LLC (19.5%) Kentucky Water (19.5%)  Blizzard Ventures, LLC (25%)
<b>William Alverson</b> Paris, KY USA	Banker	Director	Director/CEO	N/A	0.55%	N/A
<b>Troy Mulligan</b> Lexington, KY USA	CPA	Director	Director	CPA/Shareholder-Radwan, Brown & Co., PSC Member- RBC Realty, LLC Member-Drakes Ten, LLC Member-BHG Palomar, LLC President- Grapestock, LLC Director-Brookdale Thoroughbreds, LLC Director- Janus Bloodstock, LLC Member-Sterling Brewers, LLC Member-Setzer Properties UPW, LLC President-Vinery,LTD Member-Setzer Properties FBKS, LLC President - Zedan Racing Stable, Inc.	0.21%	Radwan, Brown & Co., PSC (37%) RBC Realty, LLC (33%) Drakes Ten, LLC (20%) BHG Palomar, LLC (1%) Sterling Brewers, LLC (5%) Setzer Properties UPW, LLC (10%) Setzer Properties FBKS, LLC (7.5%)
<b>Andy Baker</b> Mt. Sterling, KY USA	Banker	Director/Vice President	Director/President	N/A	0.35%	Baker-Prewitt Properties, LLC (25%)