

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

I, Caroline R. Carpenter

Name of the Holding Company Director and Official

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.

Caroline R. Carpenter

Signature of Holding Company Director and Official

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 1136214
 C.I. _____

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

December 31, 2014

Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

Middlebury National Corporation

Legal Title of Holding Company

30 Main Street PO Box 189

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

<u>Middlebury</u>	<u>VT</u>	<u>05753</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Stacey D. Brown Treasurer

Name Title

802-388-4982 2249

Area Code / Phone Number / Extension

802-388-0960

Area Code / FAX Number

sdbrown@nbmvt.com

E-mail Address

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

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

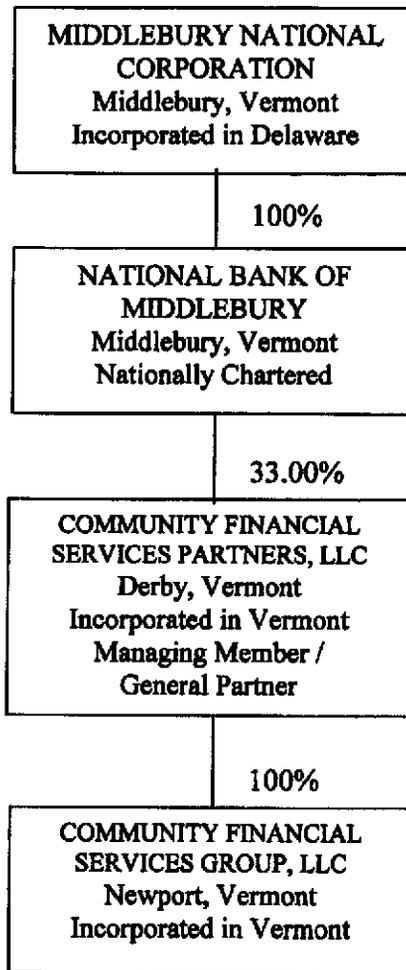
No

2nd time 5/18/15

Form FR Y-6
Middlebury National Corporation
Middlebury, Vermont
Fiscal Year Ending December 31, 2014

Report Item

- 1: Middlebury National Corporation prepares an annual report for its shareholders. Two copies are enclosed.
- 2: Organization Chart:



** Managing Member
General Partner*

Results: A list of branches for your depository institution: NATIONAL BANK OF MIDDLEBURY (ID_RSSD: 173306).
 This depository institution is held by MIDDLEBURY NATIONAL CORPORATION (11336214) of MIDDLEBURY, VT.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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	1831	Full Service (Head Office)	173306	NATIONAL BANK OF MIDDLEBURY	30 MAIN STREET	MIDDLEBURY	VT	05753	ADDISON	UNITED STATES	4239	0	NATIONAL BANK OF MIDDLEBURY	173306	
OK	2007	Full Service	3620043	BRANDON BRANCH	5 CARVER STREET	BRANDON	VT	05733	RUTLAND	UNITED STATES	467476	4	NATIONAL BANK OF MIDDLEBURY	173306	
OK	1996	Full Service	2428989	BRISTOL BRANCH	28 MAIN STREET	BRISTOL	VT	05443	ADDISON	UNITED STATES	209239	3	NATIONAL BANK OF MIDDLEBURY	173306	
OK	2008	Full Service	3820160	HINESBURG BRANCH	140 COMMERCE STREET	HINESBURG	VT	05461	CHITTENDEN	UNITED STATES	493295	8	NATIONAL BANK OF MIDDLEBURY	173306	
OK	1967	Limited Service	455507	MIDDLEBURY DRIVE-UP BRANCH	15 SEYMOUR STREET	MIDDLEBURY	VT	05753	ADDISON	UNITED STATES	209237	1	NATIONAL BANK OF MIDDLEBURY	173306	
OK	1975	Full Service	332701	MIDDLEBURY ROUTE 7 SOUTH BRANCH	260 COURT STREET, ROUTE 7 SOUTH	MIDDLEBURY	VT	05753	ADDISON	UNITED STATES	209238	2	NATIONAL BANK OF MIDDLEBURY	173306	
OK	2008	Full Service	3778663	VERGENNES BRANCH	29 GREEN STREET	VERGENNES	VT	05491	ADDISON	UNITED STATES	480874	6	NATIONAL BANK OF MIDDLEBURY	173306	

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Report Item 3: Shareholders
(1) (a) (b) (c) and (2) (a) (b) (c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-14.

Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-14.

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
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(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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C. Kimberly Smith Middlebury, VT USA	USA	61,374 – 6.94% Common Stock
Alyce Hyde Rogers Gloucester, MA USA	USA	49,000 – 5.54% Common Stock

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Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Paul J. Carrara, Jr. Cornwall VT USA	Vice President Pre-cast Concrete Manufacturing	Director	Director & Clerk, National Bank of Middlebury	Vice President J.P. Carrara & Sons, Inc.; Remora, LLC; Vermont Industrial Park, LLC	0.40%	None	Joseph P Carrara & Sons - 25%
Caroline R. Carpenter Salisbury VT USA	Executive Officer	Director, Treasurer	Director, Chief Operating Officer, National Bank of Middlebury	N/A	0.21%	None	N/A
Linda K. Harmon Bristol VT USA	Hospitality	Director, President	Director National Bank of Middlebury	President, H&M Mountain Enterprises, Inc. dba Mary's at Baldwin Creek	0.09%	None	H&M Mountain Enterprises, Inc. 50% Harmack, LLC - 40%
Roch F. MacIntyre Middlebury VT USA	Retail Plumbing & Heating Services	Director	Director & Vice Chair, National Bank of Middlebury	Manager, MacIntyre Services, LLC; Owner/member Trackside Terminal Oil Co., LLC	0.72%	None	N/A
Michael McLaughlin Shelburne VT USA	Vice President Construction Co.	Director	Director, National Bank of Middlebury	Vice President Bread Loaf Corp.	<0.01%	None	N/A

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Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Lawrence W. Miller, II Montpelier VT USA	Senior Advisor to the Governor	Director, Secretary	Director, National Bank of Middlebury	Chief of Health Care Reform, State of Vermont	0.03%	None	N/A
G. Kenneth Perine Middlebury VT USA	Executive Officer	Director, Executive Vice President	Director, President & CEO, National Bank of Middlebury	N/A	0.33%	None	N/A
Sarah D. Stahl Cornwall VT USA	Self-employed	Director	Director & Chair, National Bank of Middlebury	N/A	0.04%	None	N/A
Michael Schoenfeld Middlebury VT USA	College Administration	Director	Director, National Bank of Middlebury	Senior Vice President & Chief Philanthropic Advisor, Middlebury College	0.19%	None	N/A

Middlebury National Corporation, the bank holding company, has only one subsidiary: National Bank of Middlebury. National Bank of Middlebury has a 1/3 equity interest in Community Financial Services Partners, LLC.

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Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Laura J. Adams Salisbury, VT USA	Executive Officer	N/A	Senior Vice President, National Bank of Middlebury	N/A	0.02%	None	N/A
Sarah A. P. Cowan Vergennes, VT USA	Executive Officer	N/A	Senior Vice President, National Bank of Middlebury	N/A	0.20%	None	N/A
Grover K. Usilton Cornwall, VT USA	Executive Officer	N/A	Senior Vice President, National Bank of Middlebury	Managing Member, GESG Farm, LLC	0.02%	None	GESG Farm, LLC - 50%

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