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, 616, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 5460(a)(1), and 5469(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 officer of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior officer 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.

1. Caroline R. Carpenter
   Name of the Holding Company Director and Official Executive Vice President
   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 further 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 251, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official
03/05/2020

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
RSDD 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, 2019

Month / Day / Year
N/A

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

Reporters's Name, Street, and Mailing Address
Middlebury National Corporation
Legal Title of Holding Company
PO Box 189
(Mailing Address of the Holding Company) Street / P.O. Box
Middlebury VT 05753
City State Zip Code

Physical Location (if different from mailing address)
30 Main Street Middlebury, VT 05753

Person to whom questions about this report should be directed:
Stacey D. Brown
Treasurer

Name Title
802-388-4982 x2249
Area Code / Phone Number / Extension
802-388-0960
Area Code / FAX Number
sdbrown@nbmvmt.com
E-mail Address

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

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

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.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 0.50 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 (7100-0257), Washington, DC 20503.

12/2019
Report Item

1: Middlebury National Corporation prepares an annual report for its securities holders and is not registered with the SEC. Copies are not required to be submitted however, they are available upon request.

2: Organization Chart:

```
100% 33.00%

MIDDLEBURY NATIONAL CORPORATION
Middlebury, Vermont, USA
Incorporated in Delaware
LEI # - N/A

100%

NATIONAL BANK OF MIDDLEBURY
Middlebury, Vermont, USA
Nationally Chartered
LEI #
5493004R22HRZXTXSR64

33.00%

COMMUNITY FINANCIAL SERVICES PARTNERS, LLC
Derby, Vermont, USA
Incorporated in Vermont
Managing Member / General Partner

100%

COMMUNITY FINANCIAL SERVICES GROUP, LLC
Newport, Vermont, USA
Incorporated in Vermont
```

2b: Domestic branch listing provided to the Federal Reserve Bank.

*All LLC’s are Managing Member / General Partners
LEI is N/A unless otherwise noted.
## Report Item 3: Shareholders

### (1) (a) (b) (c) and (2) (a) (b) (c)

<table>
<thead>
<tr>
<th>Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-19.</th>
<th>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 12-31-19.</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>(1)(a)</strong> Name &amp; Address (City, State, Country)</td>
<td><strong>(2)(a)</strong> Name &amp; Address (City, State, Country)</td>
</tr>
<tr>
<td><strong>(1)(b)</strong> Country of Citizenship or Incorporation</td>
<td><strong>(2)(b)</strong> Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td><strong>(1)(c)</strong> Number and Percentage of Each Class of Voting Securities</td>
<td><strong>(2)(c)</strong> Number and Percentage of Each Class of Voting Securities</td>
</tr>
<tr>
<td>C. Kimberly Smith Middlebury, VT USA</td>
<td></td>
</tr>
<tr>
<td>Alyce Hyde Rogers Gloucester, MA USA</td>
<td></td>
</tr>
</tbody>
</table>

```
C. Kimberly Smith
Middlebury, VT USA

Alyce Hyde Rogers
Gloucester, MA USA

USA

USA

50,000 – 5.78%
Common Stock

49,000 – 5.67%
Common Stock
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<th>(1) Name &amp; Address</th>
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<tbody>
<tr>
<td>Paul J. Carrara, Jr. Cornwall, VT USA</td>
<td>Pre-cast Concrete Manufacturing Director</td>
<td>Director &amp; Vice Chair, National Bank of Middlebury</td>
<td>Vice President J.P. Carrara &amp; Sons, Inc.; Remora, LLC; Vermont Industrial Park, LLC; Carbro, LLC; Manasota Six, LLP</td>
<td>0.72% None Joseph P Carrara &amp; Sons - 25%; Carbro, LLC – 25%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Caroline R. Carpenter Salisbury, VT USA</td>
<td>Chief Executive Officer Director &amp; Executive Vice President</td>
<td>Director, President &amp; Chief Executive Officer, National Bank of Middlebury</td>
<td>N/A</td>
<td>0.34% None N/A</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Linda K. Harmon Bristol, VT USA</td>
<td>Hospitality Director, President</td>
<td>Director, National Bank of Middlebury</td>
<td>President, H&amp;M Mountain Enterprises, Inc. dba Mary’s at Baldwin Creek</td>
<td>0.13% None H&amp;M Mountain Enterprises, Inc. 50% Harmack, LLC – 40%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Michael McLaughlin Shelburne, VT USA</td>
<td>Construction Co. Director</td>
<td>Director &amp; Clerk, National Bank of Middlebury</td>
<td>President Bread Loaf Corp.</td>
<td>0.04% None Bread Loaf Corp -100%</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lawrence W. Miller, II Montpelier, VT USA</td>
<td>Consultant Director, Secretary</td>
<td>Director, National Bank of Middlebury</td>
<td>Consultant, Five Vine Consulting, LLC</td>
<td>0.04% None Five Vine Consulting, LLC – 100%</td>
<td></td>
<td></td>
<td></td>
</tr>
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<td>(1) Name &amp; Address (City, State, Country)</td>
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<td>------------------------------------------</td>
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<td>----------------------------------------------------------------</td>
<td>--------------------------------------------------------------------------------</td>
<td>-------------------------------------------------</td>
<td>--------------------------------------------------------------------------------</td>
<td>--------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>G. Kenneth Perine Middlebury, VT USA</td>
<td>Retired</td>
<td>Director</td>
<td>Director &amp; Assistant Clerk, National Bank of Middlebury</td>
<td>Member, Middmore, LLC</td>
<td>0.36%</td>
<td>None</td>
<td>Middmore, LLC – 33%</td>
</tr>
<tr>
<td>Sarah D. Stahl Cornwall, VT USA</td>
<td>Self-employed</td>
<td>Director</td>
<td>Director &amp; Chair, National Bank of Middlebury</td>
<td>N/A</td>
<td>0.04%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Michael Schoenfeld Middlebury, VT USA</td>
<td>College Administration</td>
<td>Director</td>
<td>Director, National Bank of Middlebury</td>
<td>Senior Vice President &amp; Chief Philanthropic Advisor, Middlebury College</td>
<td>0.21%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Robert W. James Weybridge, VT USA</td>
<td>Dairy Farmer</td>
<td>Director</td>
<td>Director, National Bank of Middlebury</td>
<td>Vice President, Monument Farms, Inc.</td>
<td>0.31%</td>
<td>None</td>
<td>N/A</td>
</tr>
</tbody>
</table>

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.
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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<tr>
<td>Sarah A. P. Cowan Vergennes, VT USA</td>
<td>Executive Officer N/A</td>
<td>Senior Vice President, National Bank of Middlebury</td>
<td>Cowan Family Revocable Trust, Co-Trustee</td>
<td>0.21%</td>
<td>None</td>
<td>Cowan Family Revocable Trust – 100%</td>
<td></td>
</tr>
<tr>
<td>Grover K. Usilton Cornwall, VT USA</td>
<td>Executive Officer N/A</td>
<td>Senior Vice President, National Bank of Middlebury</td>
<td>Managing Member, GESG Family Farm, LLC</td>
<td>0.02%</td>
<td>None</td>
<td>GESG Family Farm, LLC - 50%</td>
<td></td>
</tr>
<tr>
<td>Stacey D. Brown New Haven, VT USA</td>
<td>Executive Officer Treasurer</td>
<td>Senior Vice President, National Bank of Middlebury</td>
<td>N/A</td>
<td>&lt;0.01%</td>
<td>None</td>
<td>N/A</td>
<td></td>
</tr>
</tbody>
</table>
## Report Item 3: Shareholders

### (1)(a) (b) (c) and (2)(a) (b) (c)

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<th>(1)(a) Name &amp; Address (City, State, Country)</th>
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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 12-31-19.

Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-19.
Form FR Y-6  
Middlebury National Corporation  
Middlebury, Vermont  

Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)  

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<td>0.72%</td>
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<td>0.04%</td>
<td>None</td>
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Form FR Y-6  
December 31, 2019
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## Report Item 4: Insiders

(1), (2), (3)(a)(i) through (3)(a)(iv), (3)(b) through (3)(c), (4)(a), (4)(b) and (4)(c)

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</tr>
</thead>
</table>
| Sarah A. P. Cowan
Vergennes, VT USA                         | Executive Officer                                             | N/A                                           | Senior Vice President, National Bank of Middlebury               | Cowan Family Revocable Trust, Co-Trustee                   | 0.21%                                  | None                                        | Cowan Family Revocable Trust – 100%                                                      |
| Grover K. Usilton
Comwall, VT USA                           | Executive Officer                                             | N/A                                           | Senior Vice President, National Bank of Middlebury               | Managing Member, GESG Family Farm, LLC                     | 0.02%                                  | None                                        | GESG Family Farm, LLC - 50%                                                             |
| Stacey D. Brown
New Haven, VT USA                          | Executive Officer                                             | Treasurer                                     | Senior Vice President, National Bank of Middlebury               | N/A                                                      | <0.01%                                 | 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.
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 (1136214) of MIDDLEBURY, VT.
The data are as of 12/31/2019. Data reflects information that was received and processed through 01/07/2020.

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://yloonline.federalreserve.gov.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_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 UNINUM</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>2020</td>
<td>Full Service</td>
<td>173106</td>
<td>NATIONAL BANK OF MIDDLEBURY</td>
<td>30 MAIN STREET</td>
<td>MIDDLEBURY</td>
<td>VT</td>
<td>05753</td>
<td>Addison</td>
<td>United States</td>
<td>Not Required</td>
<td>Not Required</td>
<td>NATIONAL BANK OF MIDDLEBURY</td>
<td>173306</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2020</td>
<td>Full Service</td>
<td>362004</td>
<td>BRANDON BRANCH</td>
<td>5 CARRIER STREET</td>
<td>BRANDON</td>
<td>VT</td>
<td>05733</td>
<td>Rutland</td>
<td>United States</td>
<td>Not Required</td>
<td>Not Required</td>
<td>NATIONAL BANK OF MIDDLEBURY</td>
<td>173306</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>1995</td>
<td>Full Service</td>
<td>2429899</td>
<td>BRISTOL BRANCH</td>
<td>28 MAIN STREET</td>
<td>BRISTOL</td>
<td>VT</td>
<td>05463</td>
<td>Addison</td>
<td>United States</td>
<td>Not Required</td>
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