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FR Y-6
OMB Number 7100-0297
Approval expires November 30, 2019

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FEDERAL RESERVE BANK
OF CLEVELAND

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.

I, Robert D Neff
Name of the Holding Company Director and Official

Secretary/Treasurer
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.

Signature of Holding Company Director and Official

08/10/2018
Date of Signature

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

December 31, 2017
Month / Day / Year

None
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

The Citizens Bancorp of Morehead, Incorporated
Legal Title of Holding Company

114 West Main Street/PO Box 1026
(Mailing Address of the Holding Company) Street / P.O. Box

Morehead | KY | 40351
City | State | Zip Code

114 West Main Street Morehead KY 40351 ← Corrected 08/10/18
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robin Brown | AVP
Name | Title

606-780-0000 116
Area Code / Phone Number / Extension

606-784-4616
Area Code / FAX Number

rbrown@tcbanytime.com
E-mail Address

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

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

- [x] 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 1071865
C.I.

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

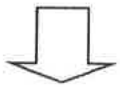
In accordance with the General Instructions for this report (check only one),

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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 (7100-0297), Washington, DC 20503

Form FRY-6
The Citizens Bancorp of Morehead, Inc.
Fiscal Year Ending December 31, 2017

Report Item 2: Organization Chart	**Legal Entity Identifier**
1. The Citizens Bancorp of Morehead, Incorporated **Morehead, Kentucky USA** **State of Incorporation: Kentucky**	**None**
 **100%**	
2. The Citizens Bank **Morehead, Kentucky USA** **State of Incorporation: Kentucky**	**None**

The Citizens Bancorp of Morehead, Incorporated owns 100% of the subsidiary bank, The Citizens Bank, Morehead, Kentucky.

/S/ _____ **Date:** 01/17/18
Robert D. Neff, Secretary-Treasurer

Results: A list of branches for your depository institution: CITIZENS BANK, THE (ID_RSSD: 962313).
This depository institution is held by CITIZENS BANCORP OF MOREHEAD INCORPORATED, THE (1071865) of MOREHEAD, KY.
The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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		Full Service (Head Office)	962313	CITIZENS BANK, THE	114 WEST MAIN STREET	MOREHEAD	KY	40351	ROWAN	UNITED STATES	Not Required	Not Required	CITIZENS BANK, THE	962313	
OK		Full Service	657413	TRADEMORE BRANCH	100 KROGER CENTER	MOREHEAD	KY	40351	ROWAN	UNITED STATES	Not Required	Not Required	CITIZENS BANK, THE	962313	
OK		Full Service	370516	MAIN STREET BRANCH	22 EAST MAIN STREET	OWINGSVILLE	KY	40360	BATH	UNITED STATES	Not Required	Not Required	CITIZENS BANK, THE	962313	
OK		Full Service	334611	CITIZENS BANK BRANCH	648 MAIN STREET	SHARPSBURG	KY	40374	BATH	UNITED STATES	Not Required	Not Required	CITIZENS BANK, THE	962313	
OK		Full Service	3128585	WEST LIBERTY BRANCH	335 PRESTONBURG ROAD	WEST LIBERTY	KY	41472	MORGAN	UNITED STATES	Not Required	Not Required	CITIZENS BANK, THE	962313	

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The Citizens Bancorp of Morehead, Incorporated
Morehead, KY
Fiscal Year Ending December 31, 2017

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2017			Securities Holders 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 12-31-2017		
(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	(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
The Hutchinson Family Trust Susan J Neff, Trustee Morehead KY	USA	Common Stock 15,331.24 70%	N/A		
Susan J Neff Morehead KY	USA	Common Stock 1,848.44 8.44%			
Robert D Neff Morehead KY	USA	Common Stock 120.00 0.54%			
Heather J H Neff Perkins Morehead KY	USA	Common Stock 1,514.89 6.92%			
Ryan D Neff Morehead KY	USA	Common Stock 1,467.06 6.70%			
Jennifer Markwell Morehead KY	USA	Common Stock 1,619.60 7.40%			

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The Citizens Bancorp of Morehead, Incorporated
Morehead KY
Fiscal Year Ending December 31, 2017

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	**Principal Occupation if other than with holding company**	**Title & Position with holding company**	**Title & Position with Subsidiaries (include names of subsidiaries)**	**Title & Position with Other Businesses (include names of other businesses)**	**Percentage of Voting Securities in holding company**	**Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)**	**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)**
Susan J Neff Morehead KY	N/A	Chairman, President & Director	Chairman of Board & Director The Citizens Bank	None	8.44%	None	N/A
The Hutchinson Family Trust Susan J Neff, Trustee Morehead KY	N/A	N/A	N/A	N/A	70.00%	N/A	N/A
Robert D Neff Morehead KY	N/A	Secretary/Treasurer & Director	President/CEO The Citizens Bank	None	0.54%	None	N/A
Heather J H Neff Perkins Morehead KY	N/A	Director	Director The Citizens Bank	Secretary/Treasurer Sphinx Inc	6.92%	None	Sphinx Inc 33.33%
Ryan D Neff Morehead KY	N/A	Director	Director The Citizens Bank	Vice President Sphinx Inc	6.70%	None	Sphinx Inc 33.33%
Jennifer Markwell Morehead KY	N/A	Director	Director The Citizens Bank	President Sphinx Inc	7.40%	None	Sphinx Inc 33.33%

Total- 100%- 21,901.33 Shares Outstanding
4,080.00 Treasury Stock