

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK  
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYSIS  
DEPARTMENT

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.

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

**December 31, 2013**

Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

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

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.

Physical location (if different from mailing address)

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.

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

[Signature]  
Signature of Holding Company Director and Official

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

03-27-14  
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 1071865  
C.I. \_\_\_\_\_

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

**Form FRY-6  
The Citizens Bancorp of Morehead, Inc.  
Fiscal Year Ending December 31, 2013**

**Report Item 2: Organization Chart**

- 1. The Citizens Bancorp of Morehead, Incorporated  
Morehead, Kentucky USA  
State of Incorporation: Kentucky**
  
- 2. The Citizens Bank  
Morehead, Kentucky USA  
State of Incorporation: Kentucky**

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

/S/   
Robert D. Neff, Secretary-Treasurer

**Date:** \_\_\_\_\_

Emailed 02/24/14

**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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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	962313	CITIZENS BANK, THE	114 WEST MAIN STREET	MOREHEAD	KY	40351	ROWAN	UNITED STATES	6735	0	CITIZENS BANK, THE	962313	
OK		Full Service	657413	TRADEMORE BRANCH	100 KROGER CENTER	MOREHEAD	KY	40351	ROWAN	UNITED STATES	222525	1	CITIZENS BANK, THE	962313	
OK		Full Service	370516	MAIN STREET BRANCH	22 EAST MAIN STREET	OWINGSVILLE	KY	40360	BATH	UNITED STATES	11664	3	CITIZENS BANK, THE	962313	
OK		Full Service	334611	CITIZENS BANK BRANCH	648 MAIN STREET	SHARPSBURG	KY	40374	BATH	UNITED STATES	5596	4	CITIZENS BANK, THE	962313	
OK		Full Service	3128585	WEST LIBERTY BRANCH	335 PRESTONBURG ROAD	WEST LIBERTY	KY	41472	MORGAN	UNITED STATES	363791	2	CITIZENS BANK, THE	962313	

Revised 07/16/14

**Form FR Y-6**  
December 31, 2013

The Citizens Bank  
Morehead, Kentucky

**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 12/31/2013

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

(1)(a) Name & Address	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of each Class of Voting Securities	(2)(a) Name & Address	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of each Class of Voting Securities
The Hutchinson Family Trust Susan J Neff, Trustee Morehead KY [REDACTED]	USA	Common Stock 15,331.24 70%			
Susan J Neff Morehead KY [REDACTED]	USA	Common Stock 1,848.44 8.44%			
Robert D Neff Morehead KY [REDACTED]	USA	Common Stock 120.00 0.54%			
Heather J H Neff Perkins Morehead KY [REDACTED]	USA	Common Stock 1,514.89 6.92%			
Ryan D Neff Morehead KY [REDACTED]	USA	Common Stock 1,467.06 6.70%			
Jennifer Markwell Morehead KY [REDACTED]	USA	Common Stock 1,619.60 7.40%			

**Form FR Y-6**  
December 31, 2013

The Citizens Bank  
Morehead, Kentucky

Report Item 4: Directors and Officers  
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
Susan J Neff Morehead KY [REDACTED]	N/A	Chairman/ President & Director	Chairman of Board & Director	-None-	8.44%	-None-	N/A
The Hutchinson Family Trust Susan J Neff, Trustee Morehead KY [REDACTED]					70.00%		
Robert D Neff Morehead KY [REDACTED]	N/A	Secretary/Treasurer & Director	President & CEO	-None-	.54%	-None-	N/A
Heather J H Neff Perkins Morehead KY [REDACTED]	N/A	Director	Director	Secretary/ Treasurer Sphinx Inc	6.92%	-None-	Sphinx Inc 33.33%
Ryan D Neff Morehead KY [REDACTED]	N/A	Director	Director	Vice President Sphinx Inc	6.70%	-None-	Sphinx Inc 33.33%
Jennifer Markwell Morehead, KY [REDACTED]	N/A	Director	Director	President Sphinx Inc	7.40%	-None-	Sphinx Inc 33.33%
					Total- 100% -		21,901.33 Shares Outstanding 4.080.00 Treasury Stock