

Board of Governors of the Federal Reserve System



FEDERAL RESERVE BANK
 OF CLEVELAND

Annual Report of Holding Companies—FR Y-6

2014 JAN 30 A 8 29

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):

12/31/13
 Month / Day / Year

I, Kathy Samples
 Name of the Holding Company Director and Official
President
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Citizens Guaranty Financial Corporation
 Legal Title of Holding Company

25 River Dr. / P.O. Box 630
 (Mailing Address of the Holding Company) Street / P.O. Box

Irvine KY 40336
 City State Zip Code

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:

Lisa Puckett CFO
 Name Title

606-723-2139
 Area Code / Phone Number / Extension

606-723-2142
 Area Code / FAX Number

Lpuckett@mycgb.com
 E-mail Address

Kathy Samples
 Signature of Holding Company Director and Official

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

Date of Signature

1/24/14

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 1143294
 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

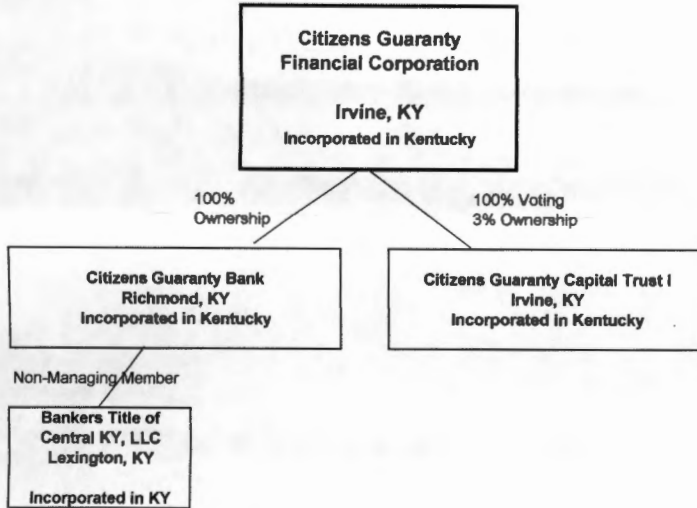
Form FR Y-6

**Citizens Guaranty Financial Corporation
Irvine, Kentucky
Fiscal Year Ending December 31, 2013**

Report Item

1: CGFC does not prepare an annual report of the holding company for the shareholders, and therefore, is not included.

2a: Organizational Chart



2b: Domestic Branch Listing

Submitted via email on 1/24/14 to Structure@clev.frb.org.

Report Item 3: Securities Holders

(1a) Name & Address	(1b) Country of Citizenship	(1c) Number & Percentage of Each Class of Voting Securities
John M St. Clair, Jr Trust #UD11606 Irvine KY	USA	14 100%-Common stock
(2a) Name & Address	(2b) Country of Citizenship	(2c) Number & Percentage of Each Class of Voting Securities

None

Report Item 4: Insiders

1 Name & Address	2 Principal Occupation if other than with Bank Holding Co	3a Title & Position with Bank Holding Company	3b Title & Position with Subsidiaries	3c Title & Position with Other Businesses	4a Percentage of Voting Shares in Bank Holding Company	4b Percentage of Voting Shares in Subsidiaries	4c Other companies if 25% or more of voting securities are held
Verlon Prewitt Irvine, KY USA	Retired COO of Carhart	Director	Director/Chairman (Citizens Guaranty Bank)	N/A	0.00%	None	N/A
Kathy Samples Irvine, KY USA	N/A	Director/President Chairman	Director CEO (Citizens Guaranty Bank)	N/A	0.00%	None	N/A
Michael Wilson Irvine KY USA	N/A	Director	Director President (Citizens Guaranty Bank)	N/A	0.00%	None	N/A
Marcia Newton Irvine, KY USA	Retired Senior Lender with Citizens Guaranty Bank	Director	Director/Vice Chairman (Citizens Guaranty Bank)	N/A	0.00%	None	N/A

Results: A list of branches for your depository institution: CITIZENS GUARANTY BANK (ID_RSSD: 764816).
 This depository institution is held by CITIZENS GUARANTY FINANCIAL CORPORATION (1143294) of IRVINE, 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 (Head Office)	764816	CITIZENS GUARANTY BANK	457 EAST MAIN STREET	RICHMOND	KY	40475	MADISON	UNITED STATES	14420	0	CITIZENS GUARANTY BANK	764816	
OK		Full Service	4057338	CITIZENS GUARANTY BANK-BEREA BRANCH	214 RICHMOND ROAD NORTH, SUITE 10	BEREA	KY	40403	MADISON	UNITED STATES	493985	6	CITIZENS GUARANTY BANK	764816	
OK		Full Service	2412120	RIVER DRIVE BRANCH	25 RIVER DRIVE	IRVINE	KY	40336	ESTILL	UNITED STATES	251848	2	CITIZENS GUARANTY BANK	764816	
OK		Full Service	150512	WEST IRVINE BRANCH	1282 RICHMOND ROAD	IRVINE	KY	40336	ESTILL	UNITED STATES	251847	1	CITIZENS GUARANTY BANK	764816	
OK		Full Service	3943676	SOUTH LAUREL BRANCH	1105 WEST 5TH STREET, SUITE 2	LONDON	KY	40741	LAUREL	UNITED STATES	500341	7	CITIZENS GUARANTY BANK	764816	
OK		Full Service	2834094	FOUR MILE ROAD BRANCH	979 FOUR MILE ROAD	RICHMOND	KY	40475	MADISON	UNITED STATES	356971	3	CITIZENS GUARANTY BANK	764816	