

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 MAR 24 A 11:29

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):

December 31, 2013

Month / Day / Year

I, **Ted R. Frith**

Reporter's Name, Street, and Mailing Address

Rockcastle Bancorp, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman

P.O. Box 127

Title of the Holding Company Director and Official

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

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.

Brodhead KY 40409

City State Zip Code

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.

53 S. Main Street Brodhead, KY 40409

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Cynthia B. Wesley Vice President

Ted Frith
Signature of Holding Company Director and Official

Name Title

03/18/2014

606-758-4108

Area Code / Phone Number / Extension

Date of Signature

606-758-9542

Area Code / FAX Number

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

cwesley@citizensbankrb.com

E-mail Address

For Federal Reserve Bank Use Only

RSSD ID **2262268**
C.I. _____

www.citizensbankrb.com

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

For Use By Tiered Holding Companies

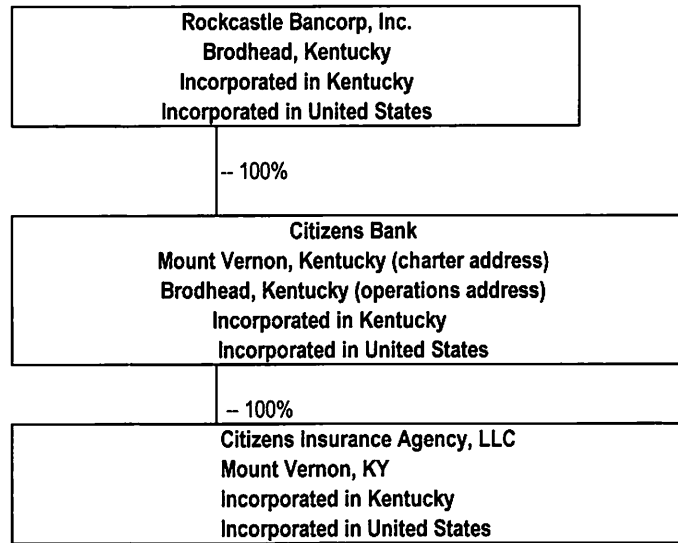
Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

Form FR Y-6
 Annual Report of Bank Holding Companies
 Rockcastle Bancorp, Inc.
 Brodhead, Kentucky
 December 31, 2013

1 None - no annual report is prepared.

2 (a) Organizational Chart:



2 (b) Domestic Branch Listing

Branch Name	Date Opened, Closed, Changed	Street Address	City	County	State	Zip Code	Country	Branch Service Type
Citizens Bank - Mt. Vernon	Opened - 1999	411 New Brodhead Rd	Mount Vernon	Rockcastle	KY	40456 USA		Full Service
Citizens Bank - Brodhead	Opened - 1962	53 South Main Street	Brodhead	Rockcastle	KY	40409 USA		Full Service
Citizens Bank - McKee	Opened - 10/10/1995	152 US Hwy 421 S	McKee	Jackson	KY	40447 USA		Full Service
Citizens Bank - Somerset	Opened - 11/2007	127 Main Street	Somerset	Pulaski	KY	42501 USA		Full Service
↔ Citizens Insurance Agency, LLC	Opened - 1/1/13	210 E. Main Street	Mount Vernon	Rockcastle	KY	40456 USA		Insurance Agency

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3(1) Shareholders that directly or indirectly own 5% or more of voting stock:

Name & Address	Cit.	Number of Shares	Percentage
Jean R. Allen Mt. Vernon, Ky [REDACTED]	USA	148 includes 19 shares jointly owned with M. Adams	10.14%
Charlotte Carrera Brodhead, Ky [REDACTED]	USA	175	11.99%
Theodore R. Frith Louisville, Ky [REDACTED]	USA	413 includes 130 shares held by his children, [REDACTED] 5 shares owned by Mr. Frith's spouse	28.29%
Betsy Jane Frith Harcourt Louisville, Ky [REDACTED]	USA	257 [REDACTED]	17.60%
Joseph R. Young Mt. Vernon, Ky [REDACTED]	USA	140.58 includes 24 shares held by Mr. Young's spouse and 12.25 shares held by his son [REDACTED]	9.63%
Brenda Murphy Clark Crab Orchard, Ky [REDACTED]	USA	94 includes 18 shares held by Ms. Clark's children	6.44%

3(2) Shareholders that owned 5% or more of voting stock during the fiscal year:

None

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Rockcastle Bancorp, Inc.
December 31, 2013

4 Holding Company Officers, Directors & Principal Shareholders

Name	Offices Held	Number of Shares	Percentage
Bobby A. Proctor Brodhead, Ky [REDACTED] Retired	USA Director - Bancorp Director - Citizens Bank	27.50 [REDACTED]	1.90%
Joseph R. Young Mt. Vernon, Ky [REDACTED] Retired Pharmacist	USA Secretary/Director - Bancorp Director - Citizens Bank	140.58 includes 24 shares held by Mr. Young's spouse and 12.25 shares held by his son [REDACTED]	9.63%
Sammy L. Ford Mt Vernon, KY [REDACTED] Realtor	USA Director - Bancorp Director - Citizens Bank Ford Brothers, Inc. 60% Ford Rentals 100% Ford Development 50%	50.00 includes 27 shares held by spouse	3.43%
Theodore R. Frith Louisville, Ky [REDACTED] Retired EVP - Bank One Kentucky NA	USA Chairman/Director - Bancorp Chairman/Director - Citizens Bank Principal Shareholder	413.00 includes 130 shares held by his children, [REDACTED] 5 shares owned by Mr. Frith's spouse	28.29%
Jean R. Allen Mt. Vernon, KY [REDACTED] Retired	USA Principal shareholder	148.00 includes 19 shares jointly owned with daughter, M. Adams	10.14%
Charlotte Carrera Brodhead, Ky [REDACTED] Farmer	USA Principal shareholder	175.00	11.99%
Betsy Jane Frith Harcourt Louisville, Ky [REDACTED] Housewife	USA Principal shareholder	257.00 [REDACTED]	17.60%
Corey C. Craig Mt. Vernon, KY [REDACTED] Banker	USA President - Bancorp President/CEO/Director - Citizens Bank Craig Cattle Company, Inc. 50% Black Gold Genetics, Inc. 33%	-	0.00%
Cynthia B. Wesley Waynesburg, KY [REDACTED] Banker	USA Vice President - Bancorp Executive Vice President/CFO - Citizens Bank	-	0.00%