

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK
OF CLEVELAND
OCT 15 10 15 AM '15
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, 2014

Month / Day / Year

N/A

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

I, Ted R. Frith

Name of the Holding Company Director and Official

Chairman

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Rockcastle Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 127

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

Brodhead KY 40409

City State Zip Code

53 S. Main Street Brodhead, KY 40409

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Cynthia B. Wesley Vice President

Name Title

606-758-4108

Area Code / Phone Number / Extension

606-758-9542

Area Code / FAX Number

cwesley@citizensbankrb.com

E-mail Address

www.citizensbankrb.com

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

Ted Frith
Signature of Holding Company Director and Official

06/10/2015

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 2262268
C.I. _____

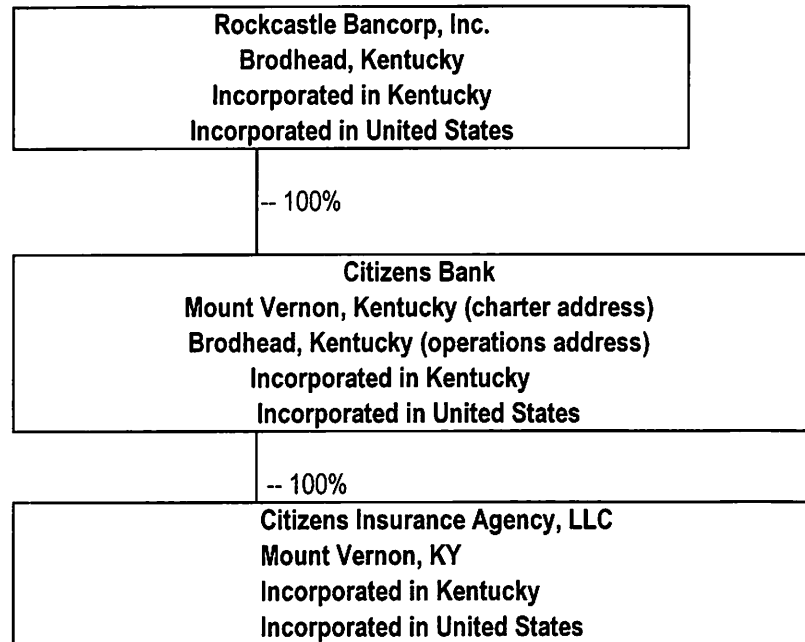
Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:

 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
Annual Report of Bank Holding Companies
Rockcastle Bancorp, Inc.
Brodhead, Kentucky
December 31, 2014

1 None - no annual report is prepared.

2 (a) Organizational Chart:



2 (b) Domestic Branch Listing

Branch listing sent by e-mail

Results: A list of branches for your depository institution: **CITIZENS BANK (ID_RSSD: 840019)**.
 This depository institution is held by **ROCKCASTLE BANCORP, INC. (2262268)** of **BRODHEAD, KY**.
 The data are as of **12/31/2014**. Data reflects information that was received and processed through **04/06/2015**.

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	12/31/2014	Full Service (Head Office)	840019	CITIZENS BANK	411 DYSART WAY	MOUNT VERNON	KY	40456	ROCKCASTLE	UNITED STATES	Not Required	Not Required	CITIZENS BANK	840019	
OK	12/31/2014	Full Service	2522636	BRODHEAD BRANCH	53 SOUTH MAIN STREET	BRODHEAD	KY	40409	ROCKCASTLE	UNITED STATES	181421		2	CITIZENS BANK	840019
OK	12/31/2014	Full Service	1216732	MCKEE BRANCH	495 MAIN STREET SOUTH	MC KEE	KY	40447	JACKSON	UNITED STATES	181420		1	CITIZENS BANK	840019
OK	12/31/2014	Full Service	3763874	MOUNT VERNON BRANCH	411 DYSART WAY	MOUNT VERNON	KY	40456	ROCKCASTLE	UNITED STATES	209		0	CITIZENS BANK	840019
OK	12/31/2014	Full Service	3908059	SOMERSET BRANCH	112 SOUTH MAIN STREET	SOMERSET	KY	42501	PULASKI	UNITED STATES	492715		4	CITIZENS BANK	840019

Form FR Y-6
 Annual Report of Bank Holding Companies
 Rockcastle Bancorp, Inc.
 December 31, 2014

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, 278 shares held in trust for his children, 5 shares owned by Mr. Frith's spouse	28.29%
Betsy Jane Frith Harcourt Louisville, Ky [REDACTED]	USA	257 includes 66 shares held as custodian for minor child	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 and 2 shares as custodian for minor grandchildren	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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Annual Report of Bank Holding Companies
Rockcastle Bancorp, Inc.
December 31, 2014

4 Holding Company Officers, Directors & Principal Shareholders

Name	Offices Held	Number of Shares	Percentage
Bobby A. Proctor Brodhead, Ky [REDACTED] Retired	Director - Bancorp USA Director - Citizens Bank	27.50	All shares are listed as Payable on Death to children of Mr. Proctor and his spouse
Joseph R. Young Mt. Vernon, Ky [REDACTED] Retired Pharmacist	Secretary/Director - Bancorp USA Director - Citizens Bank	140.58	includes 24 shares held by Mr. Young's spouse and 12.25 shares held by his son and 2 shares as custodian for minor grandchildren
Sammy L. Ford Mt Vernon, KY [REDACTED] Realtor	Director - Bancorp USA Director - Citizens Bank Ford Brothers, Inc. 60% Ford Rentals 100% Ford Development 50%	50.00	includes 27 shares held by spouse
Willis G. Coffey Mt. Vernon, KY [REDACTED] Attorney	Director - Bancorp USA Director - Citizens Bank Coffey & Ford PSC - 50%	1.00	
Theodore R. Frith Louisville, Ky [REDACTED] Retired EVP - Bank One Kentucky NA	Chairman/Director - Bancorp USA Chairman/Director - Citizens Bank Principal Shareholder	413.00	includes 130 shares held by his children, 278 shares held in trust for his children, 5 shares owned by Mr. Frith's spouse
Jean R. Allen Mt. Vernon, KY [REDACTED] Retired	USA Principal shareholder	148.00	includes 19 shares jointly owned with daughter, M. Adams
Charlotte Carrera Brodhead, Ky [REDACTED] Farmer	USA Principal shareholder	175.00	
Betsy Jane Frith Harcourt Louisville, Ky [REDACTED] Housewife	USA Principal shareholder	257.00	includes 66 shares held as custodian for minor child
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%	-	
Cynthia B. Wesley Waynesburg, KY [REDACTED] Banker	USA Vice President - Bancorp Executive Vice President/CFO - Citizens Bank	-	