

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, Joseph R. Young
 Name of the Holding Company Director and Official
Secretary
 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.

Joseph R. Young
 Signature of Holding Company Director and Official
02/28/2017
 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 _____
 C.I. _____

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

12/31/2016
 Month / Day / Year

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

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 Kentucky 40409-0127
 City State Zip Code

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
 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

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."

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

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

City State Zip Code

Physical Location (if different from mailing address)

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

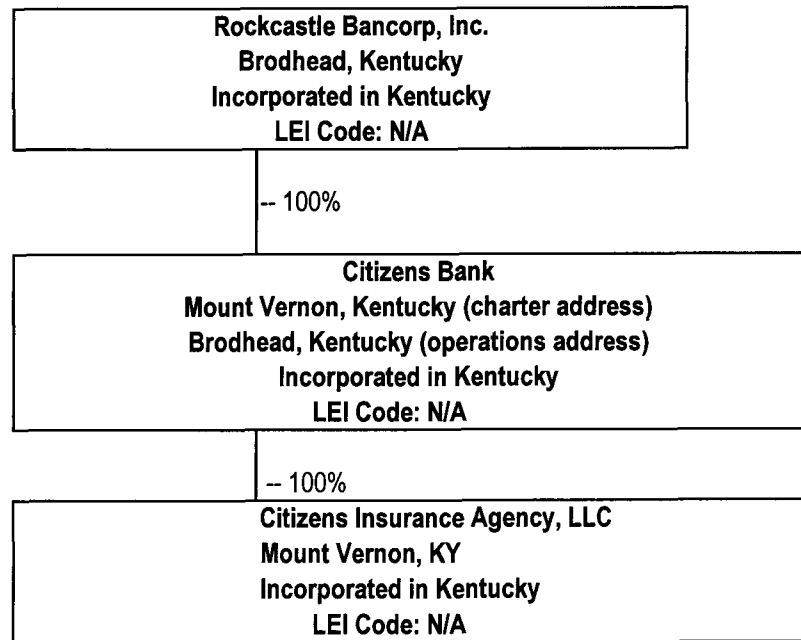
City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6
Annual Report of Bank Holding Companies
Rockcastle Bancorp, Inc.
Brodhead, Kentucky
December 31, 2016

1 The bank holding company does not prepare an annual report for its securities holders and is not registered with the SEC.

2 (a) Organizational Chart:



2 (b) Domestic branch listing provided to the Federal Reserve Bank. The listing is provided as an additional sheet in the PDF electronic file transmission.

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 [12/31/2016](#). Data reflects information that was received and processed through [01/10/2017](#).

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	12/31/2016	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	12/31/2016	Full Service	2522636	BRODHEAD BRANCH	53 SOUTH MAIN STREET	BRODHEAD	KY	40409	ROCKCASTLE	UNITED STATES	181421	2	CITIZENS BANK	840019	
OK	12/31/2016	Full Service	1216732	MCKEE BRANCH	495 MAIN STREET SOUTH	MC KEE	KY	40447	JACKSON	UNITED STATES	181420	1	CITIZENS BANK	840019	
OK	12/31/2016	Full Service	3763874	MOUNT VERNON BRANCH	411 DYSART WAY	MOUNT VERNON	KY	40456	ROCKCASTLE	UNITED STATES	209	0	CITIZENS BANK	840019	
OK	12/31/2016	Full Service	3908059	SOMERSET BRANCH	1850 S HIGHWAY 27	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, 2016

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 Prospect, Ky [REDACTED]	USA	257 includes 66 shares owned by children	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 not listed in 3(1) 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, 2016

4 Holding Company Officers, Directors & Principal Shareholders

(1) Name, City State, Country	(2) Principal Occupation, if other than with Holding Company	(3)(a) Title & Position With Holding Company	(3)(b) Title & Position with Subsidiaries (include name of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in 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
Bobby A Proctor Brodhead, KY USA	Retired Banker	Director	Director (Citizens Bank)	N/A	1.90%	None	N/A
Joseph R. Young Mt Vernon, KY USA	Retired Pharmacist	Director and Secretary	Director (Citizens Bank)	N/A	9.63%	None	N/A
Sammy L. Ford Mt Vernon, KY USA	Realtor	Director	Director (Citizens Bank)	Owner (Ford Brothers, Inc) Weichert Realtors Owner (Ford Rentals) Owner (Ford Development)	3.43%	None	Ford Brothers, Inc (60%) Ford Rentals (100%) Ford Development (50%)
Willis G Coffey Mt Vernon, KY USA	Attorney	Director	Director (Citizens Bank)	Owner (Coffey & Ford PSC)	0.07%	None	Coffey & Ford PSC (50%)
Theodore R Frith Louisville, KY USA	Retired Banker	Director & Chairman of the Board	Director (Citizens Bank) Chairman of Board (Citizens Bank)	N/A	28.29%	None	N/A
Jean R. Allen Mt Vernon, KY USA	Retired	N/A	N/A	N/A	10.14%**	None	N/A
Charlotte Carrera Brodhead, KY USA	Retired Farmer	N/A	N/A	N/A	11.99%**	None	N/A
Betsy Jane Frith Harcourt Prospect, KY USA	Homemaker	N/A	N/A	N/A	17.60%**	None	N/A
Corey C. Craig Mt Vernon, KY USA	Banker	President	President & CEO (Citizens Bank) Director (Citizens Bank)	Owner (Craig Cattle Company, Inc) Owner (Black Gold Genetics, Inc)	0.00%	None	Craig Cattle Company, Inc (50%) Black Gold Genetics, Inc (33%)
Cynthia B. Wesley Waynesburg, KY USA	Banker	Vice President	Executive Vice President/CFO (Citizens Bank) Board Secretary (Citizens Bank)	N/A	0.00%	None	N/A

**Note Although these individuals are not directors or officers of the holding company, information must be provided because they are considered "principal securities holders" of the holding company. This definition can be found in the FR Y-6 instructions.