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)); 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.

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.

Robert D. Neff
Secretary/Treasurer

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.

Signature of Holding Company Director and Official

[Signature]

Date of Signatures

December 31, 2013

Reporters' 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

Physical location (if different from mailing address)

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

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:

☐ No

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."
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: ___________________
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 UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>962313</td>
<td>CITIZENS BANK, THE</td>
<td>114 WEST MAIN STREET</td>
<td>MOREHEAD</td>
<td>KY</td>
<td>40351</td>
<td>ROWAN</td>
<td>UNITED STATES</td>
<td>6735</td>
<td>0</td>
<td>CITIZENS BANK, THE</td>
<td>962313</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>657413</td>
<td>TRADEMORE BRANCH</td>
<td>100 KROGER CENTER</td>
<td>MOREHEAD</td>
<td>KY</td>
<td>40351</td>
<td>ROWAN</td>
<td>UNITED STATES</td>
<td>222525</td>
<td>1</td>
<td>CITIZENS BANK, THE</td>
<td>962313</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>370516</td>
<td>MAIN STREET BRANCH</td>
<td>22 EAST MAIN STREET</td>
<td>OWINGSVILLE</td>
<td>KY</td>
<td>40360</td>
<td>BATH</td>
<td>UNITED STATES</td>
<td>11664</td>
<td>3</td>
<td>CITIZENS BANK, THE</td>
<td>962313</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>334611</td>
<td>CITIZENS BANK BRANCH</td>
<td>648 MAIN STREET</td>
<td>SHARPSBURG</td>
<td>KY</td>
<td>40374</td>
<td>BATH</td>
<td>UNITED STATES</td>
<td>5596</td>
<td>4</td>
<td>CITIZENS BANK, THE</td>
<td>962313</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3128585</td>
<td>WEST LIBERTY BRANCH</td>
<td>335 PRESTONBURG ROAD</td>
<td>WEST LIBERTY</td>
<td>KY</td>
<td>41472</td>
<td>MORGAN</td>
<td>UNITED STATES</td>
<td>363791</td>
<td>2</td>
<td>CITIZENS BANK, THE</td>
<td>962313</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
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 December 31, 2013  

<table>
<thead>
<tr>
<th>(1)(a) Name &amp; Address</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number &amp; Percentage of each Class of Voting Securities</th>
<th>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</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Hutchinson Family Trust</td>
<td>USA</td>
<td>Common Stock 15,331.24 70%</td>
<td></td>
</tr>
<tr>
<td>Susan J Neff, Trustee</td>
<td>USA</td>
<td>Common Stock 1,848.44 8.44%</td>
<td></td>
</tr>
<tr>
<td>Robert D Neff</td>
<td>USA</td>
<td>Common Stock 120.00 0.54%</td>
<td></td>
</tr>
<tr>
<td>Heather J H Neff Perkins</td>
<td>USA</td>
<td>Common Stock 1,514.89 6.92%</td>
<td></td>
</tr>
<tr>
<td>Ryan D Neff</td>
<td>USA</td>
<td>Common Stock 1,467.06 6.70%</td>
<td></td>
</tr>
<tr>
<td>Jennifer Markwell</td>
<td>USA</td>
<td>Common Stock 1,619.60 7.40%</td>
<td></td>
</tr>
</tbody>
</table>
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)

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries</th>
<th>(3)(c) Title &amp; Position with Other Businesses</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(c) List names of other companies if 25% or more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Susan J Neff</td>
<td>N/A</td>
<td>Chairman/President &amp; Director</td>
<td>Chairman of Board &amp; Director</td>
<td>-None-</td>
<td>8.44%</td>
<td>-None-</td>
<td>N/A</td>
</tr>
<tr>
<td>Morehead KY</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>The Hutchinson Family Trust</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Susan J Neff, Trustee</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Morehead KY</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Robert D Neff</td>
<td>N/A</td>
<td>Secretary/Treasurer &amp; Director</td>
<td>President &amp; CEO</td>
<td>-None-</td>
<td>.54%</td>
<td>-None-</td>
<td>N/A</td>
</tr>
<tr>
<td>Morehead KY</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Heather J H Neff Perkins</td>
<td>N/A</td>
<td>Director</td>
<td>Director</td>
<td>Secretary/Treasurer Sphinx Inc</td>
<td>6.92%</td>
<td>-None-</td>
<td>Sphinx Inc 33.33%</td>
</tr>
<tr>
<td>Morehead KY</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ryan D Neff</td>
<td>N/A</td>
<td>Director</td>
<td>Director</td>
<td>Vice President Sphinx Inc</td>
<td>6.70%</td>
<td>-None-</td>
<td>Sphinx Inc 33.33%</td>
</tr>
<tr>
<td>Morehead KY</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jennifer Markwell</td>
<td>N/A</td>
<td>Director</td>
<td>Director</td>
<td>President Sphinx Inc</td>
<td>7.40%</td>
<td>-None-</td>
<td>Sphinx Inc 33.33%</td>
</tr>
<tr>
<td>Morehead, KY</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total: 100% - 21,901.33 Shares Outstanding
4,080.00 Treasury Stock