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. §§ 24(a)(1), 602, and 611a); Section 211.11(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 officer 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.

I. Kathy Samples  
Name of the Holding Company Director and Officer  
President  
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.

Signature of Holding Company Director and Officer  
07/29/2015

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  
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.”

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

December 31, 2014  
Month / Day / Year

None/NA  
Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Citizens Guaranty Financial Corporation  
Legal Title of Holding Company

25 River Drive / PO Box 630  
Street / P.O. Box

Irvine  
City  
KY  
State  
40336  
Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Lisa Puckett  
Name  
CFO  
Title

606-726-2004  
Area Code / Phone Number / Extension

606-723-2139  
Area Code / Fax Number

lpuckett@MyCGB.com  
E-mail Address

None  
Address (URL) for the Holding Company’s web page

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required format and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
Form FR Y-6
Citizens Guaranty Financial Corporation
Irvine, Kentucky
Fiscal Year Ending December 31, 2014

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

Citizens Guaranty
Financial Corporation
Irvine, KY
Incorporated in Kentucky

100% Ownership

Citizens Guaranty Bank
Richmond, KY
Incorporated in Kentucky

100% Voting
3% Ownership

Citizens Guaranty Capital Trust I
Irvine, KY
Incorporated in Kentucky

Non-Managing Member

Bankers Title of
Central KY, LLC
Lexington, KY
Incorporated in KY

2b: Domestic Branch Listing
Submitted via email on 1/28/15 to Structure@clef.frb.org.

Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>(1a) Name &amp; Address</th>
<th>(1b) Country of Citizenship</th>
<th>(1c) Number &amp; Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>John M St. Clair, Jr</td>
<td>USA</td>
<td>14 100%-Common stock</td>
</tr>
<tr>
<td>Trust #841606</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Irvine KY</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

None

Report Item 4: Insiders

<table>
<thead>
<tr>
<th>1 Name &amp; Address</th>
<th>2 Principal Occupation if other than with Bank Holding Co.</th>
<th>3a Title &amp; Position with Bank Holding Company</th>
<th>3b Title &amp; Position with Subsidiaries</th>
<th>3c Title &amp; Position with Other Businesses</th>
<th>4a Percentage of Voting Shares in Bank Holding Company</th>
<th>4b Percentage of Voting Shares in Subsidiaries</th>
<th>4c Other companies if 25% or more of voting securities are held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Verlon Prewitt</td>
<td>retired COO of Cariart</td>
<td>Director</td>
<td>Director/Chairman</td>
<td>N/A</td>
<td>0.00%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Irvine, KY USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kathy Samples</td>
<td>N/A</td>
<td>Director/President Chairman</td>
<td>Director</td>
<td>Trustee of John M St Clair, Jr Trust</td>
<td>0.00%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Irvine KY USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Michael Wilson</td>
<td>N/A</td>
<td>Director</td>
<td>Director</td>
<td>N/A</td>
<td>0.00%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Irvine KY USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Marcia Newton</td>
<td>retired senior lender with Citizens Guaranty Bank</td>
<td>Director</td>
<td>Director/Vice Chairman</td>
<td>N/A</td>
<td>0.00%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Irvine KY USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
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 12/11/2014. Data reflects information that was received and processed through 01/07/2015.

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 closing 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 respective 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.

<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></td>
<td>Full Service (Head Office)</td>
<td>764816</td>
<td>CITIZENS GUARANTY BANK</td>
<td>457 EAST MAIN STREET</td>
<td>RICHMOND</td>
<td>KY</td>
<td>40475</td>
<td>MADISON</td>
<td>UNITED STATES</td>
<td>14420</td>
<td>0</td>
<td>CITIZENS GUARANTY BANK</td>
<td>764816</td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4057138</td>
<td>CITIZENS GUARANTY BANK-Berea Branch</td>
<td>214 RICHMOND ROAD NORTH, SUITE 10</td>
<td>BREA</td>
<td>KY</td>
<td>40403</td>
<td>MADISON</td>
<td>UNITED STATES</td>
<td>493945</td>
<td>6</td>
<td>CITIZENS GUARANTY BANK</td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>2412129</td>
<td>RIVER DRIVE BRANCH</td>
<td>25 RIVER DRIVE</td>
<td>IRVINE</td>
<td>KY</td>
<td>40336</td>
<td>ESTILL</td>
<td>UNITED STATES</td>
<td>258404</td>
<td>2</td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>1501112</td>
<td>WEST IRVINE BRANCH</td>
<td>1282 RICHMOND ROAD</td>
<td>IRVINE</td>
<td>KY</td>
<td>40336</td>
<td>ESTILL</td>
<td>UNITED STATES</td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3948376</td>
<td>SOUTH LAUREL BRANCH</td>
<td>3105 WEST 5TH STREET, SUITE 2</td>
<td>LONDON</td>
<td>KY</td>
<td>40341</td>
<td>LAUREL</td>
<td>UNITED STATES</td>
<td>509384</td>
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<tr>
<td>OK</td>
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<td>Full Service</td>
<td>2834093</td>
<td>FOUR MILE ROAD BRANCH</td>
<td>979 FOUR MILE ROAD</td>
<td>RICHMOND</td>
<td>KY</td>
<td>40475</td>
<td>MADISON</td>
<td>UNITED STATES</td>
<td>356972</td>
<td>3</td>
<td>CITIZENS GUARANTY BANK</td>
<td>764816</td>
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</tbody>
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