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 6(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 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
President/Chairman/Director

Name of the Holding Company Director and Official

Title of the Holding Company Director and Official
test 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

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

12/31/2015
Month / Day / Year

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

Citizens Guaranty Financial Corporation
Legal Title of Holding Company

25 River Dr / PO Box 630
(Mailing Address of the Holding Company)
Irvine, CA 92614
State / Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Lisa Puckett
Name
CEO
Title

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

606-723-2142
Area Code / FAX Number

Lpuckett@mycgb.com
E-mail Address

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

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 11432948
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

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 form 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.

12/2015
Form FR Y-6
Citizens Guaranty Financial Corporation
Irvine, Kentucky
Fiscal Year Ending December 31, 2015

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
(LEI - None)
Irvine, KY
 Incorporated in Kentucky

100% Ownership

Citizens Guaranty Bank
(LEI - None)
Richmond, KY
 Incorporated in Kentucky

4.74% ownership
Non-Managing Member

Bankers Title of
Central KY, LLC
(LEI - None)
Lexington, KY
Incorporated in KY

100% Voting
3% Ownership

Citizens Guaranty Capital Trust
(LEI - None)
Irvine, KY
 Incorporated in Kentucky

2b: Domestic Branch Listing
Submitted via email on 1/28/16 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 Trust #1041606</td>
<td>USA</td>
<td>14</td>
</tr>
<tr>
<td>Irvine KY</td>
<td></td>
<td>100%-Common stock</td>
</tr>
</tbody>
</table>

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>Verdon Prewitt</td>
<td>Retired COO of Canart</td>
<td>Director</td>
<td>Director/Chairman (Citizens Guaranty Bank)</td>
<td>N/A</td>
<td>0.00%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Irvine, KY</td>
<td>USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kathy Sampels</td>
<td>N/A</td>
<td>Director/President</td>
<td>Director CEO (Citizens Guaranty Bank)</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</td>
<td>USA</td>
<td>Chairman</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 President (Citizens Guaranty Bank)</td>
<td>N/A</td>
<td>0.00%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Irvine, KY</td>
<td>USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jacyln St. Clair</td>
<td>N/A</td>
<td>Director</td>
<td>Advisory Director (Citizens Guaranty Bank)</td>
<td>N/A</td>
<td>0.00%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Richmond KY</td>
<td>USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### 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.
- **Close**: If the branch information is incorrect or incomplete, revise the data, in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- **Delete**: If a branch listed was sold or closed, enter "Delete" in the **Data Action** column and the date or closure date in the **Effective Date** 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.

### Submission Procedure

When you are finished, send a saved copy to your IRR contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your IRR contact, put your institution name, city and state in the subject line of the e-mail.

### Note

When satisfying the FR F-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Date 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.boardservgov.gov](https://y10online.boardservgov.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></td>
<td>Full Service</td>
<td>7601964019</td>
<td>GLENN BRANCH</td>
<td>241 RIVER DRIVE</td>
<td>LOUISVILLE</td>
<td>KY</td>
<td>40223</td>
<td>ESTILL</td>
<td>UNITED STATES</td>
<td>30826</td>
<td>3</td>
<td>7601964019</td>
<td>7601964019</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4901964019</td>
<td>TAYLORSVILLE</td>
<td>1501 SOUTHERN WAY</td>
<td>LOUISVILLE</td>
<td>KY</td>
<td>40241</td>
<td>ESTILL</td>
<td>UNITED STATES</td>
<td>30826</td>
<td>3</td>
<td>7601964019</td>
<td>7601964019</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>5941964019</td>
<td>SOUTHERN CITY</td>
<td>120 SOUTHERN AVENUE</td>
<td>LOUISVILLE</td>
<td>KY</td>
<td>40215</td>
<td>ESTILL</td>
<td>UNITED STATES</td>
<td>30826</td>
<td>3</td>
<td>7601964019</td>
<td>7601964019</td>
<td></td>
</tr>
</tbody>
</table>