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.

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.

Robert D Neff
Name of the Holding Company Director and Official
Secretary/Treasurer
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.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2016
Month / Day / Year

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

Robert Brown
Name
AVP
Title

606-780-0000 116
Area Code / Phone Number / Extension

606-784-4616
Area Code / FAX Number

rbrown@tcbanytime.com
E-mail Address

The 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)

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

RISD ID 1071565
C.I.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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.
Report Item 2: Organization Chart

1. The Citizens Bancorp of Morehead, Incorporated
   Morehead, Kentucky USA
   State of Incorporation: Kentucky
   \[\text{100\%}\]

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: 01/18/17
### 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.

<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 UNINUM*</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>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>
</tr>
<tr>
<td>OK</td>
<td></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>
</tr>
<tr>
<td>OK</td>
<td></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>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>394611</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>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3128516</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>969791</td>
<td>2</td>
<td>CITIZENS BANK, THE</td>
<td>962313</td>
<td></td>
</tr>
</tbody>
</table>
The Citizens Bank  
Morehead, Kentucky

Report Item 3: Shareholders  
(1)(a)(b)(c) and (2)(a)(b)(c)

<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>(2)(a) Name &amp; Address</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number &amp; Percentage of each Class of Voting Securities</th>
</tr>
</thead>
</table>
| The Hutchinson Family Trust 
Susan J Neff, Trustee  
Morehead KY  
USA  
Common Stock  
15,331.24  
70% | USA  
Common Stock  
1,848.44  
8.44%  
N/A | \[
\]
| Robert D Neff  
Morehead KY  
USA  
Common Stock  
120.00  
0.54%  
N/A | \[
\]
| Heather J H Neff Perkins  
Morehead KY  
USA  
Common Stock  
1,514.89  
6.92%  
N/A | \[
\]
| Ryan D Neff  
Morehead KY  
USA  
Common Stock  
1,467.06  
6.70%  
N/A | \[
\]
| Jennifer Markwell  
Morehead KY  
USA  
Common Stock  
1,619.60  
7.40%  
N/A | \[
\]
<table>
<thead>
<tr>
<th>(1) 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>N/A</td>
<td>N/A</td>
<td></td>
<td>N/A</td>
<td>70.00%</td>
<td>N/A</td>
<td>N/A</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/CEO</td>
<td>None</td>
<td>0.54%</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</td>
<td>6.92%</td>
<td>None</td>
<td>Sphinx Inc 33.33%</td>
</tr>
<tr>
<td>Morehead KY</td>
<td></td>
<td></td>
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<td>Sphinx Inc</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</td>
<td>6.70%</td>
<td>None</td>
<td>Sphinx Inc 33.33%</td>
</tr>
<tr>
<td>Morehead KY</td>
<td></td>
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<td></td>
<td>Sphinx Inc</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</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>Sphinx Inc</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong>: 100%</td>
<td>21,901.33 Shares Outstanding</td>
<td>4,080.00 Treasury Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>