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 as an LLC, see the General Instructions for the authorized individual who must sign the report.

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.

Signature of Holding Company Director and Official
02/19/2019

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.

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.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2018
Month / Day / Year

N/A
Reporters’ Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters’ 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
KY
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
Name

Vice President
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.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 1.9 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.
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:

```
Rockcastle Bancorp, Inc.
Brodhead, Kentucky
Incorporated in Kentucky
LEI Code: N/A

-- 100%

Citizens Bank
Mount Vernon, Kentucky (charter address)
Brodhead, Kentucky (operations address)
Incorporated in Kentucky
LEI Code: N/A

-- 100%

Citizens Insurance Agency, LLC
Mount Vernon, KY
Incorporated in Kentucky
LEI Code: N/A
```

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 12/31/2018. Data reflects information that was received and processed through 02/19/2019.

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>Country</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>12/31/2018</td>
<td>Full Service</td>
<td>840019</td>
<td>CITIZENS BANK</td>
<td>411 DYSART WAY</td>
<td>MOUNT VERNON</td>
<td>KY</td>
<td>40456</td>
<td>ROCKCASTLE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>CITIZENS BANK</td>
<td>840019</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>12/31/2018</td>
<td>Full Service</td>
<td>2522636</td>
<td>BRODHEAD BRANCH</td>
<td>51 SOUTH MAIN STREET</td>
<td>BRODHEAD</td>
<td>KY</td>
<td>40409</td>
<td>ROCKCASTLE</td>
<td>UNITED STATES</td>
<td>181421</td>
<td>2</td>
<td>CITIZENS BANK</td>
<td>840019</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>12/31/2018</td>
<td>Full Service</td>
<td>1216732</td>
<td>McKEE BRANCH</td>
<td>455 MAIN STREET SOUTH</td>
<td>MCKEE</td>
<td>KY</td>
<td>40447</td>
<td>JACKSON</td>
<td>UNITED STATES</td>
<td>181420</td>
<td>1</td>
<td>CITIZENS BANK</td>
<td>840019</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>12/31/2018</td>
<td>Full Service</td>
<td>3763874</td>
<td>MOUNT VERNON BRANCH</td>
<td>411 DYSART WAY</td>
<td>MOUNT VERNON</td>
<td>KY</td>
<td>40456</td>
<td>ROCKCASTLE</td>
<td>UNITED STATES</td>
<td>209</td>
<td>0</td>
<td>CITIZENS BANK</td>
<td>840019</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>12/31/2018</td>
<td>Full Service</td>
<td>3908059</td>
<td>SOMERSET BRANCH</td>
<td>1650 S HIGHWAY 27</td>
<td>SOMERSET</td>
<td>KY</td>
<td>42901</td>
<td>PULASKI</td>
<td>UNITED STATES</td>
<td>492715</td>
<td>4</td>
<td>CITIZENS BANK</td>
<td>840019</td>
<td></td>
</tr>
</tbody>
</table>
Form FR Y-6
Annual Report of Bank Holding Companies
Rockcastle Bancorp, Inc.
December 31, 2018

3(1) Shareholders that directly or indirectly own 5% or more of voting stock:

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Cit.</th>
<th>Number of Shares</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jean R. Allen</td>
<td>USA</td>
<td>148 includes 19 shares jointly owned with M. Adams</td>
<td>10.14%</td>
</tr>
<tr>
<td>Mt. Vernon, Ky</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Andrew Carrera</td>
<td>USA</td>
<td>103</td>
<td>7.05%</td>
</tr>
<tr>
<td>Brodhead, Ky</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Theodore R. Frith</td>
<td>USA</td>
<td>413 includes 130 shares held by his children, 278 shares held in trust for his</td>
<td>28.29%</td>
</tr>
<tr>
<td>Louisville, Ky</td>
<td></td>
<td>children, 5 shares owned by Mr. Frith's spouse</td>
<td></td>
</tr>
<tr>
<td>Betsy Jane Frith Harcourt</td>
<td>USA</td>
<td>257 includes 66 shares owned by children</td>
<td>17.60%</td>
</tr>
<tr>
<td>Prospect, Ky</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Joseph R. Young</td>
<td>USA</td>
<td>140.58 includes 24 shares held by Mr. Young's spouse and 12.25 shares held by his</td>
<td>9.63%</td>
</tr>
<tr>
<td>Mt. Vernon, Ky</td>
<td></td>
<td>son and 2 shares as custodian for minor grandchildren</td>
<td></td>
</tr>
<tr>
<td>Brenda Murphy Clark</td>
<td>USA</td>
<td>94 includes 18 shares held by Ms. Clark's children</td>
<td>6.44%</td>
</tr>
<tr>
<td>Crab Orchard, Ky</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

3(2) Shareholders not listed in 3(1) that owned 5% or more of voting stock during the fiscal year:

None
<table>
<thead>
<tr>
<th>(1) Name, City State, Country</th>
<th>(2) Principal Occupation, if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position With Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include name of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in 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>Bobby A. Proctor</td>
<td>Retired Banker</td>
<td>Director</td>
<td>Director (Citizens Bank)</td>
<td>N/A</td>
<td>1.90%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td>Broxhead, KY USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Joseph R. Young</td>
<td>Retired Pharmacist</td>
<td>Director and Secretary</td>
<td>Director (Citizens Bank)</td>
<td>N/A</td>
<td>9.53%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Mt. Vernon, KY USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sammy L. Ford</td>
<td>Realtor</td>
<td>Director</td>
<td>Director (Citizens Bank)</td>
<td>Owner (Ford Brothers, Inc.)</td>
<td>3.43%</td>
<td>None</td>
<td>Ford Brothers, Inc. (60%) Ford Rental (100%) Ford Development (50%)</td>
</tr>
<tr>
<td>Mt. Vernon, KY USA</td>
<td></td>
<td></td>
<td></td>
<td>Weichert Realtors</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Owner (Ford Rental)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Owner (Ford Development)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Willis G. Coffey</td>
<td>Attorney</td>
<td>Director</td>
<td>Director (Citizens Bank)</td>
<td>Owner (Coffey &amp; Ford PSC)</td>
<td>0.07%</td>
<td>None</td>
<td>Coffey &amp; Ford PSC (50%)</td>
</tr>
<tr>
<td>Mt. Vernon, KY USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Theodore R. Frith</td>
<td>Retired Banker</td>
<td>Director &amp; Chairman of the Board</td>
<td>Director (Citizens Bank)</td>
<td>N/A</td>
<td>28.29%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Louisville, KY USA</td>
<td></td>
<td></td>
<td>Chairman of Board (Citizens Bank)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jean R. Allen</td>
<td>Retired</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>10.14%**</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Mt. Vernon, KY USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Betty Jane Frith Harcourt</td>
<td>Homemaker</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>17.80%**</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Prospect, KY USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Corey C. Craig</td>
<td>Banker</td>
<td>President</td>
<td>President &amp; CEO (Citizens Bank)</td>
<td>Owner (Craig Cattle Company, Inc.)</td>
<td>0.00%</td>
<td>None</td>
<td>Craig Cattle Company, Inc. (50%) Black Gold Genetics, Inc. (33%)</td>
</tr>
<tr>
<td>Mt. Vernon, KY USA</td>
<td></td>
<td></td>
<td>Director (Citizens Bank)</td>
<td>Owner (Black Gold Genetics, Inc.)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cynthia B. Wesley</td>
<td>Banker</td>
<td>Vice President</td>
<td>Executive Vice President/CFO (Citizens Bank)</td>
<td>N/A</td>
<td>0.00%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Waynesburg, KY USA</td>
<td></td>
<td></td>
<td>Board Secretary (Citizens Bank)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**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.