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(b)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 246(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.

1. Robert D Neff
   Name of the Holding Company Director and Officer
   Secretary/Treasurer
   Title of the Holding Company Director and Officer

   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

   Date of Signature

   For holding companies not registered with the SEC—
   Indicate status of Annual Report to Shareholders:
   X 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
None
Report's Legal Entity Identifier (LEI) (20-Character LEI Code)
Reporter's Name, Street, and Mailing 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)

Person to whom questions about this report should be directed:
Robin Brown: AVP
Name Title

606-780-0000
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

Is confidential treatment requested for any portion of this report submission? 1 = Yes 0 = No
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.

FR Y-6
OMB Number 7100-0207
Approval expires November 30, 2019
Stage of 2
Report Item 2: Organization Chart

1. The Citizens Bancorp of Morehead, Incorporated
   Morehead, Kentucky USA
   State of Incorporation: Kentucky
   
   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: 01/16/2019
### 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</th>
<th>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></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>Not Required</td>
<td>Not Required</td>
<td>CITIZENS BANK, THE</td>
<td>962313</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>487474</td>
<td></td>
<td>PRODMORE BRANCH</td>
<td>100 KROGER CENTER</td>
<td>MOREHEAD</td>
<td>KY</td>
<td>40351</td>
<td>ROWAN</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</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></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>Not Required</td>
<td>Not Required</td>
<td>CITIZENS BANK, THE</td>
<td>962313</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>334611</td>
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<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>Not Required</td>
<td>Not Required</td>
<td>CITIZENS BANK, THE</td>
<td>962313</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>312358</td>
<td></td>
<td>WEST LIBERTY BRANCH</td>
<td>335 FRESTONBURG ROAD</td>
<td>WEST LIBERTY</td>
<td>KY</td>
<td>41472</td>
<td>MORGAN</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>CITIZENS BANK, THE</td>
<td>962313</td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>Name &amp; Address (City, State, Country)</th>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>Securities Holders 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 12-31-2018</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>(2)(a)</td>
<td>(2)(b)</td>
</tr>
<tr>
<td></td>
<td>(2)(a)</td>
<td>(2)(b)</td>
<td>(2)(c)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
<td>Name &amp; Address (City, State, Country)</td>
</tr>
<tr>
<td>The Hutchinson Family Trust</td>
<td>USA</td>
<td>Common Stock</td>
<td>15,331.24</td>
<td>70%</td>
</tr>
<tr>
<td>Susan J Neff, Trustee</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Morehead KY</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Susan J Neff</td>
<td>USA</td>
<td>Common Stock</td>
<td>1,848.44</td>
<td>8.44%</td>
</tr>
<tr>
<td>Morehead KY</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Robert D Neff</td>
<td>USA</td>
<td>Common Stock</td>
<td>120.00</td>
<td>0.54%</td>
</tr>
<tr>
<td>Morehead KY</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Heather J H Neff Perkins</td>
<td>USA</td>
<td>Common Stock</td>
<td>1,514.89</td>
<td>6.92%</td>
</tr>
<tr>
<td>Morehead KY</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ryan D Neff</td>
<td>USA</td>
<td>Common Stock</td>
<td>1,467.06</td>
<td>6.70%</td>
</tr>
<tr>
<td>Morehead KY</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jennifer Markwell</td>
<td>USA</td>
<td>Common Stock</td>
<td>1,619.60</td>
<td>7.40%</td>
</tr>
<tr>
<td>Morehead KY</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders

(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Names &amp; Address (City, State, Country)</th>
<th>Principal Occupation if other than with holding company</th>
<th>Title &amp; Position with holding company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Securities in holding company</th>
<th>Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Susan J Neff, Morehead KY</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>The Hutchinson Family Trust, Morehead KY</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>70.00%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Robert D Neff, Morehead KY</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>Heather J H Neff Perkins, Morehead KY</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</td>
</tr>
<tr>
<td>Ryan D Neff, Morehead KY</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</td>
</tr>
<tr>
<td>Jennifer Markwell, Morehead KY</td>
<td>N/A</td>
<td>Director</td>
<td>Director</td>
<td>President</td>
<td>7.40%</td>
<td>None</td>
<td>Sphinx Inc</td>
</tr>
</tbody>
</table>

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