

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2014
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan CITIZENS UNION BANCORP OF SHELBYVILLE, INC. ESOP(WITH 401(K) PROVISIONS)	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ▶</td> <td><u>001</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>01/01/1990</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan	<u>01/01/1990</u>		
1b Three-digit plan number (PN) ▶	<u>001</u>						
1c Effective date of plan	<u>01/01/1990</u>						
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) CITIZENS UNION BANCORP OF SHELBYVILLE, INC. 1854 MIDLAND TRAIL SHELBYVILLE, KY 40065	<table border="1"> <tr> <td>2b Employer Identification Number (EIN)</td> <td><u>61-1016371</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number</td> <td><u>502-633-4450</u></td> </tr> <tr> <td>2d Business code (see instructions)</td> <td><u>551111</u></td> </tr> </table>	2b Employer Identification Number (EIN)	<u>61-1016371</u>	2c Plan Sponsor's telephone number	<u>502-633-4450</u>	2d Business code (see instructions)	<u>551111</u>
2b Employer Identification Number (EIN)	<u>61-1016371</u>						
2c Plan Sponsor's telephone number	<u>502-633-4450</u>						
2d Business code (see instructions)	<u>551111</u>						

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/14/2015</u>	<u>DONNA RUPARD</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 298
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 198
a(2) Total number of active participants at the end of the plan year	6a(2) 177
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 54
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 231
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 231
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 227
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 13
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2H 2I 2J 2K 2O 2T	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2014 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning **01/01/2014** and ending **12/31/2014**

A Name of plan CITIZENS UNION BANCORP OF SHELBYVILLE, INC. ESOP(WITH 401(K) PROVISIONS)	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 CITIZENS UNION BANCORP OF SHELBYVILLE, INC.	D Employer Identification Number (EIN) 61-1016371	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

STANDARD INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
93-0242990	69019	804047	231	01/01/2014	12/31/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end **4** 260024**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶ **N/A****b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☒ deposit administration (2) ☐ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 0**c** Additions: (1) Contributions deposited during the year **7c(1)** 11841(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 4887(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)** 339678▶ **TRANSFER FROM THE TRUST**(6) Total additions **7c(6)** 356406**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 356406**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 8444(2) Administration charge made by carrier **7e(2)** 1645(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)** 86292▶ **TRANSFER TO THE TRUST**(5) Total deductions **7e(5)** 96381**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 260025

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan CITIZENS UNION BANCORP OF SHELBYVILLE, INC. ESOP(WITH 401(K) PROVISIONS)	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 CITIZENS UNION BANCORP OF SHELBYVILLE, INC.	D Employer Identification Number (EIN) 61-1016371	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
STANCORP FINANCIAL GROUP

93-1253576

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

STANCORP FINANCIAL GROUP

93-1253576

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
12 15 18 19 50 60 63	NONE	22805	Yes ☒ No ☐	Yes ☐ No ☒	7700	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

BKD, LLP

44-0160260

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	11960	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
STANCORP FINANCIAL GROUP	60 63	6744
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS GROUP SEAN PHAM 6455 IRVINE CENTER DRIVE IRVINE, CA 92618	12B-1 FEES SUBTA FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>CITIZENS UNION BANCORP OF SHELBYVILLE, INC. ESOP(WITH 401(K) PROVISIONS)</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CITIZENS UNION BANCORP OF SHELBYVILLE, INC.</u>	D Employer Identification Number (EIN) <u>61-1016371</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	<u>183407</u>	<u>173458</u>
(2) Participant contributions.....	1b(2)	<u>20127</u>	<u>17705</u>
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	<u>301573</u>	<u>1551</u>
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	<u>4756173</u>	<u>5247576</u>
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		<u>260025</u>
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	2613863	3851102
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7875143	9551417

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7875143	9551417
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAS, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	173458	
(B) Participants	2a(1)(B)	501408	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		674866

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	4888	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4888

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	186821	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		186821

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	1078309	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1078309

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		231693
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		2176577

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	453390	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		453390
f Corrective distributions (see instructions)	2f		12148
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	34765	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		34765
j Total expenses. Add all expense amounts in column (b) and enter total	2j		500303

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1676274
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **BKD**

(2) EIN: **44-0160260**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		3000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014					
A Name of plan CITIZENS UNION BANCORP OF SHELBYVILLE, INC. ESOP(WITH 401(K) PROVISIONS)				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 CITIZENS UNION BANCORP OF SHELBYVILLE, INC.				D Employer Identification Number (EIN) 61-1016371	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 58-1428634					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2014 v. 140124					

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions

EIN 61-1016371 PN 001

Auditor's Report and Financial Statements
December 31, 2014 and 2013



Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions
December 31, 2014 and 2013

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Independent Auditor's Report

Trustees
Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions
Shelbyville, Kentucky

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Citizens Union Bancorp of Shelbyville, Inc. Employee Stock Ownership Plan with 401(k) Provisions (Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 (excluding the Citizens Union Bancorp of Shelbyville, Inc. common stock and related interest income) which was certified by Reliance Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets (excluding the Citizens Union Bancorp of Shelbyville, Inc. common stock) and executes investment transactions. The plan administrator has obtained certifications from the custodian as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule listed in the table of contents is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*.

BKD, LLP

Cincinnati, Ohio
October 14, 2015

Federal Employer Identification Number: 44-0160260

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions
Statements of Net Assets Available for Benefits
December 31, 2014 and 2013

Assets	2014	2013
Investments, at Fair Value	<u>\$ 9,360,254</u>	<u>\$ 7,671,609</u>
Receivables		
Employer contribution	173,458	183,407
Participants' contributions	<u>17,705</u>	<u>20,127</u>
	<u>191,163</u>	<u>203,534</u>
Net Assets Available for Benefits	<u><u>\$ 9,551,417</u></u>	<u><u>\$ 7,875,143</u></u>

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2014 and 2013

	2014	2013
Investment Income		
Net appreciation in fair value of investments	\$ 1,309,998	\$ 1,157,501
Interest and dividends	<u>191,711</u>	<u>143,813</u>
Net investment income	<u>1,501,709</u>	<u>1,301,314</u>
Contributions		
Participants	501,409	528,539
Employer	<u>173,453</u>	<u>183,407</u>
Total contributions	<u>674,862</u>	<u>711,946</u>
	<u>2,176,571</u>	<u>2,013,260</u>
Deductions		
Distributions to participants	465,538	912,668
Administrative expenses	<u>34,759</u>	<u>36,349</u>
	<u>500,297</u>	<u>949,017</u>
Net Increase	<u>1,676,274</u>	<u>1,064,243</u>
Net Assets Available for Benefits, Beginning of Year	<u>7,875,143</u>	<u>6,810,900</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 9,551,417</u></u>	<u><u>\$ 7,875,143</u></u>

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions
Notes to Financial Statements
December 31, 2014 and 2013

Note 1: Description of the Plan

The following description of the Citizens Union Bancorp of Shelbyville, Inc. Employee Stock Ownership Plan with 401(k) Provisions (the "Plan") provides only general information. Participants should refer to the Plan document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan Administrator.

General

The Plan is a defined contribution plan sponsored by Citizens Union Bancorp of Shelbyville, Inc. for the benefit of its employees who have at least one year of service and are age 19 or older. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974 (ERISA)*. Reliance Trust Company serves as the custodian of the Plan's assets, and The Standard acts as the third party administrator for the Plan. Lea M. Anderson, Steven Barker and Edward B. Hayes serve as trustees for the Plan.

Contributions

The Plan permits eligible employees through a salary deferral election to have the Company make annual contributions of up to 50% of eligible compensation. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Employee rollover contributions are also permitted. There are three types of employer contributions which may be made under the Plan: (1) Basic contributions which are discretionary contributions made for all non-highly compensated participants in order to satisfy the nondiscrimination requirements of the Internal Revenue Code, where the Company did not contribute in 2014 and 2013; (2) Matching contributions, where the Company contributed 50% in 2014 and 2013 of the first 5% of the base compensation that a participant contributes to the Plan; (3) Optional contribution which is an additional discretionary contribution made by the Company as determined by the Board of Directors each year, where the Company did not contribute in 2014 and 2013. Contributions are subject to certain limitations.

Participant Investment Account Options

Investment account options available for participant-directed funds include various funds. Each participant has the option of directing his or her contributions into any of the separate investment accounts and may change the allocation quarterly. The matching Company contribution is invested directly in employer common stock. These amounts can be reallocated by the participant after 10 years of participation in the Plan and the participant has reached age 55. At this time, participants can liquidate or reallocate to another available investment option. Optional employer contributions can also be directed in employer stock.

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions
Notes to Financial Statements
December 31, 2014 and 2013

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution, Plan earnings and forfeitures of terminated participants' nonvested accounts and is charged with an allocation of administrative expenses. Allocations of administrative expenses are based on participant earnings or account balances, as defined. Allocation of basic and optional contributions is based on participants' contributions. Company matching contributions are allocated based on participants' contributions. A participant must be employed by the Company on December 31 of the Plan year to be eligible to receive an allocation of the optional contributions.

Vesting

Participants are immediately vested in their voluntary contributions plus earnings thereon. Vesting in the Company's contribution portion of their accounts plus earnings thereon is based on years of continuous service as follows:

<u>Years of Service</u>	<u>Vested Percentage</u>
Fewer than 2	0%
2 but fewer than 3	20%
3 but fewer than 4	40%
4 but fewer than 5	60%
5 but fewer than 6	80%
6 or more	100%

The nonvested balance is forfeited upon termination of service. Forfeitures are used to reduce Company contributions.

Retirement, Death and Disability

A participant is entitled to 100% of his or her account balance upon retirement, death or total disability.

Payment of Benefits

Upon termination of service, an employee may elect to receive either a lump-sum amount equal to the value of his or her vested interest in their account, or a joint and survivor annuity. At December 31, 2014 and 2013, there were no Plan assets allocated to accounts of terminated or retired participants who have elected to withdraw from the Plan but have not yet been paid.

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company common stock into investments, which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions
Notes to Financial Statements
December 31, 2014 and 2013

25% of the value of his or her account. In the sixth year, the percentage changes to 50%. Participants who elect to diversify receive a cash distribution.

Forfeited Accounts

At December 31, 2014 and 2013, forfeited nonvested accounts totaled \$1,789 and \$6,120, respectively. These accounts will be used to reduce Company contributions.

Notes Receivable from Participants

The Plan Document includes provisions authorizing loans from the Plan to active eligible participants. Loans are made to any eligible participant demonstrating a qualifying need. The minimum amount of a loan shall be \$1,000. The maximum amount of a participant's loan is determined by the available loan balance restricted to the lesser of \$50,000 or 50% of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Interest on the loans is based on local prevailing rates as determined by the Plan Administrator.

There were no outstanding loan balances at December 31, 2014 and 2013.

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions
Notes to Financial Statements
December 31, 2014 and 2013

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year end.

The common shares of the Company stock are valued at estimated fair value on December 31, 2014 and 2013. Fair value is determined by annual independent appraisals.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Plan Tax Status

The Plan obtained its latest determination letter on June 4, 2014, in which the Internal Revenue Service stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Reclassifications

Certain reclassifications have been made to the 2013 financial statement to conform to the 2014 financial statement presentation. These reclassifications had no effect on changes in net assets available for benefits.

Note 3: Certification of Plan Custodian

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, The Reliance Trust Company, the custodian of the Plan, has certified the following information included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments as shown in the statements of net assets available for benefits as of December 31, 2014 and 2013 (exclusive of the investment in Citizens Union Bancorp of Shelbyville, Inc. common stock).

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions
Notes to Financial Statements
December 31, 2014 and 2013

- Investment income as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2014 and 2013 (exclusive of income from Citizens Union Bancorp of Shelbyville, Inc. common stock).
- Investment information included in the accompanying schedule of assets (held at year-end) as of December 31, 2014 (exclusive of the investment in Citizens Union Bancorp of Shelbyville, Inc. common stock).

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

Note 4: Investments

Except for its investment in Citizens Union Bancorp of Shelbyville, Inc.'s stock, which is held by the Plan Sponsor, the Plan's investments are held by a bank-administered trust fund. The Plan's investments (including investments bought, sold and held during the year) appreciated in fair value as follows:

	2014	
	Net Appreciation in Fair Value During Year	Fair Value at End of Year
Mutual funds	\$ 231,689	\$ 5,507,601
Citizens Union Bancorp of Shelbyville, Inc. common stock	1,078,309	3,851,102
Money market funds	-	1,551
	<u>\$ 1,309,998</u>	<u>\$ 9,360,254</u>
	2013	
	Net Appreciation in Fair Value During Year	Fair Value at End of Year
Mutual funds	\$ 794,464	\$ 4,756,172
Citizens Union Bancorp of Shelbyville, Inc. common stock	363,037	2,613,863
Money market funds	-	301,574
	<u>\$ 1,157,501</u>	<u>\$ 7,671,609</u>

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions
Notes to Financial Statements
December 31, 2014 and 2013

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits were as follows:

	<u>2014</u>	<u>2013</u>
Mutual Funds		
Vanguard Balanced Index Admiral	\$ 1,517,417	*
Vanguard 500 Index Admiral	1,368,605	*
T. Rowe Price Growth Stock	1,072,055	*
American Europacific Growth Fund A	596,275	*
American Funds Balanced Fund Class A	*	1,402,332
American Fundamental Investors Class A	*	1,185,230
American FDS Growth Fund of America Class A	*	1,134,124
American Funds Europacific FD Class A	*	624,559
Common Stocks - nonparticipant-directed		
Citizen's Union Bancorp of Shelbyville, Inc	3,851,102	2,613,863

*Did not meet criteria at respective date

Interest and dividends realized on the Plan's investments for 2014 and 2013 were \$191,711 and \$143,813, respectively.

Citizens Union Bancorp of Shelbyville, Inc.

Employee Stock Ownership Plan with 401(k) Provisions

Notes to Financial Statements December 31, 2014 and 2013

Note 5: Net Assets by Participant and Nonparticipant-Directed Investments

Information about the net assets and the significant components of the changes in net assets relating to the participant and nonparticipant-directed investments, is as follows:

	2014		
	Nonparticipant-Directed Employer Profit Sharing Fund	Participant-Directed Funds	Total
Investment Income			
Net appreciation in fair value of investments	\$ 624,729	\$ 685,269	\$ 1,309,998
Interest and dividends	-	191,711	191,711
Net investment income	624,729	876,980	1,501,709
Contributions			
Participants	-	501,409	501,409
Employer	173,453	-	173,453
Total contributions	173,453	501,409	674,862
	798,182	1,378,389	2,176,571
Deductions			
Distributions to participants	66,830	398,708	465,538
Administrative expenses	-	34,759	34,759
	66,830	433,467	500,297
Net Increase	731,352	944,922	1,676,274
Net Assets Available for Benefits, Beginning of Year	1,716,872	6,158,271	7,875,143
Net Assets Available for Benefits, End of Year	\$ 2,448,224	\$ 7,103,193	\$ 9,551,417

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions

Notes to Financial Statements
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	2013		
	Nonparticipant-Directed Employer Profit Sharing Fund	Participant-Directed Funds	Total
Investment Income			
Net appreciation in fair value of investments	\$ 207,223	\$ 950,278	\$ 1,157,501
Interest and dividends	-	143,813	143,813
Net investment income	207,223	1,094,091	1,301,314
Contributions			
Participants	-	528,539	528,539
Employer	183,407	-	183,407
Total contributions	183,407	528,539	711,946
	390,630	1,622,630	2,013,260
Deductions			
Distributions to participants	56,140	856,528	912,668
Administrative expenses	-	36,349	36,349
	56,140	892,877	949,017
Net Increase	334,490	729,753	1,064,243
Net Assets Available for Benefits, Beginning of Year	1,382,382	5,428,518	6,810,900
Net Assets Available for Benefits, End of Year	\$ 1,716,872	\$ 6,158,271	\$ 7,875,143

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions
Notes to Financial Statements
December 31, 2014 and 2013

Note 6: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

The Plan paid approximately \$22,805 and \$20,650 of recordkeeping fees to The Standard during 2014 and 2013, respectively. The Company provides certain administrative services at no cost to the Plan.

Note 7: Disclosures About Fair Value of Plan Assets

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities.
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities.

Citizens Union Bancorp of Shelbyville, Inc.

Employee Stock Ownership Plan with 401(k) Provisions

Notes to Financial Statements December 31, 2014 and 2013

Recurring Measurements

The following tables present the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2014 and 2013:

December 31, 2014				
Fair Value Measurement Using				
Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Mutual funds				
International	\$ 640,470	\$ 640,470	\$ -	\$ -
Small Cap	79,500	79,500	-	-
Mid Cap	69,345	69,345	-	-
Bond	396,611	396,611	-	-
Balanced	4,321,675	4,321,675	-	-
Money market	1,551	1,551	-	-
Citizens Union Bancorp of Shelbyville, Inc. common stock	3,851,102	-	-	3,851,102
	<u>\$ 9,360,254</u>	<u>\$ 5,509,152</u>	<u>\$ -</u>	<u>\$ 3,851,102</u>

December 31, 2013				
Fair Value Measurement Using				
Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Mutual funds				
International	\$ 624,559	\$ 624,559	\$ -	\$ -
Large cap	2,319,354	2,319,354	-	-
Bond	291,046	291,046	-	-
Balanced	1,521,213	1,521,213	-	-
Money market	301,574	301,574	-	-
Citizens Union Bancorp of Shelbyville, Inc. common stock	2,613,863	-	-	2,613,863
	<u>\$ 7,671,609</u>	<u>\$ 5,057,746</u>	<u>\$ -</u>	<u>\$ 2,613,863</u>

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions
Notes to Financial Statements
December 31, 2014 and 2013

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2014. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis. For assets classified within Level 3 of the fair value hierarchy, the process used to develop the reported fair value is described below.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. The Plan held no Level 2 securities. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. Citizens Union Bancorp of Shelbyville, Inc. common stock is classified as Level 3. The shares of common stock are valued as determined by annual independent appraisals. Inputs include data from the Company's audited December 31, 2014 financial statements and various premium and discount rates as determined by the appraiser. See the table below for inputs and valuation techniques used for Level 3 securities.

Fair value determination for Level 3 measurements of securities are the responsibility of Plan Management. Plan Management contracts with a pricing specialist to generate fair value estimates annually. Management challenges the reasonableness of the assumptions used and reviews the methodology to ensure the estimated fair value complies with accounting standards generally accepted in the United States.

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions
Notes to Financial Statements
December 31, 2014 and 2013

Level 3 Reconciliation

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying statements of net assets available for benefits using significant unobservable (Level 3) inputs:

	Citizens Union Bancorp of Shelbyville, Inc. Common Stock
Balance, January 1, 2013	\$ 2,176,811
Purchases	158,036
Total realized and unrealized gains and losses included in net increase in net assets available for benefits	363,037
Distributions to participants	(84,021)
Balance, December 31, 2013	<u>2,613,863</u>
Purchases	183,401
Total realized and unrealized gains and losses included in net increase in net assets available for benefits	1,078,309
Distributions to participants	(24,471)
Balance, December 31, 2014	<u><u>\$ 3,851,102</u></u>
Total gains or losses for the period included in net increase in net assets available for benefits attributable to the change in unrealized gains or losses related to assets still held at the reporting date	
Year ended December 31, 2013	<u><u>\$ 363,037</u></u>
Year ended December 31, 2014	<u><u>\$ 1,078,309</u></u>

Realized and unrealized gains and losses for the items reflected in the table above are included in net increase in net assets available for benefits in the statements of changes in net assets available for benefits.

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions
Notes to Financial Statements
December 31, 2014 and 2013

Unobservable (Level 3) Inputs

The following tables present quantitative information about unobservable inputs used in recurring Level 3 fair value measurements.

	<u>Fair Value at 12/31/14</u>	<u>Valuation Technique</u>	<u>Unobservable Inputs</u>
Sponsor company common shares	\$ 3,851,102	Adjusted book value Adjusted earnings value	Weighted average cost of capital Long-term revenue growth rate Long-term pretax operating margin Discount for various operating factors Discount for lack of liquidity Discount for lack of wide dissemination of publicly available information

	<u>Fair Value at 12/31/13</u>	<u>Valuation Technique</u>	<u>Unobservable Inputs</u>
Sponsor company common shares	\$ 2,613,863	Adjusted book value Adjusted earnings value	Weighted average cost of capital Long-term revenue growth rate Long-term pretax operating margin Discount for various operating factors Discount for lack of liquidity

Note 8: Risks and Uncertainties

The Plan invests in various investment securities, including the Company common stock, which represents approximately 34% of the Plan's assets. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note 9: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Supplemental Schedule

Citizens Union Bancorp of Shelbyville, Inc.
Employee Stock Ownership Plan with 401(k) Provisions

EIN 61-1016371 PN 001

Schedule H, Line 4i—Schedule of Assets (Held at Year End)

December 31, 2014

Identity of Issuer (a)(b)	Description of Investment (c)	Cost (d)	Current Value (e)
Mutual Funds			
Cambiar Small Cap Instl	3 shares @	\$	49
American Beacon Stephens Small Cap Growth Instl	362 shares @		6,005
American Beacon Mid Cap Value Instl	1068 shares @		15,635
Cohen & Steers Instl Realty Shares	608 shares @		30,443
DFA Emerging Markets Core Equity Portfolio	663 shares @		12,549
DFA US Targeted Value Portfolio	114 shares @		2,527
American Europacific Growth Fund A	12652 shares @		596,275
T. Rowe Price Growth Stock	20636 shares @		1,072,055
T. Rowe Price Retirement 2020	760 shares @		15,735
T. Rowe Price Retirement 2030	209 shares @		4,803
T. Rowe Price Retirement 2040	283 shares @		6,774
T. Rowe Price Retirement 2035	620 shares @		10,328
Vanguard Equity Income Admiral	778 shares @		50,857
Vanguard Balanced Index Admiral	51126 shares @		1,517,417
Vanguard Mid Cap Index Admiral	351 shares @		53,710
Vanguard Small Cap Index Admiral	1315 shares @		73,446
Vanguard 500 Index Admiral	7207 shares @		1,368,605
Wells Fargo Advantage Discovery Instl	417 shares @		13,752
Metropolitan West Total Return Bond	36386 shares @		396,611
Standard Stable Asset Fund Class A	9514 shares @		260,025
Total mutual funds			<u>5,507,601</u>
Common Stock			
*Citizens Union Bancorp of Shelbyville, Inc.	308088 shares #		<u>3,851,102</u>
Money Market Funds			
Goldman Sachs FS Prime Obligations	1551 shares @		<u>1,551</u>
		\$	<u><u>9,360,254</u></u>

* Party-in-interest to the Plan.

Historical cost is not available.

@ Investment is participant-directed. Disclosure of cost is not required.

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 24pt; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information	
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____ B This return/report is: ☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months). C If the plan is a collectively-bargained plan, check here. ☐ D Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description) _____

Part II Basic Plan Information—enter all requested information											
1a Name of plan CITIZENS UNION BANCORP OF SHELBYVILLE, INC. ESOP (WITH 401 (k) PROVISIONS)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/1990</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 61-1016371</td> </tr> <tr> <td colspan="2">2c Plan Sponsor's telephone number (502) 633-4450</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 551111</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 01/01/1990		2b Employer Identification Number (EIN) 61-1016371		2c Plan Sponsor's telephone number (502) 633-4450		2d Business code (see instructions) 551111	
1b Three-digit plan number (PN) ▶	001										
1c Effective date of plan 01/01/1990											
2b Employer Identification Number (EIN) 61-1016371											
2c Plan Sponsor's telephone number (502) 633-4450											
2d Business code (see instructions) 551111											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) CITIZENS UNION BANCORP OF SHELBYVILLE, INC. 1854 MIDLAND TRAIL SHELBYVILLE KY 40065											

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<div style="font-family: cursive; font-size: 1.2em;">Donna Rupard</div>	<div style="font-family: cursive; font-size: 1.2em;">10.14.15</div>	DONNA RUPARD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number	
5 Total number of participants at the beginning of the plan year		4b EIN	
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1), 6a(2), 6b, 6c, and 6d).		4c PN	
a(1) Total number of active participants at the beginning of the plan year.....		5	298
a(2) Total number of active participants at the end of the plan year		6a(1)	198
b Retired or separated participants receiving benefits		6a(2)	177
c Other retired or separated participants entitled to future benefits.....		6b	0
d Subtotal. Add lines 6a(2), 6b, and 6c.		6c	54
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6d	231
f Total. Add lines 6d and 6e.		6e	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6f	231
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6g	227
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		6h	13
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2H 2I 2J 2K 2O 2T			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name CITIZENS UNION BANCORP OF SHELBYVILLE, INC. ESOP (WITH 401 K) **EIN:** 61-1016371
Plan Sponsor's Name CITIZENS UNION BANCORP OF SHELBYVILLE, INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	GOLDMAN SACHS FS PRIME OB INV	MUTUAL FUND	0	1,551
	METROPOLITAN WEST TOTRE BD I	MUTUAL FUND	0	396,611
	T ROWE PRICE RETIRE 2020	MUTUAL FUND	0	15,735
	T ROWE PRICE RETIRE 2030	MUTUAL FUND	0	4,803
	T ROWE PRICE RETIRE 2035	MUTUAL FUND	0	10,328
	T ROWE PRICE RETIRE 2040	MUTUAL FUND	0	6,774
	VANGUARD BALANCED INDEX ADM	MUTUAL FUND	0	1,517,417

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name CITIZENS UNION BANCORP OF SHELBYVILLE, INC. ESOP (WITH 401(k)) **EIN:** 61-1016371
Plan Sponsor's Name CITIZENS UNION BANCORP OF SHELBYVILLE, INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD EQUITY INCOME ADM	MUTUAL FUND	0	50,857
	VANGUARD 500 INDEX ADM	MUTUAL FUND	0	1,368,607
	T ROWE PRICE GROWTH STOCK T	MUTUAL FUND	0	1,072,055
	AMERICAN BEACON MID CAP VAL I	MUTUAL FUND	0	15,635
	VANGUARD MID CAP INDEX ADM	MUTUAL FUND	0	53,710
	WELLS FARGO ADV DISC INSTL	MUTUAL FUND	0	13,752
	DFA US TARGETED VALUE I	MUTUAL FUND	0	2,527

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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Plan Sponsor's Name CITIZENS UNION BANCORP OF SHELBYVILLE, INC. **PN:** 001

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	CAMBIAR SMALL CAP INSTL	MUTUAL FUND	0	49
	VANGUARD SMALL CAP INDEX ADM	MUTUAL FUND	0	73,446
	AMER BEACON STEP SM CAP GR INST	MUTUAL FUND	0	6,005
	AMERICAN FUNDS EUROPACIFIC A	MUTUAL FUND	0	596,275
	DFA EMERGING MRKTS CORE EQ I	MUTUAL FUND	0	12,549
	COHEN & STEERS REALTY INSTL	MUTUAL FUND	0	30,443
*	CITIZENS UNION BANCORP	COMMON STOCK	0	3,851,102

Plan Name	<u>CITIZENS UNION BANCORP OF SHELBYVILLE, INC. ESOP (WITH 401(k))</u>	FIN:	<u>61-1016371</u>
Plan Sponsor's Name	<u>CITIZENS UNION BANCORP OF SHELBYVILLE, INC.</u>	PN:	<u>001</u>

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