Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 5(e) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners’ Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior 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.

i. James E. Graham
Name of the Holding Company Director and Official
President
Title of the Holding Company Director and Official

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board’s “Rules Regarding Availability of Information,” 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official
03/24/2014
Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:
☒ is included with the FR Y-6 report
☐ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only

RSDD ID 2637820
C.I._

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013

Reporter’s Name, Street, and Mailing Address
Guaranty Bancorp, Inc.
63 Central Street
(Mailing Address of the Holding Company) Street / P.O. Box
Woodsville NH 03785
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Amy E. Crocker
Financial Analyst
Name Title
603-747-2735 / 1201
Area Code / Phone Number / Extension
603-747-3267
Area Code / FAX Number
acrocker@theguarantybank.com
E-mail Address

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

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
☐ No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2012
Domestic Branch Listing

Submitted via email on 3/27/14

Shareholders

1. The following shareholders directly or indirectly own or control 5 percent or more of Guaranty Bancorp, Inc.'s voting stock:

a) Walter O. and Carole A. Young
   Bath, NH 03740
   Citizenship: USA
   Direct Ownership: 242,907 or 24.9959%
   Indirect Ownership: 15,555 or 1.607% - see attached for details

b) Charles P. Butson
   The Villages, FL 32162
   Citizenship: USA
   Direct Ownership: 59,178 shares or 6.0896%
   Indirect Ownership: 114,698 shares or 11.8028% - see attached for details

c) U.S. Treasury
   Washington, DC, USA
   7,000 shares or 20.055% Preferred Stock

2. Shareholders (ownership/control over 5% during the year not listed in 3(1) above)

a) The Castello Family
   Ownership: 82,618 shares or 8.5017% - see attached for details

b) The Knight Family
   Ownership: 81,301 shares or 8.3661% - see attached for details

Insiders

1. See attached Schedule B
Guaranty Bancorp, Inc.
Annual Report of Bank Holding Companies - FR Y-6
Report Item 3: Securities holders
December 31, 2013

Stock Ownership for the Young Family as of December 31, 2013

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State, Country</th>
<th>Country</th>
<th>Number of Each Class of Voting Securities</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Walter &amp; Carole Young Living Trust</td>
<td>Bath, NH, USA</td>
<td>USA</td>
<td>242,907</td>
<td>24.9959%</td>
</tr>
<tr>
<td>Total Direct Ownership</td>
<td></td>
<td></td>
<td>242,907</td>
<td>24.9959%</td>
</tr>
<tr>
<td>Peter A. Dole 1987 Trust</td>
<td>Gilford, NH USA</td>
<td>USA</td>
<td>7,778</td>
<td>0.8004%</td>
</tr>
<tr>
<td>Beverly M. Dole QTIP Trust</td>
<td>Gilford, NH USA</td>
<td>USA</td>
<td>7,777</td>
<td>0.8003%</td>
</tr>
<tr>
<td>Total Indirect Ownership</td>
<td></td>
<td></td>
<td>15,555</td>
<td>1.6007%</td>
</tr>
<tr>
<td>Total Shares Owned</td>
<td></td>
<td></td>
<td>258,462</td>
<td>26.5966%</td>
</tr>
</tbody>
</table>
Guaranty Bancorp, Inc.
Annual Report of Bank Holding Companies - FR Y-6
Report Item 3: Securities holders
December 31, 2013

Stock Ownership for the Knight Family as of December 31, 2013

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State, Country</th>
<th>Country</th>
<th>Number of Each Class of Voting Securities</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Janet &amp; Marty Christensen</td>
<td>Deer River, MN, USA</td>
<td>USA</td>
<td>16,288</td>
<td>1.6761%</td>
</tr>
<tr>
<td>Sally Harvey</td>
<td>Alton, NH, USA</td>
<td>USA</td>
<td>16,241</td>
<td>1.6713%</td>
</tr>
<tr>
<td>Nancy J. Hussey 2007 Trust</td>
<td>Alton, NH, USA</td>
<td>USA</td>
<td>16,288</td>
<td>1.6761%</td>
</tr>
<tr>
<td>Timothy &amp; Carol Maciver Living</td>
<td>Littleton, NH, USA</td>
<td>USA</td>
<td>16,288</td>
<td>1.6761%</td>
</tr>
<tr>
<td>John W. Knight</td>
<td>Berwick, ME, USA</td>
<td>USA</td>
<td>5,856</td>
<td>0.6026%</td>
</tr>
<tr>
<td>Warren &amp; Irene Yeagle Revoca</td>
<td>Littleton, NH, USA</td>
<td>USA</td>
<td>10,290</td>
<td>1.0589%</td>
</tr>
<tr>
<td>Melissa Y. Buchanan</td>
<td>Cumberland, RI, USA</td>
<td>USA</td>
<td>50</td>
<td>0.0051%</td>
</tr>
</tbody>
</table>

Total Shares Owned by the Knight Family

| Total Shares Owned by the Knight Family | 81,301 | 8.3661% |
**Guaranty Bancorp, Inc.**  
**Annual Report of Bank Holding Companies - FR Y-6**  
**Report Item 3: Securities holders**  
**December 31, 2013**

**Stock Ownership for the Castello Family as of December 31, 2013**

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State, Country</th>
<th>Country</th>
<th>Number of Each Class of Voting Securities</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alice Castello Revocable Trust</td>
<td>Bath, NH USA</td>
<td>USA</td>
<td>32,261</td>
<td>3.3198%</td>
</tr>
<tr>
<td>Joseph &amp; Laurie Anne Castello</td>
<td>Ontario, Canada</td>
<td>Canada</td>
<td>18,870</td>
<td>1.9418%</td>
</tr>
<tr>
<td>Paul &amp; Dianne Castello</td>
<td>Bath, NH USA</td>
<td>USA</td>
<td>31,487</td>
<td>3.2401%</td>
</tr>
</tbody>
</table>

**Total Shares Owned by the Castello Family**

82,618  
8.5017%
Guaranty Bancorp, Inc.
Annual Report of Bank Holding Companies - FR Y-6
Report Item 3: Securities holders
December 31, 2013

Stock Ownership for the Butson Family as of December 31, 2013

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State, Country</th>
<th>Country</th>
<th>Number of Each Class of Voting Securities</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Charles P. Butson</td>
<td>The Villages, FL, USA</td>
<td>USA</td>
<td>21,843</td>
<td>2.2477%</td>
</tr>
<tr>
<td>Charles &amp; Michele Butson</td>
<td>The Villages, FL, USA</td>
<td>USA</td>
<td>27,225</td>
<td>2.8015%</td>
</tr>
<tr>
<td>Michele Butson</td>
<td>The Villages, FL, USA</td>
<td>USA</td>
<td>10,110</td>
<td>1.0404%</td>
</tr>
<tr>
<td><strong>Total Direct Ownership</strong></td>
<td></td>
<td></td>
<td><strong>59,178</strong></td>
<td><strong>6.0896%</strong></td>
</tr>
<tr>
<td>C. Laurent Butson</td>
<td>Essex Junction VT, USA</td>
<td>USA</td>
<td>625</td>
<td>0.0643%</td>
</tr>
<tr>
<td>Christine Butson</td>
<td>Essex Junction VT, USA</td>
<td>USA</td>
<td>1,125</td>
<td>0.1158%</td>
</tr>
<tr>
<td>Donald Butson</td>
<td>Littleton, NH, USA</td>
<td>USA</td>
<td>37,879</td>
<td>3.8979%</td>
</tr>
<tr>
<td>Donald &amp; Mary Ann Butson</td>
<td>Littleton, NH, USA</td>
<td>USA</td>
<td>14,631</td>
<td>1.5056%</td>
</tr>
<tr>
<td>H. Alan Butson</td>
<td>The Villages, FL, USA</td>
<td>USA</td>
<td>20,000</td>
<td>2.0581%</td>
</tr>
<tr>
<td>Miranda Butson</td>
<td>Laurel, MD, USA</td>
<td>USA</td>
<td>1,825</td>
<td>0.1878%</td>
</tr>
<tr>
<td>Shirley Butson Fox</td>
<td>Willison, VT, USA</td>
<td>USA</td>
<td>2,668</td>
<td>0.2745%</td>
</tr>
<tr>
<td>Shirley &amp; Donald Fox</td>
<td>Willison, VT, USA</td>
<td>USA</td>
<td>2,500</td>
<td>0.2573%</td>
</tr>
<tr>
<td>Rita Fournier Rev. Trust</td>
<td>North Haverhill, NH, USA</td>
<td>USA</td>
<td>11,415</td>
<td>1.1746%</td>
</tr>
<tr>
<td>Charles Laurent Butson Trust</td>
<td>The Villages, FL, USA</td>
<td>USA</td>
<td>3,665</td>
<td>0.3771%</td>
</tr>
<tr>
<td>Christine Marie Butson Trust</td>
<td>The Villages, FL, USA</td>
<td>USA</td>
<td>3,665</td>
<td>0.3771%</td>
</tr>
<tr>
<td>Eva Butson Trust</td>
<td>The Villages, FL, USA</td>
<td>USA</td>
<td>2,420</td>
<td>0.2490%</td>
</tr>
<tr>
<td>Joshua Butson Trust</td>
<td>The Villages, FL, USA</td>
<td>USA</td>
<td>3,665</td>
<td>0.3771%</td>
</tr>
<tr>
<td>Miranda Lee Butson Trust</td>
<td>The Villages, FL, USA</td>
<td>USA</td>
<td>3,665</td>
<td>0.3771%</td>
</tr>
<tr>
<td>Amy K. Fox Trust</td>
<td>The Villages, FL, USA</td>
<td>USA</td>
<td>1,650</td>
<td>0.1698%</td>
</tr>
<tr>
<td>Benjamin R. Fox Trust</td>
<td>The Villages, FL, USA</td>
<td>USA</td>
<td>1,650</td>
<td>0.1698%</td>
</tr>
<tr>
<td>Lucas A. Fox Trust</td>
<td>The Villages, FL, USA</td>
<td>USA</td>
<td>1,650</td>
<td>0.1698%</td>
</tr>
<tr>
<td><strong>Total Indirect Ownership</strong></td>
<td></td>
<td></td>
<td><strong>114,698</strong></td>
<td><strong>11.8028%</strong></td>
</tr>
<tr>
<td><strong>Total Shares Owned</strong></td>
<td></td>
<td></td>
<td><strong>173,876</strong></td>
<td><strong>17.8924%</strong></td>
</tr>
<tr>
<td>Name, City and State/Country</td>
<td>Principal Occupation (If other than with Guaranty Bancorp, Inc.)</td>
<td>Title or Position with Holding Co.</td>
<td>Title or Position with Subsidiary (Direct &amp; Indirect)</td>
<td>Other Business in which director/ officer is a director, trustee, partner, or exec. officer</td>
</tr>
<tr>
<td>-----------------------------</td>
<td>---------------------------------------------------------------</td>
<td>-----------------------------------</td>
<td>-----------------------------------------------------</td>
<td>------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Walter O. Young Bath, NH USA</td>
<td>Business Owner - Lumber Company</td>
<td>Chairman</td>
<td>Director/Chairman (WGSB)</td>
<td>Newman Lumber Co. Inc. W &amp; C Trailer LLC</td>
</tr>
<tr>
<td>Charles P. Butson The Villages, FL USA</td>
<td>Commercial Landlord</td>
<td>Director</td>
<td>Director (WGSB)</td>
<td>Butson Hotel Management LLC Butson Hotel Investment LLC Wholly-owned subsidiaries: Butson Middlebury LLC Butson Rutland LLC Butson White River LLC Butson White River II LLC Charles P. Butson Revocable Trust</td>
</tr>
<tr>
<td>James E. Graham Woodsville, NH USA</td>
<td>President/CEO</td>
<td>President</td>
<td>President and CEO/Director (WGSB) Director (CFSP) Director (CFSG)</td>
<td>Community Financial Services Partners, LLC Community Financial Services Group, LLC D. Graham Enterprises, LLC</td>
</tr>
<tr>
<td>Edward A. Henssley Littleton, NH USA</td>
<td>Chief Financial Officer/Director</td>
<td>Director</td>
<td>Director (WGSB)</td>
<td>Littleton Coin Company, LLC Sundman Realty Management Company, Inc. Littleton Learning Center Littleton Industrial Development Corporation Mystic Stamp Company, Inc. Sundman Realty United Partnership</td>
</tr>
<tr>
<td>Stephen U. Samaha Sugar Hill, NH USA</td>
<td>President/Director (Law Firm)</td>
<td>Director</td>
<td>Director (WGSB)</td>
<td>Samaha Russell Hodgdon, PA Sarah W. Samaha Revocable Trust Community Financial Services Group, LLC</td>
</tr>
<tr>
<td>Francis X. Collins Ryegate, VT USA</td>
<td>Retired investment advisor</td>
<td>Secretary</td>
<td>Secretary (WGSB)</td>
<td>Newbury Area Development Corp. Francis X. and Rosemary E. Collins Family Trust</td>
</tr>
<tr>
<td>Andrew P. Smith Franconia, NH USA</td>
<td>Owner/Broker</td>
<td>Director</td>
<td>Director (WGSB)</td>
<td>Peabody &amp; Smith Realty, Inc. 383 Main Street, LLC M &amp; A Northpoint Investment Group, Inc. V Twin Realty of Franconia LLC 9 Remick Lane, LLC Profile Capital LLC Peak Three Associates, LLC NHIC Realty LLC Profile Capital State Lodge Fund LLC Profile Capital Nature Walk Fund LLC 683 Railroad Street LLC Andrew P. Smith Revocable Trust of 2004</td>
</tr>
<tr>
<td>A. Frank Stieglitz III North Hanover, NH USA</td>
<td>Senior Loan Officer</td>
<td>N/A</td>
<td>Vice President and Senior Commercial Loan Officer (WGSB)</td>
<td>None</td>
</tr>
<tr>
<td>Anthony J. Pucci Northfield, NH USA</td>
<td>Executive Vice President</td>
<td>N/A</td>
<td>Executive Vice President &amp; Information Security Officer (WGSB)</td>
<td>The Pucci Family Trust</td>
</tr>
<tr>
<td>Manoa E. Ginge Bethelham, NH USA</td>
<td>Vice President, Chief Financial Officer &amp; Treasurer</td>
<td>N/A</td>
<td>VP, CFO (WGSB)</td>
<td>The Ginge Family Trust</td>
</tr>
</tbody>
</table>
Guaranty Bancorp, Inc.
Annual Report of Bank Holding Companies – FR Y – 6
Organization Chart

- Guaranty Bancorp, Inc.
  63 Central Street
  Woodville, NH 03785
  Incorporated in New Hampshire

- Woodsville Guaranty Savings Bank
  63 Central Street
  Woodville, NH 03785
  100% Owned by Guaranty Bancorp, Inc
  Incorporated in New Hampshire

- Community Financial Services Partners, LLC
  Derby, Vermont
  33.33% Ownership
  A trust and investment holding company
  Incorporated in Vermont

- Waits River Housing Limited Partnership
  Waits River, VT
  14.935% Limited Partner
  A Non-Profit Low Income Housing Limited Partnership
  Incorporated in Vermont

- Groton Community Housing Limited Partnership
  Groton, VT
  50% Limited Partner
  A Non-Profit Low Income Housing Limited Partnership
  Incorporated in Vermont

- Lisbon Renewal Limited Partnership
  Lisbon, NH
  49.99% Domestic Limited Partner
  A Non-Profit Low Income Housing Limited Partnership
  Incorporated in New Hampshire

- Community Financial Services Group, LLC
  Newport, Vermont
  100% Owned by Community Financial Services Partners, LLC
  VT Non-Depository Trust Company
  25% LLC
  Incorporated in Vermont
Results: A list of branches for your holding company: GUARANTY BANK, INC. (098762) of WOODSVILLE, NH.
The data is as of 12/31/2013. Data reflects information that was received and processed through 12/03/2014.

Recodification and Verification Notes:
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 depositary 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 to fit Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedures:
When you are finished, send an e-mail 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-9C reporting requirements, you must also submit FR Y-10 Domestic Branch Schedule 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://y9calendar.federalreserve.gov.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch_ID_REGS</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>County Code</th>
<th>FDIC UNNAM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office_ID_REGS</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>4773002</td>
<td>WOODSVILLE GUARANTY SAVINGS BANK</td>
<td>63 CENTRAL STREET</td>
<td>WOODSVILLE</td>
<td>NH</td>
<td>03785</td>
<td>DRAFTON</td>
<td>UNITED STATES</td>
<td>013660</td>
<td>02 WOODSVILLE GUARANTY SAVINGS BANK</td>
<td>4773002</td>
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<tr>
<td>OK</td>
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<td>3790606</td>
<td>FRANCONIA BRANCH</td>
<td>278 MAIN STREET</td>
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<td>NH</td>
<td>03580</td>
<td>DRAFTON</td>
<td>UNITED STATES</td>
<td>461504</td>
<td>12 WOODSVILLE GUARANTY SAVINGS BANK</td>
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<td></td>
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<tr>
<td>OK</td>
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<td>2705545</td>
<td>LANCASTER BRANCH</td>
<td>299 MAIN STREET</td>
<td>LANCASTER</td>
<td>NH</td>
<td>03584</td>
<td>COOE</td>
<td>UNITED STATES</td>
<td>248114</td>
<td>07 WOODSVILLE GUARANTY SAVINGS BANK</td>
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<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4009005</td>
<td>LISBON BRANCH</td>
<td>29 SOUTH MAIN STREET</td>
<td>LISBON</td>
<td>NH</td>
<td>03554</td>
<td>DRAFTON</td>
<td>UNITED STATES</td>
<td>248111</td>
<td>06 WOODSVILLE GUARANTY SAVINGS BANK</td>
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<td></td>
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<tr>
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<td>Full Service</td>
<td>2700179</td>
<td>COTTAGE STREET BRANCH</td>
<td>189 COTTAGE STREET</td>
<td>LITTLETON</td>
<td>NH</td>
<td>03561</td>
<td>DRAFTON</td>
<td>UNITED STATES</td>
<td>248115</td>
<td>05 WOODSVILLE GUARANTY SAVINGS BANK</td>
<td>4773002</td>
<td></td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>1180352</td>
<td>MEADOW STREET BRANCH</td>
<td>883 MEADOW STREET</td>
<td>LITTLETON</td>
<td>NH</td>
<td>03561</td>
<td>DRAFTON</td>
<td>UNITED STATES</td>
<td>248112</td>
<td>04 WOODSVILLE GUARANTY SAVINGS BANK</td>
<td>4773002</td>
<td></td>
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