

CASTLE HOLDING CORP

FORM 10-K (Annual Report)

Filed 10/22/14 for the Period Ending 09/30/14

Address	45 CHURCH ST STE 25 FREEPORT, NY 11520
Telephone	5168682000
CIK	0000802510
Symbol	CHOD
SIC Code	6199 - Finance Services
Industry	Investment Services
Sector	Financial
Fiscal Year	09/30

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **September 30, 2014**

Commission file number **33-37809-NY**

CASTLE HOLDING CORP.

(Exact Name of Registrant as Specified in Its Charter)

Nevada

(State or Other Jurisdiction of Incorporation or
Organization)

77-0121957

(I.R.S. Employer Identification No.)

18 East Sunrise Highway, Suite 311

Freeport, NY 11520

(516)-378-1000

(Address of Principal Executive Offices, Zip Code & Telephone Number)

Securities registered pursuant to Section 12(b) of the Act:
None

Securities registered pursuant to section 15(d) of the Act:
Common Stock, \$0.0025 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☒ No ☐

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☒

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (ss.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☒

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

☐

Accelerated filer

☐

Non-accelerated filer

☐

Smaller reporting company

☒

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the 3,396,591 shares of common stock held by non-affiliates of the Registrant (based on the \$0.25 last reported price on the OTC Markets) on October 21, 2014 was \$849,148.

As of October 21, 2014, the registrant had 37,629,510 shares of common stock issued and 37,040,710 shares of common stock outstanding, as well as 699,250 Class A Convertible preferred shares issued and outstanding.

EXPLANATORY NOTE

Castle Holding Corp. ("CHOD") previously voluntarily filed quarterly and annual reports up to and including the quarterly period ended June 30, 2002.

Commencing with the Form 10-K for the annual period ended September 30, 2013, CHOD has resumed voluntary filings of quarterly and annual reports.

Castle Holding Corp.

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PART I

ITEM 1. BUSINESS

GENERAL INFORMATION

Castle Holding Corp. (“CHOD”) is a holding company which was incorporated in Nevada on June 13, 1986. On September 30, 1987, CHOD acquired Castle Securities Corp., a New York corporation which operated as a securities broker dealer from November 1, 1985 to October 31, 2003. On April 11, 1991, CHOD formed Church Street Securities Corp., a New York corporation which operated as a securities broker dealer from October 26, 1995 to January 6, 2005. Since January 2005, CHOD and its subsidiaries have had only minimal business operations or operating revenues. Our current plan is to acquire an operating company in a reverse acquisition transaction involving the exchange of capital stock.

ITEM 1A. RISK FACTORS

Not Applicable.

ITEM 2. PROPERTIES

We do not currently own any property. The Company’s executive offices are located at 18 East Sunrise Highway, Suite 311, Freeport, NY 11520. The office space is provided by Michael T. Studer CPA P.C., a public accounting firm owned by Michael T. Studer, our Treasurer and a director, at no cost to the Company.

ITEM 3. LEGAL PROCEEDINGS

We are not currently involved in any legal proceedings nor do we have any knowledge of any threatened litigation.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

- *Market Information .*

The Company's Common Stock, \$.0025 par value, is traded in the over-the-counter market under the symbol "CHOD". Our common stock is quoted on the OTC Pink marketplace operated by OTC Markets Group. The following table sets forth the range of high and low trading prices for Common Stock as reported on the OTC Pink marketplace for each quarter during the last two fiscal years.

Fiscal Year ended September 30, 2014	High	Low
Quarter ended December 31, 2013	\$ 0.35	\$ 0.20
Quarter ended March 31, 2014	\$ 0.29	\$ 0.20
Quarter ended June 30, 2014	\$ 0.30	\$ 0.1501
Quarter ended September 30, 2014	\$ 0.25	\$ 0.16

Fiscal Year ended September 30, 2013	High	Low
Quarter ended December 31, 2012	\$ 0.14	\$ 0.04
Quarter ended March 31, 2013	\$ 0.14	\$ 0.04
Quarter ended June 30, 2013	\$ 0.20	\$ 0.053
Quarter ended September 30, 2013	\$ 0.50	\$ 0.1195

The Company's Class A Convertible Preferred Stock is not publicly traded or quoted.

- *Holders of Common Stock and Preferred Stock* .

As of October 21, 2014, the number of holders of record of the Company's common stock was 241. The number of holders of record of the Company's Class A Convertible Preferred Stock was 111.

- *Dividends* .

Registrant has paid no cash dividends and has no present plan to pay cash dividends, intending instead to reinvest its earnings, if any. However, payment of future cash dividends will be determined from time to time by its Board of Directors, based upon its future earnings, financial condition, capital requirements and other factors.

- *Securities Authorized for Issuance under Equity Compensation Plans*

None.

- *Recent Sales of Unregistered Securities*

None.

- *Issuer Purchases of Equity Securities*

Issuer Purchases of Equity Securities

For the three months ended September 30, 2014, we purchased our common stock as follows:

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares (purchased as part of publicly announced plans or programs)	(d) Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs
July 2014	0	\$ -	0	0
August 2014	9,800	\$ 0.18	0	0
September 2014	2,500	\$ 0.25	0	0
Total	12,300	\$ 0.19	0	0

For the three months ended September 30, 2014, we did not purchase any of our Class A Convertible Preferred Stock.

We presently have no publicly announced repurchase plan or program to purchase our Common Stock or Series A Convertible Preferred Stock.

ITEM 6. SELECTED FINANCIAL DATA.

Not applicable.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

General

Castle Holding Corp. ("CHOD") is a holding company which was incorporated in Nevada on June 13, 1986. On September 30, 1987, CHOD acquired Castle Securities Corp., a New York corporation which operated as a securities broker dealer from November 1, 1985 to October 31, 2003. On April 11, 1991, CHOD formed Church Street Securities Corp., a New York corporation which operated as a securities broker dealer from October 26, 1995 to January 6, 2005. Since January 2005, CHOD and its subsidiaries have had only minimal business operations or operating revenues. Our current plan is to acquire an operating company in a reverse acquisition transaction involving the exchange of capital stock.

Results of Operations – Year ended September 30, 2014 compared to Year ended September 30, 2013.

Consulting fee revenue increased \$20,000 from \$0 in 2013 to \$20,000 in 2014. The \$20,000 fee in September 2014 was received by Castle Advisors, Inc. ("CAI") from John V. Cappello ("JVC") for services rendered by CAI in connection with JVC's sale of his controlling interest in Emergent Health Corp. ("EMGE").

For the year ended September 30, 2014, we incurred a net loss on marketable securities of \$65,286 compared to a net loss of \$79,473 for the year ended September 30, 2013. Substantially all of the marketable securities are held in an account with E Trade Financial LLC (the "Second FBO Account") which was established to secure payment of the Class A Convertible Preferred Shares in the event of liquidation of CHOD.

Interest and dividends revenues increased \$4,195 from \$19,525 in 2013 to \$23,720 in 2014.

Expenses increased \$1,040 from \$2,100 in 2013 to \$3,140 in 2014.

Net loss decreased \$37,342 from \$62,048 in 2013 to \$24,706 in 2014. The \$37,342 decrease was due to the \$20,000 increase in consulting fee revenue, the \$14,187 decrease in net loss on marketable securities and the \$4,195 increase in interest and dividends revenue, offset by the \$1,040 increase in expenses.

Liquidity and Capital Resources

At September 30, 2014, the Company had cash and cash equivalents of \$20,639, total assets of \$352,223, total liabilities of \$3,197, and total stockholders' equity of \$349,026. Of the \$352,223 total assets at September 30, 2014, \$331,453 represents cash and marketable securities held in the Second FBO Account to secure payment of the Class A Convertible Preferred Shares in the event of liquidation of CHOD.

Cash and cash equivalents increased \$19,646 from \$993 at September 30, 2013 to \$20,639 at September 30, 2014. The \$19,646 increase was due to the \$24,876 provided by operating activities and a \$2,581 loan from an affiliate, offset by \$7,811 used to acquire treasury stock.

Except for the Letter of Intent discussed in Note 7 to Consolidated Financial Statements, the Company currently has no other agreements, arrangements or understandings with any person to obtain funds through bank loans, lines of credit or any other sources.

We currently have no commitments with any person for any capital expenditures.

We have no off-balance sheet arrangements.

ITEM 8. FINANCIAL STATEMENTS

CASTLE HOLDING CORP. AND SUBSIDIARIES (A Development Stage Entity) Consolidated Statements of Financial Condition (Unaudited)

	September 30, 2014	September 30, 2013
<u>Assets</u>		
Cash and cash equivalents	\$ 20,639	\$ 993
Marketable securities, at market value	129	226
Restricted cash and securities, at market value (note 3)	331,453	380,938
Other assets	2	2
Total assets	<u>\$ 352,223</u>	<u>\$ 382,159</u>
<u>Liabilities and Stockholders' Equity</u>		
Liabilities:		
Accounts payable and accrued expenses	\$ 116	\$ 116
Loans payable to affiliates	3,081	500
Total liabilities	<u>3,197</u>	<u>616</u>
Stockholders' equity (note 5):		
Preferred stock, \$.01 par value; authorized 9,000,000 shares, none issued and outstanding	-	-
Class A Convertible Preferred stock, \$.01 par value; authorized 1,000,000 shares, issued and outstanding 699,250 and 699,250 shares, respectively; liquidation preference of \$699,250 and \$699,250, respectively (note 5)	6,993	6,993
Common stock, \$.0025 par value; authorized 100,000,000 shares, issued 37,629,510 and 37,629,510 shares, respectively (net of 261,000 shares "stopped" and requested to be cancelled)	94,074	94,074
Common stock held in FBO Accounts as treasury stock - 576,500 and 551,000 shares, respectively - at cost (note 3)	(32,620)	(24,809)
Additional paid-in capital	1,516,142	1,516,142
Accumulated deficit	(1,235,563)	(1,210,857)
Total stockholders' equity	<u>349,026</u>	<u>381,543</u>
Total liabilities and stockholders' equity	<u>\$ 352,223</u>	<u>\$ 382,159</u>

See notes to consolidated financial statements.

CASTLE HOLDING CORP. AND SUBSIDIARIES
(A Development Stage Entity)
Consolidated Statements of Operations
(Unaudited)

	Year Ended September 30,		Period October 1, 2005 (Inception of Development Stage) to September 30, 2014
	2014	2013	2014
Revenues:			
Consulting fee	\$ 20,000	\$ -	\$ 20,000
Net gain (loss) on marketable securities	(65,286)	(79,473)	(77,924)
Interest and dividends	23,720	19,525	149,638
Total revenues	(21,566)	(59,948)	91,714
Expenses:			
General and administrative	3,140	2,100	14,638
Total expenses	3,140	2,100	14,638
Income (loss) from continuing operations	(24,706)	(62,048)	77,076
Discontinued operations	-	-	103,789
Net income (loss)	<u>\$ (24,706)</u>	<u>\$ (62,048)</u>	<u>\$ 180,865</u>
Net income (loss) per common share:			
Basic	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	
Diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	
Weighted average number of common shares outstanding:			
Basic	<u>37,063,773</u>	<u>37,517,869</u>	
Diluted	<u>37,763,023</u>	<u>38,217,119</u>	

See notes to consolidated financial statements.

CASTLE HOLDING CORP. AND SUBSIDIARIES
(A Development Stage Entity)
Consolidated Statements of Changes in Stockholders' Equity
For the Period October 1, 2005 (Inception of Development Stage) to September 30, 2014
(Unaudited)

	Class A Convertible Preferred Stock, \$.01 Par Value		Common Stock, \$.0025 Par Value		Treasury Common Stock, \$.0025 Par Value		Additional Paid-in Capital	Accumulated Deficit	Total Stock- holders' Equity
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Balances, September 30, 2005	706,750	\$ 7,068	37,379,510	\$ 93,449	-	\$ -	\$ 1,515,192	\$ (1,416,428)	\$ 199,281
Sale of common shares in October 2005	-	-	200,000	500	-	-	1,500	-	2,000
Purchase of preferred shares in June 2006	(2,500)	(25)	-	-	-	-	(375)	-	(400)
Net income	-	-	-	-	-	-	-	107,392	107,392
Balances, September 30, 2006	704,250	7,043	37,579,510	93,949	-	-	1,516,317	(1,309,036)	308,273
Sale of common shares in January 2007	-	-	50,000	125	-	-	425	-	550
Purchase of preferred shares in October 2006	(2,500)	(25)	-	-	-	-	(375)	-	(400)
Net income	-	-	-	-	-	-	-	21,735	21,735
Balances, September 30, 2007	701,750	7,018	37,629,510	94,074	-	-	1,516,367	(1,287,301)	330,158
Net income	-	-	-	-	-	-	-	30,275	30,275
Balances, September 30, 2008	701,750	7,018	37,629,510	94,074	-	-	1,516,367	(1,257,026)	360,433
Purchase of preferred shares in September 2009	(2,500)	(25)	-	-	-	-	(225)	-	(250)

CASTLE HOLDING CORP. AND SUBSIDIARIES
(A Development Stage Entity)
Consolidated Statements of Changes in Stockholders' Equity
For the Period October 1, 2005 (Inception of Development Stage) to September 30, 2014
(Unaudited)

	Class A Convertible Preferred Stock, \$.01 Par Value		Common Stock, \$.0025 Par Value		Treasury Common Stock, \$.0025 Par Value		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Net income	-	-	-	-	-	-	-	17,579	17,579
Balances, September 30, 2009	699,250	6,993	37,629,510	94,074	-	-	1,516,142	(1,239,447)	377,762
Net income	-	-	-	-	-	-	-	3,630	3,630
Balances, September 30, 2010	699,250	6,993	37,629,510	94,074	-	-	1,516,142	(1,235,817)	381,392
Net income	-	-	-	-	-	-	-	6,555	6,555
Balances, September 30, 2011	699,250	6,993	37,629,510	94,074	-	-	1,516,142	(1,229,262)	387,947
Purchase of treasury stock	-	-	-	-	49,400	(2,509)	-	-	(2,509)
Net income	-	-	-	-	-	-	-	80,453	80,453
Balances, September 30, 2012	699,250	6,993	37,629,510	94,074	49,400	(2,509)	1,516,142	(1,148,809)	465,891
Purchase of treasury stock	-	-	-	-	501,600	(22,300)	-	-	(22,300)
Net loss	-	-	-	-	-	-	-	(62,048)	(62,048)
Balances, September 30, 2013	699,250	6,993	37,629,510	94,074	551,000	(24,809)	1,516,142	(1,210,857)	381,543
Purchase of treasury stock	-	-	-	-	37,800	(7,811)	-	-	(7,811)
Net income	-	-	-	-	-	-	-	(24,706)	(24,706)
Balances, September 30, 2014	<u>699,250</u>	<u>\$ 6,993</u>	<u>37,629,510</u>	<u>\$ 94,074</u>	<u>588,800</u>	<u>\$(32,620)</u>	<u>\$ 1,516,142</u>	<u>\$ (1,235,563)</u>	<u>\$ 349,026</u>

See notes to consolidated financial statements.

CASTLE HOLDING CORP. AND SUBSIDIARIES
(A Development Stage Entity)
Consolidated Statements of Cash Flows
(Unaudited)

	Year Ended September 30,		Period October 1, 2005 (Inception of Development Stage) to September 30, 2014
	2014	2013	2014
Cash flows from operating activities:			
Net income (loss)	\$ (24,706)	\$ (62,048)	\$ 180,865
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation	-	-	263
Changes in operating assets and liabilities:			
Marketable securities	97	(98)	71
Restricted cash and securities	49,485	84,346	(33,508)
Other assets	-	-	693
Accounts payable and accrued expenses	-	-	(74,558)
Net cash provided by (used in) operating activities	24,876	22,200	73,826
Cash flows from investing activities	-	-	-
Cash flows from financing activities:			
Acquisition of treasury stock	(7,811)	(22,300)	(32,620)
Proceeds from sale of common shares	-	-	2,550
Proceeds of loans from affiliates	2,581	-	3,081
Repayment of loans payable to related parties	-	-	(26,015)
Repurchase of preferred shares	-	-	(1,050)
Net cash used in financing activities	(5,230)	(22,300)	(54,054)
Net increase (decrease) in cash and cash equivalents	19,646	(100)	19,772
Cash and cash equivalents, beginning of period	993	1,093	867
Cash and cash equivalents, end of period	<u>\$ 20,639</u>	<u>\$ 993</u>	<u>\$ 20,639</u>
Supplemental disclosures of cash flow information:			
Interest paid	<u>\$ 101</u>	<u>\$ -</u>	<u>\$ 101</u>
Income taxes paid	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

See notes to consolidated financial statements.

CASTLE HOLDING CORP. AND SUBSIDIARIES
(A Development Stage Entity)

Notes to Consolidated Financial Statements

Years Ended September 30, 2014 and 2013 and Period October 1, 2005 (Inception of Development Stage) to September 30, 2014
(Unaudited)

1. ORGANIZATION

Castle Holding Corp. ("CHC") is a holding company which was incorporated in Nevada on June 13, 1986. The subsidiaries of CHC are as follows:

1. Beverage King, Ltd. (incorporated in Delaware January 2, 1990) - leased automobiles for Company employees; no operations since October 31, 2005.
2. Church Street Securities Corp. (incorporated in New York April 11, 1991) - operated a securities broker-dealer from October 26, 1995 to January 6, 2005; decided to cease operations on January 6, 2005.
3. Castle Advisors, Inc. (incorporated in New York December 23, 1993) - acts as a financial consultant.
4. Wall Street Indians, Ltd. (incorporated in New York May 27, 1994) - provided office services and supplies to the Company to October 31, 2005; no operations since October 31, 2005.
5. The Unlisted Stock Market Corporation (incorporated in New York December 9, 1999) - no operations from inception.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation – The consolidated financial statements include the accounts of CHC and its subsidiaries (collectively, the "Company"). Castle Securities Corp., a former subsidiary that operated a securities broker-dealer from November 1, 1985 to October 31, 2003, dissolved in September 2009. All significant intercompany balances and transactions have been eliminated in consolidation.

Basis of Presentation – The accompanying consolidated financial statements are presented in accordance with the guidance provided by Accounting Standards Codification ("ASC") topic no. 915, "Development Stage Entities". We have used fiscal year ended September 30, 2006 as the inception of our development stage. Since cessation of the operations of Church Street Securities Corp. in January 2005, the Company has had no business operations or operating revenues.

Use of estimates – The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Cash and cash equivalents – The Company considers highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Marketable securities and restricted cash and securities - Marketable securities and restricted cash and securities consist primarily of trading securities valued at market. All fair value measurements are based on Level 1 inputs (i.e., closing trading prices of respective marketable securities). Unrealized gains and losses are reflected in income (\$ (69,283) and \$(26,301) for the years ended September 30, 2014 and 2013, respectively).

CASTLE HOLDING CORP. AND SUBSIDIARIES
(A Development Stage Entity)

Notes to Consolidated Financial Statements

Years Ended September 30, 2014 and 2013 and Period October 1, 2005 (Inception of Development Stage) to September 30, 2014
(Unaudited)

Income taxes – Income taxes are accounted for under the assets and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled.

Net income (loss) per common share – Basic net income (loss) per common share is calculated based upon the weighted average number of common shares outstanding. Diluted net income (loss) per common share is calculated based upon the weighted average number of common shares outstanding and dilutive convertible preferred shares outstanding.

Recent accounting pronouncements – In June 2014, The Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-10, “Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities Guidance in Topic 810, Consolidation” (“ASU 2014-10”). ASU 2014-10 removes the financial reporting distinction between development stage entities and other reporting entities and eliminates the requirements for development stage entities to (1) present inception-to-date information in the statements of income, cash flows, and shareholder equity, (2) label the financial statements as those of a development stage entity, (3) disclose a description of the development stage activities in which the entity is engaged, and (4) disclose in the first year in which the entity is no longer a development stage entity that in prior years it had been in the development stage. The Company is required to adopt this new standard on a retrospective basis for the year ending September 30, 2016, and interim periods therein; however, early application is permitted. Other than simplifying the presentation of the financial statements and disclosures needed to be made by the Company, the Company believes that the adoption of ASU 2014-10 will not materially affect its consolidated financial statements.

3. RESTRICTED CASH AND SECURITIES, AT MARKET VALUE

At September 30, 2014 and 2013, restricted cash and securities consist of:

	<u>September 30,</u>	
	<u>2014</u>	<u>2013</u>
Uninvested cash	\$ 1,475	\$ 23,398
Marketable securities:		
588,800 and 551,000 shares, respectively, Castle Holding Corp. (CHOD)		
(reflected as treasury stock in the consolidated balance sheet)	136,896	275,500
0 and 60,000 shares, respectively, Liberty Pete Corp. (LBPE)	-	420
28,300 and 24,000 shares, respectively, Medallion Financial Group TAXI)	329,978	357,120
Subtotal	468,349	656,438
Less Castle Holding Corp. (CHOD) shares treated as treasury stock	(136,896)	(275,500)
Net	<u>\$ 331,453</u>	<u>\$ 380,938</u>

CASTLE HOLDING CORP. AND SUBSIDIARIES
(A Development Stage Entity)

Notes to Consolidated Financial Statements

Years Ended September 30, 2014 and 2013 and Period October 1, 2005 (Inception of Development Stage) to September 30, 2014
(Unaudited)

Except for 385,000 shares Castle Holding Corp. held in safekeeping at September 30, 2014, the restricted cash and securities are held at accounts with TD Ameritrade Inc. (the "First FBO Account") and E Trade Securities LLC ("the "Second FBO Account") . The First FBO Account was established in 2001 to secure payment of the investment in the Class A Convertible Preferred Shares in the event of liquidation of CHC (see Note 5).

In 2001, as a provision of the private offering (see Note 5), CHOD purchased a total of \$380,000 face value of United States Treasury Strips (the "Strips") maturing August 15, 2011 for a total of approximately \$233,000. On August 15, 2011, the Strips matured and the First FBO Account was credited \$380,000. Since August 15, 2011, the FBO Accounts have acquired and sold a variety of marketable equity securities.

On November 14, 2013, TD Ameritrade notified us to transfer the First FBO Account to another brokerage firm and restricted us to liquidating transactions only. On February 19, 2014, we opened an account at E Trade Securities and, except for 181,500 shares of Castle Holding Corp. common stock still held at TD Ameritrade, all assets held at TD Ameritrade were transferred to E Trade Securities.

Had CHC required conversion of the 699,250 shares of the Class A Convertible Preferred Shares into 699,250 shares of CHOD Common Stock and paid the Class A Convertible Preferred Stockholders \$0.50 per Preferred Share (or \$349,625 total) at September 30, 2014 (see Note 5), the remaining restricted cash and securities available to CHC at September 30, 2014 would have been \$0.

4. OTHER ASSETS

Other assets consist of:

	September 30,	
	2014	2013
9% equity ownership of Castle Trucking Corp.	\$ 1	\$ 1
9% equity ownership of U Trade Inc .	\$ 1	\$ 1
Total	<u>\$ 2</u>	<u>\$ 2</u>

5. STOCKHOLDERS' EQUITY

Class A Convertible Preferred Stock

From March 2001 to September 2001, CHC sold 706,750 shares of Class A Convertible Preferred Stock for gross proceeds of \$706,750.

Each share of Class A Convertible Preferred Stock is convertible at any time into one share of the Company's Common Stock at the election of the Class A Convertible Preferred Stockholder. At any time, CHC may require conversion of the Class A Convertible Preferred Shares provided that CHC Common Stock closes at a price of \$1.50 per share or higher for more than 20 consecutive business days. At any time after one year from the issue date of the Class A Convertible Preferred Shares, CHC may require conversion of the Class A Convertible Preferred Shares provided that CHC pay the Class A Convertible Preferred Stockholder \$0.50 per Class A Convertible Preferred Share.

CASTLE HOLDING CORP. AND SUBSIDIARIES
(A Development Stage Entity)

Notes to Consolidated Financial Statements

Years Ended September 30, 2014 and 2013 and Period October 1, 2005 (Inception of Development Stage) to September 30, 2014
(Unaudited)

The Class A Convertible Preferred Shares are non-voting and will have a first priority, up to \$1.00 per Class A Convertible Preferred Share, in the event of liquidation of CHC.

As a provision of the private offering, CHC used 33% of the gross proceeds of the offering to purchase \$380,000 face value of U.S. Treasury Strips (the "Strips") maturing August 15, 2011 (see Note 3).

The proceeds from the Strips are available to holders of the Class A Convertible Preferred Shares and are in addition to the other assets of CHC. The Strips, and upon maturity, subsequent investments purchased from such proceeds, are to be held by CHC to secure payment of the investment in the Class A Convertible Preferred Shares in the event of liquidation of CHC. The protection afforded by the Strips are to terminate upon the conversion of the Class A Convertible Preferred Shares and the Strips, or their proceeds, are to thereafter be available to CHC.

In the years ended September 30, 2006 and 2007, CHC repurchased a total of 5,000 shares of Class A Convertible Preferred Stock. In the year ended September 30, 2009, CHC repurchased 2,500 shares of Class A Convertible Preferred Stock. Accordingly, the proportionate share (approximately 1.06%) of the FBO Accounts (or approximately \$3,513 market value at September 30, 2014) may be available to CHC.

Common Stock

In October 2005, CHC sold 200,000 shares of common stock to a CHC affiliate for \$2,000 (\$0.01 per share).

In January 2007, CHC sold 50,000 shares of common stock to a former employee for \$550 (\$0.011 per share).

6. INCOME TAXES

CHC files a consolidated income tax return with its subsidiaries for federal reporting purposes. CHC and its subsidiaries file separate income tax returns for state reporting purposes.

CASTLE HOLDING CORP. AND SUBSIDIARIES
(A Development Stage Entity)

Notes to Consolidated Financial Statements

Years Ended September 30, 2014 and 2013 and Period October 1, 2005 (Inception of Development Stage) to September 30, 2014
(Unaudited)

The provisions for (benefit from) income taxes consisted of:

	Year Ended September 30,	
	2014	2013
Current:		
Federal	\$ -	\$ -
State	-	-
Total	-	-
Deferred:		
Federal	(7,854)	(19,725)
State	(1,606)	(4,033)
Change in valuation allowance	9,460	23,758
Total	-	-
Provision for income taxes	<u>\$ -</u>	<u>\$ -</u>

The Company's effective tax rate differed from the United States Federal income tax rate for the following reasons:

	2014	2013
Computed Federal income tax at 34%	\$ (8,400)	\$ (21,096)
Computed state income tax, net of Federal tax effect	(1,060)	(2,662)
Change in valuation allowance	9,460	23,758
Provision for income taxes	<u>\$ -</u>	<u>\$ -</u>

Based on management's present assessment, the Company has not yet determined it to be more likely than not that a deferred tax asset of \$391,656 attributable to the future utilization of \$1,102,754 of prior year net operating loss carryforwards and \$49,175 of capital loss carryforwards will be realized. Accordingly, the Company has maintained a 100% allowance against the deferred tax asset in the financial statements at September 30, 2014. The Company will continue to review this valuation allowance and make adjustments as appropriate. The net operating loss carryforwards expire as follows: \$167,237 in year 2021, \$694,345 in year 2022, \$135,943 in year 2023, \$66,021 in year 2024, and \$39,208 in year 2025. The capital loss carryforward of \$49,175 expires in year 2018.

CASTLE HOLDING CORP. AND SUBSIDIARIES
(A Development Stage Entity)

Notes to Consolidated Financial Statements

Years Ended September 30, 2014 and 2013 and Period October 1, 2005 (Inception of Development Stage) to September 30, 2014
(Unaudited)

Current United States income tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited.

7. COMMITMENTS AND CONTINGENCIES

Letter of Intent

On June 6, 2014, George R. Hebert (chief executive officer of the Company) ("Hebert"), Michael T. Studer (chief financial officer of the Company) ("Studer"), and John V. Cappello, an unrelated third party ("Cappello"), executed a Letter of Intent dated June 6, 2014 (the "LOI").

Among other things, the LOI (which has been extended by mutual consent) provides for (1) Cappello's purchase of a total of 20,000,000 shares of Castle Holding Corp. ("CHOD") common stock (representing approximately 54% of the presently outstanding common stock) from certain CHOD stockholders, for a total of \$200,000 cash, (2) CHOD's issuance of 2,000,000 shares of CHOD common stock to Cappello in exchange for a portfolio of patents and patents pending with a royalty stream, (3) CHOD's issuance of 2,000,000 additional shares of CHOD common stock to Cappello in exchange for 2,000,000 shares of Emergent Health Corp. ("EMGE") common stock, (4) CHOD's issuance of 3,000,000 additional shares of CHOD common stock to Cappello in exchange for \$45,000 cash, and (5) Sellers' right to spin out Castle Advisors, Inc. to CHOD's pre-transaction shareholders within one year after the closing. The parties to the LOI are currently in the process of negotiating a definitive Stock Purchase Agreement.

Occupancy

Since December 2005, the Company has been using space provided by a public accounting firm owned by the Company's treasurer at no cost to the Company.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

For the years ended September 30, 2014 and 2013, Castle Holding Corp. has had no principal accountant. Accordingly, there has been no disagreements with accountants on accounting and financial disclosure.

ITEM 9A. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including our principal executive officer and the principal financial officer, we have conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer concluded as of the evaluation date that our disclosure controls and procedures were effective such that the material information required to be included in our Securities and Exchange Commission reports is accumulated and communicated to our management, including our principal executive and financial officer, recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms relating to our company, particularly during the period when this report was being prepared.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, for the Company.

Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of its management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Management recognizes that there are inherent limitations in the effectiveness of any system of internal control, and accordingly, even effective internal control can provide only reasonable assurance with respect to financial statement preparation and may not prevent or detect material misstatements. In addition, effective internal control at a point in time may become ineffective in future periods because of changes in conditions or due to deterioration in the degree of compliance with our established policies and procedures.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in there being a more than remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Under the supervision and with the participation of our principal executive officer and principal financial officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting, as of September 30, 2014, based on the framework set forth in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our evaluation under this framework, management concluded that our internal control over financial reporting was effective as of the evaluation date.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

There have been no changes in our internal control over financial reporting that occurred during the last fiscal quarter for our fiscal year ended September 30, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

(a) The directors of Castle Holding Corp. are:

Director Name:	Age	Other offices held	Since
George R. Hebert	70	President	1987
Michael T. Studer	64	Secretary, Treasurer	1987
Teresa M. Hebert	57	None	2003

Each director will hold office until the next annual meeting of shareholders and until their successors have been elected and qualified.

(b) The executive officers of Castle Holding Corp. are:

Officer Name:	Age	Offices held	Since
George R. Hebert	70	President	1987
Michael T. Studer	64	Secretary, Treasurer	1987

Officers are elected by the Board of Directors at the annual meetings of the Registrant's shareholders, and hold office until their death, or until they shall resign or have been removed from office.

(e) The business experience during the last five years for each director and executive officer of Castle Holding Corp. follows:

George R. Hebert has been President and a director of Castle Holding Corp. since September 1987. Mr. Hebert received a B.S. degree from Stevens Academy, Pennsylvania Military College (now Widener University) in 1967.

Michael T. Studer has been Secretary, Treasurer, and a director of Castle Holding Corp. since September 1987. He also has been President of Michael T. Studer CPA P.C., a public accounting firm, since September 1987. Mr. Studer received a B.S.B.A. degree from Babson College in 1971.

Teresa M. Hebert, wife of George R. Hebert, has been a director of Castle Holding Corp. since November 2003.

(f) On January 23, 2004, the United States Securities and Exchange Commission barred Michael T. Studer from association with any securities broker or dealer. See SEC Initial Decision Release No. 244, Administrative Proceeding File No. 3-11229.

Castle Holding Corp. has not adopted a Code of Ethics.

Castle Holding Corp. has no audit committee or any other committee of the Board of Directors.

ITEM 11. EXECUTIVE COMPENSATION

For the years ended September 30, 2014 and 2013, no cash or stock-based compensation has been paid to or accrued for any director or executive officer.

At September 30, 2014, there are no outstanding equity awards for any director or executive officer.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

We have 100,000,000 shares of authorized Common Stock, of which 37,629,510 shares are currently issued and 37,040,710 shares are currently outstanding. We also have 10,000,000 authorized shares of Preferred Stock, of which 699,250 shares are currently issued and outstanding.

The following table sets forth certain information as of October 21, 2014 with respect to the beneficial ownership of our outstanding Common Stock by (i) any holder of more than five (5%) percent thereof; (ii) each of our officers and directors and (iii) directors and officers of the Company as a group.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Approximate Percent of Class
George R. Hebert 183 Gordon Place Freeport, NY 11520	1,093,670	3.0%
Michael T. Studer 3 Carolyn Court Amityville, NY 11701	705,600	1.9%
Teresa M. Hebert 183 Gordon Place Freeport, NY 11520	169,239	0.5%
Teresa M. Hebert, Trustee FBO Jaclyn Hebert 183 Gordon Place Freeport, NY 11520	1,395,910	3.8%
Castle Holding Corp. Deferred Compensation Plan FBO George R. Hebert (2) 18 East Sunrise Highway, Suite 311 Freeport, NY 11520	14,867,100	40.1%
Castle Holding Corp. Deferred Compensation Plan FBO Michael T. Studer (2) 18 East Sunrise Highway, Suite 311 Freeport, NY 11520	1,080,000	2.9%
Michael J. Studer 35 Ireland Place Amityville, NY 11701	4,300,000	11.6%
Kathleen E. Pastore 679 Western Highway Blauvelt, NY 10913	4,300,000	11.6%
Kristin A. Godsey 737 Arbutus Avenue SE Roanoke, VA 24014	4,300,000	11.6%
All Executive Officers and Directors as a Group (3 persons) (3)	19,311,519	52.1%

(1) Unless otherwise indicated below, the Company has been advised that each person named above is the record owner of and exercises the sole voting and investment power over the shares shown opposite his name.

(2) Includes 50% of 1,640,000 shares owned by Castle Advisors Limited Partnership 94-1 ("CALP"). Castle Holding Corp. Deferred

Compensation Plan FBO George R. Hebert and Castle Holding Corp. Deferred Compensation Plan FBO Michael T. Studer each own a 50% limited partnership interest in CALP. Neither Mr. Hebert nor Mr. Studer exercises sole voting and investment power over the 1,640,000 shares owned by CALP.

(3) Includes 1,395,310 shares relating to Teresa M. Hebert FBO Jaclyn Hebert, includes 14,867,100 shares relating to Castle Holding Corp. Deferred Compensation Plan FBO George R. Hebert and includes 1,080,000 shares relating to Castle Holding Corp. Deferred Compensation Plan FBO Michael T. Studer.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

During the year ended September 30, 2014, Castle Holding Corp. Deferred Compensation Plan FBO George R. Hebert loaned \$2,531 to the Company.

We do not consider any of our directors as being independent under Item 407(a) of Regulation S-K.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

For the years ended September 30, 2014 and 2013, Castle Holding Corp. has had no principal accountant.

PART IV

ITEM 15. EXHIBITS

The following exhibits are including with this filing:

3.1*	Articles of Incorporation (Form S-18 Registration No. 33-8395-LA, effective November 14, 1986)
3.2*	Amendment to Articles of Incorporation (Form S-18 Registration No. 33-37809-NY, effective February 11, 1991)
3.2*	Amendment to Articles of Incorporation filed August 15, 2001 (September 30, 2001 Form 10-K filed January 15, 2002)
3.3*	By-laws (Form S-18 Registration No. 33-8395-LA, effective November 14, 1986)
4.4*	Specimen Stock Certificate (Form S-18 Registration No. 33-37809-NY, effective February 11, 1991)
31.1	Sarbanes-Oxley Section 302 certification by George R. Hebert
31.2	Sarbanes-Oxley Section 302 certification by Michael T. Studer
32.1	Sarbanes-Oxley Section 906 certification by George R. Hebert
32.2	Sarbanes-Oxley Section 906 certification by Michael T. Studer
99.1*	Complaint for Injunctive and Other Relief (dated September 14, 1994) – Securities and Exchange Commission, Plaintiff (Form 8-K dated September 13, 1994)

* Previously filed and incorporated by reference.

SIGNATURES

Pursuant to the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Castle Holding Corp.

Date: October 22, 2014

By: /s/ George R. Hebert

George R. Hebert

President, Chief Executive Officer

In accordance with the Exchange Act, this report has been signed below by the following person on behalf of the registrant and in the capacities and on the dates indicated.

Castle Holding Corp.

Date: October 22, 2014

By: /s/ Michael T. Studer

Michael T. Studer

Secretary, Treasurer, Chief Financial Officer

**CHIEF EXECUTIVE OFFICER SARBANES-OXLEY SECTION 302
CERTIFICATION FOR ANNUAL REPORT ON FORM 10-K**

I, George R. Hebert, certify that:

- 1) I have reviewed this annual report for fiscal year ended September 30, 2014 on Form 10-K of Castle Holding Corp.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows as of, and for, the periods presented in this annual report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's board of directors:
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 22, 2014

By: /s/ George R. Hebert

George R. Hebert
Chief Executive Officer

**CHIEF FINANCIAL OFFICER SARBANES-OXLEY SECTION 302
CERTIFICATION FOR ANNUAL REPORT ON FORM 10-K**

I, Michael T. Studer, certify that:

- 1) I have reviewed this annual report for fiscal year ended September 30, 2014 on Form 10-K of Castle Holding Corp.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows as of, and for, the periods presented in this annual report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's board of directors:
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 22, 2014

By: /s/ Michael T. Studer

Michael T. Studer
Chief Financial Officer

**CHIEF EXECUTIVE OFFICER SARBANES-OXLEY SECTION 906
CERTIFICATION FOR ANNUAL REPORT ON FORM 10-K**

In connection with the annual report on Form 10-K of Castle Holding Corp. (the "Company") for the year ended September 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned certifies pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that, to my knowledge:

- (1) except for the inclusion of unaudited financial statements without a report of an independent registered public accounting firm, the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 22, 2014

By: /s/ George R. Hebert

George R. Hebert
Chief Executive Officer

**CHIEF FINANCIAL OFFICER SARBANES-OXLEY SECTION 906
CERTIFICATION FOR ANNUAL REPORT ON FORM 10-K**

In connection with the annual report on Form 10-K of Castle Holding Corp. (the “Company”) for the year ended September 30, 2014, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned certifies pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that, to my knowledge:

- (1) except for the inclusion of unaudited financial statements without a report of an independent registered public accounting firm, the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 22, 2014

By: /s/ Michael T. Studer

Michael T. Studer
Chief Financial Officer