

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1140239

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 8(a) 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)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under section 211.23 of Regulation K (12 C.F.R. § 211.23). The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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.

Date of Report (top-tier bank holding company's fiscal year-end):

December 31, 2011

Month / Day / Year

I, Peter G. Williston

Name of the Bank Holding Company Director and Official

CEO

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Citizens Bancorp Investment, Inc

Legal Title of Bank Holding Company

400 Hwy 52 Bypass West/P. O. Box 100

(Mailing Address of the Bank Holding Company) Street / P.O. Box

Lafayette

TN

37083

City

State

Zip Code

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Peter G. Williston

CEO

Name

Title

615-666-2195

Area Code / Phone Number / Extension

615-666-7044

Area Code / FAX Number

pwilliston@citizens-bank.org

E-mail Address

www.citizens-bank.org

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

Signature of Bank Holding Company Director and Official

03/27/2011

Date of Signature

For bank holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID

C.I.

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

For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

NONE

Legal Title of Subsidiary Bank Holding Company

(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

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CITIZENS BANCORP INVESTMENT, INC.

FORM FR Y-6
Annual Report

Report Items Index

2011

1. Bank Holding Company Financial Statements
 - A. Citizens Bancorp Investment, Inc. is not registered with the Securities and Exchange Commission, accordingly, Form 10-K is not required.
 - B. Annual reports to shareholders – Exhibit A –To be submitted upon completion of annual report.

2. Organization Chart

See Exhibit B-1

Domestic Branch Listing

See Exhibit B-2 (emailed 3-15-10)

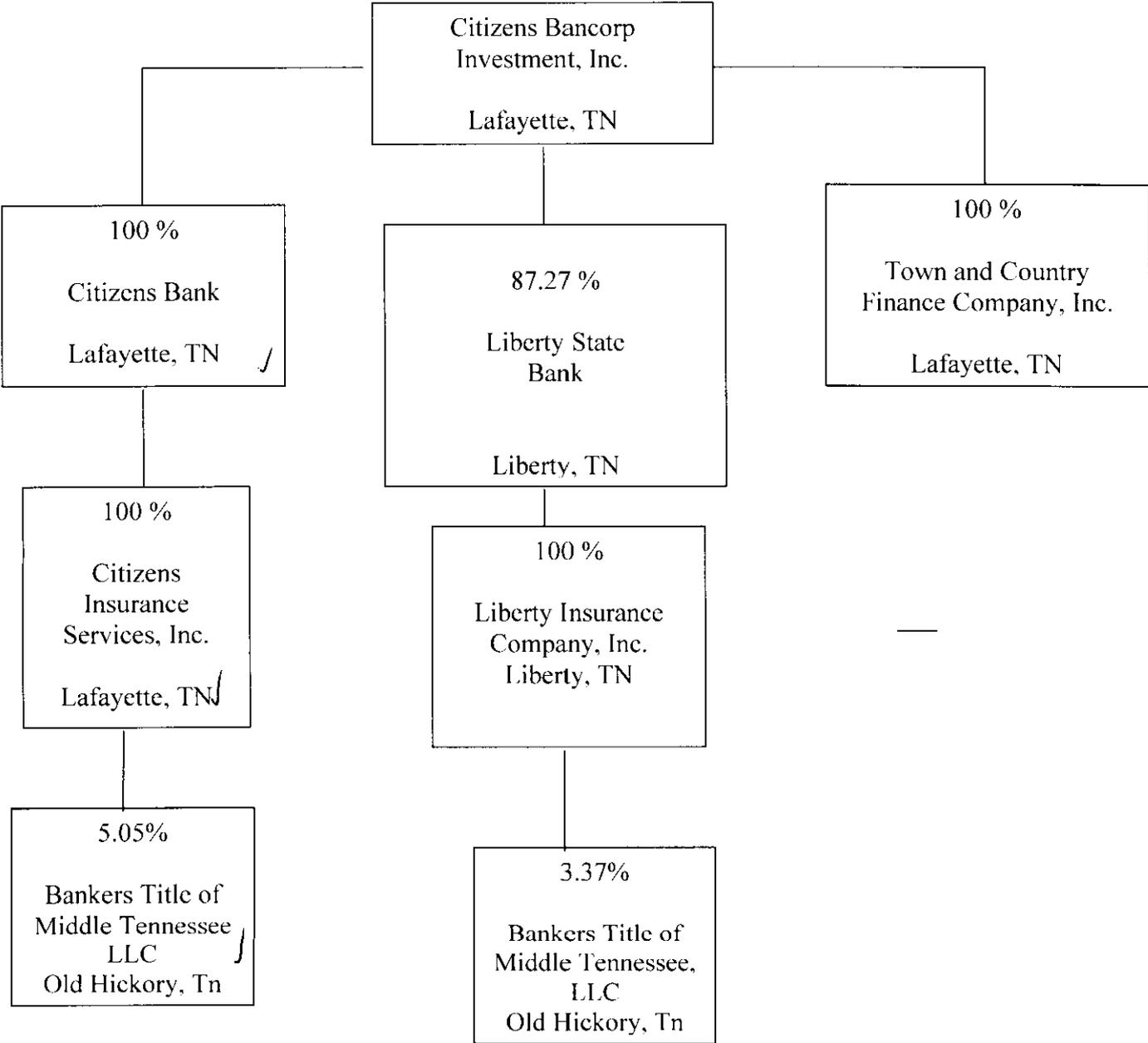
3. Shareholders
 - A. Parent Bank Holding Company – See Exhibit C

4. Directors and Officers
 - A. Parent Bank Holding Company – See Exhibit D

CITIZENS BANCORP INVESTMENTS, INC.

Organization Chart

December 31, 2011



Results: A list of branches for your BHC: CITIZENS BANKCORP INVESTMENT, INC. (1140239) of LAFAYETTE, TN. The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter **OK** in the Data Action column.
Change: If the branch information is incorrect or incomplete, or the data, enter **Change** in the Data Action column and the date when this information first became valid in the Effective Date column.
Delete: If a branch line was sold or closed, enter **Delete** in the Data Action column and the date of closure date in the Effective Date column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter **Add** in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of **Change**, **Delete**, or **Add**. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_BSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_BSSD	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_BSSD*	Comments
OK		Full Service (Head Office)	63733	CITIZENS BANK	400 HIGHWAY 52 BY-PASS WEST	LAFAYETTE	TN	37083	MACON	UNITED STATES	1128		0	CITIZENS BANK	63733
OK		Full Service	1401716	HIGHWAY 25 BRANCH	55 HIGHWAY 25	CARTHAGE	TN	37030	SMITH	UNITED STATES	222291		7	CITIZENS BANK	63733
OK		Full Service	1432121	MAIN STREET OFFICE	101 MAIN STREET	CARTHAGE	TN	37030	SMITH	UNITED STATES	978		6	CITIZENS BANK	63733
OK		Full Service	1273336	CELINA BRANCH	101 EAST LAKE AVENUE	CELINA	TN	38551	CLAY	UNITED STATES	4113		2	CITIZENS BANK	63733
OK		Full Service	3296030	GAINESBORO BRANCH	116 SOUTH GRUNDY-QUARLES HIGHWAY	GAINESBORO	TN	38562	JACKSON	UNITED STATES	430150		9	CITIZENS BANK	63733
OK		Full Service	945138	HERMITAGE SPRINGS BRANCH	5836 CLAY COUNTY HWY	HERMITAGE SPRINGS	TN	37150	CLAY	UNITED STATES	190023		1	CITIZENS BANK	63733
OK		Full Service	2697833	PUBLIC SQUARE BRANCH	201 W LOCUST STREET	LAFAYETTE	TN	37083	MACON	UNITED STATES	190025		8	CITIZENS BANK	63733
OK		Full Service	186539	SCOTTSDALE ROAD BRANCH	SCOTTSDALE ROAD	LAFAYETTE	TN	37083	MACON	UNITED STATES	209707		3	CITIZENS BANK	63733
OK		Full Service	2031	RED BOILING SPRINGS BRANCH	32 CARTHAGE ROAD	RED BOILING SPRINGS	TN	37150	MACON	UNITED STATES	209708		4	CITIZENS BANK	63733
OK		Full Service	211861	WESTMORELAND BRANCH	CORNER OF HWY 92 & 31E	WESTMORELAND	TN	37186	SUMNER	UNITED STATES	190024		5	CITIZENS BANK	63733
OK		Full Service	1853	ALEXANDRIA BRANCH	PUBLIC SQUARE	ALEXANDRIA	TN	37042	DEKALB	UNITED STATES	225972		1	LIBERTY STATE BANK	161433
OK		Full Service	2656748	DOWNTOWN BRANCH	214 NORTH CUMBERLAND STREET	LEBANON	TN	37087	WILSON	UNITED STATES	14868		5	LIBERTY STATE BANK	161433
OK		Full Service	1930321	LEBANON MAIN BRANCH	1035 W MAIN STREET	LEBANON	TN	37088	WILSON	UNITED STATES	14868		2	LIBERTY STATE BANK	161433
OK		Full Service	3174461	SMITHVILLE BRANCH	735 SOUTH CONGRESS	SMITHVILLE	TN	37166	DEKALB	UNITED STATES	225973		4	LIBERTY STATE BANK	161433

CITIZENS BANCORP INVESTMENT, INC.

Shareholders With 5 Percent or More
Of Voting Common Stock

December 31, 2011

<u>Name & Address</u>	<u>Country of Citizenship</u>	<u>Voting Shares Owned Number</u>	<u>Percentage</u>
✓ Billy W. McClard Lafayette, TN	USA	2916	10.35
✓ Jean McClard Lafayette, TN	USA	2905	10.31
✓ Cynthia McClard Lafayette, TN	USA	2,385	8.47
✓ Charles E. Darnell Lafayette, TN	USA	2,225	7.90
✓ Mike Reese Lafayette, TN	USA	2,218	7.87

The only shareholders that owned or controlled or held with power to vote 5 percent or more of any class of voting securities of the bank holding company during 2011 are these listed above.

CITIZENS BANCORP INVESTMENT, INC.

DIRECTORS AND OFFICERS

DECEMBER 31, 2011

<u>Name & Address</u>	<u>Citizens Bancorp Inc.</u>	<u>Citizens Bank</u>	<u>Liberty State Bank</u>	<u>Town & Country Finance, Co.</u>	<u>Business</u>	<u>Occupation</u>	<u>Bancorp Percent</u>	<u>Business Shares</u>	<u>Percent</u>	<u>Business</u>
Charles E. Darnell Lafayette, TN	Director/ President	Director Chairman	Director/ Chairman	---	None	Retired	7.90	None	None	None
Mike Reese Lafayette, TN	Director/ Treasurer	Director	Director	---	Owner	Retail/ Grocery	7.87	100	100	MWR Enterprises, Inc.
Tom McCall Lafayette, TN	Director	Director	---	Director/ Secretary	Co-Owner Manager	Retail/ Furniture	0.45	---	5	DT McCall Partnership McCall Realty Company Partnership
Tony Polston Lafayette, TN	Director	Director	---	---	Manager	Retail/ Bldg. Supply	3.50	---	50	BD Polston & Son Bldg. Supply Partnership
Cynthia McClard Lafayette, TN	Director	Director	---	Director/ V-President	Consultant	Consulting	8.47	---	100	Clinical Management Consultants
Gail Srygley Nashville, TN	Director	Director	---	---	None	Education	3.61	---	---	None
Ransom Jones Lascassas, TN	Director	Director	---	---	None	Retired	0.00	---	---	None

CITIZENS BANCORP INVESTMENT, INC.

EXHIBIT D

DIRECTORS AND OFFICERS

DECEMBER 31, 2011

<u>Name & Address</u>	<u>Citizens Bancorp Inc.</u>	<u>Citizens Bank</u>	<u>Liberty State Bank</u>	<u>Town & Country Finance, Co.</u>	<u>Business</u>	<u>Occupation</u>	<u>Bancorp Percent</u>	<u>Business Shares</u>	<u>Percent</u>	<u>Business</u>
Joe Carter Lafayette, Tn	Director Secretary	Director President	---	Director President	None	Banking	0.84	---	---	None
Peter Williston Lafayette, Tn.	Director V. President CEO	Director V. Chairman CEO	Director	---	None	Banking	1.30	---	---	None
Billy W. McClard Lafayette, Tn. ✓	Principal Shareholder	--	--	--	None	Retired	10.35	---	---	None
Jean McClard Lafayette, Tn. ✓	Principal	--	--	--	None	Retired	10.31	---	---	None

Note: All shares of Citizens Bank are owned by Citizens Bancorp Investments, Inc.

All shares of Town & Country Finance Company are owned by Citizens Bancorp Investments, Inc..

87.27% of Liberty State Bank are owned by Citizens Bancorp Investments, Inc.

*The following principal shareholders and directors own, control, or hold with power to vote a percentage of common stock

In Liberty State Bank:

Charles E. Darnell	.79%
Joe Carter	.06%
Tom McCall	.07%
Jean McClard	.32%
Mike Reese	.86%
Peter Williston	.31%