



Board of Governors of the Federal Reserve System



# 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 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)) 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.

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

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, Edward B. Middleton  
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

2/28/2013  
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  
RSSD ID 1084472  
C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):  
**December 31, 2012**  
Month / Day / Year

Reporter's Name, Street, and Mailing Address  
Citizens Bancorporation, Inc  
Legal Title of Holding Company  
P. O. Box 659  
(Mailing Address of the Holding Company) Street / P.O. Box  
Plaquemine LA 70765  
City State Zip Code  
57910 Main Street  
Physical location (if different from mailing address)

Person to whom questions about this report should be directed:  
Joycelyn F. Lamothe Treasurer  
Name Title  
225-685-3856  
Area Code / Phone Number / Extension  
225-692-5856  
Area Code / FAX Number  
jlamothe@cbitla.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.

## For Use By Tiered Holding Companies

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

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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Revised

REPORT ITEM 1 ANNUAL REPORT TO SHAREHOLDERS

Neither Citizens Bancorporation, Inc. or Citizens Bank and Trust Company are required to file annual report form 10-K with the SEC. Consolidated and parent bank holding company financial statements for the years ended December 31, 2012 and 2011, will be presented in the 2012 annual report. The annual report will be forwarded to the Federal Reserve as soon as it is available. Consolidated financial statements for 2012 and 2011 have been audited. Parent company financial statements for 2012 and 2011 will be presented in footnote M to the financial statements.

REPORT ITEM 2A ORGANIZATION CHART

CITIZENS BANCORPORATION, INC.  
PLAQUEMINE, LOUISIANA  
Incorporated in Louisiana  
PARENT  
(Owner 40,000 shares – 100% of  
Citizens Bank & Trust Company)

CITIZENS BANK & TRUST COMPANY  
PLAQUEMINE, LOUISIANA  
Incorporated in Louisiana  
SUBSIDIARY  
(40,000 shares outstanding)

REPORT ITEM 2B DOMESTIC BRANCH LISTING

No change in branch report. Report emailed to fed reserve contact.

REPORT ITEM 3(1) SECURITIES HOLDERS (5% OR MORE)

| NAME AND ADDRESS                            | COUNTRY<br>OR CITIZENSHIP | NO OF SHARES AND<br>% OF COMMON STOCK |
|---|---------------------------|---------------------------------------|
| Edward B. Middleton<br>Plaquemine, LA 70764 | United States             | 4,525 s/s 17.78%                      |

REPORT ITEM 3(2) OTHER 5% OR MORE SECURITIES HOLDERS DURING 2012

None

REPORT ITEM 4 INSIDERS

A list of directors and officers is attached.

Results: A list of branches for your holding company: CITIZENS BANCORPORATION, INC. (1084472) of PLAQUEMINE, LA.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

**Reconciliation and Verification Steps**

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

**Actions**

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.  
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.  
 Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.  
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.  
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

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

**Submission Procedure**

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

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

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

| Data Action | Effective Date | Branch Service Type        | Branch ID_RSSD* | Popular Name                    | Street Address                  | City        | State | Zip Code | County           | Country       | FDIC UNINUM* | Office Number* | Head Office                     | Head Office ID_RSSD* | Comments |
|-------------|----------------|----------------------------|-----------------|---------------------------------|---------------------------------|-------------|-------|----------|------------------|---------------|--------------|----------------|---------------------------------|----------------------|----------|
| OK          |                | Full Service (Head Office) | 357937          | CITIZENS BANK AND TRUST COMPANY | 57910 MAIN STREET               | PLAQUEMINE  | LA    | 70764    | IBERVILLE        | UNITED STATES | 901          | 0              | CITIZENS BANK AND TRUST COMPANY | 357937               |          |
| OK          |                | Full Service               | 1890981         | BOCAGE BRANCH                   | 7646 JEFFERSON HIGHWAY          | BATON ROUGE | LA    | 70809    | EAST BATON ROUGE | UNITED STATES | 275023       | 4              | CITIZENS BANK AND TRUST COMPANY | 357937               |          |
| OK          |                | Full Service               | 2837901         | O'NEAL LANE BRANCH              | 4810 O'NEAL LANE                | BATON ROUGE | LA    | 70817    | EAST BATON ROUGE | UNITED STATES | 189436       | 6              | CITIZENS BANK AND TRUST COMPANY | 357937               |          |
| OK          |                | Full Service               | 4275020         | PERKINS ROWE BRANCH             | 10601 PERKINS ROAD              | BATON ROUGE | LA    | 70810    | EAST BATON ROUGE | UNITED STATES | 519369       | 7              | CITIZENS BANK AND TRUST COMPANY | 357937               |          |
| OK          |                | Full Service               | 2235888         | SHERWOOD FOREST BRANCH          | 2925 SOUTH SHERWOOD FOREST BLVD | BATON ROUGE | LA    | 70816    | EAST BATON ROUGE | UNITED STATES | 286785       | 5              | CITIZENS BANK AND TRUST COMPANY | 357937               |          |
| OK          |                | Full Service               | 889634          | BELLEVUE BRANCH                 | 58240 BELLEVUE ROAD             | PLAQUEMINE  | LA    | 70764    | IBERVILLE        | UNITED STATES | 189434       | 1              | CITIZENS BANK AND TRUST COMPANY | 357937               |          |

| NAME AND ADDRESS                                   | OCCUPATION     | POSITION WITH HOLDING COMPANY   | POSITION WITH SUBSIDIARY   | OWNERSHIP INTEREST                       |  |  | POSITION  | OWNERSHIP INTEREST  |
|--|----------------|---|--|--|--|--|---|---|
|  |                |   |  | COMMON STOCK CITIZENS BANCORPORATION INC | COMMON STOCK CITIZENS BANK AND TRUST COMPANY | OTHER BUINSESS INTERESTS   |   |   |
| Edward B. Middleton<br>Plaquemine, LA 70764        | Bank Executive | Chairman of the Board of Directors, President And Director, Citizens Bancorporation, Inc. | Chairman of the Board of Directors, President, Chief Executive Officer and Director, Citizens Bank & Trust Company | 4,525 shares<br>17.78%                   | None   | Rental Properties Limited  | Owner   | 100%  |
| Roland F. Dugas III<br>Baton Rouge, LA 70808       | Businessman    | Director, Citizens Bancorporation, Inc.   | Director, Citizens Bank & Trust Company  | 0 shares<br>0.00%                        | None   | DSDC, LLC<br>R. Dugas family, LLC<br>Acadian Research<br>Louisiana Oil Group, LLC<br>Big Cypress, LLC<br>Louisiana Royalty Partners, LLC<br>Bayou Jonson, LLC<br>Geoterre, LLC<br>Belwood Exploration,<br>Buckston Bayou, LLC<br>Buck Road Properties, LLC | Manager<br>Manager<br>President<br>Manager<br>Manager<br>Manager<br>Manager<br>Manager<br>President<br>Member<br>Member | 50%<br><25%<br>100%<br>33%<br>25%<br>25%<br>20%<br>50%<br>100%<br>33%<br>33%        |
| Charles E. Schwing<br>Baton Rouge, LA 70802        | Retired        | Director, Citizens Bancorporation, Inc.   | Director, Citizens Bank & Trust Company  | 850 shares<br>3.34%                      | None   | Schwing Mgmt. LLC<br>CE Schwing, LLC<br>AE Plans<br>Pointe Coupee Farm LLC<br>B S Barge Terminal LLC<br>Schwing Acquisitions LLC<br>Mound Farm LLC<br>Sigler Farm LLC<br>Gay Farm LLC<br>West Oak Farm LLC   | President<br>Manager<br>Stockholder<br>Manager<br>Manager<br>Manager<br>Manager<br>Manager<br>Manager<br>Manager        | <10%<br>49%<br><10%<br>13.67%<br><10%<br><10%<br>12.5%<br>12.2%<br>13.67%<br>13.67% |
| Patrick Thistlethwaite<br>Plaquemine, LA 70764     | Veterinarian   | Director, Citizens Bancorporation, Inc.   | Director, Citizens Bank & Trust Company  | 200 shares<br>0.79%                      | None   | Animal Medical Center of Plaquemine Inc.<br>Thistlethwaite Planning, Co. LTD<br>Edward T, LLC<br>Thisco Partnership<br>Thistlethwaite Family Investments, LLC<br>Thistlesoar, LLC  | President<br>President<br>Managing Member<br>Managing Partner<br>Managing Member<br>President                           | 100%<br><25%<br><25%<br><25%<br>33 1/3%<br>100%                                     |
| Ronald R. E. Hebert<br>Plaquemine, LA 70764        | Businessman    | Director, Citizens Bancorporation, Inc  | Director, Citizens Bank & Trust Company  | 200 shares<br>.79%                       | None<br>None                                 | ETEC Sales<br>Basin Enterprises<br>True Hope Enterprises<br>ETEC Services<br>Louisiana Power Service, LLC<br>Pinelog Plantation Ranch, LLC<br>Geospatial Solutions, LLC  | President<br>President<br>President<br>President<br>Managing Member<br>Manager<br>Manager                               | 30%<br>100%<br>100%<br>30%<br>55%<br>100%<br>50%                                    |
| R. Wendel Foushee<br>Baton Rouge, LA 70808         | Retired        | Director, Citizens Bancorporation, Inc.   | Director, Citizens Bank & Trust Company  | 0 shares<br>0.00%                        | None   | Old Forge Syndicate  | Partner   | 30%   |
| William C. Blackwood, Jr.<br>Baton Rouge, LA 70808 | Bank Executive | Secretary   | Senior Vice President & Cashier, Citizens Bank & Trust Company   | 0 shares<br>0.00%                        | None   | Alakazam, LLC  | Managing Member   | 50%   |
| Ioycelyn F. Lamothe<br>Plaquemine, LA 70764        | Bank Executive | Treasurer   | Senior Vice President & Controllor, Citizens Bank & Trust Company  | 0 shares<br>0.00%                        | None   | None   | None  | None  |