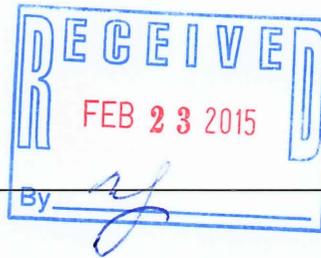


Board of Governors of the Federal Reserve System



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

2/17/15

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, 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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 70765-0659
 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@cibtla.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

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.

<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical Location (if different from mailing address)</p>
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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, 2014 and 2013, will be presented in the 2014 annual report. The annual report will be forwarded to the Federal Reserve as soon as it is available. Consolidated financial statements for 2014 and 2013 have been audited. Parent company financial statements for 2014 and 2013 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)

<u>NAME AND ADDRESS</u>	<u>COUNTRY OR CITIZENSHIP</u>	<u>NO OF SHARES AND % OF COMMON STOCK</u>
Edward B. Middleton Plaquemine, LA	United States	4,550 s/s 18.06%

REPORT ITEM 3(2) OTHER 5% OR MORE SECURITIES HOLDERS DURING 2014

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 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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	BELLEVIEW BRANCH	58240 BELLEVIEW ROAD	PLAQUEMINE	LA	70764	IBERVILLE	UNITED STATES	189434	1	CITIZENS BANK AND TRUST COMPANY	357937	

OK
SFR

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 BUINESSS INTERESTS								
Edward B. Middleton Plaquemine, LA USA	Bank Executive	Chairman of the Board	Chairman of the Board	4,550 shares	None	Rental Properties	Owner	100%						
		of Directors, President And Director, Citizens Bancorporation, Inc.	of Directors, President, Chief Executive Officer and Director, Citizens Bank & Trust Company	18.06%		Limited								
Roland F. Dugas III Baton Rouge, LA USA	Businessman	Director, Citizens Bancorporation, Inc.	Director, Citizens Bank & Trust Company	0 shares 0.00%	None	DSDC, LLC	Manager	50%						
						R. Dugas Family, LLC	Manager	<25%						
						Acadian Research	President	100%						
						Louisiana Oil Group, LLC	Manager	33%						
						Louisiana Royalty Partners, LLC	Manager	25%						
						Bayou Jonson, LLC	Manager	20%						
						Geoterre, LLC	Manager	50%						
						Belwood Exploration,	President	100%						
						Buckston Bayou, LLC	Member	33%						
						Buck Road Properties, LLC	Member	33%						
Charles E. Schwing Baton Rouge, LA USA	Retired	Director, Citizens Bancorporation, Inc.	Director, Citizens Bank & Trust Company	850 shares 3.36%	None	Schwing Mgmt. LLC	Chairman	0%						
						AE Plans	Stockholder	<10%						
						Pointe Coupee Farm LLC	Manager	<10%						
						B S Barge Terminal LLC	Manager	<10%						
						Mound Farm LLC	Manager	12.5%						
						Sigler Farm LLC	Manager	12.2%						
						Gay Farm LLC	Manager	<10%						
						West Oak Farm LLC	Manager	<10%						
Patrick Thistlethwaite Plaquemine, LA USA	Veterinarian	Director, Citizens Bancorporation, Inc.	Director, Citizens Bank & Trust Company	200 shares 0.79%	None	Animal Medical Center of Plaquemine Inc.	President	100%						
						Thistlethwaite Planning, Co. LTD	President	<25%						
						Edward T, LLC	Managing Member	<25%						
						Thisco Partnership	Managing Partner	<25%						
						Thistlethwaite Family Investments, LLC	Managing Member	33 1/3%						
						Thistlesoar, LLC	Managing Member	100%						
						ETEC Sales	President	33.3%						
Ronald R. E. Hebert Plaquemine, LA USA	Businessman	Director, Citizens Bancorporation, Inc	Director, Citizens Bank & Trust Company	200 shares .79%	None None	Basin Enterprises	President	100%						
						Iberville Services, LLC	Managing Member	100%						
						Environmental Tech Solutions, LLC	Member	50%						
						True Hope Enterprises	President	75%						
						ETEC Services	President	33.3%						
						Louisiana Power Service, LLC	Managing Member	55%						
						Pinelog Plantation Ranch, LLC	Manager	100%						
						Black Gold Investments	Managing Member	55%						
						The Musketeers Refining Group, LLC	Managing Member	28%						
						Trinity Global Group of LA	Managing Member	33.3%						
						Old Forge Syndicate, LLC	Partner	30%						
						R. Wendel Foushee Baton Rouge, LA USA	Retired	Director, Citizens Bancorporation, Inc.	Director, Citizens Bank & Trust Company	0 shares 0.00%	None	Old Forge Syndicate, LLC	Partner	30%

William C. Blackwood, Jr. Baton Rouge, LA USA	Bank Executive	Secretary	Senior Vice President & Cashier, Citizens Bank & Trust Company	0 shares 0.00%	None	Alakazam, LLC	Managing Member	50%
Joycelyn F. Lamothe Plaquemine, LA USA	Bank Executive	Treasurer	Senior Vice President & Controller, Citizens Bank & Trust Company	0 shares 0.00%	None	None	None	None
James R. Purgerson Baton Rouge, LA USA	Bank Executive		Senior Vice President Senior Lending Officer, Citizens Bank & Trust	10 shares 0.04%	None	Evangeline Square, LLC 5523 Partners, LLC JBM Interests, LLC JBJ Partnership, LLC	Member Member Member Member	10% 50% 50% 17%
O. H. Brooks Lewis Baton Rouge, LA USA	Bank Executive		Senior Vice President	0 shares	None	None	None	None