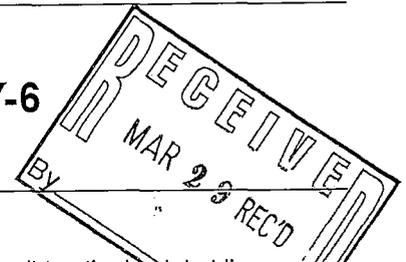


Board of Governors of the Federal Reserve System



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.

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

December 31, 2012

Month / Day / Year

I, Peter G. Williston

Reporter's Name, Street, and Mailing Address

Citizens Bancorp Investment, Inc

Legal Title of Holding Company

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

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

Lafayette TN 37083

City State Zip Code

Name of the Holding Company Director and Official

CEO

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.

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 Holding Company's web page

Signature of Holding Company Director and Official

Peter G. Williston
3/25/13

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 1140239
 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."

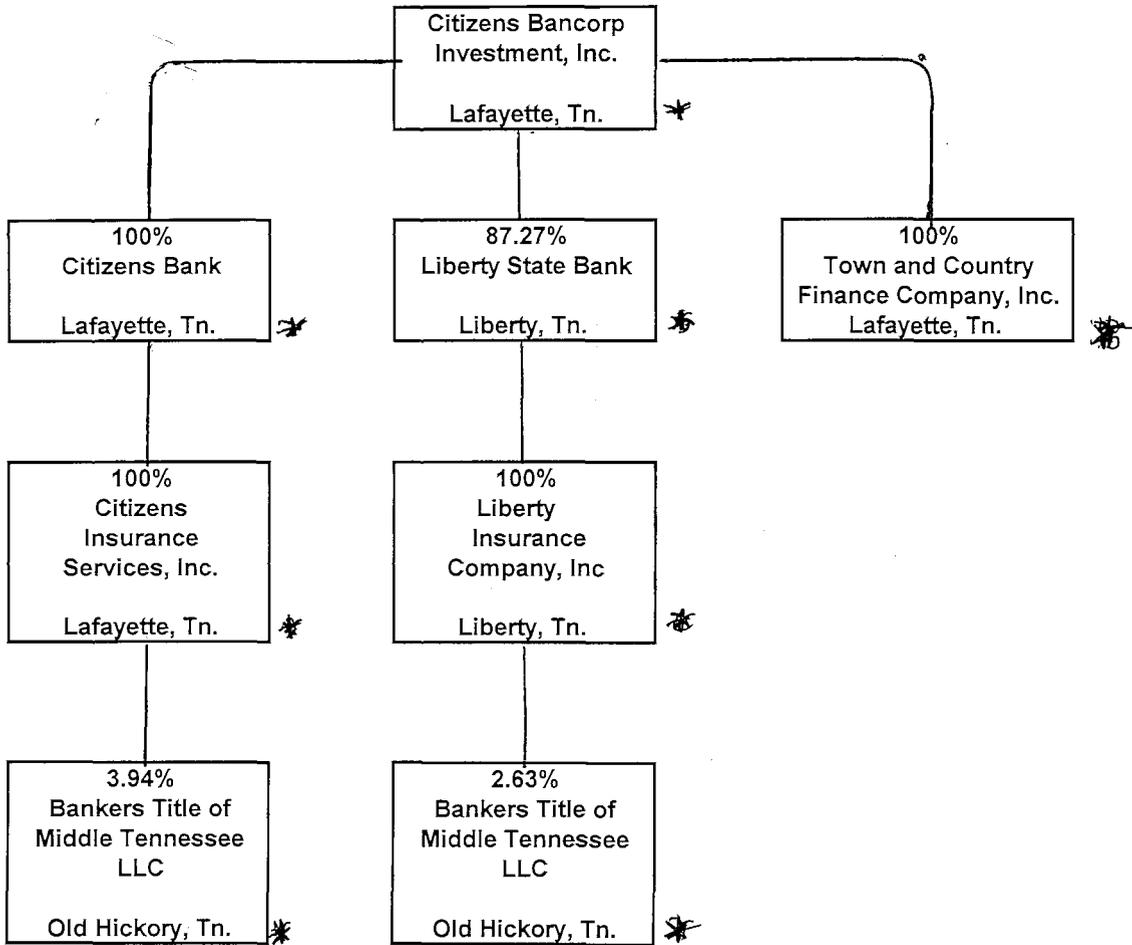
No

CITIZENS BANCORP INVESTMENT, INC.

Exhibit B-1

Organizational Chart

December 31, 2012



* All Companies are incorporated in Tennessee.

Results: A list of branches for your holding company: CITIZENS BANCORP INVESTMENT, INC. (1140239) of LAFAYETTE, TN. The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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 FRY-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)		63733	CITIZENS BANK	400 HIGHWAY 52 BY-PASS WEST	LAFAYETTE	TN	37083	MACON	UNITED STATES	1126	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	127336		CELINA BRANCH	101 EAST LAKE AVENUE	CELINA	TN	38551	CLAY	UNITED STATES	4113	2	CITIZENS BANK	63733	
OK		Full Service	3266030		GAINESBORO BRANCH	116 SOUTH GRUNDY-QUARLES HIGHWAY	GAINESBORO	TN	38562	JACKSON	UNITED STATES	430160	9	CITIZENS BANK	63733	
OK		Full Service	945138		HERMITAGE SPRINGS BRANCH	5835 CLAY COUNTY HWY	HERMITAGE SPRINGS	TN	37150	CLAY	UNITED STATES	190023	1	CITIZENS BANK	63733	
OK		Full Service	2897833		PUBLIC SQUARE BRANCH	201 W LOCUST STREET	LAFAYETTE	TN	37083	MACON	UNITED STATES	190025	8	CITIZENS BANK	63733	
OK		Full Service	186539		SCOTTSVILLE ROAD BRANCH	SCOTTSVILLE ROAD	LAFAYETTE	TN	37083	MACON	UNITED STATES	208707	3	CITIZENS BANK	63733	
OK		Full Service	2031		RED BOILINGS SPRGS BRANCH	32 CARTHAGE ROAD	RED BOILING SPRINGS	TN	37150	MACON	UNITED STATES	208708	4	CITIZENS BANK	63733	
OK		Full Service	2111861		WESTMORELAND BRANCH	CORNER OF HWY 52 & 31E	WESTMORELAND	TN	37186	SUMNER	UNITED STATES	190024	5	CITIZENS BANK	63733	
OK		Full Service (Head Office)	161433		LIBERTY STATE BANK	311 EAST MAIN	LIBERTY	TN	37095	DEKALB	UNITED STATES	7589	0	LIBERTY STATE BANK	161433	
OK		Full Service	18537		ALEXANDRIA BRANCH	PUBLIC SQUARE	ALEXANDRIA	TN	37012	DEKALB	UNITED STATES	225972	1	LIBERTY STATE BANK	161433	
OK		Full Service	2656746		DOWNTOWN BRANCH	214 NORTH CUMBERLAND STREET	LEBANON	TN	37087	WILSON	UNITED STATES	225974	5	LIBERTY STATE BANK	161433	
OK		Full Service	193032		LEBANON MAIN BRANCH	1035 W MAIN STREET	LEBANON	TN	37087	WILSON	UNITED STATES	14898	2	LIBERTY STATE BANK	161433	
OK		Full Service	1744613		SMITHVILLE BRANCH	735 SOUTH CONGRESS	SMITHVILLE	TN	37186	DEKALB	UNITED STATES	225973	4	LIBERTY STATE BANK	161433	

CITIZENS BANCORP INVESTMENT, INC.

Shareholders with 5 Percent More
Of Voting Common Stock

December 31, 2012

<u>Name & Address</u>	<u>Country of Citizenship</u>	<u>Voting Shares Owned</u>	
		<u>Number</u>	<u>Percentage</u>
Cynthia McClard Lafayette, Tn.	USA	** 8,206	29.12
Charles E. Darnell Lafayette, Tn.	USA	2,225	7.90
Mike Reese Lafayette, Tn.	USA	2,292	8.14

The only shareholders that owned or controlled or held with power to vote 5 percent of more of any class of voting securities of the bank holding company during 2012 are these listed above.

** Includes 2,916 shares held by Billy W. McClard Estate and 446 shares held by Jean McClard. Mrs. Jean McClard and the late Mr. Billy W. McClard are Cynthia McClard's parents.

CITIZENS BANCORP INVESTMENT, INC.

DIRECTORS AND OFFICERS

December 31, 2012

<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>Shares</u>	<u>Percent</u>	<u>Business</u>
Charles E. Darnell Lafayette, Tn	Director/ Vice President	Director/ Vice Chairman	Director	None	None	Retired	7.90	None	None	None
Mike Reese Lafayette, Tn	Director/ Treasurer	Director	Director	None	Owner	Retail/ Grocery	8.14	100	100	MWR Enterprises, Inc.
Tom McCall Lafayette, Tn.	Director	Director	None	Director/ Secretary	Co-owner Manager	Retail/ Furniture	0.45	NA	5	DT McCall Partnership McCall Realty Co. Partnership
Tony Polston Lafayette, Tn.	Director	Director	None	None	Manager	Retail/ Bldg Supply	3.50	NA	50	BD Polston & Son Bldg Supply Partnership
Cynthia McClard Lafayette, Tn	Director	Director	None	Director/ V-President	Consultant	Consulting	29.12	NA	100	Clinical Management Consultants
Gail Srygley Nashville, Tn	Director	Director	None	None	None	Education	3.61	NA	NA	None
Ranson Jones Lascassas, Tn	Director	Director	None	None	None	Retired	0.00	NA	NA	None
Joe Carter Lafayette, Tn.	Director/ Secretary	Director/ President	None	Director/ President	None	Banking	0.84	NA	NA	None
Peter Williston Lafayette, Tn.	Director/ President/ CEO	Director/ Chairman/CEO	Director	None	None	Banking	2.18	NA	NA	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 shares are owned by Citizens Bancorp Investment, 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	0.79
Joe Carter	0.06
Tom McCall	0.07
# Jean McClard	0.32
Mike Reese	0.86
Peter Williston	0.31

mother of Cynthia McClard