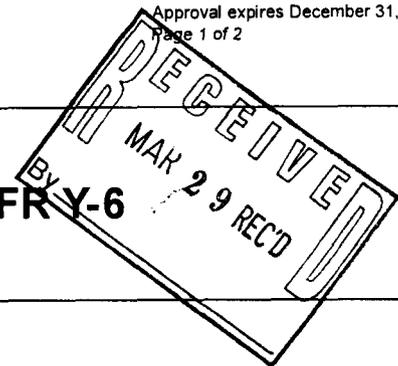


Board of Governors of the Federal Reserve System



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, Russell Carothers

Reporter's Name, Street, and Mailing Address

Citizens Bancorp of Winfield, Inc.

Legal Title of Holding Company

P O Box 550

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

Winfield AL 35594

City State Zip Code

236 Bankhead Hwy, Winfield, AL 35594

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Tamra Trull Corporate Secretary

Name Title

205-487-4277

Area Code / Phone Number / Extension

205-487-3799

Area Code / FAX Number

ttrull@cbwinfield.com

E-mail Address

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

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.

*Russell Carothers*

Signature of Holding Company Director and Official

03/26/2013

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 1833616  
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

Revised 4-22-13

**Form FR Y-6**

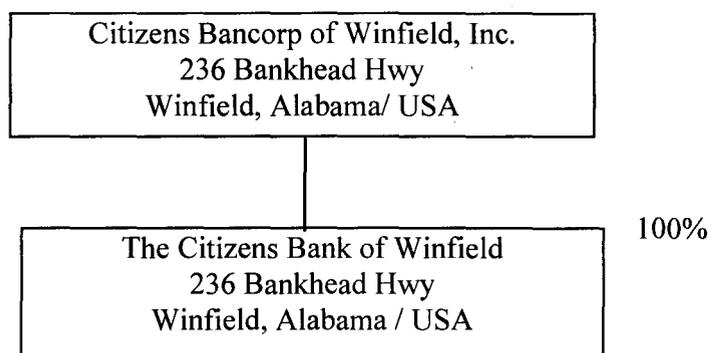
**Citizens Bancorp of Winfield, Inc.  
Winfield, Alabama  
Fiscal Year Ending December 31, 2012**

Report Item:

1. The BHC does not prepare a printed annual report for its shareholders.

2.a. Organizational Chart (All entities are incorporated in Alabama)

1.



2.b. Branches - None

# Form FR Y-6

## CITIZENS BANCORP OF WINFIELD, INC. FISCAL YEAR ENDING December 31, 2012

### Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2012

(1)(a) Name & Address City, State,	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities
Russell Carothers (William R Carothers II) Winfield, AL 35594	USA	1118 - 45% Class A Common Stock
Robert L. Carothers Winfield, AL 35594	USA	1028 - 41% Class A Common Stock
William A. Hill, Jr. Tuscaloosa, AL 35401	USA	132 - 5% Class A Common Stock

Shareholders not listed in (3)(1)(a) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2012.

(1)(a) Name & Address City, State,	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities
NONE		

**Report Item 4: Insiders: Principal securities holder, Directors and Officers**

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**CITIZENS BANCORP OF WINFIELD, INC.**

**Fiscal Year Ending December 31, 2012**

**Report Item 4: Insiders: Principal securities holder, Directors and Officers**

(1) Names & Address (City, State)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of ... other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Russell Carothers Winfield, AL / USA	banker	Director & Chairman	Director, Chairman, & CEO (Citizens Bank)	NA	45%	none	NA
Robert L. Carothers Winfield, AL / USA	banker	Director & Vice President	Director & Senior Vice President (Citizens Bank)	NA	41%	none	NA
Christian Hill Carothers Winfield, AL / USA	banker	Director & Vice Chairman	Director, Vice Chairman & President (Citizens Bank)	NA	.12%	none	NA
M. L. Hamric Winfield, AL / USA	retired banker	Director	Director (Citizens Bank)	NA	.08%	none	NA

**Report Item 4: Insiders: Principal securities holder, Directors and Officers**

Page 2

(1) Names & Address (City, State)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Jimmy Dickinson Winfield, AL / USA	retired manufact. comptroller	Director	Director (Citizens Bank)	retired Comptroller-Continental Conveyor & Equipment Co Winfield, AL	.08%	none	NA
C. E. Bryant, Jr. Winfield, AL / USA	retired manufact. president	Director	Director (Citizens Bank)	retired President Continental Conveyor & Equipment Co Winfield, AL	.08%	none	NA
Paul B Wilson Winfield, AL /USA	manufact. CFO	Director	Director (Citizens Bank)	CFO- Baymont Inc. Mississippi Accountant-Wilson Accting Winfield, AL	.08%	none	NA
Raymond C Spann, Jr. Winfield, AL / USA	hospital admin	Director	Director (Citizens Bank)	Administrator- Northwest Medical Center Winfield, AL	0%	none	NA

**Report Item 4: Insiders: Principal securities holder, Directors and Officers**

Page 2

<b>(1) Names &amp; Address (City, State)</b>	<b>(2) Principal Occupation if other than with Bank Holding Company</b>	<b>(3)(a) Title &amp; Position with Bank Holding Company</b>	<b>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</b>	<b>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</b>	<b>(4)(a) Percentage of Voting Shares in Bank Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</b>	<b>(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</b>
William A Hill, Jr.  Tuscaloosa, AL / USA	Physician	Director	Director (Citizens Bank)	Cardiologist- Cardiology Consultants Tuscaloosa, AL	5%	none	33 %- Cardiology Consultants Tuscaloosa, AL