

Board of Governors of the Federal Reserve System

MAR 14 REC'D



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, 2013

Month / Day / Year

I, Russell Carothers

Name of the Holding Company Director and Official

Chairman and 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.

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)

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:

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

Russell Carothers

Signature of Holding Company Director and Official

03/11/2014

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 _____ '13 103366
 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

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

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	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
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(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

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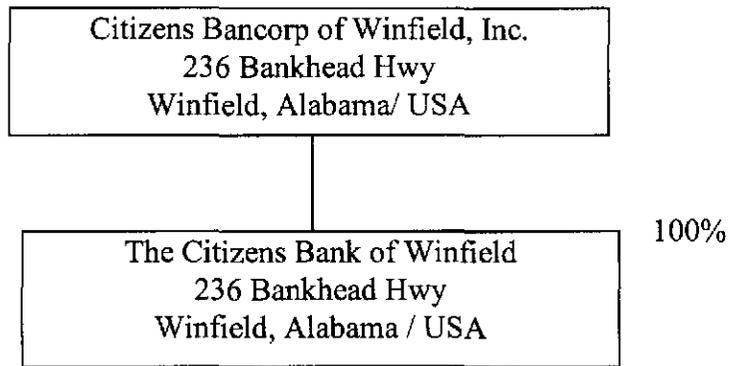
**Citizens Bancorp of Winfield, Inc.
Winfield, Alabama
Fiscal Year Ending December 31, 2013**

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 – 1 office

Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address
Full Service (Head Office)	293437	CITIZENS BANK OF WINFIELD, THE	236 BANKHEAD HIGHWAY

City	State	Zip Code	County	Country
WINFIELD	AL	35594	MARION	UNITED STATES

FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*
33	0	CITIZENS BANK OF WINFIELD, THE	293437

Results: A list of branches for your holding company: CITIZENS BANCORP OF WINFIELD, INC. (1833616) of WINFIELD, AL. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	293437	CITIZENS BANK OF WINFIELD, THE	236 BANKHEAD HIGHWAY	WINFIELD	AL	35594	MARION	UNITED STATES	33	0	CITIZENS BANK OF WINFIELD, THE	293437	

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CITIZENS BANCORP OF WINFIELD, INC. FISCAL YEAR ENDING December 31, 2013

Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2013

(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	USA	1162 - 46% Class A Common Stock
Robert L. Carothers Winfield, AL	USA	1030 - 40% Class A Common Stock
William A. Hill, Jr. Tuscaloosa, AL	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 12-31-2013.

(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, 2013**

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 & CEO	Director, Chairman, & CEO (Citizens Bank)	NA	46%	none	NA
Robert L. Carothers Winfield, AL / USA	banker	Director & Vice President	Director & Senior Vice President (Citizens Bank)	NA	40%	none	NA
Christian Hill Carothers Winfield, AL / USA	banker	Director, Vice Chairman & President	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

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(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 & Lead 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	.08%	none	NA
Raymond C Spann, Jr. Winfield, AL / USA	Retail business	Director	Director (Citizens Bank)	Retail Spann Hardware Winfield, AL	0%	none	NA

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

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William A Hill, Jr. Tuscaloosa, AL / USA	Physician	Director	Director (Citizens Bank)	Cardiologist- Cardiology Consultants Tuscaloosa, AL	5%	none	33 %- Cardiology Consultants Tuscaloosa, AL
Tamra P Trull Winfield, AL / USA	banker	Director & Corporate Sec	Director, Senior Vice President, Cashier & Corporate Sec (Citizens Bank)	NA	0%	none	NA