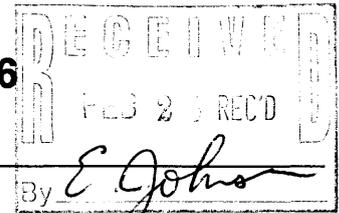


Board of Governors of the Federal Reserve System



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, Carl W. Fontenot - President/CEO

Reporter's Name, Street, and Mailing Address

Citizens Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

*Carl W. Fontenot*

P.O. Box 598

Title of the Holding Company Director and Official

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

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.

Ville Platte LA 70586

City State Zip Code

841 W. Main St., Ville Platte, LA 70586

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:

Kenneth P. Frey Vice President/Operations

Name Title

337-363-5643

Area Code / Phone Number / Extension

337-363-8069

Area Code / FAX Number

kenny@citizensbankvp.net

E-mail Address

Signature of Holding Company Director and Official

02/20/2013

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

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 1085312  
 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

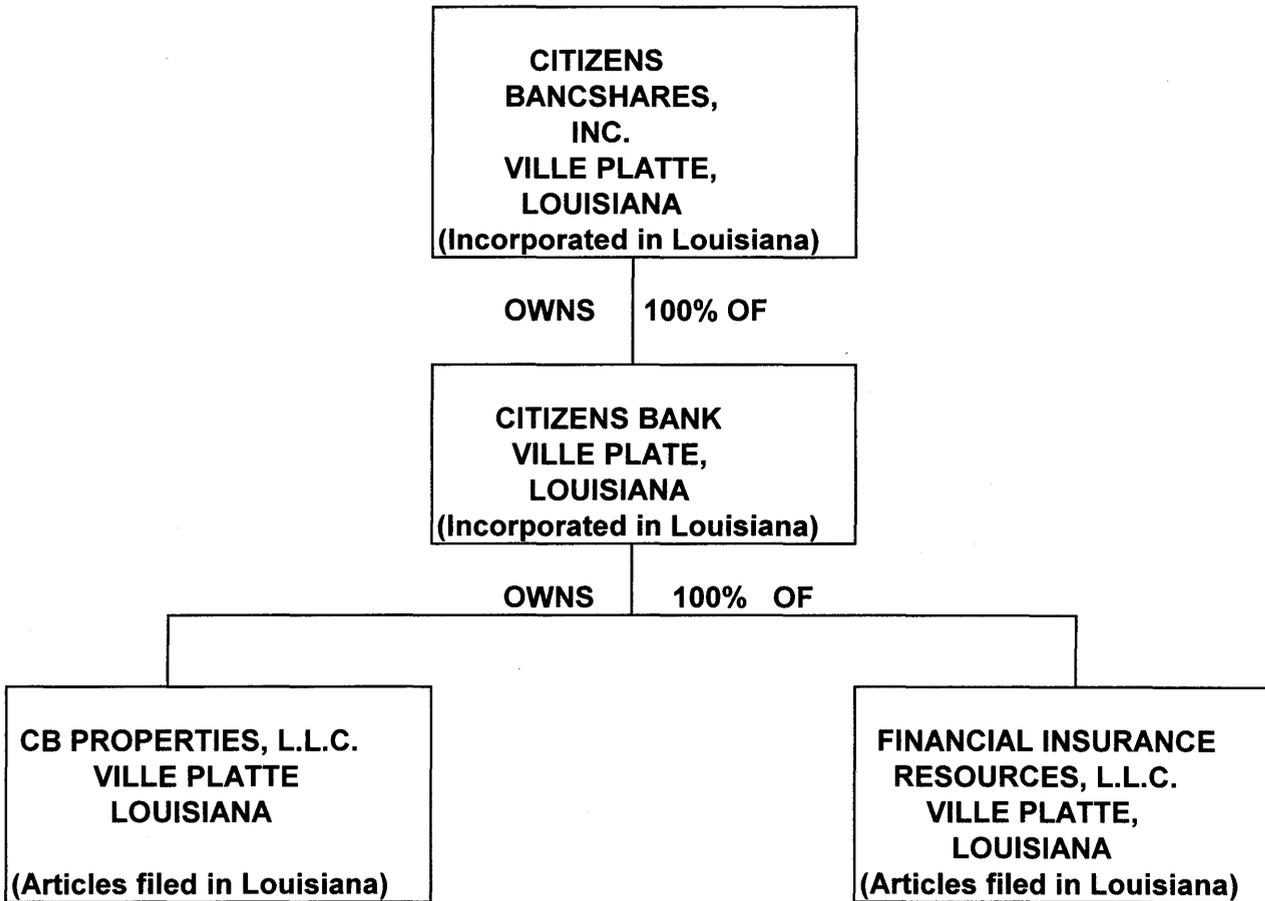
Revised

Citizens Bancshares, Inc.  
Ville Platte, Louisiana  
Fiscal Year ending December 31, 2012

Report Item

1: Enclosed Annual Report

2: Organizational Chart



Report Item 2b.

**Results:** A list of branches for your depository institution: CITIZEN'S BANK, VILLE PLATTE, LOUISIANA (ID\_RSSD: 917032). This depository institution is held by CITIZENS BANCSHARES, INC. (1085312) of VILLE PLATTE, 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)	917032	CITIZEN'S BANK, VILLE PLATTE, LOUISIANA	841 WEST MAIN STREET	VILLE PLATTE	LA	70586	EVANGELINE	UNITED STATES	15254	0	CITIZEN'S BANK, VILLE PLATTE, LOUISIANA	917032	
CHANGE	2/15/2013	Full Service	102632	MAMOU BRANCH	609 POINCIANA	MAMOU	LA	70554	EVANGELINE	UNITED STATES	253867	1	CITIZEN'S BANK, VILLE PLATTE, LOUISIANA	917032	Address was incorrect
CHANGE	2/15/2013	Full Service	854333	PINE PRAIRIE BRANCH	10608 VETERANS MEMORIAL HWY	PINE PRAIRIE	LA	70576	EVANGELINE	UNITED STATES	242761	2	CITIZEN'S BANK, VILLE PLATTE, LOUISIANA	917032	Address was incorrect

Form FR Y-6  
December 31, 2012

**REPORT ITEM 3: SHAREHOLDERS**

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

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

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities
Carl W. Fontenot Ville Platte, La.	USA	11,864 - 10.84% Common Stock
Eugene S Fontenot Ville Platte, La.	USA	8,396 - 7.67% Common Stock
Anita Fontenot Melancon Ville Platte, La.	USA	19,190 - 17.54% Common Stock
LaFourche Resources, Inc. Ville Platte, La.	USA	11,478 (1) - 10.49% Common Stock

(1) These shares are included in the amounts beneficially owned by Anita Fontenot Melancon

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

(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
Rosabelle Fontenot * Ville Platte, La. * Deceased 1/30/12	USA	6,429 - 5.87% Common Stock

REPORT ITEM 4: DIRECTORS AND OFFICERS

(1) (2) (3)(a)(b)(c) and (4) (a)(b)(c)

(1) Names & Address (City, State, Country)	(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 Business (include names of other business)	(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)
C. Brent Coreil Ville Platte, LA, USA	Attorney at Law	Director	Director (Citizens Bank)	C.Brent Coreil Ltd./President Coreil Inc. / President OSCO, Inc. / Secretary LA Monitors LLC/President/Member Bayou Self Storage, Inc./Secretary/Treasury	0.40%	None	C.Brent Coreil Ltd. - 100% Osco, Inc - 50% Coreil, Inc. - 100% LA Monitors LLC - 50% Bayou Self Storage, Inc. - 50%
Carl W. Fontenot Ville Platte, LA, USA	President & CEO of Bank Holding Co. and Bank	Director & President	Director, President & CEO (Citizens Bank)	** See Attachment	10.84%	None	N/A
Eugene S Fontenot Ville Platte, LA, USA	President Euco Finance	Director & Secretary	Director & Secretary (Citizens Bank)	President - Euco Finance Co	7.67%	None	Euco Finance 65%
Bryan Fontenot Ville Platte, LA, USA	Farmer	Director	Director (Citizens Bank)	Ville Platte Rice Drier/President/Director B & R Farms/Partner R & N Farms/Partner Pine Point Farms/Partner	4.09%	None	N/A
Steven Phillips Ville Platte, LA, USA	General Contractor	Director	Director (Citizens Bank)	First Vice President F Phillips General Contractor	0.92%	None	N/A
Brod Veillon Alexandria, LA, USA	Retired Brigadier General	Director	Director (Citizens Bank)	None	0.54%	None	N/A
Joseph West Pine Prairie, LA, USA	General and Residential Contractor	Director	Director (Citizens Bank)	Joseph West Contruction/Owner M & W Development, LLC/Managing Partner R & W Development LLC/Managing Member	0.37%	None	Joseph West Contruction - 100% M & W Development LLC - 50% R & W Development LLC - 100%
Anita Fontenot Melancon Ville Platte, LA, USA	General Manager Southwest Fidelity Corp.	Director	Director (Citizens Bank)	** See Attachment	17.54%	None	N/A

REPORT ITEM 4: DIRECTORS AND OFFICERS (Continued)

(1) (2) (3)(a)(b)(c) and (4) (a)(b)(c)

(1) Names & Address (City, State, Country)	(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 Business (include names of other business)	(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)
Wayne Vidrine Ville Platte, LA, USA	Banker	Treasurer	Executive VP & Cashier (Citizens Bank)	None	1.19%	None	N/A
Stephen Mayeux Ville Platte, LA, USA	Banker	NA	Senior VP (Citizens Bank)	None	0.00%	None	N/A
LaFourche Resources, Inc. Ville Platte, LA USA	NA	Principal Shareholder	NA	NA	10.49%	NA	NA

12-31-12  
ATTACHMENT

Carl W. Fontenot      Evangeline Sewage Company, Inc. - President & Director  
Evangeline Resources Inc. - President & Director  
Pipeline Construction Company, Inc. - President & Director  
Swag Oil & Gas Company, Inc. - President & Director  
La Home Builders, Inc. - President & Director  
Evangeline Gas Company - President & Director  
Percy J. Fontenot Family Trust - Beneficiary

Anita Fontenot Melanc      Central La. Farms, Inc. - President  
Lafourche Resources Co., Inc. - President  
Southwest Fidelity Corporation - Board Member  
Louisiana Land & Oil - President  
Percy J. Fontenot, Inc. - President  
Percy J. Fontenot Family Trust - Trustee/Beneficiary