

revised

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

orig. received
4/21/13

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, Greg Littleton

Reporter's Name, Street, and Mailing Address

Citizens Banking Corporation

Legal Title of Holding Company

PO Box 7

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

Frostproof FL 33843
City State Zip Code

2 East Wall Street, Frostproof, FL 33843

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President & 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.

Person to whom questions about this report should be directed:

Melissa Stinson Staff Accountant

Name Title

863-676-7631 272

Area Code / Phone Number / Extension

863-679-2360

Area Code / FAX Number

melissa.stinson@citizens-bank.com

E-mail Address

www.citizens-bank.com

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

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.

Greg Littleton

Signature of Holding Company Director and Official

05/03/2013

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 _____
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20561, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Form FRY - 6

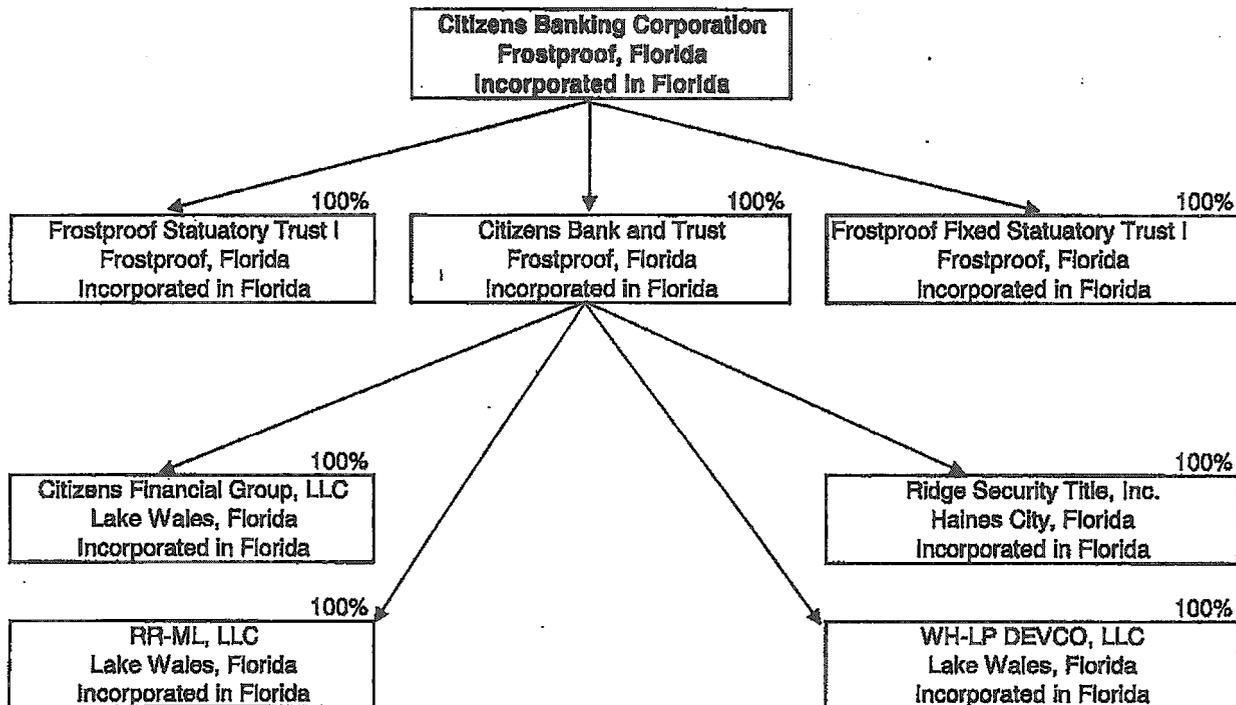
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**Citizens Banking Corporation
Frostproof, Florida
Fiscal Year Ending December 31, 2010**

Report Item:

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC does prepare an annual report for its shareholders.
Enclosed are two copies of the annual report.

2: Organization Chart



NR - Ownership % not reportable on FRY - 10

RR-ML, LLC and WH-LP Devco, LLC are holdings of two OREO properties

FR Y-6 Report
 FYE 12/31/2012
 Citizens Banking Corporation
 Frostproof, Florida

Report Item 2b: Submitted via email on 3/25/2012

Results: A list of branches for your depository institution: CITIZENS BANK AND TRUST (ID_RSSD: 701839).
 This depository institution is held by CITIZENS BANKING CORPORATION (3200874) of FROSTPROOF, FL.
 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)	701839	CITIZENS BANK AND TRUST	2 EAST WALL STREET	FROSTPROOF	FL	33843	POLK	UNITED STATES	3859	0	CITIZENS BANK AND TRUST	701839	
OK		Full Service	3743746	AUBURNDALE BRANCH	211 HAVENDALE BLVD	AUBURNDALE	FL	33823	POLK	UNITED STATES	448823	13	CITIZENS BANK AND TRUST	701839	
OK		Full Service	3920976	BARTOW BRANCH	1450 N BROADWAY AVENUE	BARTOW	FL	33830	POLK	UNITED STATES	478943	18	CITIZENS BANK AND TRUST	701839	
OK		Full Service	904032	DUNDEE BRANCH	1013 STATE ROAD 542 WEST	DUNDEE	FL	33838	POLK	UNITED STATES	253715	9	CITIZENS BANK AND TRUST	701839	
OK		Full Service	701138	DRIVE-IN FACILITY	14 SOUTH SCENIC HIGHWAY	FROSTPROOF	FL	33843	POLK	UNITED STATES	Not Required	Not Required	CITIZENS BANK AND TRUST	701839	
OK		Full Service	3743782	HAINES CITY BRANCH	36250 HWY 27	HAINES CITY	FL	33844	POLK	UNITED STATES	361664	5	CITIZENS BANK AND TRUST	701839	
OK		Full Service	3743755	CHALET BRANCH	23725 HIGHWAY 27	LAKE WALES	FL	33859	POLK	UNITED STATES	441355	12	CITIZENS BANK AND TRUST	701839	
OK		Full Service	873334	LAKE WALES BRANCH	222 STATE ROAD 60 EAST	LAKE WALES	FL	33853	POLK	UNITED STATES	15188	6	CITIZENS BANK AND TRUST	701839	
OK		Full Service	3743764	DOWNTOWN LAKELAND BRANCH	402 S KENTUCKY AVENUE, SUITE 100	LAKELAND	FL	33801	POLK	UNITED STATES	478942	17	CITIZENS BANK AND TRUST	701839	
OK		Full Service	3743773	EDGEWOOD BRANCH	1985 EAST EDGEWOOD DRIVE	LAKELAND	FL	33803	POLK	UNITED STATES	470764	16	CITIZENS BANK AND TRUST	701839	
OK		Full Service	4213040	SCHALAMAR BRANCH	4500 US HIGHWAY 92 EAST	LAKELAND	FL	33801	POLK	UNITED STATES	516196	19	CITIZENS BANK AND TRUST	701839	
OK		Full Service	3743791	WINTER HAVEN BRANCH	1120 FIRST STREET SOUTH	WINTER HAVEN	FL	33880	POLK	UNITED STATES	366299	10	CITIZENS BANK AND TRUST	701839	
OK		Full Service	3743803	WINTERSET BRANCH	6340 CYPRESS GARDENS BLVD	WINTER HAVEN	FL	33884	POLK	UNITED STATES	466069	15	CITIZENS BANK AND TRUST	701839	

Report Item 3: Shareholders

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

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2012			Shareholders not listed in (3) (1) (a) through 3 (1) c 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, & Country)	(1) b Country of Citizenship or Incorporation	(1) c Number and Percentage of Each Class of Voting Securites	(2) a Name & Address (City, State, & Country)	(2) b Country of Citizenship or Incorporation	(2) c Number and Percentage of Each Class of Voting Securites
a Latimer T. Wilson Frostproof, Florida	USA	11,963 - 27.48% Common Stock	g Clayton G. Wilson Lake Wales, Florida	USA	4,865 - 11.17% Common Stock
b Cynthia Wilson Henry Lake Wales, Florida	USA	9,635 - 22.13% Common Stock			
c Patricia J. Wilson Babson Park, Florida	USA	9,635 - 22.13% Common Stock			
d Claire Wilson Blaylock Cullman, Alabama	USA	5,353 - 12.29% Common Stock			
e David A. Miller Lakeland, Florida	USA	2,433 - 5.59% Common Stock			
f David A. Miller Lakeland, Florida	USA	2,432 - 5.59% Common Stock			

a Latimer Turner Wilson, as Trustee of the Latimer Turner Wilson Revocable Trust u/a dated October 12, 2007

g Clayton Gregg Wilson, as Trustee of the Clayton Gregg Wilson Revocable Trust u/a dated March 4, 2008

b Cynthia Wilson Henry, as Trustee of the Cynthia Wilson Henry Revocable Trust u/a dated November 28, 2007

c Patricia Wilson, as Trustee of the Patricia Wilson Revocable Trust u/a dated November 28, 2007

Clayton G. Wilson's shares were gifted to trusts for the benefit of his children in 2012

d Claire Wilson Blaylock, as Trustee of the Claire Wilson Blaylock Revocable Trust u/a dated April 10, 2001

e David A. Miller, as Trustee of the Von Peyton Wilson 2012 Trust under agreement dated July 18, 2012

f David A. Miller, as Trustee of the Ashley Dana Wilson 2012 Trust under agreement dated July 18, 2012

Report Item 4: Directors and Officers

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

(1) Name & 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 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)
Latimer T. Wilson Frostproof, FL, USA	Agriculture & Real Estate Development Latt Maxcy Corp.	Director & Chairman	Director & Chairman (Citizens Bank and Trust)	Director & President (Latt Maxcy Corporation)	27.48%	None	None
				Director & President (Latt Maxcy Harvesting)			
				Director & President (LMC Lakeland Development)			
				Director & President (LMC Lakeland Highlands)			
				Director & President (LMC Winter Haven)			
				Director & President (LMC Downtown Lakeland)			
				Director & President (LMC Citizens Branch)			
				Director & President (LMC Winterset)			
				Director & President (LMC Edgewood Plaza)			
				Director & President (LMC Williams Road)			
				Director & President (LMC Palmer Crossing)			
				Director & Vice-President (Pat Wilson Inc)			

Report Item 4: Directors and Officers

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(1) Name & 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 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)
Latimer T. Wilson Frostproof, FL, USA (continued)				Director & President (Riverview Towncentre, Inc.) Manager (Wootton Ranch, LLC) Manager (Coon Hammock Aircraft Sales, LLC)			
Patricia J. Wilson Babson Park, FL, USA	N/A	Director	Director (Citizens Bank and Trust) Director (Citizens Financial Group)	Director & Vice President (Latt Maxcy Corporation) Director (LMC Haines City, Inc.) Director (LMC Lakeland Development) Director (LMC Lakeland Highlands) Director (LMC Winter Haven) Director (LMC Citizens Branch, Inc.) Director & Vice President (Latt Maxcy Harvesting) Director & Vice President (LMC Leasing, Inc.) Director (Maxcy Foundation, Inc.) Manager (JW Land Holdings, LLC)	22.13%	None	None

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Report Item 4: Directors and Officers

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(1) Name & 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 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)
Patricia J. Wilson Babson Park, FL, USA (continued)				Manager (4-15-03 Company, LLC)			
				Manager (WWH, LLC)			
Clayton G. Wilson Lake Wales, FL, USA	Agriculture & Real Estate Development Latt Maxcy Corp.	Director	Director (Citizens Bank and Trust)	Vice President & Director (Latt Maxcy Corporation)	N/A	None	Great Harvest Corp. (100%) (Maximo Air, LLC) (100% owned by Great Harvest)
				Vice President & Director (Latt Maxcy Harvesting)			
				Manager (LMC Leasing, LLC)			Flying W, LLC (33%)
				Vice President & Director (LMC Lakeland Development)			
				Vice President & Director (LMC Rainbow Resort, Inc.)			
				Vice President & Director (LMC Lakeland Highlands)			
				Vice President & Director (LMC Winter Haven)			
				Vice President & Director (LMC Citizens Branch Inc.)			
				Vice President & Director (LMC Williams Road, Inc.)			
				Vice President & Director (Riverview Towncentre, Inc.)			
				Manager (Bonnet Lake Partnership)			

Report Item 4: Directors and Officers

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

(1) Name & 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 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)
Clayton G. Wilson Lake Wales, FL, USA (continued)				President & Director (Great Harvest Corp)			
				Manager (CGW Holdings, LLC)			
				Manager (Gran Cosecha, LLC)			
				Manager (Rio Verde, LLC)			
				Manager (Media Luna, LLC)			
				Manager (Flying W, LLC)			
				Manager (Maximo Air, LLC)			
				Director (Ranch One Cooperative, Inc.)			
				Director (Cooperative Producers, Inc.)			
				Vice President & Director (Citrus Marketing Services)			
				Director (Gulf Harvesting, Inc.)			

revised

Report Item 4: Directors and Officers
 (1) (2) (3) (a) (b) © and (4) (a) (b) ©

(1) Name & 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 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)
Clayton G. Wilson Lake Wales, FL, USA (continued)				Manager (734 Citrus Holdings, LLC)			
				Manager (734 BLP Groves, LLC)			
				Manager (734 Co-op Groves, LLC)			
Cynthia Wilson Henry Lake Wales, FL, USA	N/A	Principal Shareholder	N/A	Director (Latt Maxcy Corporation)	22.13%	None	None
				Director (Latt Maxcy Harvesting)			
				President & Director (Maxcy Foundation, Inc.)			
				Vice President & Director (Riverview Towncentre, Inc.)			
				Manager (CWH Land Holdings, LLC)			
				Manager (WWH, LLC)			
				Board Member (All Saints Academy)			
				Board Member (Winter Haven Hospital Foundation)			
				Board Member (Big Brother Big Sister)			
Claire Wilson Blaylock Cullman, AL, USA		Principal Shareholder	N/A	Director (Latt Maxcy Corporation)	12.30%	None	Flying W, LLC (33%)

05/03/2013 17:30 8636792360 CITIZENS BANK & TRUST #1113 P.008/010

Report Item 4: Directors and Officers

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(1) Name & 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 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)
David M. Touchton Lakeland, FL, USA	President (Touchton Restoration Services, Inc {Servpro})	Director	Director (Citizens Bank and Trust)	Managing Member (DMT Investments, LLC)	None	None	DMT Investments, LLC (50%) Servpro of Bartow/ Lakeland Highlands (90%)
F. Hood Craddock Winter Haven, FL, USA	President & Director (Craddock Family Office, Inc.)	Director & Secretary	Director & Secretary (Citizens Bank and Trust)	Director (Latt Maxcy Corporation)	None	None	None
Gregory Littleton Winter Haven, FL, USA	N/A	Director & President/CEO	Director & President/CEO (Citizens Bank and Trust) Director & President (Citizens Financial Group) Director & President (Ridge Security Title) Administrator (Frostproof Fixed Statutory Trust 1) Administrator (Frostproof Statutory Trust 1)	None	None	None	None
J. Theron Stangry Haines City, FL, USA	N/A	Director & Executive Vice President & Chief Lending Officer	Director & Executive Vice President & Chief Lending Officer (Citizens Bank and Trust)	Board Member (Polk County Industrial Development Authority)	None	None	None
			Agent (WH-LP DEVCO, LLC)	Board Member (Haines City Police Pension Fund)			

Report Item 4: Directors and Officers

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Tim Brown Winter Haven, FL, USA	N/A	Senior Vice President & Chief Financial Officer	Senior Vice President & Chief Financial Officer (Citizens Bank and Trust) Treasurer (Citizens Financial Group) Treasurer (Ridge Security Title)	None	None	None	None
R. Howard Wiggs Lakeland, FL, USA	Business Owner Sales, Property Management	Director	Director (Citizens Bank and Trust)	City Commissioner (City of Lakeland) Board Member (Polk Senior Games) Board Member (Polk County Transportation Planning Organization) Board Member (Florida Southern College Board of Trustees) Board Member (Lakeland Vision) Board Member (Ridge League of Cities) Board Member (Florida League of Cities)	None	None	Bagley Advertising (100%) Bagley Development Partnership (50%)