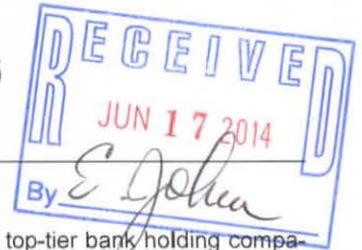


Revised

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, 2013

Month / Day / Year

I, Peter G. Williston

Reporter's Name, Street, and Mailing Address

Citizens Bancorp Investment, Inc.

Name of the Holding Company Director and Official

CEO

Legal Title of Holding Company

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

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.

Lafayette TN 37083

City State Zip Code

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.

Physical location (if different from mailing address)

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

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

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.

NONE

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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Physical location (if different from mailing address)

CITIZENS BANCORP INVESTMENT, INC.

FORM FR Y-6 Annual Report

Report Items Index

2013

1. **Banking Holding Company Financial Statements**
 - A. Citizens Bancorp Investment, Inc. is not registered with the Securities and Exchange Commission, accordingly, Form 10-K is not required.
 - B. Annual reports to shareholders – Exhibit A – to be submitted upon completion of annual report.
2. **Organizational Chart**
See Exhibit B-1

Domestic Branch Listing
See Exhibit B-2 (emailed 3-25-14)
3. **Shareholders**
Parent Bank Holding Company – See Exhibit C
4. **Directors and Officers**
Parent Bank Holding Company – See Exhibit D

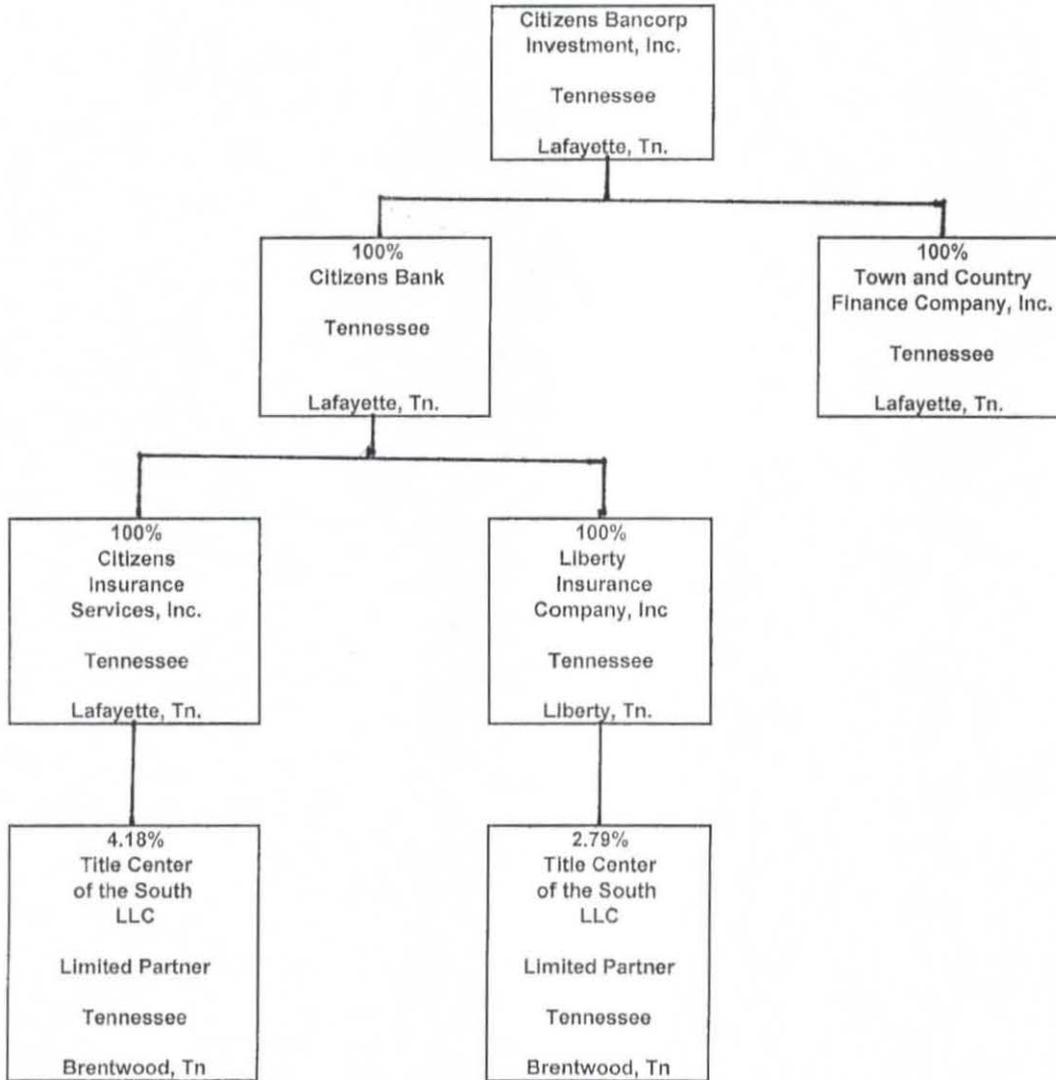
Revised

CITIZENS BANCORP INVESTMENT, INC.

Exhibit B-1

Organizational Chart

December 31, 2013



Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code
		Full Service (Head Office)	63733	CITIZENS BANK	400 HIGHWAY 52 BYPASS WEST	LAFAYETTE	TN	=370
		Full Service	18537	ALEXANDRIA BRANCH	100 NORTH PUBLIC SQUARE	ALEXANDRIA	TN	=370
		Full Service	1401716	HIGHWAY 25 BRANCH	55 HIGHWAY 25	CARTHAGE	TN	=370
		Full Service	1432121	MAIN STREET OFFICE	101 MAIN STREET	CARTHAGE	TN	=370
		Full Service	127336	CELINA BRANCH	101 EAST LAKE AVENUE	CELINA	TN	=385
		Full Service	3266030	GAINESBORO BRANCH	116 SOUTH GRUNDY-QUARLES HIGHWAY	GAINESBORO	TN	=385
		Full Service	2697833	PUBLIC SQUARE BRANCH	201 W LOCUST STREET	LAFAYETTE	TN	=370
		Full Service	186539	SCOTTSVILLE ROAD BRANCH	1108 SCOTTSVILLE ROAD	LAFAYETTE	TN	=370
		Full Service	2656746	DOWNTOWN BRANCH	214 NORTH CUMBERLAND STREET	LEBANON	TN	=370
		Full Service	193032	LEBANON MAIN BRANCH	1035 W MAIN STREET	LEBANON	TN	=370
		Full Service	161433	LIBERTY BRANCH	311 EAST MAIN	LIBERTY	TN	=370
		Full Service	945138	HERMITAGE SPRINGS BRANCH	5835 CLAY COUNTY HWY	RED BOILING SPRINGS	TN	=371
		Full Service	2031	RED BOILINGS SPRGS BRANCH	32 CARTHAGE ROAD	RED BOILING SPRINGS	TN	=371
		Full Service	3744613	SMITHVILLE BRANCH	735 SOUTH CONGRESS	SMITHVILLE	TN	=371
		Full Service	2111861	WESTMORELAND BRANCH	990 NEW HIGHWAY 52	WESTMORELAND	TN	=371

Results: A list of branches for your depository institution: CITIZENS BANK (ID_RSSD: 63733). This depository institution is held by CITIZENS BANK/INDIVIDUAL INVESTMENT CO. (1746239) of LAFAYETTE, TN. 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
OK		Full Service (Head Office)	63733	CITIZENS BANK	400 HIGHWAY 52 BYPASS WEST	LAFAYETTE	TN	370
OK		Full Service	18537	ALEXANDRIA BRANCH	100 NORTH PUBLIC SQUARE	ALEXANDRIA	TN	370
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CITIZENS BANCORP INVESTMENT, INC.

Shareholders with 5 Percent More
Of Voting Common Stock

December 31, 2013

<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	** 8,227	28.52
Charles E. Darnell Lafayette, Tn.	USA	2,277	7.89
Mike Reese Lafayette, Tn.	USA	2,425	8.41

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 2013 are these listed above.

** Includes 2,600 shares held by Billy W. McClard Estate and 783 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, 201

<u>Name & Address</u>	<u>Citizens Bancorp Inc.</u>	<u>Citizens 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	None	None	Retired	7.89	None	None	None
Mike Reese Lafayette, Tn	Director/ Treasurer	Director	None	Owner	Retail/ Grocery	8.41	100	100	MWR Enterprises, Inc.
Tom McCall Lafayette, Tn.	Director	Director	Director/ Secretary	Co-owner Manager	Retail/ Furniture	0.43	NA	5	DT McCall Partnership McCall Realty Co. Partnership
Tony Polston Lafayette, Tn.	Director	Director	None	Manager	Retail/ Bldg Supply	3.42	NA	50	BD Polston & Son Bldg Supply Partnership
Cynthia McClard Lafayette, Tn	Director	Director	Director/ V-President	Consultant	Consulting	28.52	NA	100	Clinical Management Consultants
Gail Srygley Nashville, Tn	Director	Director	None	None	Education	3.52	NA	NA	None
Ranson Jones Lascassas, Tn	Director	Director	None	None	Retired	0.00	NA	NA	None
Joe Carter Lafayette, Tn.	Director/ Secretary	Director/ President	Director/ President	None	Banking	0.78	NA	NA	None
Peter Williston Lafayette, Tn.	Director/ President/ CEO	Director/ Chairman/CEO	None	None	Banking	2.26	NA	NA	None