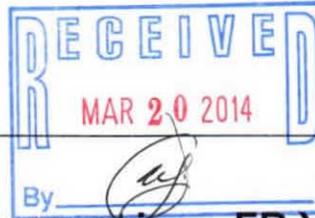


Board of Governors of the Federal Reserve System



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, Thomas W. Gulledge

Name of the Holding Company Director and Official  
Chairman

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' Capital Corporation

Legal Title of Holding Company

P O Box 569

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

Robertsdale AL 36567

City State Zip Code

21980 Palmer Street Robertsdale AL 36567

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:

Andie N Noonan Vice President

Name Title

251-947-6258

Area Code / Phone Number / Extension

251-947-1984

Area Code / FAX Number

andie.noonan@citizensbankal.com

E-mail Address

www.citizensbankal.com

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

Signature of Holding Company Director and Official  
03/17/2014

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 144040  
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

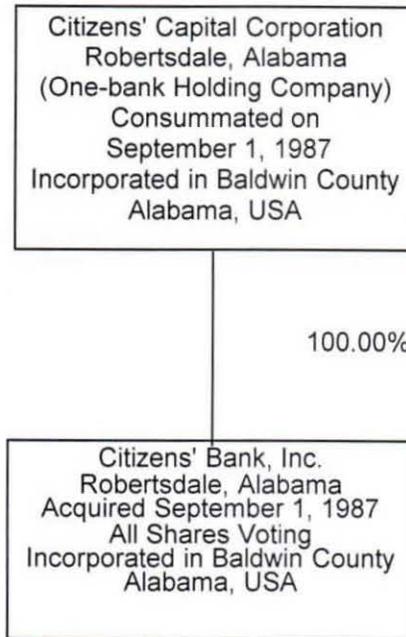
Exhibit B

Form FR Y-6

Citizens' Capital Corporation  
Robertsdale, Alabama  
Fiscal Year Ending December 31, 2013

Report Item

2: (1) Organizational Chart



2: (2) None

2: (3) None

2: (4) None

2: (5) None

2: (6) None

2: (7) None

2: (8) None

2: (9) None

## Report Item 2b: Domestic Branch Listing

Robertsdale Office  
No Change  
21980 Palmer Street  
Robertsdale  
Baldwin  
Alabama  
USA  
36567  
Full Service

Loxley Branch  
No Change  
2121 S. Hickory Street  
Loxley  
Baldwin  
Alabama  
USA  
36551  
Full Service

Fairhope Office  
No Change  
905 Plantation Drive  
Fairhope  
Baldwin  
Alabama  
USA  
36532  
Full Service

Foley Office  
No Change  
251 East Orange  
Foley  
Baldwin  
Alabama  
USA  
36535  
Full Service

**Results:** A list of branches for your depository institution: CITIZENS' BANK, INC. (ID\_RSSD: 563336).  
 This depository institution is held by CITIZENS' CAPITAL CORPORATION (1144040) of ROBERTSDALE, 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)	563336	CITIZENS' BANK, INC.	21980 PALMER STREET	ROBERTSDALE	AL	36567	BALDWIN	UNITED STATES	16476	0	CITIZENS' BANK, INC.	563336	
OK		Full Service	2231424	FAIRHOPE BRANCH	905 PLANTATION BOULEVARD	FAIRHOPE	AL	36532	BALDWIN	UNITED STATES	256413	2	CITIZENS' BANK, INC.	563336	
OK		Full Service	2706164	FOLEY BRANCH	251 EAST ORANGE AVE	FOLEY	AL	36535	BALDWIN	UNITED STATES	256414	3	CITIZENS' BANK, INC.	563336	
OK		Full Service	593931	LOXLEY BRANCH	2121 SOUTH HICKORY STREET	LOXLEY	AL	36551	BALDWIN	UNITED STATES	256412	1	CITIZENS' BANK, INC.	563336	

Exhibit C

Form FR Y-6  
Citizens' Capital Corporation  
Robertsdale, Alabama  
December 31, 2013

Report Item 3: Shareholders  
(1)(a) (1)(b) (1)(c)

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Current Shareholders with ownership, control or holdings of 5%  
or more with power to vote as of 12-31-13.

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(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Linda W. Gulledge Robertsdale, Alabama	USA	22,234 - 24.10% Common Stock
Robert I. Gulledge Robertsdale, Alabama	USA	16,739 - 18.14% Common Stock
Robert I. Gulledge, II Mobile, Alabama	USA	7,264 - 7.87% Common Stock
Thomas W. Gulledge Fairhope, Alabama	USA	7,264 - 7.87% Common Stock
John A. Nelson, II Foley, Alabama	USA	5,000 - 5.42% Common Stock
Beverly J. Potter Fairhope, Alabama	USA	5,629 - 6.10% Common Stock

2 (A) 2 (B) 2 (C) NOT APPLICABLE

Exhibit C

Form FR Y-6  
Citizens' Capital Corporation  
Robertsdale, Alabama  
December 31, 2013

Report Item 3: Shareholders (continued)  
(2)(a) (2)(b) (2)(c)

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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 12-31-13.

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(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c ) Number and Percentage of Each Class of Voting Securities
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NONE

Exhibit D

Form FR Y-6  
 Citizens' Capital Corporation  
 Robertsdale, Alabama  
 December 31, 2013

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 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)
Robert I. Gulledge Gulf Shores, AL, USA	None	None	None	Retired	18.14%	None	None
Floyd B. Ellison Robertsdale, AL, USA	Farmer	Director	None	Retired	< 1%	None	None
Huey A. Mack, Jr Silverhill, AL, USA	Law Enforcement	Director	Director (Citizens' Bank)	Sheriff	< 1%	None	None
Robert I. Gulledge II Mobile, AL, USA	Minister	Director	Director (Citizens' Bank)	Minister Methodist Church	7.87%	None	None

Exhibit D

Form FR Y-6  
 Citizens' Capital Corporation  
 Robertsdale, Alabama  
 December 31, 2013

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 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)
John A. Nelson, II Bon Secour, AL, USA	Seafood Processing	Director	Director (Citizens' Bank)	Vice President (Bon Secour Fisheries)	5.42%	None	None
Ryan Gerstenschlager Fairhope, AL, USA	Banker	Secretary	Chief Lending Officer (Citizens' Bank Inc.)	None	0.00%	None	None
Linda W. Gullede Robertsdale, AL, USA	Retired	Director	Director (Citizens' Bank)	None	24.10%	None	None

Exhibit D

Form FR Y-6  
 Citizens' Capital Corporation  
 Robertsdale, Alabama  
 December 31, 2012

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 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)
Andrea N. Noonan Montrose, AL, USA	Banker	Vice President Treasurer	Chief Financial Officer (Citizens' Bank, Inc.)	None	None	None	None
Donna M. Donovan Spanish Fort, AL, USA	Banker	None	Chief Operations Officer (Citizens' Bank Inc.)	None	None	None	None
Thomas W. Gullede Fairhope, AL, USA	Banker	Director and Chairman	President and Director (Citizens' Bank Inc.)	None	7.87%	None	None