

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

RECEIVED
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E. Johnson

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):

12/31/2012

Month / Day / Year

I, Tonya M. Mitchell
Name of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Citizens Corporation

Legal Title of Holding Company

P. O. Box 577

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

Eastman Georgia 31023

City State Zip Code

555 Hawkinsville Highway

Physical location (if different from mailing address)

Secretary
Title of the Holding Company Director and Official

Person to whom questions about this report should be directed:

Tonya M. Mitchell Secretary

Name Title

478-374-4776

Area Code / Phone Number / Extension

478-374-2048

Area Code / FAX Number

tonya90@bellsouth.net

E-mail Address

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.

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.

Tonya M. Mitchell

Signature of Holding Company Director and Official

02/20/13

Date of Signature

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

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 by auditors
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 1129805
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

12-11-81

REPORT ITEM #2a:

**CITIZENS
CORPORATION
Eastman, GA
Incorporated in State of Georgia**

100% of common stock

**CITIZENS BANK & TRUST
COMPANY
Eastman, GA
Incorporated in State of Georgia**

REPORT ITEM #2b:

| | | |
|---|----------------------------------|---------------------|
| Citizens Bank & Trust Company 5101 Fifth Avenue, NE Eastman, Dodge County, Georgia 31023 USA | Date Opened: 05/01/69 | Full Service |
|---|----------------------------------|---------------------|

| | | |
|--|----------------------------------|---------------------|
| Rhine Branch Highway 280 Rhine, Dodge County, Georgia 31077 USA | Date Opened: 02/02/87 | Full Service |
|--|----------------------------------|---------------------|

| | | |
|--|----------------------------------|---------------------|
| 5th and Oak Office 5th and Oak Eastman, Dodge County, Georgia 31023 USA | Date Opened: 06/01/87 | Full Service |
|--|----------------------------------|---------------------|

| | | |
|--|----------------------------------|---------------------|
| Cochran Branch 127 South Sixth Street Cochran, Bleckley County, Georgia 31014 USA | Date Opened: 08/02/99 | Full Service |
|--|----------------------------------|---------------------|

| | | |
|---|----------------------------------|---------------------|
| Helena Branch Office 107 8th Street Helena, Telfair County, Georgia 31037 USA | Date Opened: 05/05/03 | Full Service |
|---|----------------------------------|---------------------|

| | | |
|---|----------------------------------|---------------------|
| Lake Joy Branch 1041 Highway 96 Warner Robins, Houston County, Georgia 31088 USA | Date Opened: 03/30/09 | Full Service |
|---|----------------------------------|---------------------|

REPORT ITEM #3(1):

1. a) Williamson S. Stuckey, Jr.
 Washington, DC/Eastman, GA
 b) USA
 c) 4,638.26 32.90%

2. a) Lynda S. Franklin
 St. Simons Island, GA/Eastman, GA
 b) USA
 c) 3,892.50 27.61%

3. a) Russell D. Franklin, III
 Tallahassee, FL
 b) USA
 c) 923.47 6.55%

4. a) Stephanie Stuckey Benfield
 Atlanta, GA
 b) USA
 c) 763.72 5.42%

5. a) Jay-Gould W. Stuckey
 Los Angeles, CA
 b) USA
 c) 763.72 5.42%

6. a) Beverly Franklin Hales
 Fayetteville, GA
 b) USA
 c) 923.47 6.55%

REPORT ITEM #3(2):

None.

REPORT ITEM #4 - SUMMARY

HOLDING COMPANY INSIDERS

| Name & Address | Year of Birth | Position with BHC | Years on Board of BHC | Connection with any Subsidiary | Connection with any Other Depository Organization | Occupation | Number of BHC Shares Owned | Type | % |
|---|---------------|----------------------------|-----------------------|--------------------------------|---|--------------------|----------------------------|-----------|------------------|
| W.S. Stuckey, Jr. Washington, DC | | Director Emeritus | 28 Yrs | N/A | None | Business Executive | 4,638.26 459,187.74 | vc nvc | 32.90% 32.90% |
| Lynda S. Franklin Eastman, GA | | Director Emeritus | 28 Yrs | Director-CB&T | None | Business Executive | 3,892.50 383,992.66 | vc nvc | 27.61% 27.51% |
| Edward R. Davis, Jr. Cordele, GA | | Director Emeritus | 28 Yrs | N/A | Director - Bk of Dudley, GA | Retired | None | | |
| Gregory W. Griffith University Park, MD | | Chairman / Treasurer | 28 Yrs | N/A | None | CPA | 0.10 9.90 | vc nvc | 0.00% 0.00% |
| Russell D. Franklin, III Tallahassee, FL | | Director | 4 Yrs | N/A | None | Professor | 923.47 92,105.95 | vc nvc | 6.55% 6.60% |
| Stephanie Stuckey Benfield Atlanta, GA | | Shareholder | N/A | N/A | None | Attorney | 763.72 75,608.28 | vc nvc | 5.42% 5.42% |
| Jay Gould Stuckey Los Angeles, CA | | Director | 4 Yrs | N/A | None | Artist | 763.72 75,608.28 | vc nvc | 5.42% 5.42% |
| Beverly Franklin Hales Fayetteville, GA | | Shareholder | N/A | N/A | None | Teacher | 923.47 92,105.95 | vc nvc | 6.55% 6.60% |
| Wade B. Hall Eastman, GA | | Director | 5 Yrs | Director-CB&T | None | Forester | None | | |
| Henry Barclay, III Birmingham, AL | | Director | 5 Yrs | N/A | None | CPA | None | | |
| G. Mike Odom, Jr. Richmond Hill, GA | | Director | 5 Yrs | N/A | Officer - The Coastal Bank | Banker | None | | |
| John C. Wright Georgetown, SC | | Director | 5 Yrs | N/A | None | Retired | None | | |
| Eugene Haskins Douglas, GA | | Director / President / CEO | 1 Yr | Dir/Pres-CB&T | None | Banker | None | | |
| Tonya M. Mitchell Eastman, GA | | Secretary | N/A | N/A | None | Accountant | None | | |

vc=voting common
nvc=non-voting common

Note-None of the above listed individuals own any shares of stock in the subsidiary bank

REPORT ITEM #4:

PAGE 1

- 1 Williamson S. Stuckey, Jr.
Washington, DC / Eastman, GA
USA
- 2 Business Executive
- 3(a) Director Emeritus
- 3(b) None
- 3(c) Director Emeritus - Stuckey Timberland, Inc.
Director/Chairman - Stuckey's Corporation
Director/Vice-Chairman - Interstate Dairy Queen Corporation
Director/Chairman - Atlantis, Inc.
Director/Chairman - Stuckey's Family Favorites Incorporated
Director/Chairman - Interstate B/J Corporation
Director/Chairman - A1A Management Corporation
Director/Officer - Jackie's Gun and Pawn
Partner - Dairy Queen of Marineland
Partner - Interstate B/J Ltd.
Partner - Stuckey's/DQ of Greenville, SC
Partner - Stuckey's/DQ of Bagdad, FL
- 4(a) 32.90%
- 4(b) None
- 4(c) Stuckey Timberland, Inc.-1,722,500 shares - 26.64%
Stuckey's Corporation - 510 shares - 51%
Atlantis, Inc.-1,000 shares - 100%
Stuckey's Family Favorites Incorporated - 265 shares - 29.8%
Jackie's Gun and Pawn - 250 shares - 50%
Dairy Queen of Marineland - 51% Partnership interest
Stuckey's/DQ of Greenville - 50% Partnership interest
Stuckey's/DQ of Bagdad - 50% Partnership interest

REPORT ITEM #4:

PAGE 2

- 1 Lynda S. Franklin
St. Simons Island, GA / Eastman, GA
USA
- 2 Business Executive
- 3(a) Director Emeritus
- 3(b) Director – Citizens Bank & Trust Company
- 3(c) Director Emeritus - Stuckey Timberland, Inc.
Director/President - Franklin, Inc.
General Partner - Franklin Investments, L.P.
Director/Vice-President - Tijuana Trading Co
Limited Partner – Financial Sector Investment Fund I, LLLP
Limited Partner – Financial Sector Investment Fund II, LLLP
- 4(a) 27.61%
- 4(b) None
- 4(c) Stuckey Timberland, Inc. - 1,722,500 shares - 26.64%
Franklin, Inc. - 89.83%:
 common voting - 9,904 shares
 class A preferred - 400,000 shares
 class B preferred - 415,017 shares
 class C preferred - 100,000 shares
Franklin Investments, L.P. - 94.5% Partnership interest
Tijuana Trading Co. - 55%

REPORT ITEM #4:

PAGE 3

1 Edward R. Davis, Jr.
Cordele, GA
USA

2 Retired

3(a) Director Emeritus

3(b) None

3(c) Director Emeritus - Stuckey Timberland, Inc.
Director - Bank of Dudley
Limited Partner – Financial Sector Investment Fund I, LLLP
Limited Partner – Financial Sector Investment Fund II, LLLP

4(a) None

4(b) None

4(c) Financial Sector Investment Fund II, LLLP – 29% Partnership interest

REPORT ITEM #4:

PAGE 4

1 Gregory W. Griffith
University Park, MD
USA

2 Certified Public Accountant

3(a) President / Treasurer / Chairman

3(b) None

3(c) Chairman/Assistant Treasurer - Stuckey Timberland, Inc.
Director/Secretary-Treasurer - Stuckey's Corporation
Director/Secretary-Treasurer - Interstate Dairy Queen Corporation
Director/Secretary-Treasurer - Atlantis, Inc.
Director/Secretary-Treasurer - Stuckey's Family Favorites Incorporated
Director/Secretary-Treasurer - Interstate B/J Corporation
Director/Secretary-Treasurer - A1A Management Corporation
Partner - Dairy Queen of Marineland
Partner - Interstate B/J Ltd.
Limited Partner – Financial Sector Investment Fund I, LLLP
Limited Partner – Financial Sector Investment Fund II, LLLP

4(a) .001%

4(b) None

4(c) Stuckey's Family Favorites Incorporated – 27%

REPORT ITEM #4:

PAGE 5

- 1 Russell D. Franklin, III
Tallahassee, FL
USA
- 2 Professor
- 3(a) Director
- 3(b) None
- 3(c) Director - Stuckey Timberland, Inc.
Director - Pecan Shoppe of Santa Rosa, Inc.
Director - Pecan Shoppe of Adrian, Inc.
Director - Pecan Shoppe of Tucumcari, Inc.
- 4(a) 6.598%
- 4(b) None
- 4(c) None

REPORT ITEM #4:

PAGE 6

1 Stephanie Stuckey Benfield
Atlanta, GA
USA

2 Attorney

3(a) Shareholder

3(b) None

3(c) None

4(a) 5.416%

4(b) None

4(c) None

REPORT ITEM #4:

PAGE 7

1 Jay-Gould W. Stuckey
Los Angeles, CA
USA

2 Artist

3(a) Director

3(b) None

3(c) Director - Stuckey Timberland, Inc.

4(a) 5.416%

4(b) None

4(c) None

REPORT ITEM #4:

PAGE 8

1 Beverly Franklin Hales
Fayetteville, GA
USA

2 Teacher

3(a) Shareholder

3(b) None

3(c) Director - Pecan Shoppe of Santa Rosa, Inc.
Director - Pecan Shoppe of Adrian, Inc.
Director - Pecan Shoppe of Tucumcari, Inc.

4(a) 6.598%

4(b) None

4(c) None

REPORT ITEM #4:

PAGE 9

1 Wade B. Hall
Eastman, GA
USA

2 Forester

3(a) Director

3(b) Director – Citizens Bank & Trust Company

3(c) Director / President - Stuckey Timberland, Inc.
General Partner - Non-Typical Properties, LLC
Limited Partner - Southern Hills Development, LLC
Limited Partner – Financial Sector Investment Fund I, LLLP
Limited Partner – Financial Sector Investment Fund II, LLLP

4(a) None

4(b) None

4(c) Non-Typical Properties, LLC - 33.334%

REPORT ITEM #4:

PAGE 10

- 1 Henry I. Barclay, III
Birmingham, AL
USA
- 2 Certified Public Accountant in public practice
- 3(a) Director
- 3(b) None
- 3(c) Director - Stuckey Timberland, Inc.
- 4(a) None
- 4(b) None
- 4(c) Lehmann, Ullman and Barclay, LLP – 67%
2908 Clairmont Avenue Associates – 73%

REPORT ITEM #4:

PAGE 11

1 G. Mike Odom, Jr.
Richmond Hill, GA
USA

2 Bank Executive

3(a) Director

3(b) None

3(c) Director - Stuckey Timberland, Inc.
Executive Vice-President – The Coastal Bank, Savannah, GA

4(a) None

4(b) None

4(c) The Mulberry Company, LLC – 25%
Tivolt Properties, LLC – 25%
Great Oaks Advisors, LLC – 100%

REPORT ITEM #4:

PAGE 12

1 John C. Wright
Georgetown, SC
USA

2 Retired

3(a) Director

3(b) None

3(c) Director - Stuckey Timberland, Inc.
Director – Watson Wyatt Worldwide
Director – Sucampo Pharmaceuticals

4(a) None

4(b) None

4(c) None

REPORT ITEM #4:

PAGE 13

1 Eugene Haskins
Douglas, Georgia
USA

2 Banker

3(a) Director and President

3(b) Director and President – Citizens Bank & Trust Company

3(c) General Partner – Baxkins, LLC

4(a) None

4(b) None

4(c) None

REPORT ITEM #4:

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1 Tonya M. Mitchell
Eastman, GA
USA

2 Accountant

3(a) Secretary/Assistant Treasurer

3(b) None

3(c) Secretary/Treasurer - Stuckey Timberland, Inc.
Secretary/Treasurer - The W. S. and Ethel Stuckey Foundation, Inc.
Secretary - Franklin, Inc.

4(a) None

4(b) None

4(c) None