



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):
12/31/2013
Month / Day / Year

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

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:
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

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.

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

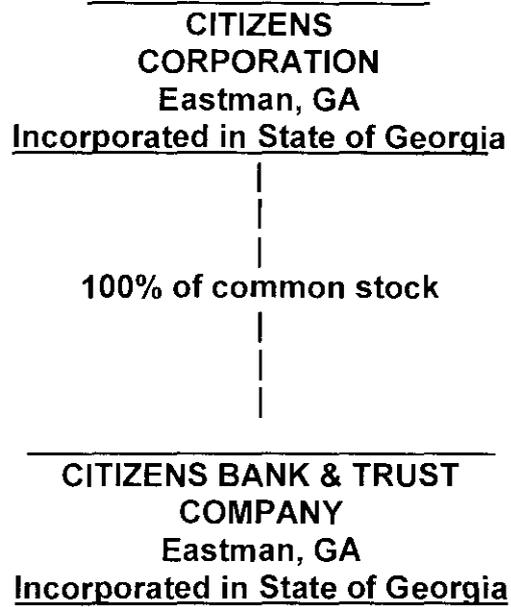
Tonya M. Mitchell
Signature of Holding Company Director and Official
01/28/14
Date of Signature

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 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 1124805
C.I. _____

REPORT ITEM #2a:



REPORT ITEM #2b:

**Citizens Bank & Trust Company
5101 Fifth Avenue, NE
Eastman, Dodge County, Georgia 31023
USA**

**Date Opened: Full Service
05/01/69**

**Rhine Branch
Highway 280
Rhine, Dodge County, Georgia 31077
USA**

**Date Opened: Full Service
02/02/87**

**5th and Oak Office
5th and Oak
Eastman, Dodge County, Georgia 31023
USA**

**Date Opened: Full Service
06/01/87**

**Cochran Branch
127 South Sixth Street
Cochran, Bleckley County, Georgia 31014
USA**

**Date Opened: Full Service
08/02/99**

**Helena Branch Office
107 8th Street
Helena, Telfair County, Georgia 31037
USA**

**Date Opened: Full Service
05/05/03**

**Lake Joy Branch
1041 Highway 96
Warner Robins, Houston County, Georgia 31088
USA**

**Date Opened: Full Service
03/30/09**

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	1935	Director Emeritus	29 Yrs	N/A	None	Business Executive	4,638.26	vc	32.90%
							459,187.74	nvc	32.90%
Lynda S. Franklin Eastman, GA	1940	Director Emeritus	29 Yrs	Director-CB&T	None	Business Executive	3,892.50	vc	27.61%
							383,992.66	nvc	27.51%
Edward R. Davis, Jr. Cordele, GA	1933	Director Emeritus	29 Yrs	N/A	Director - Bk of Dudley, GA	Retired	None		
Gregory W. Griffith University Park, MD	1950	Chairman / Treasurer	29 Yrs	N/A	None	CPA	0.10	vc	0.00%
							9.90	nvc	0.00%
Russell D. Franklin, III Tallahassee, FL	1964	Director	5 Yrs	N/A	None	Professor	923.47	vc	6.55%
							92,105.95	nvc	6.60%
Stephanie Stuckey Benfield Atlanta, GA	1966	Shareholder	N/A	N/A	None	Attorney	763.72	vc	5.42%
							75,608.28	nvc	5.42%
Jay Gould Stuckey Los Angeles, CA	1968	Director	5 Yrs	N/A	None	Artist	763.72	vc	5.42%
							75,608.28	nvc	5.42%
Beverly Franklin Hales Fayetteville, GA	1969	Shareholder	N/A	N/A	None	Teacher	923.47	vc	6.55%
							92,105.95	nvc	6.60%
Wade B. Hall Eastman, GA	1965	Director	6 Yrs	Director-CB&T	None	Forester	None		
Henry Barclay, III Birmingham, AL	1946	Director	6 Yrs	N/A	None	CPA	None		
G. Mike Odom, Jr. Richmond Hill, GA	1964	Director	6 Yrs	N/A	Officer - The Coastal Bank	Banker	None		
John C. Wright Georgetown, SC	1948	Director	6 Yrs	N/A	None	Retired	None		
Eugene Haskins Douglas, GA	1945	Director / President / CEO	2 Yrs	Dir/Pres-CB&T	None	Banker	None		
Tonya M. Mitchell Eastman, GA	1961	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/Officer - Jackie's Gun and Pawn
Partner - Dairy Queen of Marineland
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 Bagdad - 50% Partnership interest

REPORT ITEM #4:

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- 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
- 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

4(a) None

4(b) None

4(c) None

REPORT ITEM #4:

PAGE 4

1 Gregory W. Griffith
University Park, MD
USA

2 Certified Public Accountant

3(a) Chairman/ Chief Financial Officer

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
Partner - Dairy Queen of Marineland
Limited Partner – Financial Sector Investment Fund I, LLLP

4(a) .001%

4(b) None

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

REPORT ITEM #4:

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- 1 Russell D. Franklin, III
Tallahassee, FL
USA
- 2 Professor
- 3(a) Director
- 3(b) None
- 3(c) Director - Stuckey Timberland, 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) None

4(a) 6.598%

4(b) None

4(c) None

REPORT ITEM #4:

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- 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
- 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:

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- 1 G. Mike Odom, Jr.
Richmond Hill, GA
USA
- 2 Bank Executive
- 3(a) Director / Vice-Chairman
- 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:

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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

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