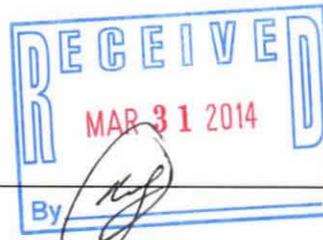




# Annual Report of Holding Companies—FR Y-6



## 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, Anthony J. Burnett

Name of the Holding Company Director and Official

CFO / Director

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 Southern Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 800

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

Vernon AL 35592

City State Zip Code

315 Columbus Avenue Northwest

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:

Anthony J. Burnett CFO

Name Title

205-695-9162

Area Code / Phone Number / Extension

205-695-6203

Area Code / FAX Number

aburnett@cbsbankal.com

E-mail Address

N/A

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

Signature of Holding Company Director and Official

03/28/2014

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 1142318

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

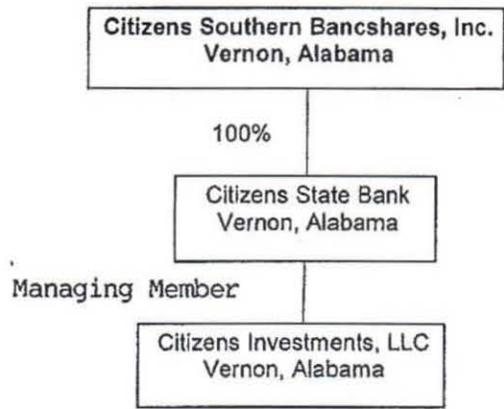
Form FR Y-6

Citizens Southern Bancshares, Inc. (CSBS)  
Vernon, Alabama  
Fiscal Year Ending December 31, 2013

Report Item

1 : Citizens Southern Bancshares, Inc. does not prepare an annual report for its shareholders.

2a: Organization Chart



\*All Entities are Incorporated in Alabama.

2b: Domestic branch listing provided to the Federal Reserve Bank.

**Results:** A list of branches for your depository institution: CITIZENS STATE BANK (ID\_RSSD: 139834).  
 This depository institution is held by CITIZENS SOUTHERN BANCSHARES, INC. (1142318) of VERNON, 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)	139834	CITIZENS STATE BANK	315 COLUMBUS AVENUE NORTHWEST	VERNON	AL	35592	LAMAR	UNITED STATES	15709	0	CITIZENS STATE BANK	139834	
OK		Full Service	1839944	DOWNTOWN BRANCH	315 COLUMBUS AVE NW	VERNON	AL	35592	LAMAR	UNITED STATES	254835	1	CITIZENS STATE BANK	139834	

Form FR Y-6  
Citizens Southern Bancshares, Inc.  
Fiscal Year Ending December 31, 2013

Report Item 3 : Securities holders

(1)(a)(b)(c), and 2(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			Securities holders 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 12-31-2013		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
MICHAEL A. BEAN Dothan, Alabama, USA	USA	2,054 - 6% Common Stock	None.		
MICHAEL PREWITT MCCANN Dothan, Alabama, USA	USA	2,567 - 8% Common Stock			
GUY FLETCHER MEDLEY* Dothan, Alabama, USA	USA	7,847 - 24% Common Stock			
MICHAEL ALAN MEDLEY** Dothan, Alabama, USA	USA	7,846 - 24% Common Stock			
J. STEVEN ROY** Dothan, Alabama, USA	USA	2,703 - 8% Common Stock			

\* Includes Estate of Ann S. Medley

\*\* Includes spouse's ownership

Form FR Y-6  
Citizens Southern Bancshares, Inc.  
Fiscal Year Ending December 31, 2013

Report Item 4 : Insiders

(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

(1) Name City, State Country	(2)(a) Principal Occupation if other than 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 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
MICHAEL A. BEAN Dothan, Alabama USA	N/A	Director and Chief Operating Officer	Director and Chief Operating Officer Citizens State Bank	EVP / Chief Operating Officer / CFO SunSouth Bancshares, Inc.  EVP / Chief Operating Officer / CFO SunSouth Bank  EVP / COO Citizens Investments, LLC  Consultant Medley Group, Inc.  Managing Director SunSouth Alabama Financial Group, LLC  Director and CFO SunSouth Capital, Inc.  Managing Director SunSouth Financial Services, LLC  EVP / Chief Operating Officer / CFO SunSouth Investments, LLC	6%	None	N/A
ANTHONY J. BURNETT Vernon, Alabama USA	N/A	Director and EVP Chief Financial Officer	Director and President / CEO / CFO Citizens State Bank	Chief Financial Officer Citizens Investments, LLC	2%	None	N/A
WILLIAM E. COLLINS, SR Vernon, Alabama, USA USA	N/A	Director	Director Citizens State Bank	N/A	2%	None	N/A

Report Item 4 : Insiders

(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

(1)	(2)(a)	(3)(a)	(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 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
TOM J. ESKRIDGE Vernon, Alabama USA	President/Owner of Private Trucking Company	Director	Director Citizens State Bank	President Eskridge Auto Parts  President Eskridge Trucking Co., Inc.	1%	None	Eskridge Auto Parts 100%  Eskridge Trucking Co., Inc. 100%
ANNETTE G. LOVRICH Dothan, Alabama USA	N/A	Board Secretary	Board Secretary VP / Sr. Compliance Officer / BSA Officer / Information Security Officer Citizens State Bank	Board Secretary SunSouth Bancshares, Inc.  Board Secretary SVP / Sr. Compliance Officer / BSA Officer / Information Security Officer SunSouth Bank  Board Secretary and Compliance Officer SunSouth Capital, Inc.  Board Secretary and Compliance Officer SunSouth Investments, LLC.	4%	None	N/A
GUY FLETCHER MEDLEY Dothan, Alabama USA	N/A	N/A	N/A	Secretary and Treasurer Medley Group, Inc.  Managing Member Medley Farms, LLC	24%	None	SunSouth Bancshares, Inc. 37%  Medley Farms, LLC 50%

Report Item 4 : Insiders

(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

(1) Name City, State Country	(2)(a) Principal Occupation if other than 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 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
MICHAEL ALAN MEDLEY Dothan, Alabama USA	N/A	N/A	N/A	Managing Member MMH, LLC  Managing Member Medley Farms, LLC  Chairman and CEO Medley Group, Inc.	24%	None	SunSouth Bancshares, Inc. 37%  MMH, LLC 49%  Medley Farms, LLC 50%  Medley Group, Inc. 100%
ROGER PETERSON Dothan, Alabama USA	N/A	Director	Director Citizens State Bank	Director SunSouth Bancshares, Inc.  Director and Managing Director SunSouth Bank	1%	None	N/A
J. STEVEN ROY Dothan, Alabama USA	CFO of Private Trucking Company	Director and Chairman	Director Citizens State Bank	Director and Chairman SunSouth Bancshares, Inc.  Director and Chairman SunSouth Bank  Chief Financial Officer AAA Cooper Transportation	8%	None	Chillin Group, LLC 50%

Report Item 4 : Insiders

(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

(1)	(2)(a)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name City, State Country	Principal Occupation if other than Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (includes 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
JEFFREY K. STOUT Dothan, Alabama USA	N/A	Director and Executive Vice President	Director and Chairman EVP / Chief Loan Officer Citizens State Bank	Director and Executive Vice President SunSouth Bancshares, Inc.	4%	None	Blue Sky, LLC 34%
			EVP Citizens Investments, LLC	Director and President / Chief Loan Officer SunSouth Bank			
				Director and Chairman SunSouth Capital, Inc.			
				President SunSouth Investments, LLC			
				Managing Director Blue Sky, LLC			