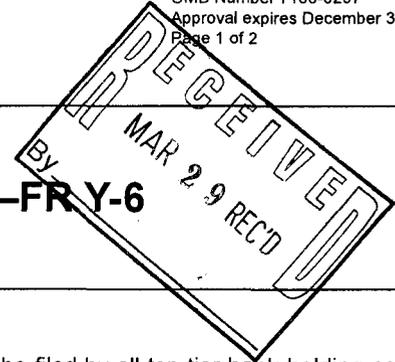


Board of Governors of the Federal Reserve System



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):

12/31/12
 Month / Day / Year

1. Carl Walls
 Name of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

OGS Investments, Inc.

Legal Title of Holding Company

720 S. Pine Ave

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

Ocala FL 34471

City

State

Zip Code

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.

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:

Shen Higginbotham CFO
 Name Title

352 547 3501
 Area Code / Phone Number / Extension

352 369 4931
 Area Code / FAX Number

shigg@floridacitizensbank.com
 E-mail Address

www.pwncitizensbank.com
 Address (URL) for the Holding Company's web page

Carl Walls
 Signature of Holding Company Director and Official

3-26-13
 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 2744232
 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

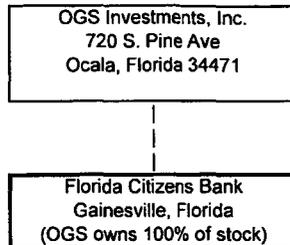
Revised

OGS Investments, Inc.
Annual Report of Bank Holding Companies - FR Y-6
As of December 31, 2012

1a. OGS Investments, Inc. is not registered with the Securities and Exchange Commission.
1b. Attached

State of incorporation is Florida for both entities listed below.

2.a.



2.b. Attached

3. Shareholders owning 5% or more of voting stock of OGS Investments, Inc.

a. Name & Address	b. Citizenship	c. Number/percentage stock
James S. Quincy Gainesville, FL	USA	21,693/8.33%
Quintus Irving Roberts Palatka, FL	USA	23,920/9.18%
Michael E. & Phyllis P. Warren Gainesville, FL	USA	22,743/8.73%

3.2. None

Revised

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*
OK		Full Service (Head Office)	2733348	FLORIDA CITIZENS BANK	3919 WEST NEWBERRY ROAD	GAINESVILLE	FL	32607	ALACHUA	UNITED STATES	61931	0	FLORIDA CITIZENS BANK	2733348
Change	10/31/2012	Full Service	2897549	34th STREET BRANCH	3535 SW 34TH STREET	GAINESVILLE	FL	32608	ALACHUA	UNITED STATES	290840	1	FLORIDA CITIZENS BANK	2733348
OK		Full Service	2920513	MILLHOPPER BRANCH	2810 N.W. 43RD STREET	GAINESVILLE	FL	32606	ALACHUA	UNITED STATES	340755	2	FLORIDA CITIZENS BANK	2733348
OK		Full Service	3725667	MICANOPY BRANCH	106 A NE HWY 441	MICANOPY	FL	32667	ALACHUA	UNITED STATES	362539	4	FLORIDA CITIZENS BANK	2733348
OK		Full Service	4260633	HIGHWAY 200 BRANCH	8290 SW HIGHWAY 200	OCALA	FL	34481	MARION	UNITED STATES	Not Required	Not Required	FLORIDA CITIZENS BANK	2733348
OK		Limited Service	3725706	MARION OAKS BRANCH	3201 SW 143RD PLACE ROAD	OCALA	FL	34473	MARION	UNITED STATES	450385	9	FLORIDA CITIZENS BANK	2733348
OK		Full Service	3725658	OCALA BRANCH	720 SOUTH PINE AVENUE	OCALA	FL	34474	MARION	UNITED STATES	357992	3	FLORIDA CITIZENS BANK	2733348
OK		Full Service	3725685	SILVER SPRINGS BRANCH	4201 EAST SILVER SPRINGS BLVD	OCALA	FL	34470	MARION	UNITED STATES	418475	6	FLORIDA CITIZENS BANK	2733348
OK		Full Service	3725694	OCKLAWAHA BRANCH	12300 SE 135TH STREET	OCKLAWAHA	FL	32179	MARION	UNITED STATES	419070	8	FLORIDA CITIZENS BANK	2733348

✓ CSP

OGS Investments, Inc.
 Annual Report of Bank Holding Companies - FR Y-6
 As of December 31, 2012

4. Directors and Officers of OGS Investments, Inc.

1. Name & Address	2. Occupation	3a. Title/Position	3b. Position w/ Florida Citizens Bank	3c. Title/Position w/Other business	4a. Percent of shares OGS	% Sub.	4c. Other Companies - owning > 25%
G. Terrence Crawford Ocala, FL	Businessman	Director	Director	President - Conimar Corp.	0.64%	n/a	Conimar Group LLC - 100%
Joseph W. Davis Gainesville, FL	CPA/PFS CFP	Director	Director	Davis Monk Financial Grp. Inc. President - Owner Carr, Riggs & Ingram Partner - Emeritus AvMed Director Executive Comm. & Secretary	1.92%	n/a	JWD CPA - 100% Davis, Monk Investments - 33.3% Thompson-Davis Enterprises LLC - 40% Davis-Monk Financial Group - 100%
Jonathan S. Dean Morrison, FL	Attorney	Director	Director	Dean & Dean Owner	1.58%	n/a	Dean & Dean, P.A. - 51% Daystar Farms - 50% Ocala International Commerce Park - 33.3% Jonathan S. Dean, P.A. - 100% Advantage Title - 51% Advantage Land - 49% Top Gun, LLP - 50%
Larry T. Ellis Gainesville, FL	Retired	Director	Director	n/a	0.13%	n/a	Owners Primes & Subs. - 50%

OGS Investments, Inc.
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Franklin K. Lentz Sr. Gainesville, FL	Chartered Financial Consultant	Director	Director	Lentz Financial Group Owner	2.58%	n/a	n/a	
Carroll E. Lewis Ocala, FL	Businessman	Director	Director	CEL Consulting, Inc. Bobcat of Ocala	100% 50%	4.38%	n/a	Ocala International Invest. - 33.3%
Winfred M. Phillips Gainesville, FL	Vice President University of Florida	Director	N/A	Vice President for Resource	0.73%	n/a	n/a	
James S. Quincey Gainesville, FL	Retired	Director	Director	Retired	8.33%	n/a	n/a	
Christopher E. Smith Gainesville, FL	Sales	Director	N/A	Sullivan Auto Group Vice President	0.99%	n/a	Medicine Man Motor Man - 50%	

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Marilyn L. Tubb Gainesville, FL	Public Relations Management	Director	Director	Assoc. VP Special Projects - Santa Fe College	0.96%	n/a	n/a
Benny L. Walker Gainesville, FL	Entrepreneur	Director/Chairman	Director	Walker Furniture Owner	1.80%	n/a	Walker Furniture, Inc. - 100% Main Street Properties - 100%
Carl F. Walls Gainesville, FL	Bank President	Director/President	Director/President	n/a	3.65%	n/a	n/a
Michael E. Warren Gainesville, FL	Developer	Director	Director	President - AMJ Inc.	8.73%	n/a	AMJ Inc. of Gainesville - 100% AMJ Realty, Inc. - 100% Greenwich Green, LLC - 55% Hidden Village, Inc. - 100%

OGS Investments, Inc.
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4. Directors and Officers of OGS Investments, Inc.

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Sheri Higginbotham Ocala, FL	CPA	CFO/Treasurer/ Secretary	SVP/Comptroller	n/a	n/a	n/a	Group 2610 - 92.5% Pinehurst AMJ Properties, Inc. 50% Michael Warren Family Ltd. Partnership 37% Plaza Royale Associates LLC - 97% Gainesville Commerce Center LP - 94% Tower Med LLC - 95% MEW Comm. LLC - 100% Oakgate Development - 97% Pinewood LLC - 100% Madison Park LLC - 100% MK Gas LLC - 50% Tridell LLC - 33% Tarragon LLC - 62% McGuin Warren, LLC - 33.3% Convergent Capital Partners, LLC - 25% CCP Legacy, LLC - 50% CCP St. Augustine, LLC - 33.3% CCP Finance, LLC - 25% CCP Emerald Green, LLC - 25%
Debra Gray Gainesville, FL	Banker	Chief Operations Officer	SVP/Cashier	n/a	n/a	n/a	n/a