

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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102(a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, DONALD E. BLOOMER

Name of the Holding Company Director and Official

VICE PRESIDENT

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.

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.

Donald E. Bloomer

Signature of Holding Company Director and Official

5/24/2023

Date of Signature

Date of Report (top-tier holding company's fiscal year-end):

12/31/2022

Month / Day / Year

Reporter's Name, Street, and Mailing Address

CITIZENS BANCSHARES, INC.

Legal Title of Holding Company

44 PUBLIC SQUARE

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

SOMERSET KY 42501

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

TRISH WILES SECRETARY

Name Title

606-678-6713

Area Code / Phone Number / Extension

606-678-6702

Area Code / FAX Number

twiles@cnsomerset.com

E-mail Address

N/A

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

Is confidential treatment requested for any portion of this report submission?	0=No 1=Yes	<input type="checkbox"/> <input checked="" type="checkbox"/>
In accordance with the General Instructions for this report (check only one),		
1. a letter justifying this request is being provided along with the report	<input type="checkbox"/>	
2. a letter justifying this request has been provided separately ...	<input type="checkbox"/>	
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."		

For Federal Reserve Bank Use Only

RSSD ID 1070484
 C.I. _____

Report Item 1: Annual Report to Shareholders

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

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- Yes No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- Yes No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing

- Yes No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

CITIZENS BANCSHARES, INC.
Fiscal Year Ending December 31, 2022

Report Item 3: Securities Holders

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

Current Shareholders with ownership, control or holdings
of 5% or more with power to vote as of fiscal year ending
12-31-22

(1)(a) Name & Address	(1)(b) Country	(1)(c) Number & Percentage of Each Class of Voting Securities (Common Stock)	
Clay Parker Davis Somerset, KY, USA	USA	7,249	8.49%
Cornelia D. Cooper Somerset, KY, USA	USA	7,943	9.31%
Harris Rakestraw, III Somerset, KY, USA	USA	7,661	8.98%
Harold D. Rogers Somerset, KY, USA	USA	4,867	5.70%
James E. Haney, Jr. Somerset, KY, USA	USA	5,292	6.20%
Scott H. Owings Somerset, KY, USA	USA	7,848	9.19%
Stephen D. Merrick Somerset, KY, USA	USA	5,227	6.12%

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 12-31-22

(2)(a) Name & Address	(2)(b) Country	(2)(c) Number & Percentage of Each Class of Voting Securities (Common Stock)
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NONE

CITIZENS BANCSHARES, INC.

Fiscal Year Ending December 31, 2022

Report Item 4: Insiders

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

(1) Names & Address	(2) Principal occupation if other than bank holding company	(3)(a) Title & Pos. with Bank holding co.	(3)(b) Title & Pos with sub	(3)(c) Title & Pos with other businesses	(4)(a) % of voting shares bank holding company	(4)(b) % of voting shares subsidiaries.	(4)(c) Names of other co's includes partnerships
Donald E. Bloomer Somerset, KY, USA	President & CEO Citizens National Bank	Director & Vice Pres.	Director & Pres & CEO (CNB)	N/A	0.67%	N/A	N/A
Clay Parker Davis Somerset, KY, USA	N/A	Director & President	Director (CNB)	N/A	8.49%	N/A	N/A
Harris Rakestraw III Somerset, KY, USA	Farmer	Director & Chairman	Director & Chairman (CNB)	Owner (Bellevue Farm)	8.98%	N/A	Bellevue Farm (100%)

Harold Rogers
Somerset, KY, USA

Member of
Congress

Director &
Vice Pres.

Director
Emeritus
(CNB)

Congressman 5.70%

N/A

N/A

Stephen D. Merrick
Somerset, KY, USA

President
Merrick Hardwoods,
Inc.

Director &
Vice Chair

Director &
Vice Chair
(CNB)

President 6.12%
(KHL)
President
(SHL)
President
(MH)
President
(SB)
President
(FL)

N/A

KY Hardwood Lumber
(100%)
Somerset Hardwood
Lumber (60%)
Merrick Hardwoods,
Inc. (66%)
Somerset Biofuel
(60%)
Foothills Lumber Inc
(100%)