

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK  
 OF CLEVELAND

2014 MAR 31 A ID: 51  
 STATISTICS & ANALYSIS  
 DEPARTMENT



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, CY WADDLE  
 Name of the Holding Company Director and Official  
CHAIRMAN OF THE BOARD  
 Title of the Holding Company Director and Official

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

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:  
TRISH WILES SECRETARY  
 Name Title  
606-678-6713  
 Area Code / Phone Number / Extension  
606-678-6702  
 Area Code / FAX Number  
twiles@cnbssomerset.com  
 E-mail Address

Cy Waddle  
 Signature of Holding Company Director and Official  
MARCH 28, 2014  
 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  
 is not prepared

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 Federal Reserve Bank Use Only  
 RSSD ID 1070484  
 C.I. \_\_\_\_\_

Report Item 2a (1)(2)(3)(4)

ORGANIZATIONAL CHART

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CITIZENS BANCSHARES, INC.  
44 PUBLIC SQUARE  
SOMERSET, KY. 42501

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THE CITIZENS NATIONAL BANK OF SOMERSET 100%	CITIZENS BANCSHARES INVESTMENTS, INC. 100% (INACTIVE)
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All Entities are located at: 44 Public Square, Somerset, KY 42501

The State of Incorporation of each entity is: Kentucky

Companies reportable on the FR Y-10 and thus reportable on the FR Y-6:

Items 1 – 7    N/A

Additional companies reportable on the FR Y-6:

N/A

Companies not reportable on the FR Y-6 Organizational Chart:

1 – 10        N/A

**CITIZENS BANCSHARES, INC.**  
**Fiscal Year Ending December 31, 2013**

**Report Item 2b: Domestic Branch Listing:**

**Submitted via email on March 28, 2014**

CITIZENS BANCSHARES, INC.  
Fiscal Year Ending December 31, 2013

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  
12-31-13.

(1)(a) Name & Address	(1)(b) Country	(1)(c) Number & Percentage of each class of Voting Securities	
Clay Parker Davis Somerset, KY [REDACTED]	USA	7,249	8.42%
Cornelia D. Cooner Somerset, KY [REDACTED]	USA	7,943	9.23%
Harris Rakestraw III Somerset, KY [REDACTED]	USA	8,011	9.30%
Harold D. Rogers Somerset, KY [REDACTED]	USA	4,867	5.65%
James E. Haney, Jr. Somerset, KY [REDACTED]	USA	5,292	6.15%
Scott H. Owings Somerset, KY [REDACTED]	USA	7,498	8.71%
Stephen D. Merrick Somerset, KY [REDACTED]	USA	5,033	5.85%

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 12-31-13

(2)(a) Name & Address	(2)(b) Country	(2)(c) Number & Percentage of each class of Voting Securities
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NONE

CITIZENS BANCSHARES, INC.

Fiscal Year Ending December 31, 2013

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	President & CEO Citizens National Bank	Director & Treasurer	Director & Pres & CEO (CNB)	N/A	0.30%	N/A	N/A
Clay Parker Davis Somerset, KY	N/A	Director & President	Director	Partner (DFH Inv.)	8.42%	N/A	DFH Investments (33 1/3%)
Harris Rakestraw III Somerset, KY	Farmer	Director & Vice Chair	Director & Chairman (CNB)	Owner (Bellevue Cattle)	9.30%	N/A	Bellevue Cattle (100%)

Harold Rogers  
Somerset, KY

Member of  
Congress

Director  
& Vice Pres.

Director

Congressman 5.65%

N/A

N/A

Cy Waddle  
Somerset, KY.

N/A

Director &  
Chairman

Director

Manager 4.84%  
(Waddle Family LLC)  
Shareholder  
(CNI Wireless)

N/A

Waddle Family LLC  
CNI Wireless

William J. Wilson  
Crystal River, FL

N/A

Director &  
Exec. Vice Pres.

Director

N/A 2.32%

N/A

N/A



**Results:** A list of branches for your depository institution: CITIZENS NATIONAL BANK OF SOMERSET, THE (ID\_RSSD: 410917).  
 This depository institution is held by CITIZENS BANCSHARES, INC. (1070484) of SOMERSET, KY.  
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

**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)	410917	CITIZENS NATIONAL BANK OF SOMERSET, THE	44 PUBLIC SQUARE	SOMERSET	KY	42501	PULASKI	UNITED STATES	1767	0	CITIZENS NATIONAL BANK OF SOMERSET, THE	410917	
CHANGE	11/25/2013	Full Service	4121985	MONTICELLO BRANCH	290 CUMBERLAND CROSSING	MONTICELLO	KY	42633	WAYNE	UNITED STATES	498645	9	CITIZENS NATIONAL BANK OF SOMERSET, THE	410917	
OK		Full Service	2865744	NANCY BRANCH	9140 WEST HIGHWAY 80	NANCY	KY	42544	PULASKI	UNITED STATES	194008	7	CITIZENS NATIONAL BANK OF SOMERSET, THE	410917	
OK		Full Service	3027080	SCIENCE HILL BRANCH	110 WEST HIGHWAY 635	SCIENCE HILL	KY	42553	PULASKI	UNITED STATES	360491	8	CITIZENS NATIONAL BANK OF SOMERSET, THE	410917	
OK		Full Service	474115	BURNSIDE BRANCH	6385 S HIGHWAY 27	SOMERSET	KY	42501	PULASKI	UNITED STATES	194003	2	CITIZENS NATIONAL BANK OF SOMERSET, THE	410917	
OK		Limited Service	335113	CITIZENS 27 BRANCH	800 SOUTH HWY 27	SOMERSET	KY	42501	PULASKI	UNITED STATES	194005	4	CITIZENS NATIONAL BANK OF SOMERSET, THE	410917	
OK		Full Service	336718	PLAZA BRANCH	293 NORTH HIGHWAY 27	SOMERSET	KY	42503	PULASKI	UNITED STATES	194002	1	CITIZENS NATIONAL BANK OF SOMERSET, THE	410917	
CLOSE	12/2/2011	Full Service	473613	SOMERSET MALL BRANCH	4150 SOUTH HIGHWAY 27	SOMERSET	KY	42501	PULASKI	UNITED STATES	194004	3	CITIZENS NATIONAL BANK OF SOMERSET, THE	410917	
OK		Full Service	2762357	WAITSBORO BRANCH	4145 SOUTH HIGHWAY 27	SOMERSET	KY	42501	PULASKI	UNITED STATES	194007	6	CITIZENS NATIONAL BANK OF SOMERSET, THE	410917	