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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, L. Anthony Page
Name of the Holding Company Director and Official

Director and 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.

Signature of Holding Company Director and Official

02/26/2019
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 _____
C.I. _____

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

December 31, 2018
Month / Day / Year

N/A
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Citizens State Financial Corporation
Legal Title of Holding Company

300 North Home St., P. O. Box 500
(Mailing Address of the Holding Company) Street / P.O. Box

Corrigan	TX	75939
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

L.Anthony Page	Director and President
Name	Title

936/398/2566
Area Code / Phone Number / Extension

936/398/5404
Area Code / FAX Number

apage@csbanktx.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: 0

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 ..... ☐
2. a letter justifying this request has been provided separately ... ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City | State | Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City | State | Zip Code

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City | State | Zip Code

Physical Location (if different from mailing address)

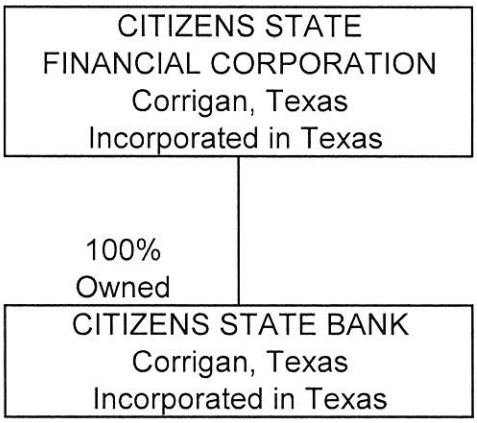
Form FR Y-6

CITIZENS STATE FINANCIAL CORPORATION
CORRIGAN, TEXAS
Fiscal Year Ending December 31, 2018

Report Item

1: An annual report for the shareholders is not prepared.

2a: Organization Chart.



No LEI is available

2b: Domestic Branch Listing

Results: A list of branches for your depository institution: CITIZENS STATE BANK (ID_RSSD: 899651).
This depository institution is held by CITIZENS STATE FINANCIAL CORPORATION (1105818) of CORRIGAN, TX.
The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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)	899651	CITIZENS STATE BANK	300 NORTH HOME STREET	CORRIGAN	TX	75939	POLK	UNITED STATES	Not Required	Not Required	CITIZENS STATE BANK	899651	
OK		Full Service	277950	GROVETON BRANCH	1ST STREET AND DEVINE AVENUE	GROVETON	TX	75845	TRINITY	UNITED STATES	Not Required	Not Required	CITIZENS STATE BANK	899651	

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CITIZENS STATE FINANCIAL CORPORATION
Fiscal Year Ending December 31, 2018

Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holding of 5% or more with power to vote as of fical year ending 12-31-2018

(1)(a) Name City, State, County	(1)(b) County of Citizenship or Incorporation	(1)(c) Number and percentage of Each Class of Voting Securities	
Barbara Page Corrigan, Texas 75939	USA	80.0000 Commond Stock	0.567%
L. Anthony Page Corrigan. Texas 75939	USA	2092.0000 Common Stock	14.817%
		2172.0000	15.383%
Donna Davis Donna Davis - Trust Austin, Texas	USA	1050.0000 770.0000 Common Stock	7.437% 5.454%
Donald E. Reily Lufkin, Texas 75901	USA	1500.0067 Common Stock	10.624%
Mark Hopkins Reily Mark Hopkins Reily - Trust Dallas, Texas 775225	USA	1050.0000 770.0000 Commond Stock	7.437% 5.454%
Nancy Hopkins Reily Lufkin, Texas 75901	USA	633.6667 Commond Stock	4.488%
		5,773.6734	40.892%
Judy McKnight Conroe, Texas 77385	USA	175.0000 Common Stock	1.239%
Alexis Kay Reily Onalaska, Texas 77360	USA	46.6667 Common Stock	0.331%
Brianna Reily Onalaska, Texas 77360	USA	46.6667 Common Stock	0.331%
Bryant Todd Reily Livingston, Texas 77351	USA	155.0000 Common Stock	1.098%
Grady Kyle Reily Livingston, Texas 77351	USA	155.0000 Common Stock	1.098%
Martha Reily Wilson Livingston, Texas 77351	USA	4,820.3299 Common Stock	34.140%
		5,398.6633	38.236%

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 12-31-2018

(2)(a) Name City, State, County	(2)(b) County of Citizenship or Incorporation	(2)(c) Number and percentage of Each Class of Voting Securities

There were no persons or entity that held options, warrants or other securities or rights that could have options, warrants or other securities or rights that could have been converted into or exercised for voting securities, which, in their aggregate, and including voting securities held, would have equaled or exceeded 5 percent of any such class of voting securities.

Form FR Y-6
CITIZENS STATE FINANCIAL CORPORATION
Fiscal Year Ending December 31, 2018

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with 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 (includes 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 partnerships) If 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Barbara Ann Page Corrigan, Texas	N/A	Director	Director Citizens State Bank	N/A	0.567%	N/A	N/A
L. Anthony Page Corrigan, Texas	N/A	Director & President	Director & VCOB/CEO Citizens State Bank	Owner - Page Farm	14.817%	N/A	N/A
					15.383%		
Donna Davis Donna Davis - Trust Austin, Texas	CPA	Principal Shareholder	Director Citizens State Bank	N/A	7.437% 5.454%	N/A	N/A
Donald E. Reily Lufkin, Texas	N/A	Director & Chairman	Director & Chairman Citizens State Bank	N/A	10.624%	N/A	N/A
Mark Hopkins Reily Mark Hopkins Reily - Trust	Banker	Principal Shareholder	Director Citizens State Bank	N/A	7.437% 5.454%		
Nancy Hopkins Reily Lufkin, Texas	Homemaker / Author	Director	Director Citizens State Bank	N/A	4.488%	N/A	N/A
					40.892%		
Judy McKnight Conroe, Texas	Accountant	Principal Shareholder	Director Citizens State Bank	N/A	1.239%	N/A	N/A
Alexis Key Reily Onalaska, Texas	Nurse	Principal Shareholder	N/A	N/A	0.331%		
Brianna Reily Onalaska, Texas	Nurse	Principal Shareholder	N/A	N/A	0.331%	N/A	N/A
Bryant Todd Reily Livingston, Texas	Horticulturist	Principal Shareholder	N/A	N/A	1.098%	N/A	N/A
Grady Kyle Reily Livingston, Texas	Athletic Trainer	Principal Shareholder	Director Citizens State Bank	N/A	1.098%	N/A	N/A
Martha Reily Wilson Livingston, Texas	Ranching	Director Vice President	Director Citizens State Bank	Owner - Reily Farm	34.140%	N/A	N/A
					38.236%		