

CITIZENS HOLDING CO /MS/  
Form 10-Q  
August 11, 2014  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2014**

**OR**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-15375**

**CITIZENS HOLDING COMPANY**  
**(Exact name of registrant as specified in its charter)**

**Mississippi**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**64-0666512**  
**(IRS Employer**  
**Identification No.)**

**521 Main Street, Philadelphia, MS**  
**(Address of principal executive offices)**

**39350**  
**(Zip Code)**

**601-656-4692**

**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

Number of shares outstanding of each of the issuer's classes of common stock, as of August 8, 2014:

<b>Title</b>	<b>Outstanding</b>
<b>Common Stock, \$0.20 par value</b>	<b>4,877,614</b>



**Table of Contents**

CITIZENS HOLDING COMPANY

INTERIM FINANCIAL STATEMENTS FOR QUARTER ENDED JUNE 30, 2014

TABLE OF CONTENTS

PART I.	<b><u>FINANCIAL INFORMATION</u></b>	1
Item 1.	<b><u>Consolidated Financial Statements.</u></b>	1
	<b><u>Consolidated Statements of Condition</u></b> June 30, 2014 (Unaudited) and December 31, 2013 (Audited)	1
	<b><u>Consolidated Statements of Income</u></b> Three and six months ended June 30, 2014 (Unaudited) and 2013 (Unaudited)	2
	<b><u>Consolidated Statements of Comprehensive Income (Loss)</u></b> Three and six months ended June 30, 2014 (Unaudited) and 2013 (Unaudited)	3
	<b><u>Condensed Consolidated Statements of Cash Flows</u></b> Six months ended June 30, 2014 (Unaudited) and 2013 (Unaudited)	4
	<b><u>Notes to Consolidated Financial Statements</u></b>	5
Item 2.	<b><u>Management's Discussion and Analysis of Financial Condition and Results of Operations.</u></b>	30
Item 3.	<b><u>Quantitative and Qualitative Disclosures About Market Risk.</u></b>	42
Item 4.	<b><u>Controls and Procedures.</u></b>	45
PART II.	<b><u>OTHER INFORMATION</u></b>	46
Item 1.	Legal Proceedings.*	
Item 1A.	<b><u>Risk Factors.</u></b>	46
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds.*	
Item 3.	Defaults Upon Senior Securities.*	
Item 4.	Mine Safety Disclosures.*	
Item 5.	Other Information.*	
Item 6.	<b><u>Exhibits.</u></b>	48
*	None or Not Applicable	
	<b><u>SIGNATURES</u></b>	49

**Table of Contents**

## PART I. FINANCIAL INFORMATION

## ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS.

## CITIZENS HOLDING COMPANY CONSOLIDATED STATEMENTS OF CONDITION

	June 30 2014 (Unaudited)	December 31, 2013 (Audited)
<b>ASSETS</b>		
Cash and due from banks	\$ 22,135,487	\$ 16,040,195
Interest bearing deposits with other banks	6,923,219	684,100
Investment securities held to maturity, at book value	205,717,189	
Investment securities available for sale, at fair value	201,585,598	398,176,402
Loans, net of allowance for loan losses of \$8,539,428 in 2014 and \$8,077,499 in 2013	381,203,975	384,104,766
Premises and equipment, net	19,702,981	18,623,154
Other real estate owned, net	3,368,999	3,751,168
Accrued interest receivable	3,938,291	4,132,053
Cash value of life insurance	21,927,499	22,208,962
Intangible assets, net	3,149,657	3,149,657
Other assets	18,181,057	22,198,442
<b>TOTAL ASSETS</b>	<b>\$ 887,833,952</b>	<b>\$ 873,068,899</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
<b>LIABILITIES</b>		
Deposits:		
Noninterest-bearing demand	\$ 140,377,329	\$ 120,424,895
Interest-bearing NOW and money market accounts	263,573,417	248,015,410
Savings deposits	59,378,201	53,745,787
Certificates of deposit	228,118,418	232,443,704
<b>Total deposits</b>	<b>691,447,365</b>	<b>654,629,796</b>
Securities sold under agreement to repurchase	76,701,609	82,420,781
Federal funds purchased		27,500,000
Federal Home Loan Bank advances	33,500,000	33,500,000
Accrued interest payable	183,395	199,513
Deferred compensation payable	7,093,713	6,719,948
Other liabilities	1,274,847	1,832,659
<b>Total liabilities</b>	<b>810,200,929</b>	<b>806,802,697</b>
<b>SHAREHOLDERS EQUITY</b>		

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Common stock; \$.20 par value, 22,500,000 shares authorized, 4,877,614 shares outstanding at June 30, 2014 and 4,870,114 shares outstanding at December 31, 2013	975,482	974,023
Additional paid-in capital	3,769,717	3,748,176
Retained earnings	84,536,046	82,792,524
Accumulated other comprehensive loss, net of tax benefit of \$6,929,485 in 2014 and \$12,640,667 in 2013	(11,648,222)	(21,248,521)
Total shareholders equity	77,633,023	66,266,202
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>	<b>\$ 887,833,952</b>	<b>\$ 873,068,899</b>

The accompanying notes are an integral part of these financial statements.

**Table of Contents**

CITIZENS HOLDING COMPANY  
CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

	For the Three Months		For the Six Months	
	Ended June 30, 2014	2013	Ended June 30, 2014	2013
<b>INTEREST INCOME</b>				
Loans, including fees	\$ 5,067,445	\$ 5,120,642	\$ 10,111,355	\$ 10,319,823
Investment securities	2,851,155	2,850,563	5,748,124	5,621,329
Other interest	6,913	19,714	11,962	37,414
<b>Total interest income</b>	<b>7,925,513</b>	<b>7,990,919</b>	<b>15,871,441</b>	<b>15,978,566</b>
<b>INTEREST EXPENSE</b>				
Deposits	421,870	494,614	840,166	1,014,757
Other borrowed funds	312,081	690,468	622,644	1,402,551
<b>Total interest expense</b>	<b>733,951</b>	<b>1,185,082</b>	<b>1,462,810</b>	<b>2,417,308</b>
<b>NET INTEREST INCOME</b>	<b>7,191,562</b>	<b>6,805,837</b>	<b>14,408,631</b>	<b>13,561,258</b>
<b>PROVISION FOR LOAN LOSSES</b>	<b>211,535</b>	<b>574,595</b>	<b>572,903</b>	<b>749,104</b>
<b>NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES</b>	<b>6,980,027</b>	<b>6,231,242</b>	<b>13,835,728</b>	<b>12,812,154</b>
<b>OTHER INCOME</b>				
Service charges on deposit accounts	963,826	913,942	1,893,557	1,804,799
Other service charges and fees	524,695	473,586	1,009,132	926,513
Other income	995,101	541,342	1,364,413	878,549
<b>Total other income</b>	<b>2,483,622</b>	<b>1,928,870</b>	<b>4,267,102</b>	<b>3,609,861</b>
<b>OTHER EXPENSES</b>				
Salaries and employee benefits	3,252,370	3,336,317	6,608,207	6,642,487
Occupancy expense	1,570,995	1,111,195	2,544,057	2,223,706
Other operating expense	2,222,630	1,699,519	4,262,594	3,838,002
<b>Total other expenses</b>	<b>7,045,995</b>	<b>6,147,031</b>	<b>13,414,858</b>	<b>12,704,195</b>
<b>INCOME BEFORE PROVISION FOR INCOME TAXES</b>	<b>2,417,654</b>	<b>2,013,081</b>	<b>4,687,972</b>	<b>3,717,820</b>
<b>PROVISION FOR INCOME TAXES</b>	<b>325,135</b>	<b>409,337</b>	<b>798,300</b>	<b>699,630</b>

NET INCOME	\$ 2,092,519	\$ 1,603,744	\$ 3,889,672	\$ 3,018,190
NET INCOME PER SHARE -Basic	\$ 0.43	\$ 0.33	\$ 0.80	\$ 0.62
-Diluted	\$ 0.43	\$ 0.33	\$ 0.80	\$ 0.62
DIVIDENDS PAID PER SHARE	\$ 0.22	\$ 0.22	\$ 0.44	\$ 0.44

The accompanying notes are an integral part of these financial statements.



Table of Contents

## CITIZENS HOLDING COMPANY

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

	For the Three Months		For the Six Months	
	Ended June 30,		Ended June 30,	
	2014	2013	2014	2013
Net income	\$ 2,092,519	\$ 1,603,744	\$ 3,889,672	\$ 3,018,190
Other comprehensive income (loss)				
Securities available-for-sale				
Unrealized holding gains (losses)	22,449,569	(28,291,193)	31,968,113	(26,037,912)
Income tax effect	(8,373,689)	8,871,667	(11,924,106)	9,712,141
	14,075,880	(19,419,526)	20,044,007	(16,325,771)
Reclassification adjustment for gains included in net income	(9,102)	(154,655)	(9,102)	(154,655)
Income tax effect	3,395	57,686	3,395	57,686
	(5,707)	(96,969)	(5,707)	(96,969)
Securities held-to-maturity				
Unrealized losses transferred to held-to-maturity	(17,061,438)		(17,061,438)	
Amortization of net unrealized losses transferred during the period	413,908		413,908	
Income tax effect	6,209,529		6,209,529	
	(10,438,001)		(10,438,001)	
Total other comprehensive income (loss)	3,632,172	(19,516,495)	9,600,299	(16,422,740)
Comprehensive income (loss)	\$ 5,724,691	\$ (17,912,751)	\$ 13,489,971	\$ (13,404,550)

The accompanying notes are an integral part of these financial statements.

**Table of Contents**

CITIZENS HOLDING COMPANY  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	For the Six Months Ended June 30,	
	2014	2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net cash provided by operating activities	\$ 3,850,163	\$ 6,335,193
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from maturities and calls of securities available for sale	4,609,491	74,355,294
Proceeds from sales of securities available for sale	1,381,596	37,061,134
Purchases of investment securities available for sale		(135,615,144)
Purchases of bank premises and equipment	(1,654,936)	(101,530)
(Decrease) increase in interest bearing deposits with other banks	(6,239,119)	12,690,510
Proceeds from sale of other real estate	339,934	1,032,649
Redemption of Federal Home Loan Bank Stock	449,700	
Net decrease in loans	1,906,215	4,023,265
Net cash provided by (used by) investing activities	792,881	(6,553,822)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net increase in deposits	36,817,569	10,605,894
Net change in securities sold under agreement to repurchase	(5,719,172)	(8,862,666)
Proceeds from exercising stock options		128,950
Decrease in Federal Home Loan Bank advances		(25,000,000)
(Decrease) increase in federal funds purchased	(27,500,000)	23,500,000
Payment of dividends	(2,146,149)	(2,142,520)
Net cash provided (used by) by financing activities	1,452,248	(1,770,342)
Net increase (decrease) in cash and due from banks	6,095,292	(1,988,971)
Cash and due from banks, beginning of period	16,040,195	21,561,288
Cash and due from banks, end of period	\$ 22,135,487	\$ 19,572,317

The accompanying notes are an integral part of these financial statements.

**Table of Contents**

CITIZENS HOLDING COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

As of and for the three and six months ended June 30, 2014

(Unaudited)

**Note 1. Basis of Presentation**

These interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America GAAP. However, these financial statements do not include all of the information and footnotes required by GAAP for complete financial statements. The interim consolidated financial statements are unaudited and reflect all adjustments and reclassifications, which, in the opinion of management, are necessary for a fair presentation of the results of operations and financial condition as of and for the interim periods presented. All adjustments and reclassifications are of a normal and recurring nature. Results for the period ended June 30, 2014 are not necessarily indicative of the results that may be expected for any other interim periods or for the year as a whole.

The interim consolidated financial statements of Citizens Holding Company include the accounts of its wholly-owned subsidiary, The Citizens Bank of Philadelphia (the Bank and collectively with Citizens Holding Company, the Corporation ). All significant intercompany transactions have been eliminated in consolidation.

For further information and significant accounting policies of the Corporation, see the Notes to Consolidated Financial Statements of Citizens Holding Company included in the Corporation s Annual Report on Form 10-K for the year ended December 31, 2013, filed with the Securities and Exchange Commission on March 14, 2014.

**Note 2. Commitments and Contingent Liabilities**

In the ordinary course of business, the Corporation enters into commitments to extend credit to its customers. The unused portion of these commitments is not reflected in the accompanying financial statements. As of June 30, 2014, the Corporation had entered into loan commitments with certain customers with an aggregate unused balance of \$57,418,522 compared to an aggregate unused balance of \$40,701,380 at December 31, 2013. There was \$2,753,980 of letters of credit outstanding at June 30, 2014 and \$2,809,330 at December 31, 2013. The fair value of such contracts is not considered material because letters of credit and loan commitments often are not used in their entirety, if at all, before they expire. The balances of such letters and commitments should not be used to project actual future liquidity requirements. However, the Corporation does incorporate expectations about the level of draws under its credit-related commitments into its asset and liability management program.

The Corporation is a party to lawsuits and other claims that arise in the ordinary course of business, all of which are being vigorously contested. In the regular course of business, management evaluates estimated losses or costs related to litigation, and provisions are made for anticipated losses whenever management believes that such losses are probable and can be reasonably estimated. At the present time, management believes, based on the advice of legal counsel, that the final resolution of pending legal proceedings will not likely have a material impact on the Corporation s consolidated financial condition or results of operations.



**Table of Contents****Note 3. Net Income per Share**

Net income per share - basic has been computed based on the weighted average number of shares outstanding during each period. Net income per share - diluted has been computed based on the weighted average number of shares outstanding during each period plus the dilutive effect of outstanding stock options using the treasury stock method. Net income per share was computed as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2014	2013	2014	2013
Basic weighted average shares outstanding	4,870,114	4,868,977	4,870,114	4,866,237
Dilutive effect of granted options	704	588	535	3,363
Diluted weighted average shares outstanding	4,870,818	4,869,565	4,870,649	4,869,600
Net income	\$ 2,092,519	\$ 1,603,744	\$ 3,889,672	\$ 3,018,190
Net income per share-basic	\$ 0.43	\$ 0.33	\$ 0.80	\$ 0.62
Net income per share-diluted	\$ 0.43	\$ 0.33	\$ 0.80	\$ 0.62

**Note 4. Equity Compensation Plans**

Prior to the adoption of the 2013 Plan, as defined below, the Corporation utilized two stock-based compensation plans, the 1999 Directors Stock Compensation Plan (the Directors Plan) for directors, and prior to its expiration, the 1999 Employees Long-Term Incentive Plan, (the Employees Plan), for employees.

The following table is a summary of the stock option activity for the six months ended June 30, 2014.

	Directors Plan		Employees Plan		2013 Plan	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Outstanding at December 31, 2013	103,500	\$ 21.30	82,000	\$ 22.06		\$
Granted						
Exercised						
Expired	(7,500)	22.25	(33,500)	21.93		
Outstanding at June 30, 2014	96,000	\$ 21.23	48,500	\$ 22.15		\$

**Table of Contents**

The intrinsic value of options granted under the Directors' Plan at June 30, 2014, was \$15,810, the intrinsic value of options granted under the Employees' Plan at June 30, 2014, was \$1,530 and since there were no options granted under the 2013 Plan, the intrinsic value for the 2013 Plan is \$0 for a total intrinsic value at June 30, 2014, of \$17,340.

The Corporation has adopted the 2013 Incentive Compensation Plan (the 2013 Plan), which the Corporation intends to use for all future equity grants to employees, directors or consultants until the termination or expiration of the 2013 Plan. During the first quarter of 2014, restricted stock grants were made totaling 7,500 shares of common stock. These grants have a vesting period of one year during which time the recipients have rights to vote the shares and to receive dividends. The grant date fair value of these shares was \$138,000 and will be recognized over the twelve month restriction period at a cost of \$11,500 per month less deferred taxes of \$4,290 per month.

**Note 5. Income Taxes**

The income tax topic of the Accounting Standards Codification (ASC) defines the threshold for recognizing the benefits of tax return positions in the financial statements as more-likely-than-not to be sustained by the taxing authority. This topic also provides guidance on the derecognition, measurement and classification of income tax uncertainties, along with any related interest and penalties, and includes guidance concerning accounting for income tax uncertainties in interim periods. As of June 30, 2014, the Corporation had no unrecognized tax benefits related to federal and state income tax matters. Therefore, the Corporation does not anticipate any material increase or decrease in the effective tax rate during 2014 relative to any tax positions taken. It is the Corporation's policy to recognize interest and/or penalties related to income tax matters in income tax expense.

The Corporation files a consolidated United States federal income tax return. The Corporation is currently open to audit under the statute of limitations by the Internal Revenue Service for all tax years after 2010. The Corporation's consolidated state income tax returns are also open to audit under the statute of limitations for the same period.

**Table of Contents****Note 6. Securities**

The amortized cost and estimated fair value of securities available-for-sale and the corresponding amounts of gross unrealized gains and losses recognized in accumulated other comprehensive income were as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
June 30, 2014				
Securities available-for-sale				
Obligations of U.S. Government agencies				
	\$ 93,991,752	\$ 99,190	\$ 4,761,448	\$ 89,329,494
Mortgage-backed securities				
	14,855,723	962,027		15,817,750
State, County, Municipals				
	91,681,995	3,030,515	1,092,074	93,620,436
Other investments				
	3,025,100		207,182	2,817,918
<b>Total</b>	<b>\$ 203,554,570</b>	<b>\$ 4,091,732</b>	<b>\$ 6,060,704</b>	<b>\$ 201,585,598</b>

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
December 31, 2013				
Securities available-for-sale				
Obligations of U.S. Government agencies				
	\$ 316,305,125	\$ 98,740	\$ 33,587,465	\$ 282,816,400
Mortgage-backed securities				
	16,476,430	719,825	29,861	17,166,394
State, County, Municipals				
	96,258,584	2,309,291	3,140,470	95,427,405
Other investments				
	3,025,451		259,248	2,766,203
<b>Total</b>	<b>\$ 432,065,590</b>	<b>\$ 3,127,856</b>	<b>\$ 37,017,044</b>	<b>\$ 398,176,402</b>

During the second quarter of 2014, the Corporation transferred securities with an amortized cost of \$222,322,423 from the available for sale to the held to maturity. This transfer was completed after consideration of the Corporation's ability and intent to hold these securities to maturity.

The fair value of the securities transferred as of the date of transfer was \$205,260,985 with a net unrealized loss of \$17,061,438. In accordance with ASC 320-10-35-16, the discount on each security that resulted from this transfer is amortized over the remaining lives of the individual securities. Any unrealized holding losses on the date of the transfer are not recognized in net income but remain in accumulated other comprehensive loss. In accordance with ASC 320-10-15-10d, the unrealized loss amounts in accumulated other comprehensive loss are amortized simultaneously against interest income as the discount is accreted on the transferred securities. There is no effect on net income as the discount accretion offsets the accumulated other comprehensive loss amortization.





**Table of Contents**

The amortized cost and estimated fair value of securities held-to-maturity and the corresponding amounts of gross unrecognized gains and losses were as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
June 30, 2014				
Securities held-to-maturity				
Obligations of U.S. Government agencies	\$ 205,717,189	\$ 2,199,466	\$ 441,768	\$ 207,474,887
Total	\$ 205,717,189	\$ 2,199,466	\$ 441,768	\$ 207,474,887

As of December 31, 2013, the Corporation had not classified any securities as held-to-maturity.

The amortized cost and estimated fair value of securities by contractual maturity at June 30, 2014 and December 31, 2013 are shown below. Actual maturities may differ from contractual maturities because issuers have the right to call or prepay certain obligations.

	June 30, 2014		December 31, 2013	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Available-for-sale				
Due in one year or less	\$ 6,923,239	\$ 7,025,050	\$ 2,429,035	\$ 2,448,452
Due after one year through five years	13,565,955	13,964,319	25,040,034	26,060,534
Due after five years through ten years	82,700,057	81,116,351	106,046,230	101,286,491
Due after ten years	100,365,319	99,479,878	298,550,291	268,380,925
Total	\$ 203,554,570	\$ 201,585,598	\$ 432,065,590	\$ 398,176,402
Held-to-maturity				
Due after five years through ten years	\$ 18,237,573	\$ 18,396,756	\$	\$
Due after ten years	187,479,616	189,078,131		
Total	\$ 205,717,189	\$ 207,474,887	\$	\$

**Table of Contents**

The tables below show the Corporation's gross unrealized losses and fair value of available-for-sale and held-to-maturity investments, aggregated by investment category and length of time that individual investments were in a continuous loss position at June 30, 2014 and December 31, 2013.

A summary of unrealized loss information for securities available-for-sale, categorized by security type follows (in thousands):

June 30, 2014	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Description of Securities						
Obligations of U. S. Government agencies	\$ 9,784	\$ 216	\$ 78,446	\$ 4,546	\$ 88,230	\$ 4,762
State, County, Municipal	842	4	20,345	1,088	21,187	1,092
Other investments			2,818	207	2,818	207
Total	\$ 10,626	\$ 220	\$ 101,609	\$ 5,841	\$ 112,235	\$ 6,061

December 31, 2013	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Description of Securities						
Obligations of U. S. Government agencies	\$ 255,350	\$ 29,954	\$ 26,367	\$ 3,633	\$ 281,717	\$ 33,587
Mortgage backed securities	3,581	30			3,581	30
State, County, Municipal	20,131	1,461	10,014	1,680	30,145	3,141
Other investments			2,766	259	2,766	259
Total	\$ 279,062	\$ 31,445	\$ 39,147	\$ 5,572	\$ 318,209	\$ 37,017

A summary of unrealized loss information for securities held-to-maturity categorized by security type follows (in thousands):

June 30, 2014	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Description of Securities						
Obligations of U. S. Government agencies	\$ 9,206	\$ 60	\$ 18,301	\$ 382	\$ 27,507	\$ 442
Total	\$ 9,206	\$ 60	\$ 18,301	\$ 382	\$ 27,507	\$ 442

There were no securities designated as held-to-maturity as of December 31, 2013.



**Table of Contents****Note 7. Loans**

The composition of net loans (in thousands) at June 30, 2014 and December 31, 2013 is as follows:

	<b>June 30, 2014</b>	<b>December 31, 2013</b>
<b>Real Estate:</b>		
Land Development and Construction	\$ 36,309	\$ 27,224
Farmland	29,597	29,634
1-4 Family Mortgages	101,928	105,489
Commercial Real Estate	146,590	145,369
<b>Total Real Estate Loans</b>	<b>314,424</b>	<b>307,716</b>
<b>Business Loans:</b>		
Commercial and Industrial Loans	48,616	55,813
Farm Production and Other Farm Loans	1,253	1,308
<b>Total Business Loans</b>	<b>49,869</b>	<b>57,121</b>
<b>Consumer Loans:</b>		
Credit Cards	1,014	1,087
Other Consumer Loans	25,014	26,744
<b>Total Consumer Loans</b>	<b>26,028</b>	<b>27,831</b>
<b>Total Gross Loans</b>	<b>390,321</b>	<b>392,668</b>
Unearned income	(578)	(485)
Allowance for loan losses	(8,539)	(8,078)
<b>Loans, net</b>	<b>\$ 381,204</b>	<b>\$ 384,105</b>

Loans are considered to be past due if the required principal and interest payments have not been received as of the date such payments were due. Loans are placed on non-accrual status, when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provisions. Loans may be placed on non-accrual status regardless of whether such loans are considered past due. When interest accruals are discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

**Table of Contents**

Period-end, non-accrual loans (in thousands), segregated by class, were as follows:

	June 30, 2014	December 31, 2013
<b>Real Estate:</b>		
Land Development and Construction	\$ 114	\$ 136
Farmland	221	352
1-4 Family Mortgages	1,610	1,866
Commercial Real Estate	10,476	8,894
<b>Total Real Estate Loans</b>	<b>12,421</b>	<b>11,248</b>
<b>Business Loans:</b>		
Commercial and Industrial Loans	2,117	2,224
<b>Total Business Loans</b>	<b>2,117</b>	<b>2,224</b>
<b>Consumer Loans:</b>		
Other Consumer Loans	126	120
<b>Total Consumer Loans</b>	<b>126</b>	<b>120</b>
<b>Total Non-Accrual Loans</b>	<b>\$ 14,664</b>	<b>\$ 13,592</b>

**Table of Contents**

An aging analysis of past due loans (in thousands), segregated by class, as of June 30, 2014, was as follows:

	Loans 30-89 Days Past Due	Loans 90 or more Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or more Days Past Due
<b>Real Estate:</b>						
Land Development and Construction	\$ 298	\$ 13	\$ 311	\$ 35,998	\$ 36,309	\$
Farmland	2,285	85	2,370	27,227	29,597	21
1-4 Family Mortgages	4,493	761	5,254	96,674	101,928	258
Commercial Real Estate	5,853	11,260	17,113	129,477	146,590	213
<b>Total Real Estate Loans</b>	<b>12,929</b>	<b>12,119</b>	<b>25,048</b>	<b>289,376</b>	<b>314,424</b>	<b>492</b>
<b>Business Loans:</b>						
Commercial and Industrial Loans	2,182		2,182	46,434	48,616	77
Farm Production and Other Farm Loans				1,253	1,253	
<b>Total Business Loans</b>	<b>2,182</b>		<b>2,182</b>	<b>47,687</b>	<b>49,869</b>	<b>77</b>
<b>Consumer Loans:</b>						
Credit Cards	12	8	20	994	1,014	8
Other Consumer Loans	1,098	143	1,241	23,773	25,014	10
<b>Total Consumer Loans</b>	<b>1,110</b>	<b>151</b>	<b>1,261</b>	<b>24,767</b>	<b>26,028</b>	<b>18</b>
<b>Total Loans</b>	<b>\$ 16,221</b>	<b>\$ 12,270</b>	<b>\$ 28,491</b>	<b>\$ 361,830</b>	<b>\$ 390,321</b>	<b>\$ 587</b>

**Table of Contents**

An aging analysis of past due loans (in thousands), segregated by class, as of December 31, 2013 was as follows:

	Loans 30-89 Days Past Due	Loans 90 or more Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or more Days Past Due
<b>Real Estate:</b>						
Land Development and Construction	\$ 170	\$	\$ 170	\$ 27,054	\$ 27,224	\$
Farmland	419	69	488	29,146	29,634	
1-4 Family Mortgages	4,234	1,088	5,322	100,167	105,489	335
Commercial Real Estate	3,308	9,316	12,624	132,745	145,369	1,750
<b>Total Real Estate Loans</b>	<b>8,131</b>	<b>10,473</b>	<b>18,604</b>	<b>289,112</b>	<b>307,716</b>	<b>2,085</b>
<b>Business Loans:</b>						
Commercial and Industrial Loans	248	23	271	55,542	55,813	
Farm Production and other Farm Loans	5		5	1,303	1,308	
<b>Total Business Loans</b>	<b>253</b>	<b>23</b>	<b>276</b>	<b>56,845</b>	<b>57,121</b>	
<b>Consumer Loans:</b>						
Credit Cards	39	10	49	1,038	1,087	10
Other Consumer Loans	1,105	41	1,146	25,598	26,744	
<b>Total Consumer Loans</b>	<b>1,144</b>	<b>51</b>	<b>1,195</b>	<b>26,636</b>	<b>27,831</b>	<b>10</b>
<b>Total Loans</b>	<b>\$ 9,528</b>	<b>\$ 10,547</b>	<b>\$ 20,075</b>	<b>\$ 372,593</b>	<b>\$ 392,668</b>	<b>\$ 2,095</b>

Loans are considered impaired when, based on current information and events, it is probable the Corporation will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. In determining which loans to evaluate for impairment, management looks at past due loans, bankruptcy filings and any situation that might lend itself to cause a borrower to be unable to repay the loan according to the original agreement terms. If a loan is determined to be impaired and the collateral is deemed to be insufficient to fully repay the loan, a specific reserve will be established. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans or portions thereof, are charged-off when deemed uncollectible.

**Table of Contents**

Impaired loans (in thousands) as of June 30, 2014 and December 31, 2013, segregated by class, are as follows:

	Unpaid Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
<b>June 30, 2014</b>						
Real Estate:						
Land Development and Construction	\$ 114	\$ 13	\$ 101	\$ 114	\$ 101	\$ 132
Farmland	221	95	126	221	24	329
1-4 Family Mortgages	1,610	1,296	314	1,610	47	1,721
Commercial Real Estate	10,476	2,796	7,680	10,476	896	9,683
<b>Total Real Estate Loans</b>	<b>12,421</b>	<b>4,200</b>	<b>8,221</b>	<b>12,421</b>	<b>1,068</b>	<b>11,865</b>
Business Loans:						
Commercial and Industrial Loans	2,117	41	2,076	2,117	2,069	2,148
<b>Total Business Loans</b>	<b>2,117</b>	<b>41</b>	<b>2,076</b>	<b>2,117</b>	<b>2,069</b>	<b>2,148</b>
Consumer Loans:						
Other Consumer Loans	126	126		126		163
<b>Total Consumer Loans</b>	<b>126</b>	<b>126</b>		<b>126</b>		<b>163</b>
<b>Total Loans</b>	<b>\$ 14,664</b>	<b>\$ 4,367</b>	<b>\$ 10,297</b>	<b>\$ 14,664</b>	<b>\$ 3,137</b>	<b>\$ 14,176</b>



**Table of Contents**

	Unpaid Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
<u>December 31, 2013</u>						
Real Estate:						
Land Development and Construction	\$ 136	\$ 25	\$ 111	\$ 136	\$ 103	\$ 278
Farmland	352	220	132	352	24	720
1-4 Family Mortgages	1,866	1,054	812	1,866	202	2,111
Commercial Real Estate	8,894	976	7,918	8,894	896	9,535
<b>Total Real Estate Loans</b>	<b>11,248</b>	<b>2,275</b>	<b>8,973</b>	<b>11,248</b>	<b>1,225</b>	<b>12,644</b>
Business Loans:						
Commercial and Industrial Loans	2,224	118	2,106	2,224	1,072	1,195
Farm Production and other Farm Loans						2
<b>Total Business Loans</b>	<b>2,224</b>	<b>118</b>	<b>2,106</b>	<b>2,224</b>	<b>1,072</b>	<b>1,197</b>
Consumer Loans:						
Other Consumer Loans	120	120		120		166
<b>Total Consumer Loans</b>	<b>120</b>	<b>120</b>		<b>120</b>		<b>166</b>
<b>Total Loans</b>	<b>\$ 13,592</b>	<b>\$ 2,513</b>	<b>\$ 11,079</b>	<b>\$ 13,592</b>	<b>\$ 2,297</b>	<b>\$ 14,007</b>

**Table of Contents**

The following table presents troubled debt restructurings (in thousands, except for number of loans), segregated by class:

	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
June 30, 2014			
Commercial real estate	5	\$ 9,261	\$ 6,952
<b>Total</b>	<b>5</b>	<b>\$ 9,261</b>	<b>\$ 6,952</b>

	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
December 31, 2013			
Commercial real estate	5	\$ 9,261	\$ 7,119
<b>Total</b>	<b>5</b>	<b>\$ 9,261</b>	<b>\$ 7,119</b>

Changes in the Corporation's troubled debt restructurings (in thousands, except for number of loans) are set forth in the table below:

	Number of Loans	Recorded Investment
Totals at January 1, 2014	5	\$ 7,119
Reductions due to:		
Principal paydowns		(167)
<b>Total at June 30, 2014</b>	<b>5</b>	<b>\$ 6,952</b>

The allocated allowance for loan losses attributable to restructured loans was \$2,202,414 at June 30, 2014 and \$1,196,274 at December 31, 2013. The Corporation had no remaining availability under commitments to lend additional funds on these troubled debt restructuring as of June 30, 2014.

**Table of Contents**

The Corporation utilizes a risk grading matrix to assign a risk grade to each of its loans when originated and is updated as factors related to the strength of the loan changes. Loans are graded on a scale of 1 to 9. A description of the general characteristics of the 9 risk grades is as follows.

Grade 1. MINIMAL RISK - These loans are without loss exposure to the Corporation. This classification is reserved for only the best, well secured loans to borrowers with significant capital strength, low leverage, stable earnings and growth and other readily available financing alternatives. This type of loan would also include loans secured by a program of the government.

Grade 2. MODEST RISK - These loans include borrowers with solid credit quality and moderate risk of loss. These loans may be fully secured by certificates of deposit with another reputable financial institution, or secured by readily marketable securities with acceptable margins.

Grade 3. AVERAGE RISK - This is the rating assigned to the majority of the loans held by the Corporation. This includes loans with average loss exposure and average overall quality. These loans should liquidate through possessing adequate collateral and adequate earnings of the borrower. In addition, these loans are properly documented and are in accordance with all aspects of the current loan policy.

Grade 4. ACCEPTABLE RISK - Borrower generates sufficient cash flow to fund debt service but most working asset and capital expansion needs are provided from external sources. Profitability and key balance sheet ratios are usually close to peers but one or more may be higher than peers.

Grade 5. MANAGEMENT ATTENTION - Borrower has significant weaknesses resulting from performance trends or management concerns. The financial condition of the borrower has taken a negative turn and may be temporarily strained. Cash flow is weak but cash reserves remain adequate to meet debt service. Management weakness is evident.

Grade 6. OTHER LOANS ESPECIALLY MENTIONED (OLEM) - Loans in this category are fundamentally sound but possess some weaknesses. OLEM loans have potential weaknesses which may, if not checked or corrected, weaken the asset or inadequately protect the bank's credit position at some future date. These loans have an identifiable weakness in credit, collateral, or repayment ability but there is no expectation of loss.

Grade 7. SUBSTANDARD ASSETS - Assets classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Assets classified as substandard must have a well-defined weakness based upon objective evidence. Assets classified as substandard are characterized by the distinct possibility that the insured institution will sustain some loss if the deficiencies are not corrected. The possibility that liquidation would not be timely requires a substandard classification even if there is little likelihood of total loss.

Grade 8. DOUBTFUL - A loan classified as doubtful has all the weaknesses of a substandard classification and the added characteristic that the weakness makes collection or liquidation in

**Table of Contents**

full, on the basis of currently existing facts, conditions, and values, highly questionable or improbable. The possibility of loss is extremely high, but because of certain important and reasonable specific pending factors which may work to the advantage and strengthening of the asset, its classification as an estimated loss is deferred until its more exact status may be determined. A doubtful classification could reflect the fact that the primary source of repayment is gone and serious doubt exists as to the quality of a secondary source of repayment.

Grade 9. LOSS - Loans classified loss are considered uncollectible and of such little value that their continuance as bankable assets is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off this basically worthless asset even though partial recovery may occur in the future. Also included in this classification is the defined loss portion of loans rated substandard assets and doubtful assets.

These internally assigned grades are updated on a continual basis throughout the course of the year and represent management's most updated judgment regarding grades at June 30, 2014.

The following table details the amount of gross loans (in thousands), segregated by loan grade and class, as of June 30, 2014:

Grades	Satisfactory 1, 2, 3, 4	Special Mention 5,6	Substandard 7	Doubtful 8	Loss 9	Total Loans
<b>Real Estate:</b>						
Land Development and Construction	\$ 34,387	\$	\$ 1,922	\$	\$	\$ 36,309
Farmland	25,230	825	3,542			29,597
1-4 Family Mortgages	85,080	4,334	12,514			101,928
Commercial Real Estate	127,810	5,754	13,026			146,590
<b>Total Real Estate Loans</b>	<b>272,507</b>	<b>10,913</b>	<b>31,004</b>			<b>314,424</b>
<b>Business Loans:</b>						
Commercial and Industrial Loans	45,930	425	233	2,028		48,616
Farm Production and Other Farm Loans	1,253					1,253
<b>Total Business Loans</b>	<b>47,183</b>	<b>425</b>	<b>233</b>	<b>2,028</b>		<b>49,869</b>
<b>Consumer Loans:</b>						
Credit Cards	1,006		8			1,014
Other Consumer Loans	24,378	204	402	25	5	25,014
<b>Total Consumer Loans</b>	<b>25,384</b>	<b>204</b>	<b>410</b>	<b>25</b>	<b>5</b>	<b>26,028</b>
<b>Total Loans</b>	<b>\$ 345,074</b>	<b>\$ 11,542</b>	<b>\$ 31,647</b>	<b>\$ 2,053</b>	<b>\$ 5</b>	<b>\$ 390,321</b>

**Table of Contents**

The following table details the amount of gross loans (in thousands) segregated by loan grade and class, as of December 31, 2013:

Grades	Satisfactory 1, 2, 3,4	Special Mention 5,6	Substandard 7	Doubtful 8	Loss 9	Total Loans
<b>Real Estate:</b>						
Land Development and Construction	\$ 25,165	\$ 192	\$ 1,867	\$	\$	\$ 27,224
Farmland	25,160	744	3,730			29,634
1-4 Family Mortgages	87,108	4,671	13,710			105,489
Commercial Real Estate	125,339	5,915	14,115			145,369
<b>Total Real Estate Loans</b>	<b>262,772</b>	<b>11,522</b>	<b>33,422</b>			<b>307,716</b>
<b>Business Loans:</b>						
Commercial and Industrial Loans	52,871	426	416	2,100		55,813
Farm Production and other Farm Loans	1,298	8	2			1,308
<b>Total Business Loans</b>	<b>54,169</b>	<b>434</b>	<b>418</b>	<b>2,100</b>		<b>57,121</b>
<b>Consumer Loans:</b>						
Credit Cards	1,077		10			1,087
Other Consumer Loans	25,942	193	564	42	3	26,744
<b>Total Consumer Loans</b>	<b>27,019</b>	<b>193</b>	<b>574</b>	<b>42</b>	<b>3</b>	<b>27,831</b>
<b>Total Loans</b>	<b>\$ 343,960</b>	<b>\$ 21,295</b>	<b>\$ 34,414</b>	<b>\$ 2,142</b>	<b>\$ 3</b>	<b>\$ 392,668</b>

The allowance for loan losses is a reserve established through a provision for loan losses charged to expense, which represents management's best estimate of probable losses within the existing portfolio of loans. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio.

The allowance on the majority of the loan portfolio is calculated using a historical chargeoff percentage applied to the current loan balances by loan segment. This historical period is the average of the previous twenty quarters with the most current quarters weighted more heavily to show the effect of the most recent chargeoff activity. This percentage is also adjusted for economic factors such as local unemployment and general business conditions, both local and nationwide.

The group of loans that are considered to be impaired are individually evaluated for possible loss and a specific reserve is established to cover any loss contingency. Loans that are determined to be a loss with no benefit of remaining in the portfolio are charged off to the allowance. These specific reserves are reviewed periodically for continued impairment and adequacy of the specific reserve and adjusted when necessary.

**Table of Contents**

The following table details activity in the allowance for loan losses by portfolio segment for the six months ended June 30, 2014:

	Real Estate	Business Loans	Consumer	Total
<b>June 30, 2014</b>				
Beginning Balance, January 1, 2014	\$ 4,705,753	\$ 2,767,409	\$ 604,337	\$ 8,077,499
Provision for possible loan losses	(172,350)	764,154	(18,902)	572,903
Chargeoffs	101,615	22,760	67,287	191,662
Recoveries	35,488	5,748	39,453	80,689
Net Chargeoffs	66,127	17,012	27,834	110,973
Ending Balance	\$ 4,467,276	\$ 3,514,551	\$ 557,601	\$ 8,539,428
Period end allowance allocated to:				
Loans individually evaluated for impairment	\$ 1,067,821	\$ 2,068,759	\$	\$ 3,136,580
Loans collectively evaluated for impairment	3,399,455	1,445,792	557,601	5,402,848
Ending Balance, June 30, 2014	\$ 4,467,276	\$ 3,514,551	\$ 557,601	\$ 8,539,428

The following table details activity in the allowance for loan losses by portfolio segment for the six months ended June 30, 2013:

	Real Estate	Business Loans	Consumer	Total
<b>June 30, 2013</b>				
Beginning Balance, January 1, 2013	\$ 4,629,559	\$ 1,554,698	\$ 770,012	\$ 6,954,269
Provision for possible loan losses	640,104	262,487	(153,487)	749,104
Chargeoffs	606,296	345,651	75,725	1,027,672
Recoveries	72,133	13,311	41,898	127,342
Net Chargeoffs	534,163	332,340	33,827	900,330
Ending Balance, June 30, 2013	\$ 4,735,500	\$ 1,484,845	\$ 582,698	\$ 6,803,043
Period end allowance allocated to:				
Loans individually evaluated for impairment	\$ 1,244,809	\$ 54,706	\$	\$ 1,299,515
Loans collectively evaluated for impairment	3,490,691	1,430,139	582,698	5,503,528
Ending Balance, June 30, 2013	\$ 4,735,500	\$ 1,484,845	\$ 582,698	\$ 6,803,043



**Table of Contents**

The Corporation's recorded investment in loans as of June 30, 2014 and December 31, 2013 related to each balance in the allowance for possible loan losses by portfolio segment and disaggregated on the basis of the Corporation's impairment methodology was as follows (in thousands):

	Real Estate	Business Loans	Consumer	Total
<b>June 30, 2014</b>				
Loans individually evaluated for specific impairment	\$ 12,421	\$ 2,117	\$ 126	\$ 14,664
Loans collectively evaluated for general impairment	302,003	47,752	25,902	375,657
	\$ 314,424	\$ 49,869	\$ 26,028	\$ 390,321
<b>December 31, 2013</b>				
Loans individually evaluated for specific impairment	\$ 11,248	\$ 2,224	\$ 120	\$ 13,592
Loans collectively evaluated for general impairment	296,468	54,897	27,711	379,076
	\$ 307,716	\$ 57,121	\$ 27,831	\$ 392,668



**Table of Contents****Note 8. Fair Value of Financial Instruments**

The fair value topic of the ASC establishes a framework for measuring fair value and requires enhanced disclosures about fair value measurements. This topic clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. This topic also requires disclosure about how fair value was determined for assets and liabilities and establishes a hierarchy for which these assets and liabilities must be grouped, based on significant levels of inputs as follows:

- Level 1 Quoted prices in active markets for identical assets or liabilities;
- Level 2 Quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability; or
- Level 3 Unobservable inputs, such as discounted cash flow models or valuations.

The determination of where assets and liabilities fall within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following table presents assets and liabilities that are measured at fair value on a recurring basis as of June 30, 2014:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level2)	Significant Unobservable Inputs (Level 3)	Totals
Securities available for sale				
Obligations of U. S. Government				
Agencies	\$	\$ 89,329,494	\$	\$ 89,329,494
Mortgage-backed securities		15,817,750		15,817,750
State, county and municipal obligations		93,620,436		93,620,436
Other investments			2,817,918	2,817,918
Total	\$	\$ 198,767,680	\$ 2,817,918	\$ 201,585,598

**Table of Contents**

The following table presents assets and liabilities that are measured at fair value on a recurring basis as of December 31, 2013:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Totals
Securities available for sale				
Obligations of U. S. Government				
Agencies	\$	\$ 282,816,400	\$	\$ 282,816,400
Mortgage-backed securities		17,166,394		17,166,394
State, county and municipal obligations		95,427,405		95,427,405
Other investments			2,766,203	2,766,203
Total	\$	\$ 395,410,199	\$ 2,766,203	\$ 398,176,402

The following table reports the activity for 2014 in assets measured at fair value on a recurring basis using significant unobservable inputs.

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Structured Financial Product
Balance at January 1, 2014	\$ 2,766,203
Unrealized losses included in other comprehensive income	51,716
Balance at June 30, 2014	\$ 2,817,919

The Corporation recorded no gains or losses in earnings for the period that were attributable to the change in unrealized gains or losses relating to assets still held at the reporting date.

**Table of Contents**

For assets measured at fair value on a nonrecurring basis during 2014 that were still held in the balance sheet at June 30, 2014, the following table provides the hierarchy level and the fair value of the related assets:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Totals
Impaired loans	\$	\$	\$ 7,160,015	\$ 7,160,015
Other real estate owned			2,173,075	2,173,075
<b>Total</b>	<b>\$</b>	<b>\$</b>	<b>\$ 9,333,090</b>	<b>\$ 9,333,090</b>

For assets measured at fair value on a nonrecurring basis during 2013 that were still held in the balance sheet at December 31, 2013, the following table provides the hierarchy level and the fair value of the related assets:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Totals
Impaired loans	\$	\$	\$ 8,782,923	\$ 8,782,923
Other real estate owned			645,468	645,468
<b>Total</b>	<b>\$</b>	<b>\$</b>	<b>\$ 9,428,391</b>	<b>\$ 9,428,391</b>

Impaired loans with a carrying value of \$10,296,595 and \$11,079,526 had an allocated allowance for loan losses of \$3,136,580 and \$2,296,603 at June 30, 2014 and December 31, 2013, respectively. The allocated allowance is based on the carrying value of the impaired loan and the fair value of the underlying collateral less estimated costs to sell.

Other real estate owned ( OREO ) acquired during the six-month period ended June 30, 2014, and recorded at fair value, less costs to sell, was \$421,673, of which \$8,099 was acquired and sold during this period. There were writedowns in the amount of \$463,908 during the period on ten properties valued at \$1,759,501. OREO acquired during 2013 and recorded at fair value, less costs to sell, was \$1,697,450. Additional writedowns during 2013 on OREO acquired in previous years was \$276,400 on four properties valued at \$645,468.

The financial instruments topic of the ASC requires disclosure of financial instruments fair values, as well as the methodology and significant assumptions used in estimating fair values. In cases



**Table of Contents**

where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instrument. The financial instruments topic of the ASC excludes certain financial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Corporation and may not be indicative of amounts that might ultimately be realized upon disposition or settlement of those assets and liabilities.

The following represents the carrying value and estimated fair value of the Corporation's financial instruments at June 30, 2014, and December 31, 2013:

	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
<b>June 30, 2014</b>					
<b>Financial assets</b>					
Cash and due from banks	\$ 22,135,487	\$ 22,135,487	\$	\$	\$ 22,135,487
Interest bearing deposits with banks	6,923,219	6,923,219			6,923,219
Securities held-to-maturity	205,717,189		207,474,887		207,474,887
Securities available-for-sale	201,585,598		198,767,680	2,817,918	201,585,598
Net loans	381,203,975			382,676,030	382,676,030
<b>Financial liabilities</b>					
Deposits	\$ 691,447,365	\$ 463,328,947	\$	\$ 228,261,848	\$ 691,590,795
Federal Home Loan Bank advances	33,500,000			34,557,435	34,557,435
Securities Sold under Agreement to Repurchase	76,701,609	76,701,609			76,701,609

**Table of Contents**

	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
<b>December 31, 2013</b>					
<b>Financial assets</b>					
Cash and due from banks	\$ 16,040,195	\$ 16,040,195	\$	\$	\$ 16,040,195
Interest bearing deposits with banks	684,100	684,100			684,100
Securities available-for-sale	432,065,590		395,410,199	2,766,203	398,176,402
Net loans	384,104,766			385,646,132	385,646,132
<b>Financial liabilities</b>					
Deposits	\$ 654,629,796	\$ 422,186,092	\$	\$ 232,602,224	\$ 654,788,316
Federal Home Loan Bank advances	33,500,000			34,622,359	34,622,359
Securities Sold under Agreement to Repurchase	82,420,781	82,420,781			82,420,781

The fair value estimates, methods and assumptions used by the Corporation in estimating its fair value disclosures for financial statements were as follows:

**Cash and Due from Banks and Interest Bearing Deposits with Banks**

The carrying amounts reported in the balance sheet for these instruments approximate fair value because of their immediate and shorter-term maturities, which are considered to be three months or less when purchased.

**Securities Held-to-Maturity**

Securities held-to-maturity consists of debt securities such as obligations of states and other political subdivisions. Where quoted market prices in active markets are available, securities are classified within Level 1 of the fair value hierarchy. If quoted prices from active markets are not available, fair values are based on quoted market prices for similar instruments traded in active markets, quoted market prices for identical or similar instruments traded in markets that are not active, or model-based valuation techniques where all significant assumptions are observable in the market. Such instruments are classified within Level 2 of the fair value hierarchy. When assumptions used in model-based valuation techniques are not observable in the market, the assumptions used by management reflect estimates of assumptions used by other market participants in determining fair value. When there is limited transparency around the inputs to the valuation, the instruments are classified within Level 3 of the fair value hierarchy.

## Table of Contents

### Securities Available-for-Sale

Fair values for investment securities are based on quoted market prices, when available (Level 1). If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments (Level 2). When neither quoted prices nor comparable instruments are available, unobservable inputs are needed to form an expected future cash flow analysis to establish fair values (Level 3).

The Corporation owns certain beneficial interests in one collateralized debt obligation secured by community bank trust preferred securities. These interests do not trade in a liquid market, and therefore, market quotes are not a reliable indicator of their ultimate realizability. The Corporation utilizes a discounted cash flow model using inputs of (1) market yields of trust-preferred securities as the discount rate and (2) expected cash flows which are estimated using assumptions related to defaults, deferrals and prepayments to determine the fair values of these beneficial interests. Many of the factors that adjust the timing and extent of cash flows are based on judgment and not directly observable in the markets. Therefore, these fair values are classified as Level 3 valuations for accounting and disclosure purposes. Since observable transactions in these securities are extremely rare, the Corporation uses assumptions that a market participant would use in valuing these instruments. These assumptions primarily include cash flow estimates and market discount rates. The cash flow estimates are sensitive to the assumptions related to the ability of the issuers to pay the underlying trust preferred securities according to their terms. The market discount rates depend on transactions, which are rare given the lack of interest of investors in these types of beneficial interests.

### Net Loans

For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. The fair values for other loans (i.e., commercial real estate and rental property mortgage loans, commercial and industrial loans, financial institution loans, and agricultural loans) are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality.

### Deposits

The fair values for demand deposits, NOW and money market accounts and savings accounts are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). The carrying amounts for variable-rate, fixed-term money market accounts and time deposits approximate their fair values at the reporting date. Fair values for fixed-rate time deposits are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

### Federal Home Loan Bank (FHLB) Borrowings

The fair value of FHLB advances is based on a discounted cash flow analysis.

**Table of Contents**

**Securities Sold Under Agreement to Repurchase**

Due to the short term nature of these instruments, which is generally three months or less, the carrying amount is equal to the fair value.

**Off-Balance Sheet Instruments**

The fair value of commitments to extend credit and letters of credit are estimated using fees currently charged to enter into similar agreements. The fees associated with these financial instruments are not material.



**Table of Contents**

CITIZENS HOLDING COMPANY

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

FORWARD LOOKING STATEMENTS

In addition to historical information, this Quarterly Report contains statements that constitute forward-looking statements and information within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are based on management's beliefs, plans, expectations and assumptions and on information currently available to management. The words "may," "should," "expect," "anticipate," "intend," "plan," "continue," "believe," "seek," "estimate" and similar expressions used in this Quarterly Report not relate to historical facts are intended to identify forward-looking statements. These statements appear in a number of places in this Quarterly Report, including, but not limited to, statements found in Item 1, "Notes to Consolidated Financial Statements" and in Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Corporation notes that a variety of factors could cause the actual results or experience to differ materially from the anticipated results or other expectations described or implied by such forward-looking statements. The risks and uncertainties that may affect the operation, performance, development and results of the Corporation's business include, but are not limited to, the following: (a) the risk of adverse changes in business conditions in the banking industry generally and in the specific markets in which the Corporation operates; (b) changes in the legislative and regulatory environment that negatively impact the Corporation through increased operating expenses; (c) increased competition from other financial institutions; (d) the impact of technological advances; (e) expectations about the movement of interest rates, including actions that may be taken by the Federal Reserve Board in response to changing economic conditions; (f) changes in asset quality and loan demand; (g) expectations about overall economic strength and the performance of the economies in the Corporation's market area; and (h) other risks detailed from time to time in the Corporation's filings with the Securities and Exchange Commission. The Corporation does not undertake any obligation to update or revise any forward-looking statements subsequent to the date on which they are made.

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**Table of Contents**

Management's discussion and analysis is intended to provide greater insight into the results of operations and the financial condition of Citizens Holding Company and its wholly owned subsidiary, The Citizens Bank of Philadelphia (the Bank, and collectively with Citizens Holding Company, the Corporation). The following discussion should be read in conjunction with the consolidated financial statements and notes appearing elsewhere in this Quarterly Report.

**LIQUIDITY**

The Corporation has an asset and liability management program that assists management in maintaining net interest margins during times of both rising and falling interest rates and in maintaining sufficient liquidity. A measurement of liquidity is the ratio of net deposits and short-term liabilities divided by the sum of net cash, short-term investments and marketable assets. This measurement for liquidity of the Corporation at June 30, 2014, was 33.19% and at December 31, 2013, was 29.44%, which increased due to an increase in core deposits at June 30, 2014. Despite this increase, management believes it maintains adequate liquidity for the Corporation's current needs.

The Corporation's primary source of liquidity is customer deposits, which were \$691,447,365 at June 30, 2014, and \$654,629,796 at December 31, 2013. Other sources of liquidity include investment securities, the Corporation's line of credit with the Federal Home Loan Bank (FHLB) and federal funds lines with correspondent banks. The Corporation had \$407,302,787 invested in investment securities at June 30, 2014, and \$398,176,402 at December 31, 2013. The Corporation also had \$6,923,219 in interest bearing deposits at other banks at June 30, 2014 and \$684,100 at December 31, 2013. The increase in interest bearing deposits was the result of funds being invested in these short term investments. The Corporation had secured and unsecured federal funds lines with correspondent banks in the amount of \$45,000,000 at June 30, 2014 and \$50,000,000 at December 31, 2013. In addition, the Corporation has the ability to draw on its line of credit with the FHLB. At June 30, 2014, the Corporation had unused and available \$118,218,917 of its line of credit with the FHLB and at December 31, 2013, the Corporation had unused and available \$111,782,544 of its line of credit with the FHLB. The increase in the amount available under the Corporation's line of credit with the FHLB from the end of 2013 to June 30, 2014, was the result of an increase in the amount of loans eligible for the collateral pool. The Corporation had \$0 in federal funds purchased as of June 30, 2014 and \$27,500,000 at December 31, 2013. The Corporation usually purchases funds from correspondent banks on a temporary basis to meet short term funding needs.

When the Corporation has more funds than it needs for its reserve requirements or short-term liquidity needs, the Corporation increases its investment portfolio, increases the balances in interest bearing due from accounts or sells federal funds. It is management's policy to maintain an adequate portion of its portfolio of assets and liabilities on a short-term basis to insure rate flexibility and to meet loan funding and liquidity needs. When deposits decline or do not grow sufficiently to fund loan demand, management will seek funding either through federal funds purchased or advances from the FHLB.

**Table of Contents****CAPITAL RESOURCES**

The total shareholders' equity was \$77,633,023 at June 30, 2014, as compared to \$66,266,202 at December 31, 2013. The reason for the increase in shareholders' equity was the decrease in the accumulated other comprehensive loss brought about by the investment securities market value adjustment. The market value increase was due to general market conditions, specifically the decrease in medium term interest rates, which caused an increase in the market price of the investment portfolio. This decrease was in addition to the increase in the amount of earnings in excess of dividends paid.

Aggregate cash dividends in the amount of \$2,146,149, or \$0.44 per share, have been paid as of the end of the second quarter ended June 30, 2014.

Quantitative measures established by federal regulations to ensure capital adequacy require the Corporation to maintain minimum amounts and ratios of Total and Tier 1 capital (primarily common stock and retained earnings, less goodwill) to risk weighted assets, and of Tier 1 capital to average assets. Management believes that as of June 30, 2014, the Corporation meets all capital adequacy requirements to which it is subject.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Actions Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of June 30, 2014						
Total Capital (to Risk-Weighted Assets)	\$ 92,647,622	17.84%	\$ 41,540,743	>8.00%	\$ 51,925,928	>10.00%
Tier 1 Capital (to Risk-Weighted Assets)	86,131,588	16.59%	20,770,371	>4.00%	31,155,557	>6.00%
Tier 1 Capital ( to Average Assets)	86,131,588	9.89%	34,832,890	>4.00%	43,541,112	>5.00%

**Table of Contents****RESULTS OF OPERATIONS**

The following table sets forth for the periods indicated, certain items in the consolidated statements of income of the Corporation and the related changes between those periods:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2014	2013	2014	2013
Interest Income, including fees	\$ 7,925,513	\$ 7,990,919	\$ 15,871,441	\$ 15,978,566
Interest Expense	733,951	1,185,082	1,462,810	2,417,308
Net Interest Income	7,191,562	6,805,837	14,408,631	13,561,258
Provision for Loan Losses	211,535	574,595	572,903	749,104
Net Interest Income after				
Provision for Loan Losses	6,980,027	6,231,242	13,835,728	12,812,154
Other Income	2,483,622	1,928,870	4,267,102	3,609,861
Other Expense	7,045,995	6,147,031	13,414,858	12,704,195
Income Before Provision For				
Income Taxes	2,417,654	2,013,081	4,687,972	3,717,820
Provision for Income Taxes	325,135	409,337	798,300	699,630
Net Income	\$ 2,092,519	\$ 1,603,744	\$ 3,889,672	\$ 3,018,190
Net Income Per share - Basic	\$ 0.43	\$ 0.33	\$ 0.80	\$ 0.62
Net Income Per Share-Diluted	\$ 0.43	\$ 0.33	\$ 0.80	\$ 0.62

See Note 3 to the Corporation's Consolidated Financial Statements for an explanation regarding the Corporation's calculation of Net Income Per Share - basic and - diluted.

Annualized return on average equity ( ROE ) was 12.55% for the three months ended June 30, 2014, and 7.30% for the corresponding period in 2013. For the six months ended June 30, 2014, ROE was 11.50% compared to 6.59% for the six months ended June 30, 2013. In both instances, the increase in ROE was caused by a decrease in average equity that occurred as a result of the decrease in accumulated other comprehensive loss and increased income.

The book value per share increased to \$15.92 at June 30, 2014, compared to \$13.61 at December 31, 2013. The increase in book value per share reflects the decrease in other comprehensive loss due to the increase in fair value of the Corporation's investment securities in addition to the amount of earnings in excess of dividends. Average assets for the six months ended June 30, 2014, were \$876,416,138 compared to \$882,285,119 for the year ended December 31, 2013.

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**Table of Contents****NET INTEREST INCOME / NET INTEREST MARGIN**

One component of the Corporation's earnings is net interest income, which is the difference between the interest and fees earned on loans and investments and the interest paid for deposits and borrowed funds. The net interest margin is net interest income expressed as a percentage of average earning assets.

The annualized net interest margin was 3.68% for the second quarter of 2014 compared to 3.48% for the corresponding period of 2013. For the six months ended June 30, 2014, annualized net interest margin was 3.67% compared to 3.50% for the six months ended June 30, 2013. The increase in net interest margin from 2013 to 2014 is the result of the decrease in rates paid on deposits and borrowed funds exceeding the decrease in yields on earning assets, partially offset by a decrease in average earning assets, as detailed below. Earning assets averaged \$785,906,307 for the three months ended June 30, 2014. This represents a decrease of \$22,748,878, or 2.8%, over average earning assets of \$808,655,185 for the three-month period ended June 30, 2013. The decrease in average earning assets for the three months ended June 30, 2014, is the result of a decrease in investment securities and a decrease in loans due to payments on existing loans exceeding new loans.

Interest bearing deposits averaged \$546,708,481 for the three months ended June 30, 2014. This represents an increase of \$11,037,358, or 2.1%, from the average of interest bearing deposits of \$535,671,123 for the three-month period ended June 30, 2013. This was due, in large part, to an increase in interest-bearing NOW, money market accounts and savings accounts partially offset by a decrease in certificates of deposit.

Other borrowed funds averaged \$121,195,133 for the three months ended June 30, 2014. This represents a decrease of \$23,029,918, or 16.0%, over the other borrowed funds of \$144,225,051 for the three-month period ended June 30, 2013. This decrease in other borrowed funds was due to a \$3,374,259 increase in the securities sold under agreement to repurchase, a \$36,045 decrease in the Agribusiness Enterprise Loan Liability, a \$1,972,528 decrease in Federal Funds Purchased and a decrease in the FHLB advances of \$24,395,604 for the three-month period ended June 30 2014, when compared to the three-month period ended June 30, 2013.

Interest bearing deposits averaged \$544,225,474 for the six months ended June 30, 2014. This represents an increase of \$7,068,170, or 1.3%, from the average of interest bearing deposits of \$537,157,304 for the six-month period ended June 30, 2013. This was due, in large part, to an increase in interest-bearing NOW, money market accounts and savings accounts partially offset by a decrease in certificates of deposit.

Other borrowed funds averaged \$127,064,317 for the six months ended June 30, 2014. This represents a decrease of \$14,707,159, or 10.4%, over the other borrowed funds of \$141,771,476 for the six-month period ended June 30, 2013. This decrease in other borrowed funds was due to a \$4,164,099 increase in the securities sold under agreement to repurchase, a \$39,213 decrease in the Agribusiness Enterprise Loan Liability, a \$1,388,950 increase in Federal Funds Purchased and a decrease in the FHLB advances of \$20,220,995 for the six-month period ended June 30 2014, when compared to the six-month period ended June 30, 2013.

**Table of Contents**

Net interest income was \$7,191,562 for the three-month period ended June 30, 2014, an increase of \$385,725 from \$6,805,837 for the three-month period ended June 30, 2013, primarily due to an increase in volume partially offset by a decrease in rate. The changes in volume in earning assets and in deposits and in borrowed funds are discussed above. As to changes in rate in the three-month period ended June 30, 2014, the rates paid on deposits and borrowed funds decreased more than the yield on earning assets decreased from the same period in 2013. The yield on all interest bearing assets decreased 2 basis points to 4.04% in the second quarter of 2014 from 4.06% for the same period in 2013. At the same time, the rate paid on all interest bearing liabilities for the second quarter of 2014 decreased by 26 basis points to 0.44% from 0.70% in the same period of 2013. As longer term interest bearing assets and liabilities mature and reprice, management believes that the yields on interest bearing assets and rates on interest bearing liabilities will both increase.

Net interest income was \$14,408,631 for the six-month period ended June 30, 2014, an increase of \$847,373 from \$13,561,258 for the six-month period ended June 30, 2013, primarily due to an increase in volume partially offset by a decrease in rate. The changes in volume in earning assets and in deposits and in borrowed funds are discussed above. As to changes in rate in the six-month period ended June 30, 2014, the rates paid on deposits and borrowed funds decreased more than the yield on earning assets decreased from the same period in 2013. The yield on all interest bearing assets decreased 7 basis points to 4.03% in the six-month period ended June 30, 2014 from 4.10% for the same period in 2013. At the same time, the rate paid on all interest bearing liabilities for the six-month period ended June 30, 2014 decreased by 27 basis points to 0.44% from 0.71% in the same period of 2013. As longer term interest bearing assets and liabilities mature and reprice, management believes that the yields on interest bearing assets and rates on interest bearing liabilities will both increase.

**Table of Contents**

The following table shows the interest and fees and corresponding yields for loans only.

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2014	2013	2014	2013
Interest and Fees	\$ 5,067,445	\$ 5,120,642	\$ 10,111,355	\$ 10,319,823
Average Gross Loans	392,156,742	365,045,290	391,776,690	367,932,362
Annualized Yield	5.17%	5.61%	5.16%	5.61%

The decrease in interest rates in the three and six-month periods ended June 30, 2014, reflects the decrease in all loan interest rates for both new and refinanced loans in the period.

**CREDIT LOSS EXPERIENCE**

As a natural corollary to the Corporation's lending activities, some loan losses are to be expected. The risk of loss varies with the type of loan being made and the overall creditworthiness of the borrower over the term of the loan. The degree of perceived risk is taken into account in establishing the structure of, and interest rates and security for, specific loans and for various types of loans. The Corporation attempts to minimize its credit risk exposure by use of thorough loan application and approval procedures.

The Corporation maintains a program of systematic review of its existing loans. Loans are graded for their overall quality. Those loans, which management determines require further monitoring and supervision, are segregated and reviewed on a regular basis. Significant problem loans are reviewed monthly by the Corporation's Board of Directors.

The Corporation charges off that portion of any loan that management has determined to be a loss. A loan is generally considered by management to represent a loss, in whole or in part, when exposure beyond the collateral value is apparent, servicing of the unsecured portion has been discontinued or collection is not anticipated based on the borrower's financial condition. The general economic conditions in the borrower's industry influence this determination. The principal amount of any loan that is declared a loss is charged against the Corporation's allowance for loan losses.

The Corporation's allowance for loan losses is designed to provide for loan losses that can be reasonably anticipated. The allowance for loan losses is established through charges to operating expenses in the form of provisions for loan losses. Actual loan losses or recoveries are charged or credited to the allowance for loan losses. Management determines the amount of the allowance. Among the factors considered in determining the allowance for loan losses are the current financial condition of the Corporation's borrowers and the value of security, if any, for their loans. Estimates of future economic conditions and their impact on various industries and individual borrowers are also taken into consideration, as are the Corporation's historical loan loss experience and reports of banking regulatory authorities. As these estimates, factors and evaluations are primarily judgmental, no assurance can be given as to whether the Corporation will sustain loan losses in excess or below its allowance or that subsequent evaluation of the loan portfolio may not require material increases or decreases in such allowance.

**Table of Contents**

The following table summarizes the Corporation's allowance for loan losses for the dates indicated:

	Quarter Ended June 30, 2014	Year Ended December 31, 2013	Amount of Increase (Decrease)	Percent of Increase (Decrease)
<b>BALANCES:</b>				
Gross Loans	\$ 390,320,889	\$ 392,667,601	\$ (2,346,712)	-0.60%
Allowance for Loan Losses	8,539,428	8,077,499	461,929	5.72%
Nonaccrual Loans	14,664,486	13,591,793	1,072,693	7.89%
<b>Ratios:</b>				
Allowance for loan losses to gross loans	2.19%	2.06%		
Net loans charged off to allowance for loan losses	1.30%	13.38%		

The provision for loan losses for the three months ended June 30, 2014, was \$211,535, a decrease of \$363,060 from the \$574,595 provision for the same period in 2013. The provision for loan losses was \$572,903 for the six-month period ended June 30, 2014, compared to a provision of \$749,104 for the six months ended June 30, 2013. The change in our loan loss provisions for the three- and six-month periods is a result of management's assessment of inherent loss in the loan portfolio, including the impact caused by current local, national and international economic conditions. The Corporation's model used to calculate the provision is based on the percentage of historical charge-offs applied to the current loan balances by loan segment and specific reserves applied to certain impaired loans. Nonaccrual loans increased during this period due to the amount of new loans being added to the list exceeded payments received.

For the three months ended June 30, 2014, net loan losses charged to the allowance for loan losses totaled \$33,679, a decrease of \$572,448 from the \$606,127 charged off in the same period in 2013. For the six months ended June 30, 2014, net loan losses charged to the allowance for loan losses totaled \$110,973, a decrease of \$789,357 from the \$900,330 charged off in the same period in 2013. This decrease was due to an overall decrease in the number of charge offs in 2014 when compared to the same period in 2013 and not the result of any one loan segment.

Management reviews quarterly with the Board of Directors the adequacy of the allowance for loan losses. The loan loss provision is adjusted when specific items reflect a need for such an adjustment. Management believes that there were no material loan losses during the first six months of 2014 that have not been charged off. Management also believes that the Corporation's allowance will be adequate to absorb probable losses inherent in the Corporation's loan portfolio. However, in light of overall economic conditions in the Corporation's geographic area, the nation and internationally, as a whole, it is possible that additional provisions for loan loss may be required.



**Table of Contents****OTHER INCOME**

Other income includes service charges on deposit accounts, wire transfer fees, safe deposit box rentals and other revenue not derived from interest on earning assets. Other income for the three months ended June 30, 2014 was \$2,483,622, an increase of \$554,752, or 28.8%, from the same period in 2013. Service charges on deposit accounts increased by \$49,884, or 5.5%, to \$963,826 in the three months ended June 30, 2014, compared to \$913,942 for the same period in 2013. Other service charges and fees increased by \$51,109, or 10.8%, in the three months ended June 30, 2014, compared to the same period in 2013. The increase in fee income was the result of an increase in demand for these services and not a direct result of fee changes.

Other income for the six months ended June 30, 2014 was \$4,267,102, an increase of \$657,241, or 18.2%, from the same period in 2013. Service charges on deposit accounts increased by \$88,758, or 4.9%, to \$1,893,557 in the six months ended June 30, 2014, compared to \$1,804,799 for the same period in 2013. Other service charges and fees increased by \$82,619, or 8.9%, in the six months ended June 30, 2014, compared to the same period in 2013. The increase in fee income was the result of an increase in demand for these services and not a direct result of fee changes.

The following is a detail of the other major income classifications that are included in Other Income on the income statement:

	Three months Ended June 30,		Six months Ended June 30,	
	2014	2013	2014	2013
<b>Other Income</b>				
BOLI Insurance	\$ 144,000	\$ 120,000	\$ 288,000	\$ 240,000
Mortgage Loan Origination Income	73,315	110,593	142,734	230,837
Income from Security Sales, net	9,102	154,655	9,102	154,655
Other Income	768,684	156,094	924,577	253,057
<b>Total Other Income</b>	<b>\$ 995,101</b>	<b>\$ 541,342</b>	<b>\$ 1,364,413</b>	<b>\$ 878,549</b>

**OTHER EXPENSES**

Other expenses include salaries and employee benefits, occupancy and equipment, and other operating expenses. Aggregate non-interest expenses for the three-month period ended June 30, 2014 and 2013 were \$7,045,995 and \$6,147,031, respectively, an increase of \$898,964, or 14.6%, from 2013 to 2014. Salaries and benefits decreased to \$3,252,370 for the three months ended June 30, 2014, from \$3,336,317 for the same period in 2013. This represents a decrease of \$83,947, or 2.5%. This decrease was the result of a decrease in the number of employees brought about by consolidation of job responsibilities. Occupancy expense increased by \$459,800, or 41.3%, to \$1,570,995 for the three months ended June 30, 2014, when compared to the same period of 2013. This increase is due in part to an increase in equipment rental and service contracts. Other operating expenses increased by \$523,111 from 2013 to 2014. This increase is due mainly to higher loan collection costs, supply costs, increased regulatory and related expenses and write-downs on other real estate. A detail of the major expense classifications is set forth below.

**Table of Contents**

Total non-interest expenses for the six-month periods ended June 30, 2014 and 2013 were \$13,414,858 and \$12,704,195, respectively, an increase of \$710,663, or 5.6% from 2013 to 2014. Salaries and benefits decreased to \$6,608,207 for the six months ended June 30, 2014 from \$6,642,487 for the same period in 2013. This represents a decrease of \$34,280, or 0.5%. This decrease was the result of a reduction in the number of employees in the period. Occupancy expense increased \$320,351, or 14.4%, to \$2,544,057 in the six months ended June 30, 2014 when compared to the same period in 2013. This increase is due in part to an increase in equipment rental and service costs. Other operating expenses increased by \$424,592. This increase is due mainly to higher loan collection costs, supply costs, increased regulatory and related expenses and write-downs on other real estate.

The following is a detail of the major expense classifications that make up the other operating expense line item in the income statement:

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	2014	2013
<b>Other Operating Expense</b>				
Advertising	212,056	151,188	364,040	297,356
Office Supplies	202,860	99,891	380,815	234,362
Legal and Audit Fees	41,657	104,885	146,311	204,135
Telephone expense	101,877	129,755	210,313	240,522
Postage and Freight	126,660	104,508	249,051	222,151
Loan Collection Expense	328,656	89,621	398,516	310,232
Other Losses	396,082	24,486	621,575	178,518
Regulatory and related expense	196,492	10,703	388,078	342,098
Debit Card/ATM expense	1,183	184,107	166,205	353,658
Travel and Convention	69,909	69,212	106,742	114,607
Other expenses	545,198	731,163	1,230,948	1,340,363
<b>Total Other Expense</b>	<b>\$ 2,222,630</b>	<b>\$ 1,699,519</b>	<b>\$ 4,262,594</b>	<b>\$ 3,838,002</b>

The Corporation's efficiency ratio for the three months ended June 30, 2014, was 70.95% compared to the 68.02% for the same period in 2013. For the six months ended June 30, 2014 and 2013, the Corporation's efficiency ratio was 69.84% and 71.43%, respectively. The efficiency ratio is the ratio of non-interest expenses divided by the sum of net interest income (on a fully tax equivalent basis) and non-interest income.

**Table of Contents****BALANCE SHEET ANALYSIS**

	June 30, 2014	December 31, 2013	Amount of Increase (Decrease)	Percent of Increase (Decrease)
Cash and Due From Banks	\$ 22,135,487	\$ 16,040,195	\$ 6,095,292	38.00%
Interest Bearing deposits with Other Banks	6,923,219	684,100	6,239,119	912.02%
Investment Securities	407,302,787	398,176,402	9,126,385	2.29%
Loans, net	381,203,975	384,104,766	(2,900,791)	-0.76%
<b>Total Assets</b>	<b>887,833,952</b>	<b>873,068,899</b>	<b>14,765,053</b>	<b>1.69%</b>
Total Deposits	691,447,365	654,629,796	36,817,569	5.62%
<b>Total Stockholders Equity</b>	<b>77,633,023</b>	<b>66,266,202</b>	<b>11,366,821</b>	<b>17.15%</b>

**CASH AND CASH EQUIVALENTS**

Cash and cash equivalents consist of cash, balances at correspondent banks and items in process of collection. The balance at June 30, 2014 was \$22,135,487, an increase of \$6,095,292 from the balance of \$16,040,195 at December 31, 2013, due to an increase in the balances at correspondent banks due to an increase in the amount of the month ending cash letter.

**PREMISES AND EQUIPMENT**

During the period ended June 30, 2014, premises and equipment increased by \$1,079,827, or 5.8%, to \$19,702,981 when compared to \$18,623,154 at December 31, 2013. The increase was due to the addition of property and equipment exceeding the amount of depreciation for the period.

**INVESTMENT SECURITIES**

The investment securities portfolio primarily consists of United States agency debentures, mortgage-backed securities and obligations of states, counties and municipalities. Investments at June 30, 2014, increased by \$10,884,084, or 2.7%, to \$407,302,787 from \$398,176,402 at December 31, 2013. This increase is due to changes in the market value of the securities portfolio offset by redemptions of investment securities.

**LOANS**

The loan balance decreased by \$2,900,791 during the six months ended June 30, 2014, to \$381,203,975 from \$384,104,766 at December 31, 2013. Loan demand, especially in business loan and consumer loan categories, remained weak and competition for available loans was great during the first six months of 2014. No material changes were made to the loan products offered by the Corporation during this period.



**Table of Contents****DEPOSITS**

The following table shows the balance and percentage change in the various deposits:

	June 30, 2014	December 31, 2013	Amount of Increase (Decrease)	Percent of Increase (Decrease)
Noninterest-Bearing Deposits	\$ 140,377,329	\$ 120,424,895	\$ 19,952,434	16.57%
Interest-Bearing Deposits	263,573,417	248,015,410	15,558,007	6.27%
Savings Deposits	59,378,201	53,745,787	5,632,414	10.48%
Certificates of Deposit	228,118,418	232,443,704	(4,325,286)	-1.86%
<b>Total Deposits</b>	<b>\$ 691,447,365</b>	<b>\$ 654,629,796</b>	<b>\$ 36,817,569</b>	<b>5.62%</b>

Interest-bearing deposits, noninterest-bearing deposits and savings increased while certificates of deposit decreased during the six months ended June 30, 2014. Management continually monitors the interest rates on loan and deposit products to ensure that the Corporation is in line with the rates dictated by the market and our asset and liability management. These rate adjustments impact deposit balances.

**OFF-BALANCE SHEET ARRANGEMENTS**

Refer to Note 2 to the consolidated financial statements included in this Quarterly Report for a discussion of the nature and extent of the Corporation's off-balance sheet arrangements, which consist solely of commitments to fund loans and letters of credit.

**CONTRACTUAL OBLIGATIONS**

There have been no material changes outside of the ordinary course of the Corporation's business to the contractual obligations set forth in Note 12 to the Corporation's financial statements contained in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2013.

**Table of Contents**

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

The following discussion outlines specific risks that could affect the Corporation's ability to compete, change the Corporation's risk profile or eventually impact the Corporation's financial results. The risks the Corporation faces generally are similar to those experienced, to varying degrees, by all financial services companies.

The Corporation's strategies and its management's ability to react to changing competitive and economic environments have historically enabled the Corporation to compete effectively and manage risks to acceptable levels. The Corporation has outlined potential risks below that it presently believes could be important; however, other risks may prove to be important in the future. New risks may emerge at any time and the Corporation cannot predict with certainty all potential developments that could affect the Corporation's financial performance. The following discussion highlights potential risks, which could intensify over time or shift dynamically in a way that might change the Corporation's risk profile.

**Competition Risks**

The market in which the Corporation competes is saturated with community banks seeking to provide a service-oriented banking experience to individuals and businesses compared with what the Corporation believes is the more rigid and less friendly environment found in larger banks. This requires the Corporation to offer most, if not all, of the products and conveniences that are offered by the larger banks with a service differentiation. In doing so, it is imperative that the Corporation identify the lines of business that the Corporation can excel in, prudently utilize the Corporation's available capital to acquire the people and platforms required thereof, and execute on the strategy.

**Credit Risks**

Like all lenders, the Corporation faces the risk that the Corporation's customers may not repay their loans and that the realizable value of collateral may be insufficient to avoid a loss of principal. In the Corporation's business, some level of credit loss is unavoidable and overall levels of credit loss can vary over time. The Corporation's ability to manage credit risk depends primarily upon the Corporation's ability to assess the creditworthiness of customers and the value of collateral, including real estate. The Corporation controls credit risk by diversifying the Corporation's loan portfolio and managing its composition, and by recording and managing an allowance for expected loan losses in accordance with applicable accounting rules. At the end of June 30, 2014, the Corporation had approximately \$8.5 million of available reserves to cover such losses. The models and approaches the Corporation uses to originate and manage loans are regularly updated to take into account changes in the competitive environment, in real estate prices and other collateral values, and in the economy, among other things, based on the Corporation's experience originating loans and servicing loan portfolios.

## Table of Contents

### Financing, Funding and Liquidity Risks

One of the most important aspects of management's efforts to sustain long-term profitability for the Corporation is the management of interest rate risk. Management's goal is to maximize net interest income within acceptable levels of interest-rate risk and liquidity.

The Corporation's assets and liabilities are principally financial in nature and the resulting earnings thereon are subject to significant variability due to the timing and extent to which the Corporation can reprice the yields on interest-earning assets and the costs of interest bearing liabilities as a result of changes in market interest rates. Interest rates in the financial markets affect the Corporation's decisions on pricing its assets and liabilities, which impacts net interest income, an important cash flow stream for the Corporation. As a result, a substantial part of the Corporation's risk-management activities are devoted to managing interest-rate risk. Currently, the Corporation does not have any significant risks related to foreign currency exchange, commodities or equity risk exposures.

### Interest Rate and Yield Curve Risks

A significant portion of the Corporation's business involves borrowing and lending money. Accordingly, changes in interest rates directly impact the Corporation's revenues and expenses, and potentially could compress the Corporation's net interest margin. The Corporation actively manages its balance sheet to control the risks of a reduction in net interest margin brought about by ordinary fluctuations in rates.

Like all financial services companies, the Corporation faces the risks of abnormalities in the yield curve. The yield curve simply shows the interest rates applicable to short and long term debt. The curve is steep when short-term rates are much lower than long-term rates, it is flat when short-term rates are equal, or nearly equal, to long-term rates, and it is inverted when short-term rates exceed long-term rates. Historically, the yield curve is positively sloped. A flat or inverted yield curve tends to decrease net interest margin, as funding costs increase relative to the yield on assets. Currently, the yield curve is positively sloped.

### Regulatory and Legal Risks

The Corporation operates in a heavily regulated industry and therefore is subject to many banking, deposit, and consumer lending as well as the rules and regulations promulgated by the Securities and Exchange Commission and the NASDAQ. Failure to comply with applicable regulations could result in financial, structural, and operational penalties. In addition, efforts to comply with applicable regulations may increase the Corporation's costs and, or limit the Corporation's ability to pursue certain business opportunities. Federal and state regulations significantly limit the types of activities in which the Corporation, as a financial institution, may engage. In addition, the Corporation is subject to a wide array of other regulations that govern other aspects of how the Corporation conducts business, such as in the areas of employment and intellectual property. Federal and state legislative and regulatory authorities occasionally consider changing these regulations or adopting new ones. Such actions could limit the amount of interest or fees the Corporation can charge, could restrict the Corporation's ability to collect

## Table of Contents

loans or realize on collateral or could materially affect us in other ways. Additional federal and state consumer protection regulations also could expand the privacy protections afforded to customers of financial institutions, restricting the Corporation's ability to share or receive customer information and increasing the Corporation's costs. In addition, changes in accounting rules can significantly affect how the Corporation records and reports assets, liabilities, revenues, expenses and earnings.

The Corporation also faces litigation risks from customers (individually or in class actions) and from federal or state regulators. Litigation is an unavoidable part of doing business, and the Corporation manages those risks through internal controls, personnel training, insurance, litigation management, the Corporation's compliance and ethics processes and other means. However, the commencement, outcome and magnitude of litigation cannot be predicted or controlled with any certainty.

## Accounting Estimate Risks

The preparation of the Corporation's consolidated financial statements in conformity with GAAP requires management to make significant estimates that affect the financial statements. The Corporation's most critical estimate is the level of the allowance for credit losses. However, other estimates occasionally become highly significant, especially in volatile situations such as litigation and other loss contingency matters. Estimates are made at specific points in time; as actual events unfold, estimates are adjusted accordingly. Due to the inherent nature of these estimates, it is possible that, at some time in the future, the Corporation may significantly increase the allowance for credit losses or sustain credit losses that are significantly higher than the provided allowance, or the Corporation may make some other adjustment that will differ materially from the estimates that the Corporation makes today.

## Expense Control

Expenses and other costs directly affect the Corporation's earnings. The Corporation's ability to successfully manage expenses is important to its long-term profitability. Many factors can influence the amount of the Corporation's expenses, as well as how quickly they grow. As the Corporation's businesses change or expand, additional expenses can arise from asset purchases, structural reorganization, evolving business strategies, and changing regulations, among other things. The Corporation manages expense growth and risk through a variety of means, including actual versus budget management, imposition of expense authorization, and procurement coordination and processes.



**Table of Contents**

**ITEM 4. CONTROLS AND PROCEDURES.**

The management of the Corporation, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures in ensuring that the information required to be disclosed in our filings under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, including ensuring that such information is accumulated and communicated to the Corporation's management as appropriate to allow timely decision regarding required disclosure. Based on such evaluation, our principal executive officer and principal financial officer have concluded that such disclosure controls and procedures were effective as of June 30, 2014 (the end of the period covered by this Quarterly Report on Form 10-Q).

There were no changes to the Corporation's internal control over financial reporting that occurred in the three months ended June 30, 2014, that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

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**Table of Contents**

**PART II. OTHER INFORMATION**

**ITEM 1A. RISK FACTORS.**

The Corporation is supplementing the risk factors that appear in Part I, Item 1A., Risk Factors, of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2013 filed with the Securities and Exchange Commission on March 14, 2014, to include the following:

**Changes in interest rates could make it difficult to maintain our current interest income spread and could result in reduced earnings.**

Our earnings are largely derived from net interest income, which is interest income and fees earned on loans and investments, less interest paid on deposits and other borrowings. Interest rates are highly sensitive to many factors that are beyond the control of our management, such as general economic conditions and the policies of various governmental and regulatory authorities. An unanticipated rapid decrease or increase in interest rates could have an adverse effect on the spreads between the interest rates earned on assets and the rates of interest paid on liabilities, and therefore on the level of net interest income. Further, substantially higher interest rates generally reduce loan demand and may result in slower loan growth than previously experienced.

**Recently adopted changes to capital requirements for bank holding companies and depository institutions may negatively impact the Corporation's results of operations.**

In July 2013, the Federal Reserve Board and the FDIC approved final rules that substantially amend the regulatory risk-based capital rules applicable to the Corporation. The final rules implement the Basel III regulatory capital reforms and changes required by the Dodd-Frank Act.

Under these recently adopted rules, the leverage and risk-based capital ratios of bank holding companies may not be lower than the leverage and risk-based capital ratios for insured depository institutions. The final rules implementing the Basel III regulatory capital reforms will become effective as to the Corporation on January 1, 2015 and include new minimum risk-based capital and leverage ratios. Moreover, these rules refine the definition of what constitutes capital for purposes of calculating those ratios. The new minimum capital level requirements applicable to bank holding companies and banks subject to the rules are: (i) a new common equity Tier 1 capital ratio of 4.5%; (ii) a Tier 1 risk-based capital ratio of 6% (increased from 4%); (iii) a total risk-based capital ratio of 8% (unchanged from current rules); and (iv) a Tier 1 leverage ratio of 4% for all institutions. The rules also establish a capital conservation buffer of 2.5% (to be phased in over three years) above the new regulatory minimum capital ratios, and result in the following minimum ratios once the capital conservation buffer is fully phased in: (i) a common equity Tier 1 risk-based capital ratio of 7.0%; (ii) a Tier 1 risk-based capital ratio of 8.5%; and (iii) a total risk-based capital ratio of 10.5%. The capital conservation buffer requirement is to be phased in beginning in January 2016 at 0.625% of risk-weighted assets and would increase each year until fully implemented in January 2019. An institution will be subject to limitations on paying dividends, engaging in share repurchases and paying discretionary bonuses if its capital levels fall below the buffer amounts. These limitations establish a maximum percentage of eligible retained income that could be utilized for such actions.

**Table of Contents**

The application of these more stringent capital requirements to the Corporation could, among other things, result in lower returns on invested capital, require the raising of additional capital, and result in regulatory actions if the Corporation was to be unable to comply with such requirements. Furthermore, the imposition of liquidity requirements in connection with the implementation of the final rules regarding Basel III could result in the Corporation having to lengthen the term of their funding, restructure their business models and/or increase their holdings of liquid assets. Implementation of changes to asset risk weightings for risk-based capital calculations, items included or deducted in calculating regulatory capital and/or additional capital conservation buffers could result in management modifying its business strategy and could limit the Corporation's ability to make distributions, including paying dividends or buying back shares.

**Table of Contents**

ITEM 6. EXHIBITS.

Exhibits

- 31(a) Certification of the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a).
- 31(b) Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a).
- 32(a) Certification of the Chief Executive Officer pursuant to 18 U.S.C. § 1350.
- 32(b) Certification of the Chief Financial Officer pursuant to 18 U.S.C. § 1350.
- 101 The following financial information from Citizens Holding Company's Quarterly Report on Form 10-Q for the period ended June 30, 2014, filed with the SEC on August 11, 2014, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Statements of Condition as of June 30, 2014 (Unaudited) and December 31, 2013 (Audited); (ii) the Consolidated Statements of Income for the three and six months ended June 30, 2014 (Unaudited) and 2013 (Unaudited); (iii) the Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2014 (Unaudited) and 2013 (Unaudited); (iv) the Consolidated Statements of Cash Flows for the six months ended June 30, 2014 (Unaudited) and 2013 (Unaudited); and (v) Notes to Consolidated Financial Statements, tagged as blocks of text (Unaudited).

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CITIZENS HOLDING COMPANY

BY: /s/ Greg L. McKee  
Greg L. McKee  
President and Chief Executive Officer  
(Principal Executive Officer)

BY: /s/ Robert T. Smith  
Robert T. Smith  
Treasurer and Chief Financial Officer  
(Principal Financial Officer and Chief  
Accounting Officer)

DATE: August 8, 2014

**Table of Contents**

**EXHIBIT INDEX**

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