Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
HENDERSON CITIZENS BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1965

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

HENDERSON CITIZENS BANCSHARES, INC.

201 W. MAIN STREET
HENDERSON, TX 75653

2b Employer Identification Number (EIN) 75-2371232

2c Sponsor's telephone number 903-657-8521

2d Business code (see instructions) 522110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	THOMAS WEAVER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	THOMAS WEAVER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	333
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	307
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	82
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	390
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	391
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	383
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	20
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2H 2I 2J 2K 2O 2R 2S 2T 3I

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[X]	2	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HENDERSON CITIZENS BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HENDERSON CITIZENS BANCSHARES, INC.

D Employer Identification Number (EIN)
75-2371232

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
42-0127290	61271	613953	391	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ CUSTODIAL GUARANTEED INTEREST CONTRACT

b	Balance at the end of the previous year			7b	3647053
c	Additions: (1) Contributions deposited during the year	7c(1)	302599		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	88303		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	494778		
	▶ LOAN PAYMENT, ROLLOVER, OUTSIDE INVESTMENT TRANSFER				
	(6) Total additions			7c(6)	885680
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	4532733
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	304409		
	(2) Administration charge made by carrier	7e(2)	376		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	107727		
	▶ LOAN WITHDRAWAL, OUTSIDE INVESTMENT TRANSFER				
	(5) Total deductions			7e(5)	412512
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	4120221

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HENDERSON CITIZENS BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HENDERSON CITIZENS BANCSHARES, INC.

D Employer Identification Number (EIN)
75-2371232

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
42-0127290	61271	457628	391	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	965930

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HENDERSON CITIZENS BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HENDERSON CITIZENS BANCSHARES, INC.

D Employer Identification Number (EIN)
75-2371232

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 37 50 64	CONTRACT ADMINISTRATOR	3432	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

WILSHIRE ASSOCIATES INCORPORATED

95-2755361

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 72	INVESTMENT ADVISOR	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
WILSHIRE ASSOCIATES INCORPORATED	27 72	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRINCIPAL LIFE INSURANCE COMPANY 42-0127290	2 BASIS POINTS ANNUALLY ON TOTAL ASSETS UP TO $10 BILLION, AND 1 BASIS POINT FOR ASSETS GREATER THAN $10 BILLI ON IN WILSHIRE'S 3(21) INVESTMENT FIDUCIARY SERVICE.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HENDERSON CITIZENS BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
HENDERSON CITIZENS BANCSHARES, INC.

D Employer Identification Number (EIN)
75-2371232

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP S&P 500 INDEX SA-I3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-016	P	518471

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP S&P 600 INDEX SA-I3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-028	P	225678

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP S&P 400 IDX SA-I3

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
42-0127290-023	P	221782

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2010 FD I25

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-6447574-001	C	1292580

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2015 FD I25

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-6447574-002	C	1399402

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2020 FD I25

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-6447574-003	C	2266173

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2025 FD I25

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-6447574-004	C	1752800

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2030 FD I25

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-005	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 179693

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2035 FD I25

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-006	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 339883

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2040 FD I25

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-007	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 330870

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2045 FD I25

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-008	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 385654

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2050 FD I25

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-009	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 187493

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST TGT 2055 FD I25

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-010	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 67668

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TRUST INCOME FUND I25

b Name of sponsor of entity listed in (a): PRINCIPAL TRUST COMPANY

c EIN-PN 26-6447574-011	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 82290

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HENDERSON CITIZENS BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HENDERSON CITIZENS BANCSHARES, INC.

D Employer Identification Number (EIN)
75-2371232

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1061150	1132327
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	570	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	2187
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	507616	552079
(9) Value of interest in common/collective trusts	1c(9)	7380473	8284505
(10) Value of interest in pooled separate accounts	1c(10)	811358	965930
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	6159140	7249357
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	3647053	4120221
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	255393
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	19567360	22561999
	Liabilities			
g	Benefit claims payable	1g	0	
h	Operating payables	1h	0	
i	Acquisition indebtedness	1i	0	
j	Other liabilities	1j	0	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	19567360	22561999

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	889561	
	(B) Participants	2a(1)(B)	946043	
	(C) Others (including rollovers)	2a(1)(C)	273779	
	(2) Noncash contributions	2a(2)	262865	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2372248
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	17817	
	(F) Other	2b(1)(F)	88303	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		106121
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	2186	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	206692	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		208878
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1027	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	955	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		72
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	17795	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		17795

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		939700
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		135808
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		873564
c Other income	2c		-482
d Total income. Add all **income** amounts in column (b) and enter total	2d		4653704
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1655633	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1655633
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	3432	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3432
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1659065
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2994639
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BKD, LLP **(2)** EIN: 44-0160260

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	0
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	0

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	0
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	0
e	Was this plan covered by a fidelity bond?	4e	X		6000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
HENDERSON CITIZENS BANCSHARES, INC. 401(K) EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HENDERSON CITIZENS BANCSHARES, INC.

D Employer Identification Number (EIN)
75-2371232

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 42-0127290

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☒ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☒ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☒ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☒ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Henderson Citizens Bancshares, Inc. 401(k) Employee Stock Ownership Plan

EIN 75-2371232 PN 001

Auditor's Report and Financial Statements

December 31, 2012 and 2011

Henderson Citizens Bancshares, Inc. 401(k) Employee Stock Ownership Plan

December 31, 2012 and 2011

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BKD LLP
CPAs & Advisors

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Independent Auditor's Report

Governance Committee and
Plan Administrator
Henderson Citizens Bancshares, Inc. 401(k)
Employee Stock Ownership Plan
Henderson, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Henderson Citizens Bancshares, Inc. 401(k) Employee Stock Ownership Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 and notes receivable from participants and related interest income, which was certified by Citizens National Bank and Principal Trust Company, the trustees of the Plan, except for comparing such information with the related information included in

the financial statements. We have been informed by the Plan Administrator that Principal Trust Company held the Plan's investment assets and notes receivable from participants and executed investment transactions from November 15, 2011 to December 31, 2012, and that Citizens National Bank held the Plan's investment assets and notes receivable from participants and executed investment transactions for the period January 1, 2011 to November 14, 2011. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the trustees is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule listed in the table of contents is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee (custodian), have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*.

BKD, LLP

Houston, Texas
September 12, 2013

Federal Employer Identification Number: 44-0160260

Henderson Citizens Bancshares, Inc. 401(k) Employee Stock Ownership Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

Assets

	2012	2011
Investments, At Fair Value	$ 20,671,582	$ 17,815,672
Receivables		
Employer's contribution	1,132,327	1,061,150
Interest and dividends	-	570
Notes receivable from participants	552,079	507,616
	1,684,406	1,569,336
Net Assets Available for Benefits, At Fair Value	22,355,988	19,385,008
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	206,011	182,352
Net Assets Available for Benefits	$ 22,561,999	$ 19,567,360

Henderson Citizens Bancshares, Inc. 401(k) Employee Stock Ownership Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2012 and 2011

	2012	2011
Investment Income		
Net appreciation (depreciation) in fair value of investments	$ 1,966,349	$ (426,499)
Interest	88,372	102,925
Dividends	208,966	462,260
Net investment income	2,263,687	138,686
Interest Income on Notes Receivable From Participants	17,817	9,378
Contributions		
Employer	1,152,426	1,061,150
Participants	946,043	799,614
Rollovers	273,779	29,859
	2,372,248	1,890,623
Total additions	4,653,752	2,038,687
Deductions		
Benefits paid directly to participants	1,655,633	3,369,063
Administrative expenses	3,480	315
Total deductions	1,659,113	3,369,378
Net Increase (Decrease)	2,994,639	(1,330,691)
Net Assets Available for Benefits, Beginning of Year	19,567,360	20,898,051
Net Assets Available for Benefits, End of Year	$ 22,561,999	$ 19,567,360

See Notes to Financial Statements

Henderson Citizens Bancshares, Inc. 401(k) Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 1: Description of the Plan

The following description of Henderson Citizens Bancshares, Inc. 401(k) Employee Stock Ownership Plan (the Plan) provides only general information. Participants should refer to the *Plan Document* and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan Administrator.

General

The Plan is a defined contribution plan for the benefit of its employees who have at least three months of service and are age 18 or older. The Plan was sponsored by Citizens National Bank (the Bank). Effective January 1, 2011, the Bank's sponsorship of the Plan was transferred to Henderson Citizens Bancshares, Inc. (the Company). The Bank is a wholly owned subsidiary of the Company. The Plan operates, in relevant part, as an employee stock ownership plan (ESOP), and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (the IRC). The Plan is administered by a Governance Committee comprising of eight persons appointed by the Company's Board of Directors (the Board). The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA).

Effective November 15, 2011, at the direction of the Company, the Bank terminated the trustee and custodian agreements for the non-employee stock ownership plan (non-ESOP) portion of the Plan and a new trustee and custodian, Principal Trust Company (Principal), was appointed. Principal will provide investments funds in which participants may direct the investment of their non-ESOP accounts, recordkeeping and administrative services, and serve as the directed trustee of the non-ESOP portion of the Plan. Separate trusts hold the ESOP and non-ESOP portion of the assets of the Plan. The trust department of the Bank is the Plan's trustee and custodian of the ESOP portion of the Plan.

Contributions

The Plan permits eligible employees, through a salary deferral election, to have the Bank make pre-tax and/or Roth 401(k) contributions to the Plan of up to 100 percent of their eligible compensation. Participants age 50 and over are allowed to contribute an additional amount as pre-tax catch-up contributions to the Plan, as specified in the IRC. Participants may also contribute amounts representing rollover contributions from other qualified defined benefit or contribution plans. Contributions are subject to certain limitations.

The Company may elect to make discretionary matching and profit sharing contributions as determined by the Board. The ESOP portion of these contributions is invested at the discretion of the Company. Effective January 1, 2011, an employee stock ownership feature was added to the Plan and the Company can make contributions to the Plan in the form of Company stock or cash, which goes into a trust account. Participants who complete 1,000 hours of service during the Plan

year and are actively employed at the end of the Plan year are eligible for discretionary matching and profit sharing contributions. Discretionary profit sharing contributions are allocated in the same ratio as each participant's compensation bears to the total of such compensation of all participants. Contributions are subject to certain limitations.

Participant Investment Account Option

Effective November 15, 2011, participants direct the investment of their contributions and discretionary contributions (made in cash to the non-ESOP portion of the Plan) into various investment options offered by the Plan. The Plan currently offers various pooled separate accounts, mutual funds, common/collective trust funds, a fixed income granted option and Principal is the custodian of the non-ESOP portion of the Plan. The Company's discretionary contributions made in stock are invested at the direction of the Company.

The *Plan Document* includes an automatic deferral feature whereby a participant is treated as electing to defer a certain percentage of eligible compensation unless the participant made an affirmative election otherwise.

Put Option

Under federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any share of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The Company can pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments, which are more diversified. Participants who are at least age 55 and have participated in the Plan for at least ten years, may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify by investing up to 25 percent of their account value in assets other than Company stock. In the sixth year, the percentage changes to 50 percent. In addition, the Plan provides for a non-statutory diversification feature whereby any participant who attains age 55 and completed at least six years of service for vesting purposes may direct the Plan Administrator to sell up to 25 percent of the fair market value of the participant's ESOP account and transfer the proceeds to the participant's non-ESOP account.

Henderson Citizens Bancshares, Inc. 401(k) Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2012 and 2011

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contribution, Plan earnings and forfeitures of terminated participants' non-vested accounts. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions, plus earnings thereon. Vesting in the Company's contribution, plus earnings thereon, is based on years of continuous service. A participant is fully vested after six years of continuous service. The non-vested balance is forfeited upon termination of service. Forfeitures may be used to reduce discretionary matching or profit sharing contributions or to pay administrative expenses of the Plan, as determined by the Plan Administrator. The Company may also elect to allocate forfeitures as additional matching or profit sharing contributions.

Payment of Benefits

Upon termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her vested account or a direct rollover distribution. If the value of the vested account is less than $1,000 at the time of termination, the entire amount will automatically be distributed to the participant within an administratively reasonable time. The Plan also permits withdrawals from the Plan due to circumstances of financial hardship, in accordance with provisions specified in the *Plan Document*. A participant who has attained age 55 and who is fully vested may withdraw all or any part of their discretionary contribution account and their matching contribution account, other than any part of such account invested in Company stock. Additionally, a participant who has attained age 59 ½ may withdraw all or any portion of their elective deferral account or Roth contribution account. The Plan was formally amended effective March 31, 2012, to cease in-service withdrawals for any employee who commences or recommences participation in the Plan after March 31, 2012.

Forfeited Accounts

During December 31, 2012 and 2011, $76,391 and $60,906, respectively of forfeited non-vested accounts were reallocated to participants based on the ratio of each participant's compensation to total eligible compensation.

Voting Rights

Each participant is entitled to exercise certain voting rights attributable to the shares allocated to his or her account in accordance with the rules adopted by the Plan Administrator.

Notes Receivable From Participants

Effective January 1, 2011, the *Plan Document* includes provisions authorizing loans from the Plan to active eligible participants. Loans are made to any eligible participant demonstrating a qualifying need. The minimum amount of a loan shall be $1,000. The maximum amount of a participant's loan(s) is determined by the available loan balance restricted to the lesser of $50,000 or 50 percent of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Interest on the loans is based on prime commercial lending rate quoted in the *Wall Street Journal* for the day on which the participant's completed loan request is received.

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the *Plan Document*.

Plan Termination

Although it has not expressed an intention to do so, the Bank has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Common stocks, preferred stocks and U.S. Government securities were valued at the closing price reported on the active market on which the individual securities are traded. Corporate bonds were valued on the basis of yields currently available on comparable securities of issuers with similar credit ratings.

Mutual funds were valued at the net asset value of shares held by the Plan at year-end. Pooled separate accounts are valued at estimated fair value as provided by Principal. The fair values of interests in common/collective trust funds are based upon the net asset values of the funds as reported by the fund managers using the audited financial statements of the collective trust at year-end.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in a guaranteed investment contract (GIC). The statements of net assets available for benefits presents the fair value of the GIC, as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The statements of changes in net assets available for benefits is prepared on a contract value basis.

The fair value of the GIC is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer.

The common shares of the Company are valued at fair value on December 31, 2012 and 2011. Fair value is determined by annual independent appraisals.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold, as well as held during the years. Investments in the ESOP portion of the Plan are nonparticipant directed and investments in the non-ESOP portion of the Plan are participant directed.

Plan Tax Status

The Plan operates under a retirement plan and trust/custodial document sponsored by the Company. The Plan submitted an application to the Internal Revenue Service (IRS) for a determination letter with respect to the qualified status of the Plan. The *Plan Documents* have been submitted to the IRS for application for a determination letter with respect to the qualified

status of the Plan. Although the Plan has not yet received the determination letter from the IRS, the Plan Administrator believes that the amended and restated Plan is currently designed and operating in compliance with the applicable requirements of the IRC, and that the Plan was qualified and the related trust was tax exempt as of the financial statement date.

The Plan is no longer subject to federal and state examinations by tax authorities for years prior to 2009.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Transfers Between Fair Value Hierarchy Levels

Transfers in and out of Level 1 (quoted market prices), Level 2 (other significant observable inputs) and Level 3 (significant unobservable inputs) are recognized on the actual transfer date.

Note 3: Administration of Plan Assets

The Trustee of the ESOP portion of the Plan holds the Plan's assets, which consist principally of Sponsor Company common shares.

The portion of Company contributions made in Company stock are held and managed by the Company, which invests cash received, interest and dividend income and makes distributions to participants.

Officers or employees of the Company perform certain administrative functions. No such officer or employee receives compensation from the Plan. Administrative expenses for the Trustee's fees are paid directly by the Company.

Note 4: Investments

The Plan's investments are held by a bank-administered trust fund and Principal as of December 31, 2012 and 2011, respectively. The Plan's investments (including investments bought, sold and held during the years) appreciated (depreciated) in fair value as shown on the following page.

Henderson Citizens Bancshares, Inc. 401(k) Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2012 and 2011

	2012		
	Net Appreciation in Fair Value During Year	Fair Value at End of Year	
Common/collective trust funds	$ 932,645	$ 8,284,505	
Mutual funds	880,064	7,249,357	
Fixed income granted option	-	3,914,210	
Pooled separate accounts	135,773	965,930	
Money market fund	-	2,187	*
Company common stock, 4,204 shares	17,867	255,393	*
	$ 1,966,349	$ 20,671,582	

	2011	
	Net Appreciation (Depreciation) in Fair Value During Year	Fair Value at End of Year
Common/collective trust funds	$ (91,642)	$ 7,380,473
Mutual funds	(362,140)	6,159,140
Fixed income granted option	-	3,464,701
Pooled separate accounts	17,849	811,358
Corporate bonds and notes	(31,552)	-
Common stocks	42,471	-
Preferred stock	(1,485)	-
	$ (426,499)	$ 17,815,672

*Nonparticipant directed.

The fair value of individual investments that represented 5 percent or more of the Plan's net assets available for benefits were as follows:

	2012	2011
Fixed Income Guaranteed Option Fund	$ 3,914,210	$ 3,464,701
Pimco Investment Grade Corp Bond Instl Fund	3,223,661	2,965,209
Principal Trust Company - Prin Trust(sm) Target 2020 Fund	2,266,173	1,939,059
Principal Trust Company - Prin Trust(sm) Target 2025 Fund	1,752,800	1,306,163
Principal Trust Company - Prin Trust(sm) Target 2015 Fund	1,399,402	1,166,495
Principal Trust Company - Prin Trust(sm) Target 2010 Fund	1,292,580	1,374,628
Harbor International Adm Fund	1,236,822	980,618

Interest and dividends realized on the Plan's investments for the years ended December 31, 2012 and 2011, were $297,338 and $565,185, respectively.

Information on the fully benefit-responsive contract relating to the GIC carried at fair value is as follows:

	2012	2011
Average yield	2.27 %	1.80 %
Crediting interest rate at December 31	1.90 %	2.65 %
Fair value	$ 3,914,210	$ 3,464,701
Contract value	$ 4,120,221	$ 3,647,053

Note 5: Net Assets by Participant and Nonparticipant-directed Investments

Information about the net assets and the significant components of the changes in net assets relating to the participant and nonparticipant-directed investments is as shown on the following page.

Henderson Citizens Bancshares, Inc. 401(k) Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2012 and 2011

	2012		
	Nonparticipant-directed Funds	Participant-directed Funds	Total
Additions:			
Investment income			
Net increase in fair value of investments	$ 17,867	$ 1,948,482	$ 1,966,349
Interest	1	88,371	88,372
Dividends	2,844	206,122	208,966
Net investment income	20,712	2,242,975	2,263,687
Interest income on notes receivable from participants	0	17,817	17,817
Contributions:			
Employer	262,865	889,561	1,152,426
Participants	-	946,043	946,043
Rollovers	-	273,779	273,779
	262,865	2,109,383	2,372,248
Total additions	283,577	4,370,175	4,653,752
Deductions:			
Benefits paid to participants	-	1,655,633	1,655,633
Administrative expenses	-	3,480	3,480
Total deductions	0	1,659,113	1,659,113
Net increase	283,577	2,711,062	2,994,639
Transfer from nonparticipant-directed accounts to participant-directed accounts	(658)	658	-
Net assets available for benefits, beginning of year	237,526	19,329,834	19,567,360
Net assets available for benefits, end of year	$ 520,445	$ 22,041,554	$ 22,561,999

Henderson Citizens Bancshares, Inc. 401(k) Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2012 and 2011

	2011		
	Nonparticipant-directed Funds	Participant-directed Funds	Total
Additions:			
Investment income (loss)			
Net depreciation in fair value of investments	$ (310,754)	$ (115,745)	$ (426,499)
Interest	97,463	5,462	102,925
Dividends	371,318	90,942	462,260
Net investment income (loss)	158,027	(19,341)	138,686
Interest income on notes receivable from participants	7,499	1,879	9,378
Contributions:			
Employer	217,335	843,815	1,061,150
Participants	686,647	112,967	799,614
Rollovers	29,859	-	29,859
	933,841	956,782	1,890,623
Total additions	1,099,367	939,320	2,038,687
Deductions:			
Benefits paid to participants	3,025,377	343,686	3,369,063
Administrative expenses	315	-	315
Total deductions	3,025,692	343,686	3,369,378
Net decrease	(1,926,325)	595,634	(1,330,691)
Transfer from nonparticipant-directed accounts to participant-directed accounts	(18,734,200)	18,734,200	-
Net assets available for benefits, beginning of year	20,898,051	-	20,898,051
Net assets available for benefits, end of year	$ 237,526	$ 19,329,834	$ 19,567,360

Note 6: Investment Contract With Insurance Company

In November 2011, the Plan entered into a fully benefit-responsive investment contract with Principal Life Insurance Company (Principal Life). The Principal Fixed Income Guaranteed Option is a guaranteed general-account backed group annuity contract that has been issued by Principal Life to Principal, who serves as custodian. Principal maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The GIC issuer is contractually obligated to repay the principal and a specified interest rate guaranteed to the Plan.

As described in the basis of accounting disclosure, because the GIC is fully benefit responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the GIC. Contract value, as reported to the Plan by Principal Life, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012 and 2011, were $3,914,210 and $3,464,701, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 0 percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan Documents (including complete or partial Plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The GIC does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2012	2011
Average yields:		
Based on actual earnings	2.27 %	1.80 %
Based on interest rate credited to participants	1.90 %	2.65 %

Note 7: Party-in-interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

Plan assets were held and managed by the Bank from January 1, 2011 to November 15, 2011. For the period from November 15, 2011 to December 31, 2012, the non-ESOP portion of the Plan's assets were held and managed by Principal. The Plan invests in certain funds of Principal. A committee of the Bank's Board administers the Plan.

Certain administrative functions are performed by officers and employees of the Bank. However, such officers and employees do not receive compensation from the Plan. The Bank provides certain administrative services at no cost to the Plan.

Note 8: Disclosures About Fair Value of Plan Assets

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets.

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets.

Recurring Measurements

The tables on the following page present the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2012 and 2011.

Henderson Citizens Bancshares, Inc. 401(k) Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2012 and 2011

	2012			
		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds:				
Bond funds	$ 3,316,071	$ 3,316,071	$ -	$ -
Growth funds	3,458,351	3,458,351	-	-
Value funds	454,761	454,761	-	-
Others	20,174	20,174	-	-
Total mutual funds	7,249,357	7,249,357	0	0
Pooled separate accounts:				
Blended funds	965,930	-	965,930	-
Common/collective trust funds:				
Balanced/asset allocation	8,284,505	-	8,284,505	-
Company common stock (Henderson Citizens Bancshares, Inc.)	255,393	-	-	255,393
Money market fund:	2,187	2,187	-	-
Fixed income guaranteed option	3,914,210	-	-	3,914,210
Total	$ 20,671,582	$ 7,251,544	$ 9,250,435	$ 4,169,603

	2011			
		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds:				
Bond funds	$ 2,998,508	$ 2,998,508	$ -	$ -
Growth funds	2,788,102	2,788,102	-	-
Value funds	357,938	357,938	-	-
Others	14,592	14,592	-	-
Total mutual funds	6,159,140	6,159,140	0	0
Pooled separate accounts:				
Blended funds	811,358	-	811,358	-
Common/collective trust funds:				
Balanced/asset allocation	7,380,473	-	7,380,473	-
Fixed income guaranteed option	3,464,701	-	-	3,464,701
Total	$ 17,815,672	$ 6,159,140	$ 8,191,831	$ 3,464,701

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2012. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis. For assets classified within Level 3 of the fair value hierarchy, the process used to develop the reported fair value is described below.

The qualitative information about unobservable inputs used in recurring Level 3 fair value measurements for Plan Sponsor common stock include the weighted-average cost of capital, long-term revenue growth rate and long-term pretax operating margin. Plan Sponsor common stock is independently valued by an external appraiser using discounted cash flow as the valuation technique.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. See the table below for inputs and valuation techniques used for Level 3 securities.

Fair value determinations for Level 3 measurements of securities are the responsibility of the Company. The Company contracts with a pricing specialist to generate fair value estimates on a monthly or quarterly basis. The Company challenges the reasonableness of the assumptions used and reviews the methodology to ensure the estimated fair value complies with accounting standards generally accepted in the United States.

Level 3 Reconciliation

On the following page is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying statements of net assets available for benefits using significant unobservable (Level 3) inputs.

	Company Common Stock (Henderson Citizens Bancshares, Inc.)	Fixed Income Guaranteed Option
Balance, January 1, 2011	$ -	$ -
Total realized and unrealized gains and losses included in net decrease in net assets available for benefits	-	(176,896)
Purchases	-	3,685,688
Sales	-	(44,091)
Balance, December 31, 2011	0	3,464,701
Total realized and unrealized gains and losses included in net increase in net assets available for benefits	17,867	64,509
Purchases	237,526	816,386
Sales	-	(431,386)
Balance, December 31, 2012	$ 255,393	$ 3,914,210

For the years ended December 31, 2012 and 2011, realized and unrealized gains and losses included in the net increase (decrease) in net assets available for benefits for the period from January 1, 2011 through December 31, 2012, are reported in net appreciation (depreciation) in fair value of investments in the statements of changes in net assets available for benefits.

Unobservable (Level 3) Inputs

The table on the following page presents quantitative information about unobservable inputs used in recurring Level 3 fair value measurements.

	Fair Value at December 31, 2012	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Fixed income guaranteed option	$3,914,200	Discounted cash flow	Contractual interest rate	1.9%
Company common stock	$255,393	Appraisal	Discount rate/ comparable market information	Not available

Note 9: Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 10: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Private Placement

In June 2013, the Company made a one-time offer to allow all eligible participants to purchase the Company's common stock at $62 per share subject to certain terms and conditions set forth in the offering. Participants can elect to transfer up to 25 percent of their account balances from non-ESOP portion of their accounts to fund the acquisition. Participants may elect not to participate; however, the minimum amount that must be transferred in order to participate is $1,000.

Supplemental Schedule

Henderson Citizens Bancshares, Inc. 401(k) Employee Stock Ownership Plan

EIN 75-2371232 PN 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

(a)(b) Identity of Issuer	(c) Description of Investment	(e) Current Value**
Fixed Income Option		
* Principal Fixed Income Guaranteed Option	339,665 units; 1.90% interest rate	$ 4,120,221
Common/Collective Trust Funds		
* Principal Trust Company - Prin Trust(sm) Target 2020 Fund	142,258 units	2,266,173
* Principal Trust Company - Prin Trust(sm) Target 2010 Fund	85,432 units	1,292,580
* Principal Trust Company - Prin Trust(sm) Target 2025 Fund	108,198 units	1,752,800
* Principal Trust Company - Prin Trust(sm) Target 2015 Fund	89,590 units	1,399,402
* Principal Trust Company - Prin Trust(sm) Target 2045 Fund	22,915 units	385,654
* Principal Trust Company - Prin Trust(sm) Target 2040 Fund	19,896 units	330,870
* Principal Trust Company - Prin Trust(sm) Target 2030 Fund	10,977 units	179,693
* Principal Trust Company - Prin Trust(sm) Income Fund	6,033 units	82,290
* Principal Trust Company - Prin Trust(sm) Target 2035 Fund	20,549 units	339,882
* Principal Trust Company - Prin Trust(sm) Target 2055 Fund	4,066 units	67,668
* Principal Trust Company - Prin Trust(sm) Target 2050 Fund	11,247 units	187,493
Pooled Separated Accounts		
* Principal Global Investors - Sm-cap Stk Idx Sep Acct	7,608 units	225,678
* Principal Global Investors - Mid-cap Stk Idx Sep Acct	7,554 units	221,781
* Principal Global Investors - Lg Cap Stk Idx Sep Acct	8,220 units	518,471
Mutual Funds		
* Principal Global Investors - Income Inst Fund	182 shares	3,562
* Principal Global Investors - Midcap Blend Inst Fund	5,152 shares	80,880
Pimco Investment Grade Corp Bond Instl Fund	289,898 shares	3,223,661
Harbor International Adm Fund	20,039 shares	1,236,822
Oppenheimerfunds, Inc. - Oppen Equity Income A Fund	42,582 shares	1,086,266
T. Rowe Price Associates, Inc. - Largecap Growth I Inst Fund	61,718 shares	609,154
Ridgeworth Funds - Ridgeworth Mid-cap Val Eq I Fund	37,729 shares	443,311
Eagle Asset Management - Eagle Small Cap Growth I Fund	5,097 shares	223,036

*A party-in-interest as defined by ERISA.
**Cost information omitted for participant-directed investments.

Henderson Citizens Bancshares, Inc. 401(k) Employee Stock Ownership Plan

EIN 75-2371232 PN 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (Continued)

December 31, 2012

	(a)(b) Identity of Issuer	(c) Description of Investment		(e) Current Value**
	Nuveen Asset Management - Nuveen Mid Cap Gr Opp A Fund	1,089 shares	$	43,825
	Morgan Stanley Inv. Mgmt - Morgan Stanley Ins Cap Grth P Fund	1,403 shares		37,217
*	Principal Real Estate Inv. - Estate Sec Instl Fund	2,375 shares		47,927
	Templeton Asset Management - Templeton Global Bond Adv Fund	5,504 shares		73,425
	Oppenheimerfunds, Inc. - Oppenheimer Dev Mkts Y Fund	780 shares		27,211
	Lord Abbett & Co, LLC - Lord Abbett Dev Growth I Fund	817 shares		17,536
	JP Morgan Investment Mgmt Inc. - JP Morgan Mid Cap Value A Fund	709 shares		19,533
	Lord Abbett & Co, LLC - Lord Abbett Growth Opp I Fund	652 shares		13,518
	Principal Global Investors - Income Instl Fund	761 shares		7,592
	Lord Abbett & Co, LLC - Lord Abbett All Value I Fund	812 shares		10,724
	Heartland Mutual Funds-Heartland Value Plus Inst Fund	386 shares		11,450
	Royce Opp Fin Interim Fund	1,062 shares		12,270
	JP Morgan/Neuberger Berman - High Yield I Inst Fund	825 shares		8,741
	JP Morgan Investment Mgmt Inc. - JP Morgan Govt Bond Sel Fund	575 shares		6,683
	Capital Research and Mgmt Co. - American Funds Smcap Wld R5 Fund	117 shares		4,702
	Columbia Small Cap Core A Fund	20 shares		311
	Money Market Fund			
	Federated Prime Cash MMkt	2,187 shares		2,187
	Company Common Stock			
	Henderson Citizens Banchares, Inc.	4,204 shares		255,393
*	Notes receivable from participants	Participant loans, interest rates at 3.25%, varying maturity dates through 2022		552,079
			$	21,429,672

*A party-in-interest as defined by ERISA.
**Cost information omitted for participant-directed investments.

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

HENDERSON CITIZENS BANCSHARES, INC. 401(K) EM
AN
EIN 75 2371232
PLAN NUMBER 001
PLAN YEAR 01/01/2012 TO 12/31/2012

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	The American Funds	Registered Investment Company American Funds SMCAP Wld R5 Fd	$ 0.00	$ 4,701.91
	HCNB	Interest Bearing Cash Cash - Interest Bearing Cash	$ 0.00	$ 2,187.03
	Columbia Funds	Registered Investment Company COLUMBIA SMALL CAP CORE A FD	$ 0.00	$ 312.03
	Eagle Financial Services, Inc.	Registered Investment Company Eagle Small Cap Growth I Fund	$ 0.00	$ 223,036.17
	Henderson Citizens Bancshares, Inc.	Employer Security ESOP Stock - Employer Security	$ 0.00	$ 255,393.00
	Harbor	Registered Investment Company Harbor International Adm Fund	$ 0.00	$ 1,236,821.08
	Heartland Funds	Registered Investment Company Heartland Value Plus Inst Fund	$ 0.00	$ 11,450.26
	JP Morgan Funds	Registered Investment Company JP Morgan Mid Cap Value A Fund	$ 0.00	$ 19,533.15
	JP Morgan Funds	Registered Investment Company JP MORGAN GOVT BOND SELECT FD	$ 0.00	$ 6,682.79
	Lord Abbett	Registered Investment Company Lord Abbett Dev Growth I Fund	$ 0.00	$ 17,535.64
	Lord Abbett	Registered Investment Company Lord Abbett Fundmntl Eq I Fund	$ 0.00	$ 10,724.37
	Lord Abbett	Registered Investment Company Lord Abbett Growth Opp I Fund	$ 0.00	$ 13,517.64
	Morgan Stanley Dean Witter	Registered Investment Company Morgan Stanley Inst Grwth P Fd	$ 0.00	$ 37,216.66
	First American	Registered Investment Company Nuveen Mid Cap Gr Opp A Fd	$ 0.00	$ 43,825.11
	Oppenheimer	Registered Investment Company Oppen Equity Income A Fund	$ 0.00	$ 1,086,265.90

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

HENDERSON CITIZENS BANCSHARES, INC. 401(K) EM
AN
EIN 75 2371232
PLAN NUMBER 001
PLAN YEAR 01/01/2012 TO 12/31/2012

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	Oppenheimer	Registered Investment Company Oppenheimer Dev Mkts Y Fund	$ 0.00	$ 27,211.34
*	Principal Funds Inc	Registered Investment Company Prin Equity Income Inst Fund	$ 0.00	$ 3,561.83
*	Principal Life Insurance Company	Insurance Company General Prin Fixed Inc Guar Option	$ 0.00	$ 4,120,221.14
*	Principal Funds Inc	Registered Investment Company Prin LgCap Growth I Inst Fund	$ 0.00	$ 609,154.29
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LgCap S&P 500 Index SA-I3	$ 0.00	$ 518,471.09
*	Principal Funds Inc	Registered Investment Company Prin MidCap Blend Inst Fund	$ 0.00	$ 80,879.99
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap S&P 400 Idx SA-I3	$ 0.00	$ 221,781.72
*	Principal Funds Inc	Registered Investment Company Prin Real Estate Secs Inst Fd	$ 0.00	$ 47,927.05
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmCap S&P 600 Index SA-I3	$ 0.00	$ 225,677.60
*	Principal Trust Company	Common/Collective Trust Prin Trust Income Fund I25	$ 0.00	$ 82,289.65
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2010 Fd I25	$ 0.00	$ 1,292,580.08
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2015 Fd I25	$ 0.00	$ 1,399,402.13
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2020 Fd I25	$ 0.00	$ 2,266,173.36
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2025 Fd I25	$ 0.00	$ 1,752,799.54
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2030 Fd I25	$ 0.00	$ 179,692.92

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

HENDERSON CITIZENS BANCSHARES, INC. 401(K) EM
AN
EIN 75 2371232
PLAN NUMBER 001
PLAN YEAR 01/01/2012 TO 12/31/2012

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2035 Fd I25	$ 0.00	$ 339,882.50
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2040 Fd I25	$ 0.00	$ 330,869.75
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2045 Fd I25	$ 0.00	$ 385,653.83
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2050 Fd I25	$ 0.00	$ 187,493.21
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2055 Fd I25	$ 0.00	$ 67,668.17
*	Principal Funds Inc	Registered Investment Company Principal High Yield I Inst Fd	$ 0.00	$ 8,741.13
*	Principal Funds Inc	Registered Investment Company Principal Income Inst Fund	$ 0.00	$ 7,591.92
	PIMCO Funds	Registered Investment Company PIMCO Inv Gd Corp Bd Instl Fd	$ 0.00	$ 3,223,660.76
	RidgeWorth Funds	Registered Investment Company RidgeWorth Mid-Cap Val Eq I Fd	$ 0.00	$ 443,311.41
	The Royce Funds	Registered Investment Company Royce Opp Service Fund	$ 0.00	$ 12,270.14
	Franklin Templeton Investments	Registered Investment Company Templeton Global Bond Adv Fund	$ 0.00	$ 73,424.78
	Participant Loans	Range of Interest Rates Rates Range From 3.25% To 3.25%	$ 0.00	$ 552,079.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)