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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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 WEST MAIN STREET
HENDERSON, TX 75652-3106

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.	09/24/2014	THOMAS WEAVER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/24/2014	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**	416
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**	367
b	Retired or separated participants receiving benefits	**6b**	12
c	Other retired or separated participants entitled to future benefits	**6c**	97
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	476
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f	Total. Add lines **6d** and **6e**.	**6f**	478
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	473
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	35
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 2I 2J 2K 2O 2P 2S 2T

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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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	478	01/01/2013	12/31/2013

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	

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(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

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	(c) Amount	**(d)** Purpose	

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	(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	4120221
c	Additions: (1) Contributions deposited during the year	7c(1)	293105		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	78379		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	894953		
	▶ OUTSIDE INVESTMENT TRANSFER, LOAN PAYMENT, ROLLOVER				
	(6) Total additions			7c(6)	1266437
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	5386658
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	360990		
	(2) Administration charge made by carrier	7e(2)	49478		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	895918		
	▶ 401(K) (M) EXCESS CONTRIBUTION, LOAN WITHDRAWAL, CORRECTION				
	(5) Total deductions			7e(5)	1306386
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	4080272

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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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	478	01/01/2013	12/31/2013

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	1393427

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. Specify nature of costs ▶	6d	

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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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	23314	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

CITIZENS NATIONAL BNK

75-0187835

(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?
10	ACCOUNTANT	24422	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ASCIB, LP

75-2840581

(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?
10	ACCOUNTANT	8500	Yes [ ] No [X]	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)

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 [ ]

(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, 1 BASIS POINT FOR ASSETS GREATER THAN $10 BILLION, AND 0.50 BASIS POINTS (STARTING JANUARY 1, 2014) FOR ASSETS GREATER THAN $17 BILLION 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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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	717950

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	332389

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	343088

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	1369189

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	1650892

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	2617264

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	2053403

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) 250070

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) 411818

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) 399739

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) 526013

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) 244844

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) 122964

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) 78163

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
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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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)	1132327	1283694
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2187	20031
(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)	552079	648172
(9) Value of interest in common/collective trusts	1c(9)	8284505	9724359
(10) Value of interest in pooled separate accounts	1c(10)	965930	1393427
(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)	7249357	8669437
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	4120221	4080272
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	255393	2108340
(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	22561999	27927732
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	22561999	27927732

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)	990165	
(B) Participants	2a(1)(B)	1019384	
(C) Others (including rollovers)	2a(1)(C)	1319018	
(2) Noncash contributions	2a(2)	294844	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3623411
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3	
(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)	20406	
(F) Other	2b(1)(F)	78379	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		98788
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	21602	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	200430	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		222032
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	68540	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		68540

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1360879
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		345416
(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)		887900
c Other income	2c		-620
d Total income. Add all **income** amounts in column (b) and enter total	2d		6606346
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1164738	
(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)		1164738
f Corrective distributions (see instructions)	2f		19638
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	24422	
(2) Contract administrator fees	2i(2)	31815	
(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)		56237
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1240613
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5365733
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

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		1000000
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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, 2013 and 2012

BKD LLP

CPAs & Advisors

Henderson Citizens Bancshares, Inc. 401(k)
Employee Stock Ownership Plan
December 31, 2013 and 2012

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BKD LLP
CPAs & Advisors

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713.499.4600 // fax 713.499.4699 // bkd.com

Independent Auditor's Report

KSOP 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, 2013 and 2012, 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.

Praxity
MEMBER
GLOBAL ALLIANCE OF INDEPENDENT FIRMS

We have been informed by the Plan Administrator that the trustees hold the Plan's investment assets and notes receivable from participants and execute transactions related to these assets. The Plan Administrator has obtained certifications from the trustees as of and for the years ended December 31, 2013 and 2012, 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 is presented for the purpose of additional analysis and is 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 trustees, 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 8, 2014

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, 2013 and 2012

Assets

	2013	2012
Investments, At Fair Value	$ 25,995,866	$ 20,671,582
Receivables		
Employer's contribution	1,283,694	1,132,327
Notes receivable from participants	648,172	552,079
	1,931,866	1,684,406
Net Assets Available for Benefits, At Fair Value	27,927,732	22,355,988
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	206,011
Net Assets Available for Benefits	$ 27,927,732	$ 22,561,999

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

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2013 and 2012

	2013	2012
Investment Income		
Net appreciation in fair value of investments	$ 2,662,735	$ 1,966,349
Interest	78,382	88,372
Dividends	222,032	208,966
Net investment income	2,963,149	2,263,687
Interest Income on Notes Receivable From Participants	20,406	17,817
Contributions		
Employer, cash	990,165	889,561
Employer, noncash	294,844	262,865
Participants	1,019,384	946,043
Rollovers	1,319,018	273,779
Total contributions	3,623,411	2,372,248
Total additions	6,606,966	4,653,752
Deductions		
Benefits paid to participants	1,184,376	1,655,633
Administrative expenses	56,237	3,480
Other	620	-
Total deductions	1,241,233	1,659,113
Net Increase	5,365,733	2,994,639
Net Assets Available for Benefits, Beginning of Year	22,561,999	19,567,360
Net Assets Available for Benefits, End of Year	$ 27,927,732	$ 22,561,999

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

Notes to Financial Statements

December 31, 2013 and 2012

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 sponsored by Henderson Citizens Bancshares, Inc. (the Company) for the benefit of its employees who have at least three months of service and are age 18 or older. 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).

Principal Trust Company (Principal) is the trustee and custodian of the non-employee stock ownership plan (non-ESOP) portion of the Plan. Principal provides 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 Citizen National Bank (the Bank), the wholly owned subsidiary of the Company, 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 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. The Company can make contributions to the Plan in the form of Company stock or cash 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 compensation of all eligible participants.

Contributions are subject to certain limitations. For the years ended December 31, 2013 and 2012, the Company made $294,844 and $262,865, respectively, noncash discretionary contributions in the form of Company stock to the Plan.

Participant Investment Account Option

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 and a fixed income guaranteed option. 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, 2013 and 2012

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contributions, Plan earnings and forfeitures of terminated participants' nonvested 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 nonvested 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, 2013 and 2012, $14,197 and $76,391, respectively, of forfeited nonvested 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

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.

Plan Termination

Although it has not expressed an intention to do so, the Company 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.

Reclassifications

Certain reclassifications have been made to the 2012 financial statements to conform to the 2013 financial statement presentation. These reclassifications had no effect on changes in net assets available for benefits.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

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 present 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 are prepared on a contract value basis.

Henderson Citizens Bancshares, Inc. 401(k)
Employee Stock Ownership Plan
Notes to Financial Statements
December 31, 2013 and 2012

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. 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 common/collective trust funds at year-end. 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 estimated fair value on December 31, 2013 and 2012, as determined by an annual independent appraisal.

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 in fair value of investments 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.

Notes Receivable From Participants

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 Tax Status

The Plan obtained its latest determination letter dated September 16, 2013, in which the Internal Revenue Service stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the IRC and, therefore, not subject to tax. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the IRC. With few exceptions, the Plan is no longer subject to U.S. Federal, state, and local or non-U.S. income tax examinations by tax authorities for years before 2010.

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: Investments

The Plan's investments are held by a bank-administered trust fund and Principal as of December 31, 2013 and 2012, respectively. The Plan's investments (including investments bought, sold and held during the years) appreciated in fair value as follows:

	2013		
	Net Appreciation in Fair Value During Year	Fair Value at End of Year	
Common/collective trust funds	$ 1,360,879	$ 9,724,359	
Mutual funds	887,900	8,669,437	
Fixed income guaranteed option	-	4,080,272	
Pooled separate accounts	345,416	1,393,427	
Money market fund	-	11,432	*
Company common stock, 33,072 shares, cost $2,021,933	68,540	2,108,340	*
Cash	-	8,599	
	$ 2,662,735	$ 25,995,866	

*Nonparticipant directed.

	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 guaranteed option	-	3,914,210	
Pooled separate accounts	135,773	965,930	
Money market fund	-	2,187	*
Company common stock, 4,204 shares, cost $237,526	17,867	255,393	*
	$ 1,966,349	$ 20,671,582	

*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:

	2013	2012
Fixed Income Guaranteed Option Fund	$ 4,080,272	$ 3,914,210
Pimco Investment Grade Corp Bond Instl Fund	3,072,448	3,223,661
Principal Trust Company - Prin Trust(sm) Target 2020 Fund	2,617,280	2,266,173
Principal Trust Company - Prin Trust(sm) Target 2025 Fund	2,053,403	1,752,800
Principal Trust Company - Prin Trust(sm) Target 2015 Fund	1,650,892	1,399,402
Oppenheimer Funds, Inc. - Oppen Equity Income A Fund	1,513,632	**
Principal Trust Company - Prin Trust(sm) Target 2010 Fund	**	1,292,580
Harbor International Adm Fund	**	1,236,822

**Does not represent 5 percent in corresponding year.

Interest and dividends realized on the Plan's investments for the years ended December 31, 2013 and 2012, were $300,414 and $297,338, respectively.

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

	2013	2012
Average yield	1.91%	2.27%
Crediting interest rate at December 31	2.00%	1.90%
Fair value	$ 4,080,272	$ 3,914,210
Contract value	$ 4,080,272	$ 4,120,221

Note 4: 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 follows:

	2013		
	Nonparticipant-directed Funds	Participant-directed Funds	Total
Additions:			
Investment income:			
Net appreciation in fair value of investments	$ 68,540	$ 2,594,195	$ 2,662,735
Interest	3	78,379	78,382
Dividends	21,602	200,430	222,032
Net investment income	90,145	2,873,004	2,963,149
Interest income on notes receivable from participants	0	20,406	20,406
Contributions:			
Employer, cash	-	990,165	990,165
Employer, noncash	294,844	-	294,844
Participants	-	1,019,384	1,019,384
Rollovers	-	1,319,018	1,319,018
	294,844	3,328,567	3,623,411
Total additions	384,989	6,221,977	6,606,966

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

Notes to Financial Statements

December 31, 2013 and 2012

	2013		
	Nonparticipant-directed Funds	Participant-directed Funds	Total
Deductions:			
Benefits paid to participants	$ 14,276	$ 1,170,100	$ 1,184,376
Administrative expenses	-	56,237	56,237
Other	37	583	620
Total deductions	14,313	1,226,920	1,241,233
Net increase	370,676	4,995,057	5,365,733
Transfer from participant-directed accounts to nonparticipant-directed accounts	1,532,021	(1,532,021)	-
Net assets available for benefits, beginning of year	520,445	22,041,554	22,561,999
Net assets available for benefits, end of year	$ 2,423,142	$ 25,504,590	$ 27,927,732

	2012		
	Nonparticipant-directed Funds	Participant-directed Funds	Total
Additions:			
Investment income:			
Net appreciation 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, cash	-	889,561	889,561
Employer, noncash	262,865	-	262,865
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

	2012		
	Nonparticipant-directed Funds	Participant-directed Funds	Total
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

Note 5: Investment Contract With Insurance Company

The Plan has 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 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 Document* (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.

Note 6: 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 were allowed to 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 was $1,000. Total of 24,541 shares of the Company's common stock were acquired through the private placement.

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.

For the years ended December 31, 2013 and 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 Company's Board administers the Plan.

Certain administrative functions are performed by officers and employees of the Company. However, such officers and employees do not receive compensation from the Plan. The Company provides certain administrative services at no cost to the Plan. Administrative expenses for the Trustee's fees are paid directly by the Company.

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 are significant to the fair value of the assets.

Recurring Measurements

The following tables 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, 2013 and 2012.

	2013			
		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	$ 3,351,252	$ 3,351,252	$ -	$ -
Growth funds	4,659,089	4,659,089	-	-
Value funds	541,129	541,129	-	-
Others	117,967	117,967	-	-
Total mutual funds	8,669,437	8,669,437	0	0
Pooled separate accounts:				
Blended funds	1,393,427	-	1,393,427	-
Common/collective trust funds:				
Balanced/asset allocation	9,724,359	-	9,724,359	-
Company common stock	2,108,340	-	-	2,108,340
Cash and cash equivalent	20,031	20,031	-	-
Fixed income guaranteed option	4,080,272	-	-	4,080,272
Total	$ 25,995,866	$ 8,689,468	$ 11,117,786	$ 6,188,612

	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	255,393	-	-	255,393
Cash and cash equivalent	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

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 years ended December 31, 2013 and 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 Company common stock include the weighted-average cost of capital, long-term revenue growth rate and long-term pretax operating margin. Company 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

The following 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	Fixed Income Guaranteed Option
Balance, January 1, 2012	$ -	$ 3,464,701
Total realized and unrealized gains and losses included in net increase in net assets available for benefits	17,867	-
Purchases	237,526	880,895
Sales	-	(431,386)
Balance, December 31, 2012	255,393	3,914,210
Total realized and unrealized gains and losses included in net increase in net assets available for benefits	21,602	-
Reinvested dividends	68,540	
Purchases	1,777,081	1,514,389
Sales	(14,276)	(1,348,327)
Balance, December 31, 2013	$ 2,108,340	$ 4,080,272

For the years ended December 31, 2013 and 2012, realized and unrealized gains and losses included in the net increase in net assets available for benefits for the period from January 1, 2012 through December 31, 2012, are reported in net appreciation in fair value of investments in the statements of changes in net assets available for benefits.

Unobservable (Level 3) Inputs

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

	Fair Value	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Balance, December 31, 2013:				
Fixed income guaranteed option	$ 4,080,272	Discounted cash flow	Contractual interest rate	2.00%
Company common stock	2,108,340	Appraisal	Discount rate/ comparable market information	Not available
Balance, December 31, 2012:				
Fixed income guaranteed option	3,914,200	Discounted cash flow	Contractual interest rate	1.90%
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.

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, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(e) Current Value**
Fixed Income Guaranteed Option		
* Principal Fixed Income Guaranteed Option	330,290 units; 2.00% interest rate	$ 4,080,272
Common/Collective Trust Funds		
* Principal Trust Company - Prin Trust(sm) Target 2020 Fund	141,474 units	2,617,280
* Principal Trust Company - Prin Trust(sm) Target 2010 Fund	81,791 units	1,369,189
* Principal Trust Company - Prin Trust(sm) Target 2025 Fund	107,734 units	2,053,403
* Principal Trust Company - Prin Trust(sm) Target 2015 Fund	93,429 units	1,650,892
* Principal Trust Company - Prin Trust(sm) Target 2045 Fund	23,350 units	526,013
* Principal Trust Company - Prin Trust(sm) Target 2040 Fund	19,643 units	399,739
* Principal Trust Company - Prin Trust(sm) Target 2030 Fund	12,785 units	250,070
* Principal Trust Company - Prin Trust(sm) Income Fund	5,497 units	78,163
* Principal Trust Company - Prin Trust(sm) Target 2035 Fund	20,591 units	411,818
* Principal Trust Company - Prin Trust(sm) Target 2055 Fund	5,952 units	122,964
* Principal Trust Company - Prin Trust(sm) Target 2050 Fund	11,834 units	244,828
Pooled Separated Accounts		
* Principal Global Investors - Sm-cap Stk Idx Sep Acct	7,952 units	332,373
* Principal Global Investors - Mid-cap Stk Idx Sep Acct	8,776 units	343,088
* Principal Global Investors - Lg Cap Stk Idx Sep Acct	8,619 units	717,966
Mutual Funds		
* Principal Global Investors - Income Inst Fund	950 shares	9,106
* Principal Global Investors - Midcap Blend Inst Fund	5,951 shares	121,934
Pimco Investment Grade Corp Bond Instl Fund	300,084 shares	3,072,448
Harbor International Adm Fund	18,779 shares	1,324,274
Oppenheimer Funds, Inc. - Oppen Equity Income A Fund	48,067 shares	1,513,632
T. Rowe Price Associates, Inc. - Largecap Growth I Inst Fund	58,381 shares	740,268
Ridgeworth Funds - Ridgeworth Mid-cap Val Eq I Fund	38,195 shares	520,605
Eagle Asset Management - Eagle Small Cap Growth I Fund	4,729 shares	275,000

*A party-in-interest as defined by ERISA.
**Cost only presented for nonparticipant-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, 2013

	(a)(b) Identity of Issuer	(c) Description of Investment	(e) Current Value**
	Mutual Funds (Continued)		
	Nuveen Asset Management - Nuveen Mid Cap Gr Opp A Fund	1,299 shares	$ 58,902
	Morgan Stanley Inv. Mgmt - Morgan Stanley Ins Cap Grth P Fund	3,135 shares	117,921
*	Principal Real Estate Inv. - Estate Sec Instl Fund	2,933 shares	52,008
	Templeton Asset Management - Templeton Global Bond Adv Fund	14,265 shares	186,724
	Oppenheimer Funds, Inc. - Oppenheimer Dev Mkts Y Fund	896 shares	33,668
	Lord Abbett & Co, LLC - Lord Abbett Dev Growth I Fund	3,510 shares	99,431
	JP Morgan Investment Mgmt Inc. - JP Morgan Mid Cap Value A Fund	1,007 shares	34,754
	Lord Abbett & Co, LLC - Lord Abbett Growth Opp I Fund	364 shares	8,787
	Lord Abbett & Co, LLC - Lord Abbett All Value I Fund	12,684 shares	194,956
	Heartland Mutual Funds-Heartland Value Plus Inst Fund	574 shares	20,524
	Royce Opp Fin Interim Fund	3,416 shares	50,966
	JP Morgan/Neuberger Berman - High Yield I Inst Fund	7,171 shares	75,431
	JP Morgan Investment Mgmt Inc. - JP Morgan Govt Bond Sel Fund	696 shares	7,543
	Capital Research and Mgmt Co. - American Funds Smcap Wld R5 Fund	1,575 shares	78,381
	Columbia Small Cap Core A Fund	3,417 shares	67,001
	Edge Asset Management, Inc. - Equity Income Inst Fund	214 shares	5,173
	Money Market Fund		
	Federated Prime Cash MMkt (cost $11,432)	11,432 shares	11,432
	Cash	8,599 units	8,599
	Company Common Stock		
	Henderson Citizens Banchares, Inc. (cost $2,021,933)	33,072 shares	2,108,340
	Participant Loans		
*	Participant loans	Interest rates at 3.25% through 6.00%, varying maturity dates through 2018	648,172
			$ 26,644,038

*A party-in-interest as defined by ERISA.
**Cost only presented for nonparticipant-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 01/01/2013 TO 12/31/2013

(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	$ 78,381.19
	HCNB	Interest Bearing Cash Cash - Interest Bearing Cash	$ 0.00	$ 20,031.27
	Columbia Funds	Registered Investment Company Columbia Small Cap Core A Fd	$ 0.00	$ 67,001.43
	Eagle Financial Services, Inc.	Registered Investment Company Eagle Small Cap Growth I Fund	$ 0.00	$ 274,999.79
	Henderson Citizens Bancshares Inc	Employer Security ESOP Stock - Employer Security	$ 0.00	$ 2,108,340.00
	Harbor	Registered Investment Company Harbor International Adm Fund	$ 0.00	$ 1,324,274.20
	Heartland Funds	Registered Investment Company Heartland Value Plus Inst Fund	$ 0.00	$ 20,524.44
	JP Morgan Funds	Registered Investment Company JP Morgan Govt Bond Select Fd	$ 0.00	$ 7,542.53
	JP Morgan Funds	Registered Investment Company JP Morgan Mid Cap Value A Fund	$ 0.00	$ 34,753.51
	Lord Abbett	Registered Investment Company Lord Abbett Dev Growth I Fund	$ 0.00	$ 99,431.39
	Lord Abbett	Registered Investment Company Lord Abbett Fundmntl Eq I Fund	$ 0.00	$ 194,956.45
	Lord Abbett	Registered Investment Company Lord Abbett Growth Opp I Fund	$ 0.00	$ 8,787.07
	Morgan Stanley	Registered Investment Company Morgan Stanley Inst Grwth A Fd	$ 0.00	$ 117,920.83
	Nuveen	Registered Investment Company Nuveen Mid Cap Gr Opp A Fd	$ 0.00	$ 58,902.03
	Oppenheimer	Registered Investment Company Oppen Equity Income A Fund	$ 0.00	$ 1,513,632.71

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 01/01/2013 TO 12/31/2013

(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	$ 33,666.99
*	Principal Funds Inc	Registered Investment Company Prin Equity Income Inst Fund	$ 0.00	$ 5,171.80
*	Principal Life Insurance Company	Insurance Company General Prin Fixed Inc Guar Option	$ 0.00	$ 4,080,271.84
*	Principal Funds Inc	Registered Investment Company Prin LgCap Growth I Inst Fund	$ 0.00	$ 740,268.20
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LgCap S&P 500 Index SA-I3	$ 0.00	$ 717,949.61
*	Principal Funds Inc	Registered Investment Company Prin MidCap Inst Fund	$ 0.00	$ 121,934.08
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap S&P 400 Idx SA-I3	$ 0.00	$ 343,088.35
*	Principal Funds Inc	Registered Investment Company Prin Real Estate Secs Inst Fd	$ 0.00	$ 52,008.08
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmCap S&P 600 Index SA-I3	$ 0.00	$ 332,389.38
*	Principal Trust Company	Common/Collective Trust Prin Trust Income Fund I25	$ 0.00	$ 78,162.66
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2010 Fd I25	$ 0.00	$ 1,369,188.50
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2015 Fd I25	$ 0.00	$ 1,650,891.83
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2020 Fd I25	$ 0.00	$ 2,617,264.38
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2025 Fd I25	$ 0.00	$ 2,053,402.80
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2030 Fd I25	$ 0.00	$ 250,069.98

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 01/01/2013 TO 12/31/2013

(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	$ 411,818.08
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2040 Fd I25	$ 0.00	$ 399,739.29
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2045 Fd I25	$ 0.00	$ 526,013.24
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2050 Fd I25	$ 0.00	$ 244,844.46
*	Principal Trust Company	Common/Collective Trust Prin Trust Tgt 2055 Fd I25	$ 0.00	$ 122,963.51
*	Principal Funds Inc	Registered Investment Company Principal High Yield I Inst Fd	$ 0.00	$ 75,430.98
*	Principal Funds Inc	Registered Investment Company Principal Income Inst Fund	$ 0.00	$ 9,106.30
	PIMCO Funds	Registered Investment Company PIMCO Inv Gd Corp Bd Instl Fd	$ 0.00	$ 3,072,448.22
	RidgeWorth Funds	Registered Investment Company RidgeWorth Mid-Cap Val Eq I Fd	$ 0.00	$ 520,604.52
	The Royce Funds	Registered Investment Company Royce Opp Service Fund	$ 0.00	$ 50,965.65
	Franklin Templeton Investments	Registered Investment Company Templeton Global Bond Adv Fund	$ 0.00	$ 186,724.46
	Participant Loans	Range of Interest Rates Rates Range From 3.25% To 6.00%	$ 0.00	$ 648,172.00

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