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By

Board of Governors of the Federal Reserve System

Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, W. Denny Key
Name of the Holding Company Director and Official

President
Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

03/30/2015
Date of Signature

For holding companies not registered with the SEC–
Indicate status of Annual Report to Shareholders:

- ☐ is included with the FR Y-6 report
- ☐ will be sent under separate cover
- ☒ is not prepared

For Federal Reserve Bank Use Only

RSSD ID 1976607
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year

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

Reporter's Name, Street, and Mailing Address
Swainsboro Bankshares, Inc.
Legal Title of Holding Company

P O Box 249
(Mailing Address of the Holding Company) Street / P.O. Box

Swainsboro	GA	30401
City	State	Zip Code

121 North Main Street
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Donna G. Bellamy	CFO
Name	Title

478-237-7001
Area Code / Phone Number / Extension

478-237-4949
Area Code / FAX Number

dbellamy@cbs-lc.com
E-mail Address

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

- ☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- ☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☒ No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

FORM FRY-6

SWAINSBORO BANKSHARES, INC.
SWAINSBORO, GEORGIA

FISCAL YEAR ENDING DECEMBER 31, 2014

REPORT ITEM 1: The BHC does not prepare an annual report for its shareholders.

REPORT ITEM 2a: Organization Chart

SWAINSBORO BANKSHARES, INC.
Incorporated in Georgia
(Parent Company)
Swainsboro, Georgia/USA

THE CITIZENS BANK OF SWAINSBORO
Incorporated in Georgia
(100% Owned Subsidiary)
Swainsboro, Georgia/USA

CBS INSURANCE SERVICES, INC.
Incorporated in Georgia
(100% Owned Subsidiary)
Swainsboro, Georgia/USA

REPORT ITEM 2b: Submitted via e-mail on 3/30/2015

REPORT ITEM 3: Shareholders

Following is a list of shareholders, of records, that directly or indirectly own, controls or holds with power to vote 5 percent or more of any class of voting securities of the Company.

Shareholder & Address	Number of Shares Owned	Percent of Total Outstanding Shares
Patricia A. Ragsdale Swainsboro, GA/USA	21,382	12.57%
Lori R. Bonds Swainsboro, GA/USA	418	.25%
Michael Scott Ragsdale Swainsboro, GA/USA	515	.30% 13.12%
William E. Simmons Swainsboro, GA/USA	5,213	3.07%
H. E. Simmons Swainsboro, GA/USA	5,000	2.94% 6.01%

J. Rufus Youmans, Jr. Swainsboro, GA/USA 30401	10,000	5.88%
James R. Youmans, Jr., LLLP Swainsboro, GA/USA 30401	5,800	3.41% 9.29%
H. G. Yeomans, III Swainsboro, GA/USA 30401	11,033	6.49%
Maxie Mosley Lyons, GA/USA 30436	5,144	3.03%
Marshall D. Mosley, Jr. Lyons, GA/USA 30436	7,715	4.54% 7.57%
Royce W. Fowler Soperton, GA/USA 30457	11,190	6.58%

All above shareholders are American citizens.

Part 2 does not apply.

Results: A list of branches for your holding company: SWAINSBORO BANKSHARES
The data are as of 12/31/2014. Data reflects information that was received and p

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the acti
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, en
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** colur
Delete: If a branch listed was never owned by this depository institution, enter 'I
Add: If a reportable branch is missing, insert a row, add the branch data, and ent

If printing this list, you may need to adjust your page setup in MS Excel. Try using

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed i
If you are e-mailing this to your FRB contact, put your institution name, city and s

Note:
To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Dor
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 On

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Ve

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*
ok		Full Service (Head Office)	268136
ok		Full Service	3108019

ɔ, INC. (1976607) of SWAINSBORO, GA.
ɔrocessed through 04/06/2015.

ɔns specified below.

ter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective**
nn and the sale or closure date in the **Effective Date** column.
Delete' in the **Data Action** column.
ter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

; landscape orientation, page scaling, and/or legal sized paper.

nstructions on this site for more information.
state in the subject line of the e-mail.

nestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
line application - https://y10online.federalreserve.gov.

erification of these values is not required.

Popular Name	Street Address	City	State	Zip Code
CITIZENS BANK OF SWAINSBORO, THE	121 NORTH MAIN STREET	SWAINSBORO	GA	30401
DUBLIN BRANCH OFFICE	1210 HILLCREST PARKWAY	DUBLIN	GA	31021

Date column.

County	Country	FDIC UNINUM*	Office Number*	Head Office
EMANUEL	UNITED STATES	7209	0	CITIZENS BANK OF SWAINSBORO, THE
LAURENS	UNITED STATES	363457	2	CITIZENS BANK OF SWAINSBORO, THE

Head Office ID_RSSD*	Comments
268136	
268136	

REPORT ITEM 4: Directors and Officers

Following is a list of the principal shareholders, directors, and executive officers of the Company.

(1) Names & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other Businesses	(4)(a) Percentage of voting shares in Bank Holding Co.	(4)(b) Percentage of voting shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
Patricia A. Ragsdale Swainsboro, Ga. USA	A&R Auto Parts & Supply	Principal Shareholder	N/A	President A&R Auto Parts & Supply Swainsboro, Ga	12.57%	None	Auto Parts & Supply (100%)
Lori R. Bonds Swainsboro, Ga. USA	Emanuel County Board of Education	Principal Shareholder	N/A	Teacher	.25%	None	None
Michael Scott Ragsdale Swainsboro, Ga. USA	A&R Auto Parts & Supply	Principal Shareholder	N/A	Secretary A&R Auto Parts & Supply Swainsboro, Ga	.30%	None	None
W. D.(Denny) Key Swainsboro, Ga. USA	Retired	President & Director	Director Citizens Bk	N/A	3.02%	None	None

W. E. Simmons Swainsboro, Ga. USA	Modular Buildings	Director	Director Citizens Bank	President Adrian Building Concepts Swainsboro, Ga	3.07%	None	Adrian Building Concepts(100%) Simmons McKe nzie,LLC(50%)
J. Rufus Youmans, Jr. Swainsboro, Ga. USA	Investor	Director	Director Citizens Bank	Owner	9.29%	None	J R Youmans, Jr. LLLP(100%)
Larry J. Parrish Swainsboro, Ga. USA	Pharmacist and State Representative	Director	Director Citizens Bank	Owner and Pharmacist Medical Center Pharmacy	3.12%	None	Medical Center Pharmacy(50%) Fordville Realty Co., Inc.(50%) ParTap(100%) Ohoopee Inv (20%)
Minton D. Hester Dublin, Ga. USA	Restaurant Owner	Director	Director Citizens Bank	Franchise Owner, Kentucky Fried Chicken	.41%	None	Hester Foods, Inc (100%) Hester Land Co (100%) Hester Prop Inc. (100%)
Milton B. Gray, Jr. Swainsboro, Ga. USA	N/A	Director	President&CEO and Director Citizens Bank	N/A	1.55%	None	None
R. Jeffery Cannon Dublin, Ga. USA	N/A	Director	Branch President and Director Citizens Bank	N/A	1.18%	None	None