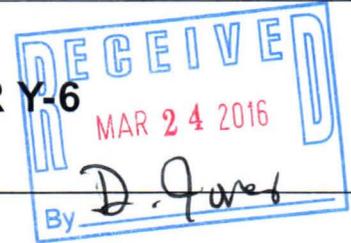


Board of Governors of the Federal Reserve System



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.

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

12/31/2015

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Citizens Corporation

Legal Title of Holding Company

P. O. Box 339

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

Eastman Georgia 31023
City State Zip Code

5101 5th Ave Eastman, GA 31023

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Bunny Wright Secretary

Name Title

478/2206103

Area Code / Phone Number / Extension

478/3746477

Area Code / FAX Number

bunny.wright@citizensga.com

E-mail Address

N/A

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

I, G. Mike Odom, Jr.

Name of the Holding Company Director and Official

Chairman / CEO

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]

Signature of Holding Company Director and Official

3/21/2016

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 1129805
C.I. _____

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

REPORT ITEM #2A:

CITIZENS CORPORATION
5101 5TH AVE
EASTMAN, GA 31023
INCORPORATED IN THE STATE OF GEORGIA
LEI – N/A



100% OF COMMON STOCK



CITIZENS BANK & TRUST COMPANY
EASTMAN, GA 31023
INCORPORATED IN THE STATE OF GEORGIA
LEI – N/A

REVISED 9/10/13

CITIZENS CORPORATION
 REPORT ITEM #2b: ✓

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	364131	CITIZENS BANK & TRUST COMPANY	5101 FIFTH AVENUE, NE	EASTMAN	GA	31023	DODGE	UNITED STATES	10891	0	CITIZENS BANK & TRUST COMPANY	364131	
OK		Full Service	2842718	COCHRAN BRANCH	127 SOUTH SIXTH STREET	COCHRAN	GA	31014	BLECKLEY	UNITED STATES	238805	5	CITIZENS BANK & TRUST COMPANY	364131	
Change		Limited Service	1198520	5TH AND OAK OFFICE	5TH AND OAK	EASTMAN	GA	31023	DODGE	UNITED STATES	238804	4	CITIZENS BANK & TRUST COMPANY	364131	Correction
OK		Full Service	3189924	HELENA BRANCH OFFICE	107 8TH STREET	HELENA	GA	31037	TELFAIR	UNITED STATES	419404	6	CITIZENS BANK & TRUST COMPANY	364131	
OK		Full Service	775830	RHINE BRANCH	390 2ND STREET	RHINE	GA	31077	DODGE	UNITED STATES	10774	3	CITIZENS BANK & TRUST COMPANY	364131	
OK		Full Service	3925122	LAKE JOY BRANCH	1041 HIGHWAY 96	WARNER ROBINS	GA	31088	HOUSTON	UNITED STATES	493383	7	CITIZENS BANK & TRUST COMPANY	364131	

REVISED
 3/30/16

**CITIZENS BANK AND TRUST COMPANY
REPORT ITEM #3(1):**

1	a	WSS Family Trust Eastman, GA		
	b	USA		
	c	4,638.36	32.90%	
2	a	Lynda S. Franklin St. Simons Island, GA / Eastman, GA		
	b	USA		
	c	3,892.50	27.51%	
3	a	Stephanie Stuckey Benfield Atlanta, GA		
	b	USA		
	c	763..72	5.42%	
4	a	Jay-Gould W. Stuckey Los Angeles, CA		
	b	USA		
	c	763.72	5.42%	
5	a	Russell D. Franklin, III Tallahassee, FL		
	b	USA		
	c	923.47	6.60%	
6	a	Beverly Franklin Hales Fayetteville, GA		
	b	USA		
	c	923.47	6.60%	

REPORT ITEM #3(2)

NONE

CITIZENS BANK AND TRUST COMPANY
REPORT ITEM #4 - SUMMARY

HOLDING COMPANY INSIDERS

Name & Address	Position with BHC	Years on Board of BHC	Connection with any Subsidiary	Connection with any Other Depository Organization	Occupation	Number of BHC Shares Owned	Type	%
W. S. Stuckey, Jr. Washington, DC	Director Emeritus	30	N/A	None	Business Executive	4,638.36	VC	32.90%
						459,197.64	NVC	32.90%
Lynda S. Franklin Eastman, GA	Director Emeritus	30	Director - CB&T	None	Business Executive	3,892.50	VC	27.51%
						383,992.66	NVC	27.51%
Edward R. Davis, Jr. Cordele, GA	Director Emeritus	30	N/A	Director - Bank of Dudley, GA	Retired	None		
Gregory W. Griffith University Park, MD	Director	30	N/A	None	CPA	None		
Russell D. Franklin, III Tallahassee, FL	Director	6	N/A	None	Professor	923.47	VC	6.60%
						92,105.95	NVC	6.60%
Stephanie Stuckey Benfield Atlanta, GA	Shareholder	N/A	N/A	None	Attorney	763.72	VC	5.42%
						75,608.28	NVC	5.42%
Jay-Gould Stuckey Los Angeles, CA	Director	6	N/A	None	Artist	763.72	VC	5.42%
						75,608.28	NVC	5.42%
Beverly Franklin Hales Fayetteville, GA	Shareholder	N/A	N/A	None	Teacher	923.47	VC	6.60%
						92,105.95	NVC	6.60%
Wade B. Hall Eastman, GA	Director	7	Director - CB&T	None	Forester	None		
Henry Barclay, III Birmingham, AL	Director	7	N/A	None	CPA	None		
G. Mike Odom, Jr. Richmond Hill, GA	Chairman/CEO	7	Vice Chairman / CEO - CB&T	None	Banker	None		
John C. Wright Georgetown, SC	Director	7	N/A	None	Retired	None		
John McGoldrick Macon, GA	Director	1	N/A	None	Attorney	None		

VC = voting common
NVC = non-voting common

Note - None of the above listed individuals own any shares of stock in the subsidiary bank

REPORT ITEM # 4:

- 1 Name
 City and state
 Country

- 2 Principal occupation, if other than with the holding company

- 3 Title or position with:
 - (a) the holding company
 - (b) all direct and indirect subsidiaries
 - (c) any other company in which the person is a director, trustee, partner, or executive officer a

- 4 Percentage of each class of voting securities owned, controlled
 or held with power to vote
 - (a) the holding company
 - (b) direct or indirect subsidiaries (including the name of the subsidiary
 - (c) any other company, if 25 percent or more of its outstanding voting securities

REPORT ITEM # 4:

PAGE 1

- 1 Williamson S. Stuckey, Jr.
Washington, DC / Eastman, GA
USA
- 2 Business Executive
- 3(a) Director Emeritus
- 3(b) None
- 3(c) Director Emeritus - Stuckey Timber land, Inc.
Director/Chairman - Stuckey's Corporation
Director /Chairman - Atlantis, Inc.
Director/Chairman - Stuckey's Family Favorites Incorporated
Director/Chairman - Interstate B/J Corporation
Director/Chairman - A1A Management Corporation
Director/Officer - Jackie's Gun and Pawn
Partner - Dairy Queen of Marineland
Partner - Interstate B/J Ltd.
Partner - Stuckey's / DQ of Greenville, SC
Partner - Stuckey's / DQ of Bagdad, FL
Member - Stuckey Holdings, LLC
- 4(a) 32.90%
- 4(b) None
- 4© Stuckey Timberland, Inc. - 1,722,500 shares - 26.64%
Stuckey's Corporation - 510 Shares - 51%
Atlantis, Inc. - 1,000 Shares - 100%
Stuckey's Family Favorites Incorporated - 265 shares - 29.8%
Jackie's Gun and Pawn - 250 Shares - 50%
Dairy Queen of Marineland - 51% Partnership Interest
Stuckey's / DQ of Greenville - 50% Partnership Interest
Stuckey's / DQ of Bagdad - 50% Partnership Interest

REPORT ITEM # 4:

PAGE 2

- 1 Lynda S. Franklin
St. Simons Island, GA / Eastman, GA
USA
- 2 Business Executive
- 3(a) Director Emeritus
- 3(b) Director - Citizens Bank & Trust Company
- 3(c) Director Emeritus - Stuckey Timberland, Inc.
Director/President - Franklin, Inc.
General Partner - Franklin Investments, LP
Director/Vice President - Tijuana Trading Co.
Shareholder - Saunders Stuckey & Mullis, Inc.
Partner - Southern Hills Dev LLC
Director - Metalcrafters of Georgia
- 4(a) 27.51%
- 4(b) None
- 4(c) Stuckey Timberland, Inc. - 1,722,500 shares - 26.64%
Franklin, Inc. - 98%
 common voting - 9,904 shares
 class A preferred - 400,000 shares
 class B preferred - 415,017 shares
 class C preferred - 100,000 shares
Franklin Investments, LP - 94.5% Partnership interest
Tijuana Trading Co. - 55%
Metalcrafters of Georgia -

REPORT ITEM # 4:

PAGE 3

- 1 Edward R. Davis, Jr.
Cordele, GA
USA
- 2 Retired
- 3(a) Director Emeritus
- 3(b) None
- 3(c) Director Emeritus - Stuckey Timberland, Inc.
Director - Bank of Dudley
Limited Partner - Financial Sector Investment Fund I, LLLP
Limited Partner - Financial Sector Investment Fund II, LLLP
- 4(a) None
- 4(b) None
- 4(c) Financial Sector Investment Fund II, LLLP - 29% Partnership interest

REPORT ITEM # 4:

PAGE 4

1 Gregory W. Griffith
University Park, MD
USA

2 Certified Public Accountant

3(a) Director

3(b) None

3(c) Director - Stuckey's Corporation
Director/CFO - Atlantis, Inc.
Director - Stuckey's Family Favorites Incorporated
Partner - Dairy Queen of Marineland

4(a) 0.00%

4(b) None

4(c) Stuckey's Family Favorites Incorporated - 27%
Dairy Queen of Marineland - 25%

REPORT ITEM # 4:

PAGE 5

1 Russell D. Franklin, III
Tallahassee, FL
USA

2 Professor

3(a) Director

3(b) None

3(c) Director - Stuckey Timberland, Inc.
Director - Pecan Shoppe of Santa Rosa, Inc.
Director - Pecan Shoppe of Adrian, Inc.
Director - Pecan Shoppe of Tucumcari, Inc.

4(a) 6.60%

4(b) None

4(c) None

REPORT ITEM # 4:

PAGE 6

- 1 Stephanie Stuckey Benfield
Atlanta, GA
USA
- 2 Attorney
- 3(a) Shareholder
- 3(b) None
- 3(c) None
- 4(a) 5.42%
- 4(b) None
- 4(c) None

REPORT ITEM # 4:

PAGE 7

1 Jay-Gould W. Stuckey
Los, Angeles, CA
USA

2 Artist

3(a) Director

3(b) None

3(c) Director - Stuckey Timberland, Inc.

4(a) 5.42%

4(b) None

4(c) None

REPORT ITEM # 4:

PAGE 8

- 1 Beverly Franklin Hales
Fayetteville, GA
USA
- 2 Teacher
- 3(a) Shareholder
- 3(b) None
- 3(c) Director - Pecan Shoppe of Santa Rosa, Inc.
Director - Pecan Shoppe of Adrian, Inc.
Director - Pecan Shoppe of Tucumcari, Inc.
- 4(a) 6.60%
- 4(b) None
- 4(c) None

REPORT ITEM # 4:

PAGE 9

- 1 Wade B. Hall
Eastman, GA
USA
- 2 Forester
- 3(a) Director
- 3(b) Director - Citizens Bank and Trust Company
- 3(c) Director / President - Stuckey Timberland, Inc.
General Partner - Non-Typical Properties, LLC
Limited Partner - Southern Hills Development, LLC
Member - Stuckey Holdings, LLC
- 4(a) None
- 4(b) None
- 4(c) Non-Typical Properties, LLC - 33.334%

REPORT ITEM # 4:

PAGE 10

1 Henry I. Barclay, III
Birmingham, AL
USA

2 Certified Public Accountant in public practice

3(a) Director

3(b) None

3(c) Director - Stuckey Timberland, Inc.

4(a) None

4(b) None

4(c) Lehmann, Ullman and Barclay, LLP - 67%
2908 Clairmont Avenue Associates - 73%

REPORT ITEM # 4:

PAGE 11

- 1 G. Mike Odom, Jr.
Richmond Hill, GA
USA
- 2 Bank Executive
- 3(a) Director - Chairman, CEO and CFO
- 3(b) Chairman & CEO - Citizens Bank & Trust Company
- 3(c) Directory - Stuckey Timberland, Inc.
Member - The Mulberry Company, LLC
Member - Briarcrest Waterworks, LLC
Member - 17 Ventures, LLC
Managing Member - Stuckey Holdings, LLC
Director - Mingledorfs, Inc.
- 4(a) None
- 4(b) None
- 4(c) The Mulberry Company, LLC - 25%
Trivolt Properties, LLC - 25%
Great Oaks Advisors, LLC - 100%
17 Ventures, LLC - 50%
Stuckey Holdings, LLC - 25%

REPORT ITEM # 4:

PAGE 12

1 John C. Wright
Georgetown, SC
USA

2 Retired

3(a) Director

3(b) None

3(c) Director - Stuckey Timberland, Inc.
Director - Watson Wyatt Worldwide
Director - Sucampo Pharmaceuticals

4(a) None

4(b) None

4(c) None

REPORT ITEM # 4:

PAGE 13

- 1 John T. McGoldrick, Jr.
Macon, GA
USA
- 2 Attorney
- 3(a) Director
- 3(b) None
- 3(c) Director - Stuckey Timberland, Inc.
Director - The Lewis Foundation
Partner - Martin Snow LLP
Partner - Martin and Snow Building, LLC
- 4(a) None
- 4(b) None
- 4(c) None