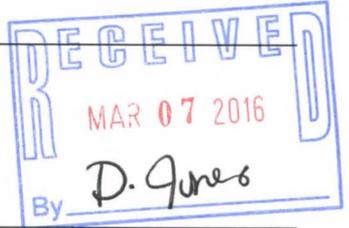


Board of Governors of the Federal Reserve System



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):
December 31, 2015

I, George P. Shirley
 Name of the Holding Company Director and Official
 Director and President
 Title of the Holding Company Director and Official

Month / Day / Year
 N/A
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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.

Reporter's Name, Street, and Mailing Address
Citizens of Grainger County Corporation
 Legal Title of Holding Company
P O Box 98
 (Mailing Address of the Holding Company) Street / P.O. Box
Rutledge TN 37861
 City State Zip Code
8335 Rutledge Pike
 Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:
Mary Jane Dalton Secretary
 Name Title
865-828-9041
 Area Code / Phone Number / Extension
865-828-5272
 Area Code / FAX Number
mdalton@cbtgrainger.com
 E-mail Address
www.cbtgrainger.com
 Address (URL) for the Holding Company's web page

George P. Shirley
 Signature of Holding Company Director and Official
2/29/2016
 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

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

For Federal Reserve Bank Use Only
 RSSD ID 1005992
 C.I. _____

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

REVISED
3/21/10

Report Item 2a: Organization Chart

**CITIZENS OF GRAINGER COUNTY
CORPORATION
RUTLEDGE, TENNESSEE
Incorporated in Tennessee**

LEI: n/a

100%

**CITIZENS BANK AND TRUST COMPANY
OF GRAINGER COUNTY
RUTLEDGE, TENNESSEE
Incorporated in Tennessee**

LEI: n/a

Results: A list of branches for your depository institution: CITIZENS BANK AND TRUST COMPANY OF GRAINGER COUNTY (ID_RSSD: 715630).

This depository institution is held by CITIZENS OF GRAINGER COUNTY CORPORATION (1085992) of RUTLEDGE, TN.

The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
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, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.

Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.

Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.

Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

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
Change	1/25/2016	Full Service (Head Office)	715630	CITIZENS BANK AND TRUST COMPANY OF GRAINGER COUNTY	8335 RUTLEDGE PIKE	RUTLEDGE	TN	37861	GRAINGER	UNITED STATES	6608		CITIZENS BANK AND T 0 GRAINGER COUNTY
OK		Full Service	831633	BEAN STATION BRANCH	1131 HIGHWAY 11 WEST	BEAN STATION	TN	37708	GRAINGER	UNITED STATES	222264		CITIZENS BANK AND T 1 GRAINGER COUNTY
OK		Full Service	981332	BLAINE BRANCH	870 RUTLEDGE PIKE	BLAINE	TN	37709	GRAINGER	UNITED STATES	222265		CITIZENS BANK AND T 2 GRAINGER COUNTY
OK		Limited Service	2909684	CHEROKEE BRANCH	6680 HWY 92	RUTLEDGE	TN	37861	GRAINGER	UNITED STATES	340779		CITIZENS BANK AND T 4 GRAINGER COUNTY
OK		Full Service	1218905	WASHBURN BRANCH	125 WASHBURN ROAD	WASHBURN	TN	37888	GRAINGER	UNITED STATES	222266		CITIZENS BANK AND T 3 GRAINGER COUNTY

REVISED
3/25/16

FORM FR Y-6
Citizens of Grainger County Corporation
December 31, 2015

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-15

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship of Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
The Estate of Wayne Shirley Rutledge, TN 37861 USA	USA	[13,667 - 19.98% Common Stock
Betty A. Shirley Rutledge, TN 37861 USA	USA	[9,255 - 13.53% Common Stock
Mary Grace Shirley JTC Betty A Shirley Rutledge, TN 37861 USA	USA	[180 - .26% Common Stock
Mary Grace Shirley and Betty A Shirley Rutledge, TN 37861 USA	USA	[365 - .53% Common Stock
	CONTROLS TOTAL	9,800 - 14.33% Common Stock
George Patrick Shirley Rutledge, TN 37861 USA	USA	[4,825 - 7.05% Common Stock
Mary Grace Shirley Knoxville, TN 37912 USA		4,001 - 5.85% Common Stock

**Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more
with power to vote during the fiscal year ending 12-31-15: NONE**

FORM FR Y-6
Citizens of Grainger County Corporation
December 31, 2015

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b) (4)(a)(b)(c)

1	2	3 (3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)	
Name & Address	Principal Occupation	Title & Position w/HC	Title & Position w/Subsidiary	Title & Position w/other Business	Percentage of Voting Shares in HC	Pct. Of Voting Shares in Subsidiaries	Names of other Comp. if 25% or more of voting sec. are held
Greg Corum Blaine, TN, USA	Manager Meat Dept	Director	Director (CB&T of Gr.Co.)	Manager Blaine IGA	0.29%	None	N/A
Ronald E. Davis Blaine, TN, USA	Retired Banker	Director	Director (CB&T of Gr.Co.)	N/A	0.88%	None	N/A
J. Frank Godwin Rutledge, TN, USA	Farmer	Director	Director (CB&T of Gr.Co.)	Partner G&M Farms	1.02%	None	G&M Farms 50%
J. Albert Hodges Rutledge, TN, USA	Retired	Director	Director (CB&T of Gr.Co.)	N/A	0.07%	None	N/A
Terry Johnson Bean Station, TN, USA	Cabinet Mfg Jabo's Allwood Products	Director	Director (CB&T of Gr.Co.)	VP Grainger Doors	0.01%	None	The Top Shop 25% Grainger Doors 25% Lakeshore Hardware 25%
George P. Shirley Rutledge, TN, USA	N/A	Director & President	Director & President (CB&T of Gr.Co.)	N/A	7.05%	None	N/A
Estate of Wayne Shirley Rutledge,	N/A	Principal Shareholder		N/A	19.98%	None	N/A

FORM FR Y-6
Citizens of Grainger County Corporation
December 31, 2015

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

1	2	3 (3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)	
Name & Address TN, USA	Principal Occupation	Title & Position w/HC	Title & Position w/Subsidiary (CB&T of Gr.Co.)	Title & Position w/other Business	Percentage of Voting Shares in HC	Pct. Of Voting Shares in Subsidiaries	Names of other Comp. if 25% or more of voting sec. are held
Margaret A. Stapleton Washburn, TN, USA	Retired Merchant Farmer	Director	Director (CB&T of Gr.Co.)	N/A	1.17%	None	N/A
Mary Jane Dalton Rutledge, TN, USA	N/A	Secretary	E'VP (CB&T of Gr.Co.)	N/A	0.81%	None	N/A
Betty Shirley** Rutledge, TN, USA	N/A	N/A	N/A	N/A	14.33%	None	N/A
Mary Grace Shirley*** Knoxville, TN, USA	N/A	N/A	N/A	N/A	5.85%	None	N/A

Report Item 4: Directors; Insiders; & Related Interests

**Betty Shirley is a principal shareholder holding more than 10% of ownership.

***Mary Grace Shirley is the daughter of Wayne Shirley and Betty Shirley.