

Board of Governors of the Federal Reserve System

APR 01 REC'D



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, Joe LaPorte III  
 Name of the Holding Company Director and Official  
 Chairman  
 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  
 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 2244545  
 C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):  
**December 31, 2013**  
 Month / Day / Year

Reporter's Name, Street, and Mailing Address  
 Citco Communtiy Bancshares, Inc.  
 Legal Title of Holding Company  
 PO Box 1900  
 (Mailing Address of the Holding Company) Street / P.O. Box  
 Elizabethton TN 37644  
 City State Zip Code  
 300 Broad Street Elizabethton TN  
 Physical location (if different from mailing address)

Person to whom questions about this report should be directed:  
 Darcy Wetzel Treasurer  
 Name Title  
 423 547 2012  
 Area Code / Phone Number / Extension  
 4235421607  
 Area Code / FAX Number  
 darcy.wetzel@citizensbank24.com  
 E-mail Address  
 www.citizensbank24.com (Bank)  
 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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

## 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.

N/A

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

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Legal Title of Subsidiary Holding Company

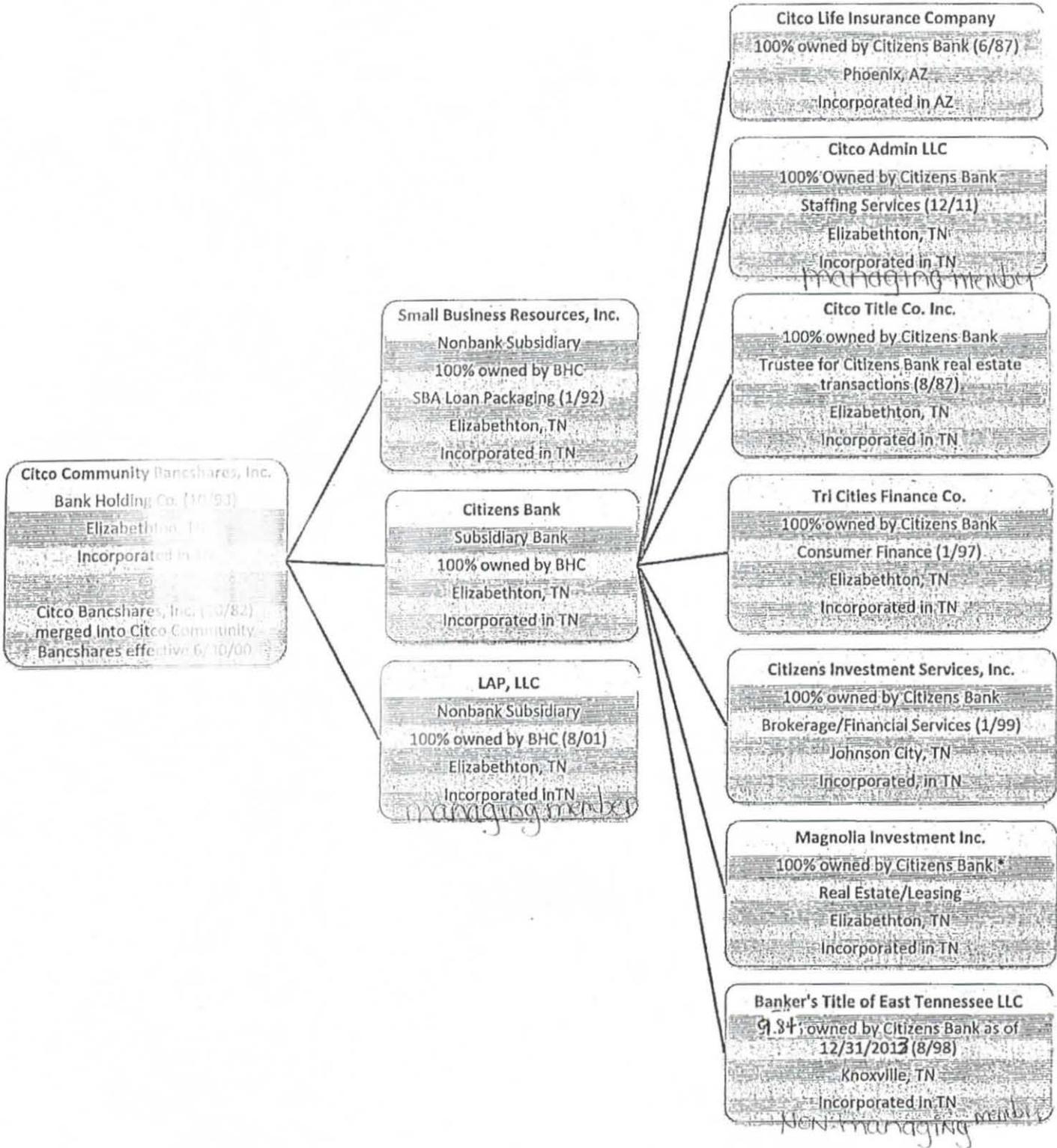
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

Revised

2A.



\* Acquired through merger

Results: A list of branches for your depository institution: CITIZENS BANK, FDIC, FR 1013  
 This depository institution is held by CITIZENS BANK, FDIC, FR 1013 of ELIZABETH, TN  
 The data are as of 11/31/2014. Data reflects information that was received and processed through 11/30/14

**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 legalized 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 UNINLM, 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	Head Office ID_RSSD*	Comments
ok		Full Service (Head Office)	778738	CITIZENS BANK	900 BROAD STREET	ELIZABETH*TN	TN	37643	CARTER	UNITED STATES	9296	0	CITIZENS BANK	778738	
ok		Full Service	2963154	STATE STREET BRANCH	308-310 STATE STREET	BRISTOL	TN	37620	SULLIVAN	UNITED STATES	43876	15	CITIZENS BANK	778738	
ok		Full Service	2963172	VOLUNTEER PARKWAY BRANCH	844 VOLUNTEER PARKWAY	BRISTOL	TN	37620	SULLIVAN	UNITED STATES	283210	16	CITIZENS BANK	778738	
ok		Full Service	714035	ALANDA E BRANCH	U.S. HIGHWAY 11A AND UNIVERSITY BLVD	CHURCH HILL	TN	37642	HAWKINS	UNITED STATES	230176	10	CITIZENS BANK	778738	
ok		Full Service	779230	BEMBERG BRANCH	300 BEMBERG ROAD	ELIZABETH*TN	TN	37643	CARTER	UNITED STATES	232285	3	CITIZENS BANK	778738	
ok		Full Service	845737	HAMPTON BRANCH	115 HIGHWAY 321 & DENNIS COVE ROAD	HAMPTON	TN	37658	CARTER	UNITED STATES	232284	2	CITIZENS BANK	778738	
ok		Full Service	225036	STATE OF FRANKLIN BRANCH	4078 PEOPLES STREET	JOHNSON CITY	TN	37664	WASHINGTON	UNITED STATES	232287	12	CITIZENS BANK	778738	
ok		Full Service	2983033	UNIVERSITY BRANCH	1911 W STATE OF FRANKLIN ROAD	JOHNSON CITY	TN	37664	WASHINGTON	UNITED STATES	309447	14	CITIZENS BANK	778738	
ok		Full Service	2188676	COLONIAL HEIGHTS BRANCH	4124 FORT HENRY DRIVE	KINGSPORT	TN	37663	SULLIVAN	UNITED STATES	307393	9	CITIZENS BANK	778738	
ok		Full Service	415136	PRESTON FOREST BRANCH	2240 EAST STONE DRIVE	KINGSPORT	TN	37663	SULLIVAN	UNITED STATES	307394	6	CITIZENS BANK	778738	
ok		Full Service	1836587	TRAIN STATION BR	101 E MAIN ST	KINGSPORT	TN	37663	SULLIVAN	UNITED STATES	230178	11	CITIZENS BANK	778738	
ok		Full Service	2963181	BONHAM BRANCH	112 BONHAM ROAD	BRISTOL	VA	22132	BRISTOL CITY	UNITED STATES	362183	18	CITIZENS BANK	778738	

Revised

CITCO COMMUNITY BANCSHARES, INC.  
PRINCIPAL SHAREHOLDERS

NAME AND ADDRESS	COUNTRY OF CITIZENSHIP OR INCORPORATION	CLASS	NUMBER OF SHARES		PERCENTAGE	
			VOTING	NON VOTING	VOTING	NON VOTING
JOE LAPORTE III ELIZABETHTON, TN	UNITED STATES	A	2,040.00		25.19%	
JOE LAPORTE III 1999 Irrevocable Trust ELIZABETHTON, TN	UNITED STATES	B		84,885.01		18.24%
JOSEPH LAPORTE, III TRUSTEE OF THE TRUST FOR BENEFIT OF JOSEPH C LAPORTE ELIZABETHTON, TN	UNITED STATES	B		10,105.62		2.17%
JOSEPH LAPORTE, III TRUSTEE FOR THE BENEFIT OF ALEXANDER CAMPBELL LAPORTE ELIZABETHTON, TN	UNITED STATES	B		10,105.62		2.17%
JOSEPH LAPORTE, III TRUSTEE FOR THE BENEFIT OF CATHERINE LETITIA LAPORTE ELIZABETHTON, TN	UNITED STATES	B		10,105.62		2.17%
SAM LAPORTE ELIZABETHTON, TN	UNITED STATES	A	2,020.00		24.94%	
SAM LAPORTE 1999 Irrevocable Trust ELIZABETHTON, TN	UNITED STATES	B		103,550.67		22.25%
SAM LAPORTE, TRUSTEE FOR THE BENEFIT OF JODI KATHERINE LAPORTE ELIZABETHTON, TN	UNITED STATES	B		5,335.60		1.15%
SAM LAPORTE, TRUSTEE FOR THE BENEFIT OF ANDREW JOSEPH LAPORTE ELIZABETHTON, TN	UNITED STATES	B		5,335.60		1.15%
STEPHEN LAPORTE HOUSTON, TX	UNITED STATES	A	2,020.00		24.94%	
STEVE LAPORTE <i>Stephen J Laporte</i> 1999 Irrevocable Trust HOUSTON, TX	UNITED STATES	B		89,746.15		19.28%
STEPHEN LAPORTE, TRUSTEE FOR THE BENEFIT OF CORRINE LAPORTE HOUSTON, TX	UNITED STATES	B		12,237.86		2.63%
STEPHEN LAPORTE, TRUSTEE FOR THE BENEFIT STEPHEN JACOB LAPORTE HOUSTON, TX	UNITED STATES	B		12,237.86		2.63%
CHRIS LAPORTE HOUSTON, TX	UNITED STATES	A	2,020.00		24.94%	
CHRIS LAPORTE 1999 Irrevocable Trust HOUSTON, TX	UNITED STATES	B		114,221.87		24.54%
Citco Community Bancshares, Inc. Treasury Stock				7,540.52		1.62%
			<u>8,100</u>	<u>465,408.00</u>	<u>100%</u>	<u>100%</u>
Total Shares Outstanding				<u>473,508.00</u>		

- (1) **Joe LaPorte, III**  
Elizabethton, Tennessee
- (2) Principal occupation is with holding company organization.
- (3) (a) Director/Chairman/CEO/President - Board-Citco Community Bancshares, Inc.
- (b) Director/Chairman/CEO/Assitant Trust Officer - Citizens Bank  
Director/Chairman/CEO/President - Citco Life Insurance Company, Inc.  
Director/Chairman/CEO/President - Citizens Investments Services, Inc.  
Director/Chairman/CEO/President - Tri Cities Finance Company Inc.  
Director/Chairman/CEO/President - Magnolia Investments  
Director/Chairman/CEO - Small Business Resources, Inc.  
Chief Manager - LAP, LLC  
Director/Chairman/CEO/President - Citco Title Co, Inc.  
Director/Chief Manager-Citco Admin LLC
- (c) Director/Chairman/President - Citizens Bank Tri Cities Foundation,LTD (non-profit)  
Director-Coastal Financial Holdings, Inc.  
Chief Manager- KLAP, LLC
- (4) (a) 2,040 shares, 25.19% of Voting Common Stock, Citco Community Bancshares, Inc. directly held. 30,316.86 Non Voting shares or 6.51% held in trust for minor children, and 84,885.01 shares, 18.24% Non Voting shares held in irrevocable trust.
- (b) 100% of Citizens Bank is owned by Citco Community Bancshares, Inc.  
100% of Citco Life Insurance Company is owned by Citizens Bank  
100% of Citizens Investment Company is owned by Citizens Bank  
100% of Tri Cities Finance is owned by Citizens Bank  
100% of Magnolia Investments is owned by Citizens Bank  
9.84 % of Bankers Title of East Tennessee LLC is owned by Citizens Bank.  
100% of Citco Title is owned by Citizens Bank.  
100% of Small Business Resources, Inc. is owned by Citco Community Bancshares, Inc.  
100% LAP LLC is owned by Citco Community Bancshares, Inc.  
100% Citco Admin LLC is owned by Citizens Bank
- (c) 7.9% ownership in Coastal Financial Holdings, Inc.by the Joseph LaPorte III 1999 Irrevocable Trust.
- (1) **Sam J. LaPorte**  
Elizabethton, Tennessee
- (2) Principal occupation - Attorney at Law
- (3) (a) Director/Secretary - Citco Community Bancshares, Inc.
- (b) Director/Trust Officer - Citizens Bank  
Secretary - Tri Cities Finance  
Secretary - Magnolia Investments

Director/Secretary - Small Business Resources, Inc.  
Secretary - LAP LLC  
Secretary - Citco Title Inc  
Secretary - Citizens Investment Services, Inc.  
Secretary- Citco Admin LLC

- (c) Partner LaPorte & Norris, Attorneys-at-Law  
Director/Secretary - Citizens Bank Tri Cities Foundation, LTD (non-profit)  
Member - Lakelap, LLC  
Director-Coastal Financial Holdings, Inc.

- (4) (a) 2,020 shares, 24.94% of Voting Common Stock, Citco Community Bancshares, Inc.  
directly held. 10,671.20 shares, 2.29% Non Voting shares held in trust for minor  
children and 103,550.67 shares, 22.25% Non Voting shares held in irrevocable trust.

- (b) 100% of Citizens Bank is owned by Citco Community Bancshares, Inc.  
100% of Citco Life Insurance Company is owned by Citizens Bank  
100% of Citizens Investment Company is owned by Citizens Bank  
100% of Tri Cities Finance is owned by Citizens Bank  
100% of Magnolia Investments is owned by Citizens Bank  
100% of Citco Title Inc is owned by Citizens Bank  
9.84 % of Bankers Title of East Tennessee LLC is owned by Citizens Bank.  
100% of Small Business Resources, Inc. is owned by Citco Community  
Bancshares, Inc.  
100% LAP LLC is owned by Citco Community Bancshares, Inc.  
100% Citco Admin LLC is owned by Citizens Bank

- (c) 50% partnership in LaPorte & Norris, Attorneys-at-Law  
1/3 owner Lakelap, LLC  
7.9% ownership in Coastal Financial Holdings, Inc. by the Sam J LaPorte  
1999 Irrevocable Trust.

- (1) **Christopher L. LaPorte**  
Houston, Texas

- (2) Principal occupation-Investment Banker

- (3) (a) Director - Citco Community Bancshares, Inc.  
(b) No title or position with Citizens Bank  
Director - Small Business Resources, Inc.

- (c) Director/President - GSC Group, Inc.  
Director - Citizens Bank Tri Cities Foundation, LTD (non-profit)  
Member - Lakelap, LLC  
Chairman - Coastal Financial Holdings, Inc.  
Chairman - Coastal Investment Group, Inc.  
Owner-Christopher LaPorte Family Trust  
Manager - Mt Rush Hour LLC  
Manager - Red Hawk Ranch LLC  
Manager - Main at Braeswood LLC  
Partner- Indian Sky Ranch LLC

- (4) (a) 2,020 shares, 24.94% of Voting Common Stock, Citco Community Bancshares, Inc.

directly held. 114,221.87 shares, 24.54% Non Voting shares held in irrevocable trust.

- (b) 100% of Citizens Bank is owned by Citco Community Bancshares, Inc.  
100% of Citco Life Insurance Company is owned by Citizens Bank  
100% of Citizens Investment Company is owned by Citizens Bank  
100% of Tri Cities Finance is owned by Citizens Bank  
100% of Magnolia Investments is owned by Citizens Bank  
100% of Citco Title Inc is owned by Citizens Bank  
9.84 % of Bankers Title of East Tennessee LLC is owned by Citizens Bank.  
100% of Small Business Resources, Inc. is owned by Citco Community Bancshares, Inc.  
100% LAP LLC is owned by Citco Community Bancshares, Inc.  
100% Citco Admin LLC is owned by Citizens Bank

- (c) 9.3% ownership in Coastal Financial Holdings, Inc. by the Christopher L LaPorte 1999 Irrevocable Trust  
24% ownership in Coastal Financial Holdings Inc. by the Chris LaPorte 2008 Trust  
1/3 owner Lakelap, LLC  
Controls 100% of GSC Group, Inc stock (directly and indirectly)  
Controls 100% of Christopher LaPorte Family Trust (directly and indirectly)  
45% ownership in Indian Sky Ranch LLC by the Christopher LaPorte 1999 Irrevocable Trust  
100% ownership in Mt Rush Hour LLC by the Christopher LaPorte 1999 Irrevocable Trust  
100% ownership in Red Hawk Ranch LLC by the Christopher LaPorte Family Trust  
100% ownership in Main at Braeswood LLC by the Christopher LaPorte Family Trust

(1) **Stephen J. LaPorte**  
Houston, Texas

(2) Investment Banker-Retired

- (3) (a) Director/Vice President - Citco Community Bancshares, Inc.
- (b) Director - Citizens Bank  
Director - Small Business Resources, Inc.

- (c) Director - Citizens Bank Tri Cities Foundation, LTD (non-profit)  
Member - Lakelap, LLC

(4) (a) 2,020 shares, 24.94% of Voting Common Stock, Citco Community Bancshares, Inc. directly held. 24,475.72 shares, 5.26% Non Voting shares held in trust for minor children and 89,746.15 shares, 19.28% Non Voting shares held in irrevocable trust.

- (b) 100% of Citizens Bank is owned by Citco Community Bancshares, Inc.  
100% of Citco Life Insurance Company is owned by Citizens Bank  
100% of Citizens Investment Company is owned by Citizens Bank  
100% of Tri Cities Finance is owned by Citizens Bank  
100% of Magnolia Investments is owned by Citizens Bank  
100% of Citco Title Inc is owned by Citizens Bank

9.84 % of Bankers Title of East Tennessee LLC is owned by Citizens Bank.  
100% of Small Business Resources, Inc. is owned by Citco Community Bancshares, Inc.  
100% LAP LLC is owned by Citco Community Bancshares, Inc.  
100% Citco Admin LLC owned by Citizens Bank

c 1/3 owner Lakelap, LLC