



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
CEO/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]
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, 2014
Month / Day / Year

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

Reporter's Name, Street, and Mailing Address
Citco Community 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
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

423-542-1607
Area Code / FAX Number

darcy.wetzel@citizensbank24.com
E-mail Address

www.citizensbank24
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:

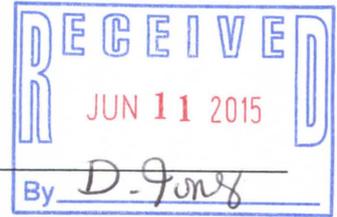
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

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

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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.

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

December 31, 2014

Month / Day / Year

N/A

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

I, Joe LaPorte III

Name of the Holding Company Director and Official

CEO/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.

Reporter's Name, Street, and Mailing Address

Citco Community 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

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:

Darcy Wetzel Treasurer

Name Title

423-547-2012

Area Code / Phone Number / Extension

423-542-1607

Area Code / FAX Number

darcy.wetzel@citizensbank24.com

E-mail Address

www.citizensbank24

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

[Signature]
 Signature of Holding Company Director and Official

3-27-15

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 224 4545
 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."

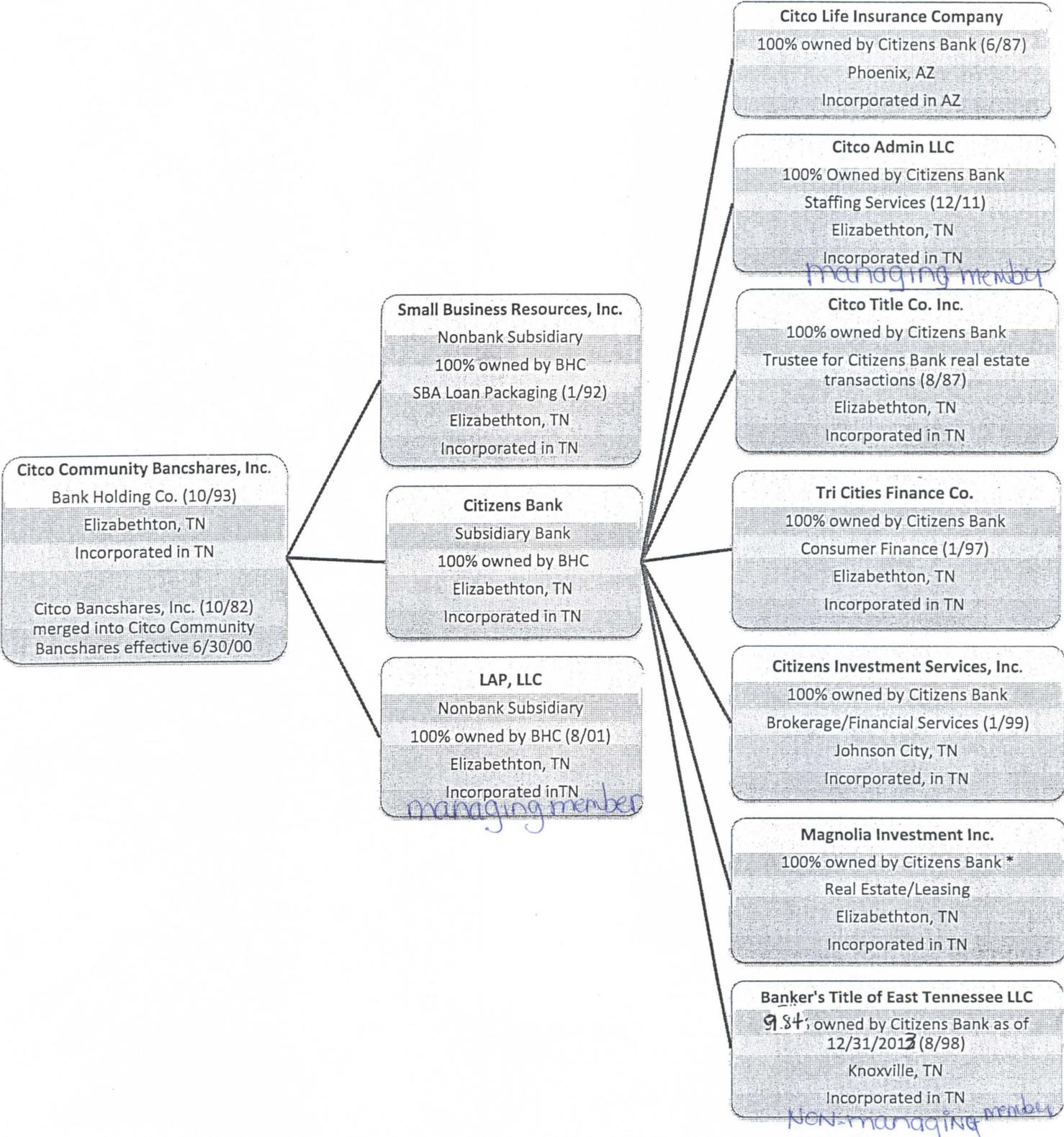
No

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.

<p>NA</p> <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
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2A.



* Acquired through merger

FRY-6 2014

Report Item 2b: Domestic Branch Listing

Citizens Bank Branches

12/31/2014

Branch Name	Street Address	City	State	Zip Code	County	Service Type
Citizens Bank	302-304 East Broad Street	Elizabethton	TN	37643	Carter	Full
Bemberg Branch	300 Bemberg Road	Elizabethton	TN	37643	Carter	Full
Hampton Branch	US Hwy 321 at Hampton Road	Hampton	TN	37658	Carter	Full
State of Franklin Branch	3028 Peoples Street	Johnson City	TN	37601	Washington	Full
University Branch	1811 W. State of Franklin	Johnson City	TN	37601	Washington	Full
Train Station Branch	101 East Main Street	Kingsport	TN	37662	Sullivan	Full
Preston Forest Branch	2240 E Stone Drive	Kingsport	TN	37662	Sullivan	Full
Colonial Heights Branch	4215 Ft Henry Drive	Kingsport	TN	37663	Sullivan	Full
Allandale Branch	901 University	Church Hill	TN	37642	Hawkins	Full
State Street Branch	308 State Street	Bristol	TN	37625	Sullivan	Full
Volunteer Parkway Branch	844 Volunteer Parkway	Bristol	TN	37620	Sullivan	Full
Bonham Branch	110 Bonham Road	Bristol	VA	24202	Washington	Full

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%	
<i>Stephen</i> STEVE LAPORTE 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><u>473,508.00</u></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
9.92 % 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) 7.7% 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
9.92 % 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
7.7% 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 - 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
9.92 % 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) 9.1% ownership in Coastal Financial Holdings, Inc. by the Christopher L LaPorte 1999 Irrevocable Trust
23.3% 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
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100% of Citco Title Inc is owned by Citizens Bank
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