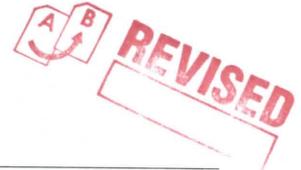


Board of Governors of the Federal Reserve System



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, 2014

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

5101 5TH AVE

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

EASTMAN

GA

31023

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

BUNNY WRIGHT

SEC/TREAS

Name

Title

4782206103

Area Code / Phone Number / Extension

4783746477

Area Code / FAX Number

bwright@citizensbankandtrust.net

E-mail Address

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

I, G. MIKE ODOM, JR

Name of the Holding Company Director and Official

CHAIRMAN AND 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 G. Mike Odom, Jr., Chairman & CEO*

Signature of Holding Company Director and Official

06/09/2015

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 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:**

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**CITIZENS  
CORPORATION  
Eastman, GA  
Incorporated in State of Georgia**

100% of common stock

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**CITIZENS BANK & TRUST  
COMPANY  
Eastman, GA  
Incorporated in State of Georgia**

**REPORT ITEM #2b:**

<b>Citizens Bank &amp; Trust Company 5101 Fifth Avenue, NE Eastman, Dodge County, Georgia 31023 USA</b>	<b>Date Opened: 05/01/69</b>	<b>Full Service</b>
<b>Rhine Branch Highway 280 Rhine, Dodge County, Georgia 31077 USA</b>	<b>Date Opened: 02/02/87</b>	<b>Full Service</b>
<b>5<sup>th</sup> and Oak Office 5<sup>th</sup> and Oak Eastman, Dodge County, Georgia 31023 USA</b>	<b>Date Opened: 06/01/87</b>	<b>Full Service</b>
<b>Cochran Branch 127 South Sixth Street Cochran, Bleckley County, Georgia 31014 USA</b>	<b>Date Opened: 08/02/99</b>	<b>Full Service</b>
<b>Helena Branch Office 107 8<sup>th</sup> Street Helena, Telfair County, Georgia 31037 USA</b>	<b>Date Opened: 05/05/03</b>	<b>Full Service</b>
<b>Lake Joy Branch 1041 Highway 96 Warner Robins, Houston County, Georgia 31088 USA</b>	<b>Date Opened: 03/30/09</b>	<b>Full Service</b>

**REPORT ITEM #3(1):**

1. a) Williamson S. Stuckey, Jr.  
Washington, DC/Eastman, GA  
b) USA  
c) 4,638.26                    32.90%
2. a) Lynda S. Franklin  
St. Simons Island, GA/Eastman, GA  
b) USA  
c) 3,892.50                    27.61%
3. a) Russell D. Franklin, III  
Tallahassee, FL  
b) USA  
c) 923.47                    6.55%
4. a) Stephanie Stuckey Benfield  
Atlanta, GA  
b) USA  
c) 763.72                    5.42%
5. a) Jay-Gould W. Stuckey  
Los Angeles, CA  
b) USA  
c) 763.72                    5.42%
6. a) Beverly Franklin Hales  
Fayetteville, GA  
b) USA  
c) 923.47                    6.55%

**REPORT ITEM #3(2):**

None.

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	29 Yrs	N/A	None	Business	4,638.26	vc	32.90%
					Executive	459,187.74	nvc	32.90%
Lynda S. Franklin Eastman, GA	Director Emeritus	29 Yrs	Director-CB&T	None	Business	3,892.50	vc	27.61%
					Executive	383,992.66	nvc	27.51%
Edward R. Davis, Jr. Cordele, GA	Director Emeritus	29 Yrs	N/A	Director - Bk of Dudley, GA	Retired	None		
Gregory W. Griffith University Park, MD	Chairman / Treasurer	29 Yrs	N/A	None	CPA	0.10	vc	0.00%
						9.90	nvc	0.00%
Russell D. Franklin, III Tallahassee, FL	Director	5 Yrs	N/A	None	Professor	923.47	vc	6.55%
						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	5 Yrs	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	6.55%
						92,105.95	nvc	6.60%
Wade B. Hall Eastman, GA	Director	6 Yrs	Director-CB&T	None	Forester	None		
Henry Barclay, III Birmingham, AL	Director	6 Yrs	N/A	None	CPA	None		
G. Mike Odom, Jr. Richmond Hill, GA	Director	6 Yrs	N/A	Officer - The Coastal Bank	Banker	None		
John C. Wright Georgetown, SC	Director	6 Yrs	N/A	None	Retired	None		
Eugene Haskins Douglas, GA	Director / President / CEO	2 Yrs	Dir/Pres-CB&T	None	Banker	None		
Tonya M. Mitchell Eastman, GA	Secretary	N/A	N/A	None	Accountant	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:**

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 Timberland, Inc.  
Director/Chairman - Stuckey's Corporation  
Director/Vice-Chairman - Interstate Dairy Queen Corporation  
Director/Chairman - Atlantis, Inc.  
Director/Chairman - Stuckey's Family Favorites Incorporated  
Director/Officer - Jackie's Gun and Pawn  
Partner - Dairy Queen of Marineland  
Partner - Stuckey's/DQ of Bagdad, FL
- 4(a) 32.90%
- 4(b) None
- 4(c) 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 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, L.P.  
Director/Vice-President - Tijuana Trading Co  
Limited Partner – Financial Sector Investment Fund I, LLLP
- 4(a) 27.61%
- 4(b) None
- 4(c) Stuckey Timberland, Inc. - 1,722,500 shares - 26.64%  
Franklin, Inc. - 89.83%:  
    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, L.P. - 94.5% Partnership interest  
Tijuana Trading Co. - 55%

**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

4(a) None

4(b) None

4(c) None

**REPORT ITEM #4:**

PAGE 4

- 1 Gregory W. Griffith  
University Park, MD  
USA
- 2 Certified Public Accountant
- 3(a) Chairman/ Chief Financial Officer
- 3(b) None
- 3(c) Chairman/Assistant Treasurer - Stuckey Timberland, Inc.  
Director/Secretary-Treasurer - Stuckey's Corporation  
Director/Secretary-Treasurer - Interstate Dairy Queen Corporation  
Director/Secretary-Treasurer - Atlantis, Inc.  
Director/Secretary-Treasurer - Stuckey's Family Favorites Incorporated  
Partner - Dairy Queen of Marineland  
Limited Partner – Financial Sector Investment Fund I, LLLP
- 4(a) .001%
- 4(b) None
- 4(c) Stuckey's Family Favorites Incorporated – 27%

**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.
- 4(a) 6.598%
- 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) 5.416%

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) 5.416%

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) None

4(a) 6.598%

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 & Trust Company

3(c) Director / President - Stuckey Timberland, Inc.  
General Partner - Non-Typical Properties, LLC  
Limited Partner - Southern Hills Development, LLC  
Limited Partner – Financial Sector Investment Fund I, LLLP

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 / Vice-Chairman

3(b) None

3(c) Director - Stuckey Timberland, Inc.  
Executive Vice-President – The Coastal Bank, Savannah, GA

4(a) None

4(b) None

4(c) The Mulberry Company, LLC – 25%  
Tivolt Properties, LLC – 25%  
Great Oaks Advisors, LLC – 100%

**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 Eugene Haskins  
Douglas, Georgia  
USA

2 Banker

3(a) Director and President

3(b) Director and President – Citizens Bank & Trust Company

3(c) General Partner – Baxkins, LLC

4(a) None

4(b) None

4(c) None

**REPORT ITEM #4:**

PAGE 14

1 Tonya M. Mitchell  
Eastman, GA  
USA

2 Accountant

3(a) Secretary

3(b) None

3(c) Secretary/Treasurer - Stuckey Timberland, Inc.  
Secretary/Treasurer - The W. S. and Ethel Stuckey Foundation, Inc.  
Secretary - Franklin, Inc.

4(a) None

4(b) None

4(c) None