



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, 2013

Month / Day / Year

I, **George P. Shirley**

Reporter's Name, Street, and Mailing Address

Citizens of Grainger County Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

President

P O Box 98

Title of the Holding Company Director and Official

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

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.

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

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 **1085992**
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

FORM FR Y-6

CITIZENS OF GRAINGER COUNTY CORPORATION

**Rutledge, Tennessee 37861
Fiscal Year Ending December 31, 2013**

Report Item 1: The bank holding company prepares an annual report for its shareholders. Two copies are attached.

Report Item 2a: Attached

Report Item 2b: Submitted via email on 2/07/2014

Report Item 3: Attached

Report Item 4: Attached

Report Item 2a: Organization Chart

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

100%

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

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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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

FORM FR Y-6
 Citizens of Grainger County Corporation
 December 31, 2013

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 12-31-13

(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
Shirley Properties Limited Liability Co. W. Wayne Shirley, Chief Manager Rutledge, TN USA	USA	[4,400 - 6.33% Common Stock
Wayne Shirley Rutledge, TN USA	USA	[12,399 - 17.84% Common Stock
CONTROLS TOTAL		16,799 - 24.18% Common Stock
Betty A. Shirley Rutledge, TN USA	USA	[9,255 - 13.32% Common Stock
Mary Grace Shirley JTC Betty A Shirley Rutledge, TN : USA	USA	[180 - .25% Common Stock
Mary Grace Shirley and Betty A Shirley Rutledge, TN USA	USA	[365 - .52% Common Stock
CONTROLS TOTAL		9,800 - 14.10% Common Stock
George Patrick Shirley Rutledge, TN USA	USA	[4,261 - 6.13% Common Stock
George Shirley and Natalie Shirley Rutledge, TN USA	USA	[25 - .03% Common Stock
CONTROLS TOTAL		4,286 - 6.16% Common Stock
Mary Grace Shirley Knoxville, TN USA		3,460 - 4.98% Common Stock
CONTROLS TOTAL		3,460 - 4.98% 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 12-31-13: NONE**

FORM FR Y-6
 Citizens of Grainger County Corporation
 December 31, 2013

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	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	0.28%	None	N/A
Ronald E. Davis Blaine, TN, USA	Retired Banker	Director	Director (CB&T of Gr.Co.)	N/A	0.86%	None	N/A
J. Frank Godwin Rutledge, TN, USA	Farmer	Director	Director (CB&T of Gr.Co.)	Partner G&M Farms	1.00%	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	6.16%	None	N/A
Wayne Shirley* Rutledge,	N/A	Director & Chairman	Director & Chairman	N/A	24.18%	None	N/A

FORM FR Y-6
 Citizens of Grainger County Corporation
 December 31, 2013

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	1.15%	None	N/A
Mary Jane Dalton Rutledge, TN, USA	N/A	Secretary	E'VP (CB&T of Gr.Co.)	N/A	0.72%	None	N/A
Betty Shirley** Rutledge, TN, USA	N/A	N/A	N/A	N/A	14.10%	None	N/A
Mary Grace Shirley*** Knoxville, TN, USA	N/A	N/A	N/A	N/A	4.98%	None	N/A

Report Item 4: Directors; Insiders; & Related Interests

**Wayne Shirley controls 4400 shares which is under "Shirley Properties, LLC", of which he is Chief Manager. This amount is included in the total above

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

***Mary Grace Shirley is the daughter of Wayne Shirley. (These shares had previously been reported under under a "Trust Under Agreement" of which George Shirley was the Trustee.)