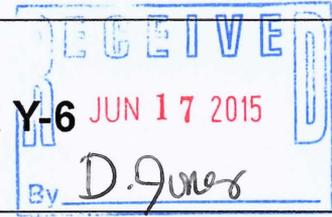


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6 JUN 17 2015



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)

I, Carl Walls

Name of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

OGS Investments, Inc.

Legal Title of Holding Company

720 S. Pine Ave.

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

Ocala FL 34471

City State Zip Code

N/A

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:

Sheri Higginbotham CFO

Name Title

352-547-3501

Area Code / Phone Number / Extension

352-369-4901

Area Code / FAX Number

shiggi@floridacitizensbank.com

E-mail Address

www.fcb.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 2744232
 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

1a. OGS Investments, Inc. is not registered with the Securities and Exchange Commission.

1b. Attached

State of incorporation is Florida for both entities listed below.

2.a.

OGS Investments, Inc.
720 S. Pine Ave
Ocala, Florida 34471

Florida Citizens Bank
Gainesville, Florida
(OGS owns 100% of stock)

2.b. Attached

3.

Shareholders owning 5% or more of voting stock of OGS Investments, Inc.

a. Name & Address	b. Citizenship	c. Number/percentage stock
Linda C. Quincy Gainesville, FL	USA	21,693/8.33%
Quintus Irving Roberts Palatka, FL	USA	23,920/9.18%
Michael E. & Phyllis P. Warren Gainesville, FL	USA	22,743/8.73%

3.2. None

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*
OK		Full Service (Head Office)	2733348	FLORIDA CITIZENS BANK	3919 WEST NEWBERRY ROAD	GAINESVILLE	FL	32607	ALACHUA	UNITED STATES	61931	0	FLORIDA CITIZENS BANK	2733348
OK		Full Service	2897549	34TH STREET BRANCH	3535 SW 34TH STREET	GAINESVILLE	FL	32608	ALACHUA	UNITED STATES	290840	1	FLORIDA CITIZENS BANK	2733348
OK		Full Service	2920513	MILLHOPPER BRANCH	2810 N.W. 43RD STREET	GAINESVILLE	FL	32606	ALACHUA	UNITED STATES	340755	2	FLORIDA CITIZENS BANK	2733348
OK		Full Service	3725667	MICANOPY BRANCH	106 U.S. 441	MICANOPY	FL	32667	ALACHUA	UNITED STATES	362539	4	FLORIDA CITIZENS BANK	2733348
OK		Full Service	4260633	HIGHWAY 200 BRANCH	8290 SW HIGHWAY 200	OCALA	FL	34481	MARION	UNITED STATES	512605	10	FLORIDA CITIZENS BANK	2733348
OK		Full Service	3725658	OCALA BRANCH	720 SOUTH PINE AVENUE	OCALA	FL	34474	MARION	UNITED STATES	357992	3	FLORIDA CITIZENS BANK	2733348
OK		Full Service	3725685	SILVER SPRINGS BRANCH	4201 EAST SILVER SPRINGS BLVD	OCALA	FL	34470	MARION	UNITED STATES	418475	6	FLORIDA CITIZENS BANK	2733348

OGS Investments, Inc.
Annual Report of Bank Holding Companies - FR Y-6
As of December 31, 2014

4. Directors and Officers of OGS Investments, Inc.

1. Name & Address	2. Occupation	3a. Title/Position	3b. Position w/ Florida Citizens Bank	3c. Title/Position w/Other business	4a. Percent of shares OGS	% Sub.	4c. Other Companies - owning > 25%
G. Terrence Crawford Ocala, FL USA	Businessman	Director	Director	President - Conimar Corp.	0.64%	n/a	Conimar Group LLC - 100%
Joseph W. Davis Gainesville, FL USA	CPA/PFS	Director	Director	Davis Monk Financial Grp. Inc. President - Owner 100% Carr, Riggs & Ingram Partner - Emeritus Santa Fe Health (includes AvMed) Board Member Joseph W. Davis, CPA, PA President - Owner 100%	1.92%	n/a	Davis, Monk Investments - 33.3% Davis-Monk Financial Group - 100% JW Davis, CPA, PA - 100%
Jonathan S. Dean Morrison, FL USA	Attorney	Director	Director	Dean & Dean Owner	1.58%	n/a	Dean & Dean, P.A. - 51% Daystar Farms - 50% Ocala International Commerce Park - 33.3% Jonathan S. Dean, P.A. - 100% Advantage Title - 51% Advantage Land - 49% Top Gun, LLP - 50%
Larry T. Ellis Gainesville, FL USA	Retired	Director	Director	n/a	0.12%	n/a	Owners Primes & Subs. - 50%

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Franklin K. Lentz Sr. Gainesville, FL USA	Chartered Financial Consultant	Director	Director	Lentz Financial Group Owner	2.58%	n/a	n/a
Carroll E. Lewis Ocala, FL USA	Businessman	Director	Director	CEL Consulting, Inc. Bobcat of Ocala	100% 50%	4.38%	n/a Ocala International Invest. - 33.3%
Winfred M. Phillips Gainesville, FL USA	Sr. Vice President University of Florida	Director	N/A	Sr. Vice President & Chief Operating Officer	0.73%	n/a	n/a
Christopher E. Smith Gainesville, FL USA	Sales	Director	N/A	Sullivan Auto Group Vice President	0.99%	n/a	Medicine Man Motor Man - 50%

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Marilyn L. Tubb Gainesville, FL USA	Public Relations Management	Director	Director	Assoc. VP Special Projects - Santa Fe College (Retired)	0.96%	n/a	n/a
Benny L. Walker Gainesville, FL USA	Entrepreneur	Director/Chairman	Director	Walker Furniture Owner	1.80%	n/a	Walker Furniture, Inc. - 100% Main Street Properties - 100%
Carl F. Walls Gainesville, FL USA	Bank President	Director/President	Director/President	n/a	3.65%	n/a	n/a
Michael E. Warren Gainesville, FL USA	Developer	Director	Director	President - AMJ Inc.	8.73%	n/a	AMJ Inc. of Gainesville - 100% AMJ Realty, Inc. - 100% Greenwich Green, LLC - 55% Hidden Village, Inc. - 100% Group 2610 - 92.5% Pinehurst AMJ Properties, Inc. 50% Michael Warren Family Ltd. Partnership 37% Plaza Royale Associates LLC - 97%

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Gainesville Commerce Center LP - 94%
Tower Med LLC - 95%
MEW Comm. LLC - 100%
Oakgate Development - 97%
Pinewood LLC - 100%
Madison Park LLC - 100%
MK Gas LLC - 50%
Tridell LLC - 33%
Tarragon LLC - 62%
McGuin Warren, LLC - 33.3%
Convergent Capital Partners, LLC - 25%
CCP Legacy, LLC - 50%
CCP St. Augustine, LLC - 33.3%
CCP Finance, LLC - 25%
CCP Emerald Green, LLC - 25%

Sheri Higginbotham
Ocala, FL USA

CPA

CFO/Treasurer/
Secretary

SVP/Comptroller

n/a

n/a

n/a

n/a

Debra Gray
Gainesville, FL USA

Banker

Chief Operations
Officer

SVP/Cashier

n/a

n/a

n/a

n/a