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.

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, Ralph W. Johnson III
Name of the Holding Company Director and Official
Chairman of the Board of Directors
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 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 Report (top-tier holding company’s fiscal year-end):
December 31, 2016
Month / Day / Year
Not Applicable

Report’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters Name, Street, and Mailing Address
Citizens Building and Loan MHC

Legal Title of Holding Company
P.O. Box 388

(Mailing Address of the Holding Company) Street / P.O. Box
Greer SC 29652-0388

City State Zip Code
229 Trade Street, Greer, SC 29651-3427
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Grayson E. Tuck

Name Title
901-684-2311

Area Code / Phone Number / Extension
901-684-2339

Area Code / FAX Number
gtuck@cbigreer.com

E-mail Address

www.cbigreer.com
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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

10/2014
1. The Company is a mutual holding company and has no shareholders. The Company does not provide an annual report to members.

2. (a) Organizational Chart:

   Citizens Building and Loan MHC
   State of Incorporation: South Carolina
   229 Trade Street
   Greer, South Carolina 29651-3427
   No LEI

   100% Ownership

   Citizens Building and Loan, SSB
   State of Incorporation: South Carolina
   229 Trade Street
   Greer, South Carolina 29651-3427
   No LEI

   Citizens Building and Loan MHC does not control any nonbanking companies between 5% and 25%.

2. (b) Branch Verification: Citizens Building and Loan, SSB operates only from its main office location, which is located at 229 Trade Street, Greer, South Carolina 29651-3427. Citizens Building and Loan, SSB does not have any other banking locations. The FR Y-6 depository institution branch data verification for Citizens Building and Loan, SSB as of December 31, 2016 is correct.

3. (1) Shareholders – 5% or more with power to vote: - N/A. Citizens Building and Loan, MHC is a pure mutual holding company that has no shareholders. There is no individual or entity that owns any equity interest in the MHC.

3. (2) Shareholders – not listed in 3 (1) with 5% or more: - N/A. Please see response to question 3 (1).

4. Insiders – Company Directors and Executive Officers:

<table>
<thead>
<tr>
<th>(1) Name/Address</th>
<th>(2) Principal Occupation</th>
<th>(3-a) Titles</th>
<th>(3-b) Titles</th>
<th>(3-c) Title/Position</th>
<th>(4-a) %Ownership MHC</th>
<th>(4-b) %Ownership</th>
<th>(4-c) Other %</th>
<th>Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>W. Terry Dobson</td>
<td>Merchant</td>
<td>Director</td>
<td>Director</td>
<td>Owner – Dobson True Value Hardware</td>
<td>N/A</td>
<td>0</td>
<td>100%</td>
<td>Dobson True Value Hardware</td>
</tr>
<tr>
<td>Greer, SC</td>
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</tr>
</tbody>
</table>

   State of Incorporation: South Carolina
<table>
<thead>
<tr>
<th>(1) Name/Address</th>
<th>(2) Principal Occupation</th>
<th>(3-a) Titles</th>
<th>(3-b) Title/Position</th>
<th>(4-a) % Ownership</th>
<th>(4-b) % Ownership MHC</th>
<th>(4-c) % Ownership Subsidiary</th>
<th>(4 – c) % Ownership Other</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hayne P. Griffin, Jr.</td>
<td>Retired Furniture Merchant</td>
<td>Director</td>
<td>Partner – Griffin Business Associates, LLC</td>
<td>N/A</td>
<td>0</td>
<td>50% - Griffin Business Associates</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Partner – Mutual Home Stores of Greer, Greenville, Fountain Inn, Easley and Mauldin, SC, Inc.</td>
<td></td>
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</tr>
<tr>
<td>Laurens I. James, Jr.</td>
<td>Insurance Agent</td>
<td>Director</td>
<td>President – James Agency, Inc.</td>
<td>N/A</td>
<td>0</td>
<td>50% - James Agency, Inc.</td>
<td></td>
</tr>
<tr>
<td>Greer, SC</td>
<td></td>
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</tr>
<tr>
<td>Ralph W. Johnson, III</td>
<td>Electrical Contractor</td>
<td>Chairman</td>
<td>President – Utility Sales, Inc.</td>
<td>N/A</td>
<td>0</td>
<td>100% - Utility Sales, Inc.</td>
<td></td>
</tr>
<tr>
<td>Greer, SC</td>
<td></td>
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</tr>
<tr>
<td>Paul J. Rogers</td>
<td>Executive Director - Joshua’s Way, Inc.</td>
<td>Director</td>
<td>Executive Director – Joshua’s Way, Inc. (Non-Profit Organization)</td>
<td>N/A</td>
<td>0</td>
<td>100% - PROG Investments LLC</td>
<td></td>
</tr>
<tr>
<td>Greer, SC</td>
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<td></td>
<td>33 1/3% - Poinsett Development Group</td>
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<tr>
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<td></td>
<td></td>
<td></td>
<td>33 1/3% - Rogers Retirement Group LLC</td>
<td></td>
</tr>
<tr>
<td>Benjamin B. Waters, III</td>
<td>Retired Contractor</td>
<td>Director</td>
<td>Partner – The Waters Company Owner – BBW Holdings, LLC Owner – Construction Problem Resolution, LLC</td>
<td>N/A</td>
<td>0</td>
<td>25% - The Waters Company</td>
<td></td>
</tr>
<tr>
<td>Campobello, SC</td>
<td>Currently: Invests Family Assets and is a Construction Consultant</td>
<td></td>
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<td></td>
<td></td>
<td>100% - BBW Holdings, LLC</td>
<td></td>
</tr>
<tr>
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<td></td>
<td></td>
<td></td>
<td></td>
<td>100% - Construction Problem Resolution, LLC</td>
<td></td>
</tr>
</tbody>
</table>
Results: A list of branches for your depository institution: CITIZENS BUILDING AND LOAN, SSB (ID_RSSD: 851172).
This depository institution is held by CITIZENS BUILDING AND LOAN MHC (4880358) of GREEN, SC.
The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Off Service (Head Office)</td>
<td>851172</td>
<td>CITIZENS BUILDING AND LOAN, SSB</td>
<td>229 TRADE STREET</td>
<td>GREEN</td>
<td>SC</td>
<td>29611</td>
<td>GREENVILLE</td>
<td>UNITED STATES</td>
<td>04754</td>
<td>0</td>
<td>CITIZENS BUILDING AND LOAN, SSB</td>
<td>851172</td>
<td></td>
</tr>
</tbody>
</table>