

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Hayne P. Griffin, Jr.  
 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 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.*

Hayne P. Griffin, Jr.  
 Signature of Holding Company Director and Official  
March 21, 2019  
 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 \_\_\_\_\_  
 C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):  
**December 31, 2018**

Month / Day / Year  
 Not Applicable

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

Reporter's 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:  
Dennis D. Trout Senior Vice President  
 Name Title

864-877-2054  
 Area Code / Phone Number / Extension

864-879-2037  
 Area Code / FAX Number

dtrout@cblbanklocal.com  
 E-mail Address

www.cblbanklocal.com  
 Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? .....  No  Yes

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report .....

2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

## 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.

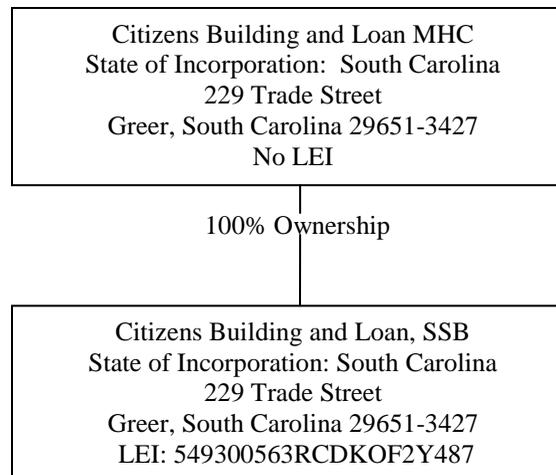
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from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

Form FR Y-6  
Citizens Building and Loan MHC  
Greer, South Carolina

Fiscal Year Ending December 31, 2018

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 does not control any nonbanking companies between 5% and 25%.

2. (b) Branch Verification: Citizens Building and Loan, SSB primary operations are at its main office location, which is located at 229 Trade Street, Greer, South Carolina 29651-3427. Citizens Building and Loan, SSB does have one other banking location at 100 South Edgewood Avenue, Landrum, SC 29356. The FR Y-6 depository institution branch data verification for Citizens Building and Loan, SSB as of December 31, 2018 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:

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

Form FR Y-6

(1) <u>Name/Address</u>	(2) <u>Principal Occupation</u>	(3-a) <u>Titles W/BHC</u>	(3-b) <u>Titles W/Sub</u>	(3-c) <u>Title/Position W/Other</u>	(4-a) <u>%Ownership MHC</u>	(4-b) <u>% Ownership Subsidiary</u>	(4 - c) <u>Other % Ownership</u>
Hayne P. Griffin, Jr. Landrum, SC	Retired Furniture Merchant	Director	Director	Partner – Griffin Business Associates, LLC Partner – Mutual Home Stores of Greer, Greenville, Fountain Inn, Easley and Mauldin, SC, Inc.	N/A	0	50% - Griffin Business Associates
Laurens I. James, Jr. Greer, SC	Insurance Agent	Director	Director	President – James Agency, Inc.	N/A	0	50% - James Agency, Inc.
Ralph W. Johnson, III Greer, SC	Electrical Contractor	Chairman	Chairman	President – Utility Sales, Inc.	N/A	0	100% - Utility Sales, Inc.
Paul J. Rogers Greer, SC	Retired Dentist	Director	Director	Owner - PROG Investments LLC Partner - Poinsett Development Group Partner - Rogers Retirement Group LLC	N/A	0	100% - PROG Investments LLC 33 1/3% - Poinsett Development Group 33 1/3% - Rogers Retirement Group LLC
Benjamin B. Waters, III Campobello, SC	Retired Contractor Currently: Invests Family Assets and is a Construction Consultant	Director	Director	Partner – The Waters Company Owner – BBW Holdings, LLC Owner – Construction Problem Resolution, LLC	N/A	0	25% - The Waters Company 100% - BBW Holdings, LLC 100% - Construction Problem Resolution, LLC

**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 GREER, SC**.  
 The data are as of **06/30/2019**. Data reflects information that was received and processed through **07/07/2019**.

**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)	851172	CITIZENS BUILDING AND LOAN, SSB	229 TRADE STREET	GREER	SC	29651	GREENVILLE	UNITED STATES	Not Required	Not Required	CITIZENS BUILDING AND LOAN, SSB	851172	
OK		Full Service	5338762	LANDRUM BRANCH	100 SOUTH EDGEWOOD AVENUE	LANDRUM	SC	29356	SPARTANBURG	UNITED STATES	Not Required	Not Required	CITIZENS BUILDING AND LOAN, SSB	851172	