

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):

December 31, 2011

Month / Day / Year

I, Joe Bruce

Name of the Bank Holding Company Director and Official

President/CEO

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Twin Cities Financial Services, Inc.

Legal Title of Bank Holding Company

330 E. Broadway, PO Box 9730

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

Maryville

TN

37802-9730

City

State

Zip Code

same

Physical location (if different from mailing address)

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

Person to whom questions about this report should be directed:

Gaynell Lawson

SEVP/CFO

Name

Title

865-977-5904

Area Code / Phone Number / Extension

865-977-5923

Area Code / FAX Number

glawson@cbbcbank.com

E-mail Address

N/A

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

Joe Bruce
Signature of Bank Holding Company Director and Official

Date of Signature

2-29-12

For bank 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.

1082478

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 FRY-6
Report Item 2.a. Organization Chart

12/31/2011

Twin Cities Financial Services, Inc.
330 E. Broadway
Maryville, TN USA

100% ownership of subsidiary

Citizens Bank of Blount County
330 E. Broadway
Maryville, TN USA

**Report Item 2b
Domestic Branch Listing**

12/31/2011

Full branch listing attached.

**Citizens Bank of Blount County
Maryville, TN USA**

Report item 3.1

Twin Cities Financial Services, Inc.

Stockholders Owning 5% or more of Registrant's Shares

December 31, 2011

Registrant Owned

<u>Name and Address</u>	<u>Country of Citizenship</u>	<u>Common Shares</u>	
		<u>Number</u>	<u>Percentage</u>
✓ Joe B. Bruce Maryville, Tennessee	U.S.A.	108,098	18.53
✓ Ben Robertson Maryville, Tennessee	U.S.A.	86,157	14.77
✓ Leon Shields Maryville, Tennessee	U.S.A.	37,729	6.47

Report item 3.2

None

INSIDERS
Report item 4

TWIN CITIES FINANCIAL SERVICES, INC.
December 31, 2011

<u>Name and Address</u>	<u>Principal Occupation</u>	<u>Twin Cities Financial Services, Inc.</u>	<u>Position With</u>		<u>Twin Cities Financial Services, Inc. Percent</u>	<u>Percentage of Voting Shares</u>		<u>Name of Business Percent</u>	
			<u>Citizens Bank of Blount Co.</u>	<u>Other Business</u>		<u>Citizens Bank of Blount County</u>			
/ Joe B. Bruce Maryville, TN	Banker	President and Director	President, CEO, and Director	None	18.53	0	None	0	
/ Joe W. Downey Maryville, TN	Retired	Director	Director	None	4.3	0	None	0	
/ John W. Clabough Maryville, TN	Retired	Director	Director	None	4.82	0	None	0	
/ John Proffitt Maryville, TN	Retired	Chairman and Director	Chairman and Director	None	2.74	0	None	0	
Ben Robertson Maryville, TN	Retired	Director	Director	None	14.77	0	None	0	
/ Leon Shields Maryville, TN	Insurance	Vice Chairman and Director	Vice Chairman and Director	Shields Insurance Assoc.	6.47	0	Shields Ins.Assoc Owner	100	
/ Jim Warren Maryville, TN	Engineer	Secretary and Director	Secretary and Director	None	2.09	0	None	0	
/ Gaynell Lawson Maryville, TN	Banker	Assist Sec Treas & Director	Sr. Exec. VP and CFO	None	2.22	0	None	0	
/ Robert L. Carroll Maryville, TN	Banker	Director	Sr. Exec. VP	None	2.05	0	None	0	
/ G. Alvin Grubb Maryville, TN	Banker	Director	Exec. VP	None	0.45	0	None	0	

Report Item 2.b.

Results: A list of branches for your BHC: TWIN CITIES FINANCIAL SERVICES, INC. (1082478) of MARYVILLE, TN.
The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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
Correct		Full Service (Head Office)						
Correct		Full Service	218131	CITIZENS BANK OF BLOUNT COUNTY	330 E. BROADWAY	MARYVILLE	TN	37804
Correct		Full Service	292337	MIDLAND BRANCH	214 N. CALDERWOOD	ALCOA	TN	37701
Correct		Full Service	2486608	WAL-MART SUPERCENTER #672	1030 HUNTER'S CROSSING DRIVE	ALCOA	TN	37701
Correct		Full Service	3247981	CHAPMAN HIGHWAY BRANCH	4000 CHAPMAN HIGHWAY	KNOXVILLE	TN	37920
Correct		Full Service	3134933	PETERS ROAD BRANCH	125 SOUTH PETERS ROAD	KNOXVILLE	TN	37923

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County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
BLOUNT	UNITED STATES	14679	0	CITIZENS BANK OF BLOUNT COUNTY	218131	
BLOUNT	UNITED STATES	252490	1	CITIZENS BANK OF BLOUNT COUNTY	218131	
BLOUNT	UNITED STATES	252495	6	CITIZENS BANK OF BLOUNT COUNTY	218131	
KNOX	UNITED STATES	429948	11	CITIZENS BANK OF BLOUNT COUNTY	218131	
KNOX	UNITED STATES	419778	10	CITIZENS BANK OF BLOUNT COUNTY	218131	

BLOUNT	UNITED STATES	363361	9	CITIZENS BANK OF BLOUNT COUNTY	218131
BLOUNT	UNITED STATES	477834	12	CITIZENS BANK OF BLOUNT COUNTY	218131
BLOUNT	UNITED STATES	252491	2	CITIZENS BANK OF BLOUNT COUNTY	218131
BLOUNT	UNITED STATES	252492	3	CITIZENS BANK OF BLOUNT COUNTY	218131
BLOUNT	UNITED STATES	482377	13	CITIZENS BANK OF BLOUNT COUNTY	218131
BLOUNT	UNITED STATES	252494	5	CITIZENS BANK OF BLOUNT COUNTY	218131
MONROE	UNITED STATES	252497	8	CITIZENS BANK OF BLOUNT COUNTY	218131

Correct		Full Service	3079744	TOPSIDE BRANCH	2041 TOPSIDE ROAD		LOUISVILLE	TN	37777
Correct		Full Service	3797561	411 SOUTH BRANCH	2307 MARKETPLACE DRIVE		MARYVILLE	TN	37801
Correct		Full Service	219736	FAIRPARK BRANCH	1819 E. BROADWAY		MARYVILLE	TN	37804
Correct		Full Service	96937	FOOTHILLS MALL BRANCH	205 FOOTHILLS MALL		MARYVILLE	TN	37801
Correct		Full Service	3840832	HERITAGE BRANCH	2614 EAST LAMAR ALEXANDER PARKWAY		MARYVILLE	TN	37804
Correct		Full Service	2188694	TOWNSEND BRANCH	7729 E. LAMAR ALEXANDER PKWY		TOWNSEND	TN	37882
Correct		Full Service	2705532	VONORE BRANCH	2075 HIGHWAY 411		VONORE	TN	37885